

VICTORY OPPORTUNITIES 1 CORP.

FILING STATEMENT

QUALIFYING TRANSACTION INVOLVING THE ACQUISITION BY
VICTORY OPPORTUNITIES 1 CORP.
OF EXCALIBUR METALS CORP.

Dated as at November 12, 2024

*Neither the TSX Venture Exchange Inc. (the “**Exchange**”) nor any securities regulatory authority has in any way passed upon the merits of the Qualifying Transaction described in this filing statement.*

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LIST OF SCHEDULES

SCHEDULE A	Audited financial statements of the Issuer for the period from incorporation on March 15, 2022 to June 30, 2022, audited financial statements of the Issuer for the years ended June 30, 2023 and 2024
SCHEDULE B	Management’s Discussion and Analysis of the for the years ended June 30, 2023 and 2024
SCHEDULE C	Audited financial statements of Excalibur for the years ended December 31, 2022 and 2023 and interim financial statements of Excalibur for the six-month period ended June 30, 2024
SCHEDULE D	Management’s Discussion and Analysis of Excalibur for years ended December 31, 2022 and 2023 and for the six-month interim period ended June 30, 2024
SCHEDULE E	Pro forma consolidated financial statement of the Resulting Issuer

GLOSSARY OF TERMS

The following is a glossary of certain defined terms used throughout this Filing Statement. This is not an exhaustive list of defined terms used in this Filing Statement and additional terms are defined throughout. Terms and abbreviations used in the financial statements and the Management's Discussion and Analysis of the Issuer are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

“\$” means Canadian dollars.

“**Affiliate**” means a Company that is affiliated with another Company as described below:

A Company is an “Affiliate” of another Company if:

- (a) one of them is the subsidiary of the other; or
- (b) each of them is controlled by the same person.

A Company is “controlled” by a person if:

- (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that person; and
- (b) the voting securities, if voted, entitle the person to elect a majority of the directors of the company.

A person beneficially owns securities that are beneficially owned by:

- (a) a Company controlled by that person; or
- (b) an Affiliate of that person or an Affiliate of any Company controlled by that person.

“**Amalco**” means the amalgamated corporation resulting and continuing from the Amalgamation, to be named “Excalibur Metals Operating Corp.”.

“**Amalgamation**” means an amalgamation of Subco and Excalibur pursuant to the BCA, on the terms and subject to the conditions set out in the Definitive Agreement, subject to any amendments or variations thereto made in accordance with the provisions of the Definitive Agreement.

“**Associate**” when used to indicate a relationship with a person or Company, means:

- (a) an issuer of which the person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;
- (b) any partner of the person or Company;
- (c) any trust or estate in which the person or Company has a substantial beneficial interest or in respect of which a person or Company serves as trustee or in a similar capacity; or

- (d) in the case of a person, a relative of that person, including
 - (i) that person's spouse or child, or
 - (ii) any relative of the person or of his spouse who has the same residence as that person;
- (e) but where the TSXV determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding Company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 of the TSX Venture Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

"Audit Committee" means the audit committee of the Resulting Issuer, as defined by NI 52-110.

"Auditor" means the Issuer's auditor, Crowe MacKay LLP.

"BCA" means the *Business Corporations Act* (British Columbia).

"Bellehelen Property" or **"Property"** means the concessions listed in Schedule "D" to the Definitive Agreement, located in Township 2N Ranges 49 & 50E and Township 3N Range 49E in the Bellehelen Mining District, north – central Nye County, Nevada, U.S., listed in Schedule "D" to the Bellehelen Option Agreement, and all upon such further terms as set out therein, and attached to the Definitive Agreement as Schedule "E".

"Bellehelen Option Agreement" means the option agreement between Excalibur, Excalibur USA, Manta Minerals Ltd. and Silver Range Resources Ltd. ("**Silver Range**") dated December 16, 2022, as amended by agreements dated May 17, 2023, February 27, 2024, June 28, 2024, July 15, 2024 and October 31, 2024, pursuant to which Excalibur has the option to acquire a 100% legal and beneficial interest in and to the Bellehelen Property.

"Board" means the board of directors of the Issuer and the board of directors of the Resulting Issuer, as applicable.

"Business Day" means a day other than a Saturday, Sunday or a day on which chartered banks in Vancouver, British Columbia are closed.

"CEO" means Chief Executive Officer.

"CFO" means Chief Financial Officer.

"Closing" means the closing of the Amalgamation.

"Closing Date" means the closing date of the Amalgamation.

"Closing Time" means 9:00 a.m. (Vancouver time) on the Closing Date or such other time as agreed to in writing by the Issuer and Excalibur.

"Company" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"Completion of the Qualifying Transaction" or **"Completion of the Transaction"** means the date the Final QT Exchange Bulletin is issued by the TSXV.

“Concurrent Private Placement” means Excalibur’s concurrent non-brokered private placement financing of Subscription Receipts at a price of \$0.25 per Subscription Receipt, for aggregate gross proceeds of a minimum of \$1,500,000 and up to a maximum of \$2,500,000.

“Control Person” means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

“CPC” means a corporation or trust:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and
- (b) in regard to which the Final QT Exchange Bulletin has not yet been issued.

“Computershare” means Computershare Trust Company of Canada.

“CPC Escrow Agreement” means the Exchange Form 2F – *CPC Escrow Agreement* dated June 28, 2022, as amended, among the Issuer, Computershare and certain Shareholders of the Issuer, pursuant to which the CPC Escrow Shares are currently held in escrow.

“CPC Escrow Shares” means the Issuer Shares held in escrow pursuant to the CPC Escrow Agreement.

“CPC Policy” means Exchange Policy 2.4 - *Capital Pool Companies* in the Exchange Corporate Finance Manual.

“Definitive Agreement” means the amalgamation agreement dated August 13, 2024, and amended on September 30, 2024, among the Issuer, Subco and Excalibur, Pursuant to which such parties have agreed to complete the Transaction on such terms and conditions set forth therein.

“Escrow Release Conditions” means has the meaning ascribed thereto in the Subscription Receipt Agreement.

“Escrow Release Deadline” means 5:00 p.m. (Vancouver time) on January 31, 2025, or such later date as the Issuer and Excalibur may agree in writing.

“Escrowed Funds” means the proceeds of the Concurrent Private Placement (plus interest thereon), to be held in escrow by Computershare pursuant to the Subscription Receipt Agreement.

“Excalibur” means Excalibur Metals Corp.

“Excalibur Shares” means the common shares in the capital of Excalibur.

“Excalibur USA” means Excalibur Metals (USA) Corp., a company incorporated under the laws of Nevada.

“Exchange” or **“TSXV”** means the TSX Venture Exchange Inc.

“Filing Statement” means this filing statement dated as of November 12, 2024 together with all Schedules hereto.

“Final QT Exchange Bulletin” means the bulletin issued by the Exchange following the closing of the Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Transaction.

“Financing Warrant” means the common share purchase warrants of Excalibur issuable upon conversion of the Subscription Receipts, each such common share purchase warrant entitling the holder thereof to purchase one Excalibur Share at a price of \$0.35 for a period of two years from the date of issue.

“Financing Broker Warrant” means a common share purchase warrant, issued as compensation for the Concurrent Private Placement, entitling the holder thereof to purchase one Excalibur Share at a price of \$0.25 for a period of two years from the date of issue.

“IFRS” means IFRS Accounting Standards as issued by the International Accounting Standards Board.

“Insider” if used in relation to an Issuer, means:

- (a) a director or senior officer of the Issuer;
- (b) a director or senior officer of the company that is an Insider or subsidiary of the Issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or
- (d) the Issuer itself if it holds any of its own securities.

“IPO” means the initial public offering of the Issuer as completed on December 22, 2022.

“IPO Agency Agreement” means the agency agreement dated September 28, 2022 between the Issuer and the IPO Agent.

“IPO Agent” means PI Financial Corp. at its office in Vancouver, British Columbia, the agent which assisted the Issuer with respect to the sale of Issuer Shares in the IPO pursuant to the terms of the IPO Agency Agreement.

“IPO Agent’s Options” means the non-transferable agent’s warrant entitling the IPO Agent to acquire up to 241,440 Issuer Shares at an exercise price of \$0.10 per Issuer Share, expiring December 22, 2027.

“Issuer” means Victory Opportunities 1 Corp., prior to the Completion of the Transaction.

“Issuer Preferred Shares” means the Class B preferred shares in the capital of the Issuer.

“Issuer Shares” or **“Common Shares”** means the Class A common shares in the capital of the Issuer.

“Issuer Stock Option Plan” means the stock option plan of the Issuer adopted April 13, 2022.

“Member” has the meaning given to it in Exchange Policy 1.1 - *Interpretation*.

“Name Change” means the change of the Issuer’s name to “Excalibur Metals Corp.”.

“Named Executive Officer” or **“NEO”** means named executive officers’ which include (a) the CEO (or an individual acting in a similar capacity), (b) the CFO (or an individual who acted in a similar capacity), (c) the other most highly compensated executive officer, whose total compensation exceeded \$150,000 and (d) each individual who would be named executive officer under paragraph (c) but for the fact that the individual was not an executive officer, and was not acting in a similar capacity, at the end of the financial year.

“NI 43-101” means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

“NI 52-110” means National Instrument 52-110 – *Audit Committees*.

“**NI 58-101**” means National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

“**NP 58-201**” means National Policy 58-201 – *Corporate Governance Guidelines*.

“**Non-Arm’s Length Qualifying Transaction**” means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction.

“**Person**” means a company or individual.

“**Phase I Work Program**” means the Phase I work program for the Bellehelen Property, as described in the Technical Report;

“**Phase II Work Program**” means the Phase II work program for the Bellehelen Property, as described in the Technical Report;

“**Property Agreements**” means the Silver Rock Option Agreement and the Bellehelen Option Agreement, collectively.

“**Qualifying Transaction**” means a transaction where a CPC acquires Significant Assets other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means and which in this Filing Statement refers to the “Transaction” as defined below.

“**Resulting Issuer**” means the Issuer, that was formerly a CPC, that exists upon issuance of the Final QT Exchange Bulletin.

“**Resulting Issuer Shares**” means the Class A common shares in the capital of the Resulting Issuer.

“**Resulting Issuer Preferred Shares**” means the Class B preferred shares in the capital of the Resulting Issuer.

“**Resulting Issuer Stock Option Plan**” means the stock option plan of the Resulting Issuer, which is the same as the Issuer Stock Option Plan. See “*Part I – Information Concerning the Issuer – Stock Option Plan*”.

“**Resulting Issuer Warrants**” means the share purchase warrants in the capital of the Resulting Issuer which are convertible into Resulting Issuer Warrant Shares.

“**Resulting Issuer Warrant Shares**” means the Resulting Issuer Shares issuable upon exercise of the Resulting Issuer Warrants in accordance with their respective terms.

“**Shareholder**” means a holder of Issuer Shares, Resulting Issuer Shares, or Excalibur as applicable.

“**Significant Assets**” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the Initial Listing Requirements. See Policy 2.1 – *Initial Listing Requirements* in the Exchange Corporate Finance Manual.

“**Silver Rock Property**” means the concessions listed in Schedule “B” to the Definitive Agreement, located in southwest Idaho, U.S.

“**Silver Rock Option Agreement**” means the option agreement between Excalibur, Excalibur USA and IDEX Metals Corp. (formerly known as Idaho Silver Corp.) dated February 14, 2023, as amended by agreements dated February 6, 2024, July 4, 2024 and October 31, 2024, pursuant to which Excalibur has the option to acquire up to a 90% legal and beneficial interest in and to the Silver Rock Property, and all upon such further terms as set out therein and attached to the Definitive Agreement as Schedule “C”.

“Stock Option” or “Option” means an option to acquire Issuer Shares or Resulting Issuer Shares, as applicable, pursuant to the Issuer Stock Option Plan or Resulting Issuer Stock Option Plan, as applicable.

“Subco” means 1496606 B.C. Ltd., a wholly-owned subsidiary of the Issuer.

“Subscription Receipt Agent” means Computershare.

“Subscription Receipt Agreement” means the subscription receipt agreement to be entered into with the Subscription Receipt Agent on closing of the Concurrent Private Placement and which governs the Subscription Receipts.

“Subscription Receipts” means the subscription receipts issued by Excalibur pursuant to the Concurrent Private Placement, with each such subscription receipt convertible, for no additional consideration, into one Excalibur Share and one half of one Financing Warrant upon the satisfaction of the Escrow Release Conditions on the Effective Date.

“Tax Act” means the *Income Tax Act* (Canada), as amended from time to time.

“Technical Report” means the independent technical report prepared by Heather Burrell, B.Sc., P.Geo., titled “Bellehelen Property NI 43-101 Technical Report” with an effective date of August 15, 2024.

“Transaction” means the business combination of the Issuer, Subco and Excalibur by way of a “three-cornered” amalgamation under the provisions of the BCA, and will be read to include, collectively, as the context permits or requires, the Amalgamation, the Name Change, the Concurrent Private Placement and such other transactions contemplated by the Definitive Agreement, which is intended to constitute the Issuer’s Qualifying Transaction in accordance with the CPC Policy.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This Filing Statement contains certain forward-looking statements within the meaning of Canadian securities laws. These statements relate to future events or future performance and reflect management's expectations regarding the growth, results of operations, performance and business prospects and opportunities of Excalibur or the Resulting Issuer. All statements other than statements of historical fact are forward-looking statements. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target" or the negative of these terms or other comparable terminology. These statements are only predictions. In addition, this Filing Statement may contain forward-looking statements attributed to third party industry sources.

Forward-looking statements are necessarily based on estimates and assumptions made by management in light of management's experience and perception of historical trends, current conditions and expected future developments, as well as factors that management believe are appropriate. Forward-looking statements in this Filing Statement include, but are not limited to: the anticipated Closing and Effective Date; the anticipated use of the Escrowed Funds (following the release thereof) by the Resulting Issuer; the Resulting Issuer's anticipated capital structure; the anticipated legal name of the Resulting Issuer; the anticipated escrow periods, release schedules and contractual restrictions on transfer affecting the securities of the Resulting Issuer; the proposed directors, officers and insiders of the Resulting Issuer and their holdings of securities of the Resulting Issuer; the expected executive compensation and corporate governance practices of the Resulting Issuer; the future growth, results of operations, performance and business prospects and opportunities of Excalibur (and therefore, the Resulting Issuer); the funds available to the Resulting Issuer; the business objectives of Excalibur (and therefore, the Resulting Issuer); the timeline and budget disclosed with respect to the Phase I Work Program or Phase II Work Program; the ability of Excalibur to execute its business plan successfully or as disclosed herein, such that the future growth, results of operations, performance and business prospects and opportunities of Excalibur will be as anticipated; and the ability for Excalibur to conduct exploration work or develop the Bellehelen Property or any other property.

Although management of Excalibur believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Excalibur cannot guarantee future results, levels of activity, performance, or achievements. Some of the risks and other factors, some of which are beyond the control of Excalibur, which could cause results to differ materially from those expressed in the forward-looking statements contained in this Filing Statement are included under "*Part III – Information Concerning the Resulting Issuer – Risk Factors*". This list is not exhaustive of the factors that may affect any of the forward-looking statements regarding Excalibur or the Resulting Issuer. Forward-looking statements are statements about the future and are inherently uncertain. Actual events or results could differ materially from those projected in the forward-looking statements including as a result of the matters set out in this Filing Statement generally and certain economic and business factors, some of which may be beyond the control of Excalibur (and therefore the Resulting Issuer). Some of the important risks and uncertainties that could affect forward-looking statements are described under the heading "*Part III – Information Concerning the Resulting Issuer – Risk Factors*". Neither Excalibur nor the Resulting Issuer intends, and neither assumes any obligation, to update any of the forward-looking statements after the date of this Filing Statement so as to conform such statements to actual results or to changes in the expectations of Excalibur, other than as required by applicable securities law. For all these reasons, readers should not place undue reliance on the forward-looking statements contained herein, as the Resulting Issuer's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Resulting Issuer's business, or if Excalibur's estimates or assumptions prove inaccurate. The forward-looking statements contained in this Filing Statement are expressly qualified by this cautionary statement.

The factors identified above are not intended to represent a complete list of the factors that could affect the Issuer, Excalibur, or the Resulting Issuer. Additional factors are noted in this Filing Statement under "Part III – Information Concerning the Resulting Issuer – Risk Factors".

TECHNICAL INFORMATION

Scientific and technical information relating to the Bellehelen Property contained in this Filing Statement is derived from, and in some instances extracted from, and based on the assumptions, qualifications and procedures set out in, the Technical Report. Heather Burrell, B.Sc., P.Geo., reviewed and approved the scientific and technical information relating to the Bellehelen Property contained in this Filing Statement, is a "qualified person" and "independent" of the Issuer and Excalibur within the meaning ascribed to those terms under NI 43-101. Reference should be made to the full text of the Technical Report, a copy of which has been filed and is available for review under Issuer's profile on SEDAR+ at www.sedarplus.ca.

MARKET AND INDUSTRY DATA

The market and industry data contained in this Filing Statement are based upon information from independent industry and other publications and the management of Excalibur's knowledge of, and experience in, the industry in which Excalibur operates. No source of market and industry data has provided any form of consultation, advice or counsel regarding any aspect of, or is in any way whatsoever associated with, the Transaction. Market and industry data are subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data at any particular point in time, the voluntary nature of the data gathering process or other limitations and uncertainties inherent in any statistical survey. Accordingly, the accuracy and completeness of this data are not guaranteed. Neither the Issuer nor Excalibur has independently verified any of the data from third party sources referred to in this Filing Statement or ascertained the underlying assumptions relied upon by such sources.

CURRENCY INFORMATION

Unless otherwise specified, all references to "\$" or "Canadian dollars" in this Filing Statement refer to Canadian dollars.

INFORMATION CONTAINED IN THIS FILING STATEMENT

The information contained in this Filing Statement is given as at November 12, 2024, except where otherwise noted.

No Person has been authorized to give any information or to make any representation in connection with the Transaction and other matters described herein other than those contained in this Filing Statement and, if given or made, any such information or representation should be considered not to have been authorized by the Issuer, Excalibur or the Resulting Issuer and should not be relied upon.

The information concerning each party contained in this Filing Statement has been provided by management and directors of that party. Although the parties have no specific knowledge that would indicate that any of such information regarding the other party is untrue or incomplete, the parties assume no responsibility for the accuracy or completeness of information or the failure by the other party to disclose events which may have occurred or may affect the completeness or accuracy of such information which are unknown to that party.

This Filing Statement does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any Person in any jurisdiction.

Information contained in this Filing Statement should not be construed as legal, tax or financial advice and readers are urged to consult their own professional advisers in connection therewith.

All financial information in this Filing Statement has been prepared in accordance with IFRS, unless otherwise noted. The financial year-end is December 31 for Excalibur and June 30 for the Issuer.

Words importing the singular, where the context requires, include the plural and vice versa and words importing any gender include all genders.

SUMMARY OF FILING STATEMENT

The following is a summary of information relating to the Issuer, Excalibur and the Resulting Issuer (assuming Completion of the Transaction) and should be read together with the more detailed information and financial data and statements contained elsewhere in this Filing Statement.

GENERAL

The Issuer was incorporated pursuant to the provisions of the BCA on March 15, 2022 and is a CPC pursuant to the Exchange CPC Policy. The Issuer is a reporting issuer in the provinces of British Columbia, Alberta and Ontario. The full corporate name of the Issuer is “Victory Opportunities 1 Corp.”. The Issuer Shares are listed for trading on Tier 2 of the Exchange on December 22, 2022 under the trading symbol “VOC.P”. The Issuer has not carried on any business or operations other than identifying and evaluating business opportunities for the purposes of completing a Qualifying Transaction.

“1496606 B.C. Ltd.” was incorporated under the BCA on August 13, 2024 as a wholly-owned subsidiary of the Issuer. Subco’s sole purpose is to amalgamate with Excalibur for the purpose of completing the Transaction.

For additional information about the Issuer, please see “*Part I – Information Concerning the Issuer*”.

Excalibur is a private Canadian mining company, incorporated under the BCA on April 5, 2021, currently in the exploration phase. Excalibur’s principal asset is its right to earn-in a 100% undivided interest from Silver Range in the Bellehelen Property located approximately 70 km east of Tonopah in Central Nevada, U.S. pursuant to the Bellehelen Option Agreement with Silver Range. Excalibur also has the right to earn-in up to a 90% interest from IDEX Metals Corp. (formerly known as Idaho Silver Corp.) in the Silver Rock Property located in southwest Idaho, USA.

For additional information about Excalibur, please see “*Part II - Information Concerning Excalibur*”.

THE QUALIFYING TRANSACTION

Pursuant to the Definitive Agreement, the Issuer will acquire all of the issued and outstanding securities of Excalibur from Excalibur’s securityholders. Each holder of Excalibur Shares will receive one (1) Resulting Issuer Share for each Excalibur Share. All outstanding convertible securities of Excalibur, including the Financing Warrants and the Financing Broker Warrants will be exchanged or replaced with convertible securities of the Resulting Issuer based on a 1:1 ratio and on the same economic terms and conditions as previously issued.

The deemed consideration of the Transaction is approximately \$5,182,500, represented by issuing 20,730,000 Resulting Issuer Shares to the Excalibur Shareholders at a deemed price of \$0.25 per Resulting Issuer Share (not including the Concurrent Private Placement). After the Completion of the Transaction, the Excalibur securityholders will become securityholders of the Resulting Issuer. The number of shares to be issued in connection with the Transaction was determined pursuant to arm’s length negotiations between management of each of the Issuer and Excalibur.

Prior to the Completion of the Transaction, there are 6,388,000 Issuer Shares (of which 3,370,000 are subject to CPC escrow) and 241,440 IPO Agent’s Options issued and outstanding.

Excalibur intends to complete the Concurrent Private Placement prior to the Completion of the Transaction. Under the Concurrent Private Placement, each Subscription Receipt will, prior to the effective time of the Transaction, automatically convert into one Excalibur Share and one half of one Financing Warrant, with each whole Financing Warrant exercisable into a Excalibur Share at an exercise price of \$0.35 for a period of two years, for no additional consideration upon the satisfaction of certain escrow release conditions, including the conditional approval of the Exchange for the Transaction and satisfaction or waiver of all of the conditions precedent to the Transaction as set out in the Definitive Agreement. The Excalibur Shares, Financing Warrants, and Financing Broker Warrants will be exchanged or replaced for Resulting Issuer Shares and Resulting Issuer Warrants and Resulting Issuer Broker Warrants pursuant to the Amalgamation.

The Concurrent Private Placement is a condition to Closing pursuant to the Definitive Agreement. Upon Closing, each Excalibur Share, Financing Warrant and Financing Broker Warrants issued pursuant to the conversion of the Subscription Receipts will be automatically exchanged or replaced for Resulting Issuer Shares and Resulting Issuer Warrants.

In addition, Excalibur is required to issue a total of 100,000 Excalibur Shares pursuant to the terms of the Bellehelen Option Agreement and issue a total of 800,000 Excalibur Shares pursuant to the terms of the Silver Rock Option Agreement. These Excalibur Shares will be exchanged or replaced for Resulting Issuer Shares upon Completion of the Transaction.

No finder's fees or commissions will be paid in connection with the Transaction. Excalibur expects to pay Broker and finder's cash commission of up to 8% of the total proceeds of the Concurrent Private Placement, and issue Financing Broker Warrants equal to up to 8% of the total number of Subscription Receipts issued in the Concurrent Private Placement.

See *"Part I – Information Concerning the Issuer – General Development of the Business – Description of the Transaction"* and *"Definitive Agreement"*.

The proceeds of the Concurrent Private Placement will be used to carry out the Phase I Work Program on the Bellehelen Property, a portion of the Phase II Work Program on the Bellehelen Property, satisfy the cash payments and minimum expenditures required pursuant to the Property Agreements, and for general working capital purposes. See *"Part III - Information Concerning the Resulting Issuer – Available Funds"* and *"Principal Purposes"*.

Completion of the Transaction is subject to compliance with the terms and condition set forth in the Definitive Agreement including, but not limited to (i) entering into any other agreements necessary for the Transaction; (ii) receipt of all required approvals, including approval of all the Excalibur Shareholders, Exchange approval and all necessary consents of other third parties; (iii) no material adverse change occurring in either the Issuer or Excalibur prior to Closing; (iv) upon Completion of the Transaction, the Resulting Issuer meeting the applicable minimum listing requirements (pursuant to Policy 2.1 – *Initial Listing Requirements* of the Exchange); (v) immediately prior to Closing, each of the parties required by the Exchange shall have entered into an escrow agreement upon the terms and conditions imposed pursuant to the policies of the Exchange; (vi) completion of the Name Change; and (vii) certain other customary conditions for a transaction of this nature. The approval of the Excalibur Shareholders for the Amalgamation will be obtained from the Excalibur Shareholders by written resolution prior to Closing. See *"Part I – Information Concerning the Issuer – General Development of the Business – Description of the Transaction"* and *"Definitive Agreement"*.

See *"Part III - Information Concerning the Resulting Issuer – Fully Diluted Share Capital"* for disclosure on the expected issued and outstanding securities of the Resulting Issuer upon the Completion of the Transaction.

THE RESULTING ISSUER

Following the Completion of the Transaction, Amalco will be a wholly-owned subsidiary of the Resulting Issuer. The Issuer will complete the Name Change such that the Resulting Issuer will be named "Excalibur Metals Corp." (or such other name as may be acceptable to the Issuer, Excalibur and the Exchange). The capital structure of the Resulting Issuer will be altered in the manner contemplated by the Transaction and continue the business of Excalibur. Upon the issuance of the Final QT Exchange Bulletin, the Resulting Issuer will listed as a Tier 2 Mining Issuer on the Exchange. The Resulting Issuer Shares will trade under the symbol "EXCL". See *"Part II - Information Concerning Excalibur – Narrative Description of the Business"* and *"Part III - Information Concerning the Resulting Issuer – Narrative Description of the Business"*.

See *"Part III - Information Concerning the Resulting Issuer – Fully Diluted Share Capital"* for disclosure on the expected issued and outstanding securities of the Resulting Issuer.

INTERESTS OF INSIDERS, PROMOTERS OR CONTROL PERSONS

Except as disclosed herein, no Insider, promoter or Control Person of the Issuer and no Associate or Affiliate of any of those persons, has any interest in the Transaction other than that which arises from the holding of Resulting Issuer Shares.

Upon Completion of the Transaction, all the Issuer's directors will remain as directors of the Resulting Issuer and one additional director will be appointed, such that the Board of the Resulting Issuer will be as: Mark Morabito, Ken Engquist, Brian Shin and Charanjit Hayre. The senior officers of the Resulting Issuer will be: Mark Morabito (CEO), Daniel Lee (CFO) and Sheila Paine (Corporate Secretary).

The following table summarizes the shareholding of each current Insider, promoter or Control Person of the Issuer, before giving effect to the Transaction and the Concurrent Private Placement:

Name of Insider, Promoter or Control Person (including Associates and Affiliates) of the Issuer	Issuer Shares Owned Before the Transaction	
	Number	Percentage ⁽¹⁾
Brian Shin Director, CEO, CFO and Corporate Secretary Vancouver, BC	700,000	11%
Ken Engquist Director Vancouver, BC	1,000,000	15.7%
Charanjit Hayre Director Langley, BC	1,000,000	15.7%

Note:

- (1) Calculated on an undiluted basis with 6,388,000 Issuer Shares being issued and outstanding as of the date of this Filing Statement.

The following table summarizes the proposed shareholding of each person who will be an Insider, promoter or Control Person of the Resulting Issuer, after giving effect to the Transaction and completion of the Concurrent Private Placement:

Name of Insider, Promoter or Control Person (including Associates and Affiliates) of the Resulting Issuer	Resulting Issuer Shares Owned After Giving Effect to the Transaction & Minimum Concurrent Private Placement		Resulting Issuer Shares Owned After Giving Effect to the Transaction & Maximum Concurrent Private Placement	
	Number	Percentage ⁽¹⁾	Number	Percentage ⁽²⁾
Mark Morabito Vancouver, BC Chief Executive Officer and Director	3,250,000 ⁽³⁾	9.6%	3,250,000 ⁽³⁾	8.5%
Brian Shin Director Vancouver, BC	700,000	2.1%	700,000	1.8%
Ken Engquist Director Vancouver, BC	1,000,000	2.9%	1,000,000	2.6%
Charanjit Hayre Director Langley, BC	1,000,000 ⁽⁴⁾	2.9%	1,000,000 ⁽⁴⁾	2.6%
Daniel Lee CFO Burnaby, BC	40,000	0.12%	40,000	0.1%
Sheila Paine Corporate Secretary Burnaby, BC	-	-	-	-

Notes:

- (1) Assumes the minimum of the Concurrent Private Placement is completed and is calculated on an undiluted basis and assuming there are 34,018,000 Resulting Issuer Shares being issued and outstanding upon Closing. See “Part III - Information Concerning the Resulting Issuer – Fully Diluted Share Capital”.
- (2) Assumes the maximum of the Concurrent Private Placement is completed and is calculated on an undiluted basis and assuming there are 38,018,000 Resulting Issuer Shares being issued and outstanding upon Closing. See “Part III - Information Concerning the Resulting Issuer – Fully Diluted Share Capital”.
- (3) All of which are held by King & Bay West Management Corp. (“**King & Bay West**”), a company controlled by Mr. Morabito.

(4) Includes 500,000 Resulting Issuer Shares held by 1184091 B.C. Ltd., a private company controlled by Mr. Hayre.

ARM'S LENGTH QUALIFYING TRANSACTION

The Issuer will not be obtaining securityholder approval in relation to the Transaction.

The Transaction does not constitute a Non-Arm's Length Qualifying Transaction since: (a) the Transaction was negotiated by the parties dealing at arm's length with each other, and (b) no party (together with its respective Associates or Affiliates) (i) holds more than 20% of the outstanding voting securities of the Issuer and Excalibur, or (ii) holds a sufficient number of securities of both the Issuer and Excalibur so as to affect materially the control of both the Issuer and Excalibur. As a result, approval of the Transaction by the Issuer Shareholders is not required under the Exchange Policies as a condition to the Completion of the Qualifying Transaction. The approval of the Excalibur Shareholders for the Amalgamation will be obtained by written resolution prior to Closing.

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

Available Funds

The following table sets forth the funds anticipated to be available to the Resulting Issuer on a consolidated basis after giving effect to the Transaction.

Source of Funds:	Estimated Amount (Minimum Concurrent Private Placement)	Estimated Amount (Maximum Concurrent Private Placement)
Estimated working capital of Issuer as at October 31, 2024	\$245,000	\$245,000
Estimated working capital of Excalibur as at October 31, 2024	\$(26,746)	\$(26,746)
Net proceeds from the Concurrent Private Placement ⁽¹⁾	\$1,380,000	\$2,300,000
Total Available Funds	\$1,598,254	\$2,518,254

Notes:

- (1) Broker and finder's cash commission of up to 8% of the total proceeds of the Concurrent Private Placement payable when the Escrow Release Conditions are satisfied.

Principal Purposes of Funds

The following table summarizes the expenditures anticipated by the Resulting Issuer required to achieve its business objectives during the 12 months following the Completion of the Transaction:

Uses of Funds	Amount of Funds (Minimum Concurrent Financing)	Amount of Funds (Maximum Concurrent Financing)
General and administrative costs	\$427,000 ⁽¹⁾	\$427,000 ⁽¹⁾
Phase I Work Program on the Bellehelen Property	\$479,400 ⁽²⁾	\$479,400 ⁽²⁾
Phase II Work Program on the Bellehelen Property	-	\$578,204 ⁽²⁾
Work Program on the Silver Rock Property	\$200,000	\$275,000
Option Payments and Expenditures under the Option Agreements	\$106,506 ⁽³⁾	\$106,506 ⁽³⁾
Remaining Transaction costs	\$60,000 ⁽⁴⁾	\$70,000 ⁽⁴⁾
Unallocated working capital	\$325,348	\$582,144
Total	\$1,598,254	\$2,518,254

Notes:

- (1) This amount includes the following estimated amounts: legal and audit fees of \$50,000; director and officer fees of \$190,000 (includes accounting; for further information please see “*Executive Compensation*”); regulatory, Exchange and compliance filing fees and costs of \$15,000; transfer agent costs of \$12,000; \$150,000 of consulting fees, and miscellaneous office costs of \$10,000.
- (2) This amount is the budget for the Phase I Work Program (C\$479,400), and 50% of the Phase II Work Program (C\$578,204), proposed by the Author in the Technical Report (USD\$352,500 – Phase I); with an exchange rate of USD to CAD (1:1.36).
- (3) Pursuant to the Bellehelen Option Agreement, Excalibur is required to pay to Silver Range \$40,000 in cash on the fifth business day following the Completion of the Qualifying Transaction and \$50,000 in cash on the first year anniversary of the Completion of the Qualifying Transaction. Pursuant to the Silver Rock Option Agreement, Excalibur is required to pay to IDEX Metals Corp. \$16,506 in cash on the Closing Date; and to incur a minimum of \$200,000 in exploration expenditures on the Silver Rock Property on or before February 14, 2025.
- (4) The remaining transaction costs are comprised of legal fees, audit and accounting fees, transfer agent fees, stock exchange fees and other filing fees.

The Resulting Issuer intends to spend the funds available as stated in this Filing Statement. Notwithstanding the proposed uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Resulting Issuer. For these reasons, management of the Issuer and Excalibur consider it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises. For additional information, see “*Part III – Information Concerning the Resulting Issuer – Available Funds*”, “*Part III – Information Concerning the Resulting Issuer – Principal Purposes*” and “*Part II – Information Concerning Excalibur – Narrative Description of the Business*”.

SELECTED PRO FORMA FINANCIAL INFORMATION

The following table contains certain financial information regarding the Resulting Issuer. This table should be read in conjunction with the unaudited pro forma consolidated statement of financial position of the Resulting Issuer included in this Filing Statement as Schedule “E”.

	Issuer (as at June 30, 2024)	Excalibur (as at June 30, 2024)	Pro Forma Adjustments	Pro Forma Statement Consolidated
Cash	\$306,896	\$122,082	\$1,320,000	\$1,748,978
Total Assets	\$306,896	\$148,082	\$1,545,000	\$1,999,978
Total Liabilities	\$30,267	\$89,766	-	\$120,033
Total Shareholders’ Equity	\$276,629	\$58,316	\$1,545,000	\$1,879,945

MARKET FOR SECURITIES

The Issuer Shares are listed on the Exchange under the trading symbol “VOC.P”. The Issuer Shares were halted from trading on the Exchange on August 14, 2024 in connection with the announcement of the Transaction. The closing price of the Issuer Shares immediately preceding the August 14, 2024 announcement of the Qualifying Transaction was \$0.005. It is anticipated that the Resulting Issuer Shares will resume trading on the Exchange upon Completion of the Transaction under the symbol “EXCL”.

The Excalibur Shares are not listed on any stock exchange and there is currently no public market for Excalibur Shares.

See “*Part I – Information Concerning the Issuer – Stock Exchange Price*” for more information.

EXCHANGE APPROVAL

The Exchange has conditionally approved the Transaction as the Qualifying Transaction for the Issuer, and the listing of the Resulting Issuer Shares on the Exchange, subject to the Issuer fulfilling all the requirements of the Exchange. There can be no assurance that the Issuer will be able to satisfy the requirements of the Exchange such that the Exchange will issue the Final QT Exchange Bulletin.

CONFLICTS OF INTERESTS

The proposed directors and officers of the Resulting Issuer are aware of the existence of the laws governing accountability of directors and officers for corporate opportunity and the laws requiring disclosure by directors and officers of conflicts of interest. The Resulting Issuer will rely upon such laws in respect of any such conflict of interest or in respect of any breach of duty by any of the Resulting Issuer's directors or officers. Any such conflicts are required to be disclosed by such directors or officers in accordance with the BCA and the directors of the Resulting Issuer are required to govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law.

Certain proposed directors of the Resulting Issuer are, or may in the future be, directors, officers or shareholders of other companies that are, or may in the future be, engaged in the business of, or enter into transactions with, the Resulting Issuer. Such associations and transactions may give rise to conflicts of interest from time to time.

SPONSORSHIP

Pursuant to Policy 2.2 – *Sponsorship and Sponsorship Requirements* of the Exchange, sponsorship is generally required in conjunction with a Qualifying Transaction. The Issuer received an exemption from the sponsorship requirement.

EXPERTS

The following Persons ("**Professional Persons**") whose profession or business gives authority to a statement made by that Person are named as having prepared or certified part of this Filing Statement or having prepared or certified a report or valuation described or included in this Filing Statement:

- (a) the Issuer's current auditor is Crowe MacKay LLP of Vancouver, BC. Crowe MacKay LLP conducted the audit and executed the audit report in respect of the financial statements of the Issuer for the period from incorporation on March 15, 2022 to June 30, 2022 and for the years ended June 30, 2023 and 2024; and
- (b) Excalibur's current auditor is DMCL LLP of Vancouver, BC. DMCL LLP conducted the audits and executed the audit reports in respect of the financial statements of Excalibur for the years ended December 31, 2022 and 2023.

To the knowledge of the management of the Issuer and Excalibur, as of the date hereof, Crowe MacKay LLP and DMCL LLP, or any Associate or Affiliate of Crowe MacKay LLP and DMCL LLP, do not have any beneficial interest, direct or indirect, in the securities or property of the Issuer, Excalibur or the Resulting Issuer or of an Associate or Affiliate of the Issuer, Excalibur or the Resulting Issuer, and no Professional Person is expected to be elected, appointed or employed as a director, officer or employee of the Resulting Issuer or of any Associate or Affiliate of the Resulting Issuer.

SUMMARY OF RISK FACTORS

An investment in Issuer Shares or Resulting Issuer Shares (both before and after the Completion of the Transaction) should be considered highly speculative and involves a high degree of risk. Material risk factors affecting the Resulting Issuer include, without limitation, the following: the Issuer and Excalibur may not complete the Transaction or receive Exchange approval; the Definitive Agreement may be terminated by either the Issuer or Excalibur in certain circumstances; the Transaction will have dilutive effect on Issuer Shareholders; the Transaction may divert the attention of the management of Excalibur; the tax consequences of the Transaction; Excalibur may not realize anticipated benefits of the Transaction; pro-forma financial statements are illustrative only; market price and listing of the Issuer Shares is dependent on satisfaction of Exchange requirements; the market price of the Resulting Issuer Shares may be volatile; the Resulting Issuer may issue additional equity securities; the value assigned to the Resulting Issuer may be incorrect; there is no assurance that the Resulting Issuer will declare a dividend; the limited operating history of Excalibur; the exploration and development risk associated with mining operations; Excalibur has a history of negative cash flow and no assurance can be given that the

Resulting Issuer will ever attain positive cash flow; dependence on the Bellehelen Property; variation in the prices of various commodities including precious metals; mineral deposits, if any, may not be economical; changes in the market price of metals; volatility in the price of gold, silver and other commodities; mining operations may not be established or profitable; the Resulting Issuer may not use the available funds as described in the Filing Statement; ability to exploit future discoveries; financing risks; operations and exploration may be subject to governmental regulations; operation and exploration activities are subject to environmental and endangered species laws and regulations; mineral properties may be subject to the rights of indigenous peoples; permits and licences; operational risks; subject to evolving laws and regulations regarding environmental matters, additional costs to mineral property operators resulting from international climate control initiatives; community relations; competition; defects in title to mineral properties; potential adverse effects of integration of assets and/or companies following an amalgamation; future litigation could affect title; deficient third party reviews, reports and projections; dependence on key individuals; directors and officers may have conflicts of interest; global financial conditions may be volatile; adequate infrastructure may not be available to develop the Bellehelen Property; future acquisitions and partnerships; adverse tax consequences arising from the CRA's recent focus on foreign income earned by Canadian companies; anti-bribery laws; the Resulting Issuer will be subject to strong competition within the U.S. and in the global mining industry; global economic and financial conditions; the availability of equipment, materials and skilled technical workers; the Resulting Issuer will be exposed to foreign exchange risk; the availability and commitment of qualified management and technical personnel; the Resulting Issuer's operations are subject to human error; reporting issuer status; disruption from non-governmental organizations; compliance with health and safety laws and regulations; nature and climate conditions; uninsured or uninsurable risks; and disruption in the Resulting Issuer's activities due to acts of God may adversely affect the Resulting Issuer.

The Resulting Issuer's future development and actual operating results may be very different from those expected as at the date of this Filing Statement. No representation is or can be made as to the future performance of the Resulting Issuer and there can be no assurance that the Resulting Issuer will achieve its objectives. Accordingly, readers should carefully consider the risk factors contained herein under "*Part III – Information Concerning the Resulting Issuer – Risk Factors*" for a detailed description of certain risk factors relating to the Transaction and the ownership of the Resulting Issuer Shares, which should be carefully considered before making an investment decision.

PART I - INFORMATION CONCERNING THE ISSUER

The following information is presented on a pre-Transaction basis and is reflective of the current business, financial and share capital position of the Issuer. See "*Part III – Information Concerning the Resulting Issuer*" for pro forma business, financial and share capital information relating to the Resulting Issuer after giving effect to the Transaction.

CORPORATE STRUCTURE

Name and Incorporation

The Issuer was incorporated under the BCA on March 15, 2022, under the name "Victory Opportunities 1 Corp.", as evidenced by a certificate of incorporation issued on that date pursuant to the provisions of the BCA. The Issuer's head office and registered and records office is located at 228 – 1122 Mainland Street, Vancouver, British Columbia, V6B 5L1.

Intercorporate Relationships

The Issuer has one wholly-owned subsidiary, Subco, formed for the purposes of completing the Amalgamation. Subco was incorporated under the BCA on August 13, 2024 as "1496606 B.C. Ltd."

GENERAL DEVELOPMENT OF THE BUSINESS

History

The Issuer is a CPC and to date has not carried on any operations. The sole business of the Issuer since its incorporation has been to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation, subject to any approvals as required under applicable corporate and securities laws and subject to acceptance by the Exchange, so as to complete a Qualifying Transaction. Until the Completion of a Qualifying Transaction, the Issuer will not have a business, business operations or any material assets other than cash. The Transaction herein is intended to be the Issuer's Qualifying Transaction.

On September 28, 2022, the Issuer filed a final prospectus dated September 28, 2022 (the “**Prospectus**”) in British Columbia, Alberta and Ontario to qualify for public sale and distribution under the IPO, a minimum of 3,000,000 Issuer Shares and a maximum of 5,000,000 Issuer Shares at a price of \$0.10 per Issuer, through the IPO Agent. The IPO closed on December 22, 2022 in which the Issuer distributed 3,018,000 Issuer Shares at a price of \$0.10 per Issuer Share for aggregate gross proceeds of \$301,800 pursuant to the Prospectus. The Issuer Shares were listed and immediately halted on December 22, 2022 and the halt was lifted and trading commenced on the Exchange on or December 29, 2022 under the trading symbol “VOC.P”. Pursuant to the IPO Agency Agreement, the Issuer paid a cash commission of \$24,144 (8% of the gross proceeds of the IPO) to the IPO Agent and granted to the IPO Agent 241,440 Agent’s Options. The Issuer also paid the IPO Agent a corporate finance fee of \$15,000 plus applicable taxes and the IPO Agent’s expenses relating to the IPO, including legal fees, taxes and disbursements. Upon completion of the IPO, the Issuer had 6,388,000 Issuer Shares issued and outstanding. Upon completion of the IPO, the Issuer also granted stock options (the “**Issuer Options**”) to acquire an aggregate of 637,000 Issuer Shares at an exercise price of \$0.10 per share to the former directors and officers of the Issuer; these Issuer Options terminated on October 25, 2024.

The Issuer entered into the Definitive Agreement regarding a proposed Qualifying Transaction dated August 13, 2024 among the Issuer, Subco and Excalibur pursuant to which the Issuer will acquire all of the issued and outstanding securities of Excalibur from Excalibur’s securityholders. The Issuer Shares were halted from trading on the Exchange on August 14, 2024 in connection with the announcement of the Transaction.

Description of the Transaction

Pursuant to the Definitive Agreement, Issuer will acquire all of the issued and outstanding securities of Excalibur from the Excalibur Shareholders.

Under the Definitive Agreement, each holder of Excalibur Shares will receive one (1) Resulting Issuer Share for each Excalibur Share held and Excalibur will amalgamate with Subco. Concurrently with the Amalgamation, all outstanding convertible securities of Excalibur, including Financing Warrants and Financing Broker Warrants will be exchanged or replaced with convertible securities of the Resulting Issuer on the same economic terms and conditions as previously issued.

The deemed consideration of the Transaction is approximately \$5,182,500, represented by issuing 20,730,000 Resulting Issuer Shares to the Excalibur Shareholders at a deemed price of \$0.25 per Resulting Issuer Share (not including the Concurrent Private Placement). After the Completion of the Transaction, the Excalibur securityholders will become securityholders of the Resulting Issuer. The number of shares to be issued in connection with the Transaction was determined pursuant to arm’s length negotiations between management of each of the Issuer and Excalibur.

After the Completion of the Qualifying Transaction, the Excalibur securityholders will become securityholders of the Resulting Issuer, the Resulting Issuer will hold 100% of the Amalco Shares, Amalco will be a wholly-owned subsidiary of the Resulting Issuer and Amalco will continue the business of Excalibur. Upon Completion of the Qualifying Transaction, it is intended that the Resulting Issuer will be known as “Excalibur Metals Corp.”.

The Transaction is not a Non-Arm’s Length Qualifying Transaction and will not be subject to shareholder approval of the Issuer.

Definitive Agreement

The Definitive Agreement provides that the Issuer and Excalibur will complete a business combination, pursuant to which:

- (i) Excalibur and Subco will effect the Amalgamation under the BCA and continue as Amalco, which will be a wholly-owned subsidiary of the Issuer;
- (ii) the Issuer (the Resulting Issuer) will change its name to “Excalibur Metals Corp.”;
- (iii) Excalibur Shareholders will receive Resulting Issuer Shares in exchange for Excalibur Shares based on a one for one ratio, and the Excalibur Shares will be canceled;
- (iv) the Financing Warrants and Financing Broker Warrants will remain outstanding and shall be deemed amended and exercisable for the same number of Resulting Issuer Shares and shall have an exercise price of \$0.35 per Resulting Issuer Share (expiry date shall otherwise remain the same); and

- (v) the Issuer will appoint an additional Board member and management changes. See “*Part III – Information Concerning the Resulting Issuer – Directors and Executive Officers*”.

See “*Part III - Information Concerning the Resulting Issuer – Fully Diluted Share Capital*” for disclosure on the expected issue and outstanding securities of the Resulting Issuer.

In connection with the Completion of the Transaction and pursuant to the Definitive Agreement and the Subscription Receipt Agreement, it is anticipated that the following transactions will be completed:

- (a) the Subscription Receipts will be exchanged for Excalibur Shares and Financing Warrants, which will then immediately be exchanged or replaced for Resulting Issuer Shares and Resulting Issuer Warrants, respectively;
- (b) the Escrowed Funds will be released from escrow and remitted to Excalibur, subject to the terms of the Subscription Receipt Agreement;
- (c) the Issuer will appoint an additional Board member on or prior to the Effective Date;
- (d) the Issuer will acquire Excalibur through the Amalgamation, the steps of which are described further below; and
- (e) the Resulting Issuer will be renamed “Excalibur Metals Corp.”.

The Transaction is intended to be completed prior to the listing of the Resulting Issuer Shares and will result in the reverse takeover of the Issuer by the Excalibur Shareholders. Completion of the Transaction is subject to compliance with the terms and conditions set forth in the Definitive Agreement, which are discussed further below. If the terms and conditions of the Definitive Agreement are satisfied (or waived, as applicable), it is expected that the Transaction will be completed in due course thereafter. However, the Effective Date could be delayed for a number of reasons. See “*Part III – Information Concerning the Resulting Issuer – Risk Factors*”.

A corporate organizational chart reflecting the expected corporate structure of the Resulting Issuer following the Effective Date is set forth below under “*Part III – Information Concerning the Resulting Issuer – Corporate Structure*”.

Representations, Warranties and Covenants

The Issuer and Excalibur agreed to certain representations and warranties relating to, among other things: the incorporation and registration of each party; the power and authority to enter into and perform the obligations under the Definitive Agreement and its related agreements; required approvals; no conflict; absence of undisclosed liabilities; their material contracts; the absence of guarantees; the financial statements of each party; taxes duly filed; capitalization; no indebtedness to any directors, officers consultants or creditors; absence of contingent tax liabilities; absence of litigation; and no use of funds for unlawful contributions.

Conditions of the Transaction

The Definitive Agreement contains a number of conditions precedent to the obligations of the Issuer and Excalibur. Unless all such conditions are satisfied or waived by the party for whom benefit such conditions exist, to the extent it may be capable of waiver, the Transaction will not proceed. There is no assurance that these conditions will be satisfied or waived on a timely basis, or at all. The conditions to the Transaction becoming effective are set out in the Definitive Agreement and are summarized below.

Mutual Conditions Precedent

- (a) the TSXV shall have conditionally approved the Definitive and shall have conditionally approved the listing of the Resulting Issuer Shares and any Resulting Issuer Shares issuable upon the exercise of the Financing Warrants, subject only to compliance with the usual requirements of such exchange;
- (b) the Excalibur Shareholders shall have been approved the Amalgamation by written resolution;

- (c) on or before the Closing Date, there shall have been obtained all regulatory approvals (including the TSXV) and all third party consents (including the Property Agreements) as may be required to complete the Amalgamation, if any, in form and terms satisfactory to the Issuer and Excalibur;
- (d) to obtain all necessary consents, assignments, waivers and amendments to or terminations of any agreements (including the Property Agreements) and take such measures as may be appropriate to fulfill its obligations hereunder and to carry out the transactions contemplated hereby;
- (e) the Concurrent Private Placement shall have been completed for minimum gross proceeds of \$1,500,000; and
- (f) holders of no more than 5% of the Excalibur Shares shall have exercised rights of dissent in respect of the Amalgamation pursuant to Division 2 of Part 8 of the BCA.

Conditions Precedent to the Issuer's Obligations

- (a) the representations and warranties made by Excalibur under the Definitive Agreement shall be true in all material respects as of the Effective Time (any breach of a representation or warranty shall be determined without reference to any materiality qualifier with respect thereto) and Excalibur shall deliver a certificate signed by a senior officer, dated the Closing Date in the form satisfactory to counsel to the Issuer confirming this and confirming such other matters;
- (b) no action, suit or proceeding shall have been instituted and be continuing by any Person to restrain, modify or prevent the consummation of the Amalgamation as contemplated by the Definitive Agreement, or to seek damages against Excalibur in connection with such Amalgamation, or that has been or is reasonably likely to have a material adverse affect on the ability of any party to fully consummate the Amalgamation;
- (c) no action shall have been taken by any court or governmental body prohibiting or making illegal the execution and delivery of the Definitive Agreement or any transaction contemplated by the Definitive Agreement;
- (d) no change, fact or circumstance shall have occurred in the affairs, operations, business or financial condition of Excalibur that the directors of the Issuer determine, in their sole discretion, to have a material adverse effect on such party in proceeding with the Amalgamation and except as is disclosed in the Definitive Agreement; and
- (e) Excalibur shall cause the preparation of a NI 43-101 compliant technical report on the Bellehelen Property, and shall deliver to the Issuer, such completed technical report, on or before Closing and such technical report must be approved by the TSXV.

Conditions Precedent to Excalibur's Obligations

- (a) the representations and warranties made by the Issuer under the Definitive Agreement shall be true in all material respects as of the Effective Time (any breach of a representation or warranty shall be determined without reference to any materiality qualifier with respect thereto) and the Issuer shall deliver to Excalibur a certificate signed by a senior officer, dated the Closing Date in the form satisfactory to counsel to the Issuer confirming this and such other matters;
- (b) the Issuer shall have complied with all covenants and agreements agreed to be performed or caused to be performed by it;
- (c) no action, suit or proceeding shall have been instituted and be continuing by any Person to restrain, modify or prevent the consummation of the Amalgamation as contemplated by the Definitive Agreement, or to seek damages against the Issuer in connection with such Amalgamation, or that has been or is reasonably likely to have a material adverse effect on such Party to fully consummate the Amalgamation as contemplated by the Definitive Agreement;
- (d) the Issuer shall deliver to the Excalibur Shareholders certificates, in form reasonably satisfactory to counsel to Excalibur, representing the Resulting Issuer Shares to be issued in accordance with the Definitive Agreement registered in the names of the Excalibur Shareholders.

Termination Rights

The Definitive Agreement may, by notice given before or at the Closing, be terminated by:

- (a) mutual agreement of the Issuer and Excalibur;
- (b) either the Issuer or Excalibur upon notice to the other in the event that any condition set forth in the Definitive Agreement for their benefit is not satisfied to the satisfaction of such Party or becomes incapable of being satisfied and such Party does not waive such condition;
- (c) either the Issuer or Excalibur, if there shall be any applicable law that makes consummation of the Amalgamation illegal or otherwise prohibited, or if any judgment, injunction, order or decree of a competent governmental entity enjoining the Issuer or Excalibur from consummating the Amalgamation shall be entered and such judgment, injunction, order or decree shall have become final and non-appealable;
- (d) either the Issuer or Excalibur upon notice to the other in the event that the Amalgamation is not completed before November 30, 2024, or such other date as the Issuer and Excalibur may agree in writing;
- (e) Excalibur if:
 - (i) the Issuer has breached any of its representations, warranties or covenants in the Definitive Agreement and such breach is not curable or if curable, is not cured within five Business Days after notice thereof has been received by the party alleged to be in breach;
 - (ii) there shall occur after the date hereof, any change, effect, event, circumstance or fact that constitutes a material adverse effect in respect of the Issuer;
- (f) by the Issuer if:
 - (i) Excalibur is in material breach or in default of any of its obligations or covenants set forth in the Definitive Agreement;
 - (ii) if Excalibur has breached any of its representations, warranties or covenants in the Definitive Agreement and such breach is not curable or if curable, is not cured within five Business Days after notice thereof has been received by Excalibur; or
 - (iii) there shall occur after the date hereof, any change, effect, event, circumstance or fact that constitutes a material adverse effect in respect of Excalibur.

Amalgamation Steps and Effect of Amalgamation

At the Effective Time:

- (a) Subco and Excalibur shall be amalgamated under the BCA and shall continue as one corporation subsequent to the Amalgamation on the terms and conditions prescribed in the Definitive Agreement, and in connection therewith:
 - (i) the Amalgamation of Subco and Excalibur and their continuation as one company shall become irrevocable;
 - (ii) the Amalgamation Application that will be filed with the Registrar, shall be as set forth in Schedule "H" attached to the Definitive Agreement;
 - (iii) Amalco shall have, as its Notice of Articles, the Notice of Articles contained in the Amalgamation Application;
 - (iv) Amalco shall have, as its Articles, the Articles attached to the Definitive Agreement as Schedule "I", provided that those Articles have been signed by one or more of the individuals identified in the Definitive Agreement as the directors of Amalco;
 - (v) Amalco shall become capable immediately of exercising the functions of an incorporated company;
 - (vi) the shareholders of Amalco shall have the powers and liability provided in the BCA;

- (vii) each shareholder of each of Subco and Excalibur is bound by the Definitive Agreement;
 - (viii) the property, rights and interests of each of Subco and Excalibur shall continue to be the property, rights and interests of Amalco;
 - (ix) Amalco shall continue to be liable for the obligations of each of Subco and Excalibur;
 - (x) an existing cause of action, claim or liability to prosecution is unaffected;
 - (xi) a legal proceeding being prosecuted or pending by or against either of Subco and Excalibur may be prosecuted, or its prosecution may be continued, as the case may be, by or against Amalco; and
 - (xii) a conviction against, ruling, order or judgment in favour or against either of Subco and Excalibur may be enforced by or against Amalco;
- (b) each Subco Share issued and outstanding to the Issuer at the Effective Time shall be exchanged for one fully paid and non-assessable Amalco Share, and thereafter all the Subco Shares shall be cancelled without any repayment of capital in respect thereof;
 - (c) each Excalibur Share issued and outstanding to Excalibur Shareholders at the Effective Time (including the Excalibur Shares issuable upon conversion of the Subscription Receipts), other than in respect of the Excalibur Dissent Shares, shall be exchanged for one fully paid and non-assessable Resulting Issuer Shares, and thereafter all the Excalibur Shares shall be cancelled without any repayment of capital in respect thereof;
 - (d) as consideration for the issuance of Resulting Issuer Shares under the paragraph immediately above, the Resulting Issuer shall receive one fully paid and non-assessable Amalco Shares for each Resulting Issuer Share so issued;
 - (e) the stated capital of the Amalco Shares shall be equal to the aggregate “paid-up capital”, as defined in the Tax Act, of the Subco Shares and Excalibur Shares immediately prior to the Effective Time; and
 - (f) each Financing Warrant shall remain outstanding in accordance with its existing terms and shall be deemed to be amended such that, in lieu of being exercisable for one Excalibur Share, be exercisable for the same number of Resulting Issuer Shares on the same economic terms and conditions as previously issued.

PROPOSED FINANCINGS

Prior to the Completion of the Transaction, Excalibur intends to complete the Concurrent Private Placement, consisting of Subscription Receipts at a price of \$0.25 per Subscription Receipt, for aggregate gross proceeds of a minimum of \$1,500,000. Proceeds from the Concurrent Private Placement will be held in escrow by the Subscription Receipt Agent, defined herein as the “Escrowed Funds”. Pursuant to the terms of the Subscription Receipt Agreement, each Subscription Receipt will entitle the holder thereof to receive, upon satisfaction of the Escrow Release Conditions on or before the Escrow Release Deadline, including all conditions precedent to the Transaction being satisfied, and without payment of additional consideration therefor, one Excalibur Share and one-half of one Financing Warrant, with each whole Financing Warrant exercisable to acquire an Excalibur Share at a price of \$0.35 for a period of two years. Should the Escrow Release Conditions not be satisfied by the Escrow Release Deadline, the Subscription Receipts will be cancelled and all proceeds held in escrow from the sale of Subscription Receipts will be returned to subscribers. Excalibur has agreed that in such event, it will pay each holder of a Subscription Receipt the amount of any shortfall of the Escrowed Funds to ensure that each holder of a Subscription Receipt will be entitled to receive the repayment of the full subscription price paid.

Immediately after the conversion of the Subscription Receipts, the Excalibur Shares therefrom will immediately be exchanged for Resulting Issuer Shares and each Financing Warrant shall remain outstanding in accordance with its existing terms and shall be deemed to be amended such that, in lieu of being exercisable for one Excalibur Share, be exercisable for the same number of Resulting Issuer Shares and shall have an exercise price of \$0.35 per Resulting Issuer Share.

Under the Concurrent Private Placement, Excalibur will, subject to applicable laws, pay broker and finder’s cash commission of up to 8% of the total proceeds of the Concurrent Private Placement, and issue Financing Broker Warrants equal to up to 8% of the total number of Subscription Receipts issued in the Concurrent Private Placement.

The proceeds of the Concurrent Private Placement will be used to carry out the Phase I Work Program and portion of the Phase II Work Program on the Bellehelen Property, satisfy the cash payments and minimum expenditures required pursuant

to the Property Agreements, and for general working capital purposes. See “Part III - Information Concerning the Resulting Issuer – Available Funds and Principal Purposes”.

SELECTED CONSOLIDATED FINANCIAL INFORMATION AND MANAGEMENT’S DISCUSSION AND ANALYSIS

The following table sets out a summary of the selected financial information of the Issuer for the periods indicated and should be considered in conjunction with the more complete information contained in the Issuer’s audited financial statements and interim financial statements for the periods indicated below, all attached hereto as Schedule “A”. Copies of the financial statements are also available on the Issuer’s SEDAR+ profile at www.sedarplus.ca.

Statement of Loss Data	Year Ended June 30, 2024⁽¹⁾ (\$)	Year Ended June 30, 2023⁽¹⁾ (\$)	Incorporation on March 15, 2022 to June 30, 2022⁽¹⁾ (\$)
Total Revenue	Nil	Nil	Nil
Total Expenses	63,205	140,782	22,685
Net Loss	47,850	140,782	22,685
Balance Sheet Data	As at June 30, 2024⁽¹⁾ (\$)	As at June 30, 2023⁽¹⁾ (\$)	As at June 30, 2022⁽¹⁾ (\$)
Total Assets	306,896	334,479	184,327
Total Liabilities	30,267	10,000	38,512
Shareholders’ Equity	276,629	324,479	145,815

Note:

(1) Audited.

Management’s Discussion and Analysis

Copies of the Issuer MD&A are included as Schedule “B” to this Filing Statement. The MD&As should be read in conjunction with the Issuer Financial Statements for the same periods, together with the notes thereto, which are attached to this Filing Statement as Schedule “A”. Copies of the MD&As are also available on the Issuer’s SEDAR+ profile at www.sedarplus.ca.

DESCRIPTION OF THE SECURITIES

The authorized capital of the Issuer consists of an unlimited number of Issuer Shares without par value and an unlimited number of Issuer Preferred Shares without par value.

Issuer Shares

As at the date of this Filing Statement, 6,388,000 Issuer Shares are issued and outstanding as fully paid and non-assessable.

The Shareholders are entitled to one vote per Issuer Share at all meetings of Shareholders of the Issuer, to receive dividends if, as and when declared by the directors, and to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Issuer, except for any distribution of any part of the assets of the Issuer to holders of Issuer Preferred Shares, in which case Shareholders would be entitled to assets if any remain available after distribution to the holders of Issuer Preferred Shares. The Issuer Shares carry no pre-emptive rights, conversion or exchange rights, or redemption, retraction, repurchase, sinking fund or purchase fund provisions. There are no provisions requiring a holder of Issuer Shares to contribute additional capital and no restrictions on the issuance of additional securities by the Issuer. There are no restrictions on the repurchase or redemption of Issuer Shares by the Issuer except to the extent that any such repurchase or redemption would render the Issuer insolvent.

Issuer Preferred Shares

The Issuer Preferred Shares may be issued from time to time in one or more series and will have, among others, the following special rights and restrictions:

- The holders of Issuer Preferred Shares as a class shall, in preference to the holders of the Issuer Shares, be entitled to receive dividends.
- The holders of the Issuer Preferred Shares of any series shall also be entitled to such other preference, not inconsistent with these provisions, over the holders of the Issuer Shares.
- Unless subordinated in priority by the special rights and restrictions attached to any series of Preferred Shares, holders of Issuer Preferred Shares as a class will be entitled on distribution of the assets of the Issuer on liquidation, dissolution or winding-up of the Issuer, whether voluntary or involuntary, or on any other distribution of assets the Issuer prior to any distribution to the holders of Issuer Shares.
- No Issuer Preferred Shares may be issued if the Issuer is in arrears in the payment of dividends on any outstanding series of Issuer Preferred Shares without the approval of the holders of the Issuer Preferred Shares by resolution passed by the majority of holders of Issuer Preferred Shares.

The board of directors of the Issuer may also, by resolution, determine the maximum number of shares of any series of Issuer Preferred Shares, alter the Articles to create an identifying name by which the shares of any of the Issuer Preferred Shares may be identified and alter the Articles and authorize the alteration of the notice of articles to attach special rights or restrictions to Preferred Shares or to alter such special rights or restrictions, as follows, including without limitation: (a) the rate, amount or method of calculation of dividends, (b) whether such dividends are cumulative, partly cumulative or noncumulative, (c) the dates, manner and currency of payments of dividends and the date from which they accrue or become payable, (d) if redeemable or purchasable (whether at the option of the Issuer or holder of the Preferred Shares or otherwise), the redemption or purchase prices and currencies thereof and terms and conditions of redemption or purchase, with or without provision for sinking or similar funds, (e) the voting rights, if any and (f) any conversion, exchange or reclassification rights.

The Issuer, as of the date hereof, has not issued any Issuer Preferred Shares and has no intention to issue Issuer Preferred Shares.

STOCK OPTION PLAN

Issuer Stock Option Plan

The Issuer's Stock Option Plan was approved and adopted by the board on April 13, 2022 and most recently approved by the Issuer Shareholders at the Issuer's annual general and special meeting held on October 15, 2024, and final Exchange approval of the Option Plan was issued thereafter in accordance with the requirements of Exchange Policy 4.4 – *Security Based Compensation*.

The following summary of the Issuer Stock Option Plan does not purport to be complete and is qualified in its entirety by reference to the Issuer Stock Option Plan.

The purpose of the Issuer Stock Option Plan is to provide an incentive to bona fide employees, directors, officers, management companies and consultants who provide services to the Issuer, and to reduce the cash compensation the Issuer would otherwise have to pay. The Issuer Stock Option Plan will also assist the Issuer in attracting, retaining and motivating employees, directors, officers, management companies and consultants.

Eligible Participants. While the Issuer is a Capital Pool Company, stock options ("**Options**") may only be granted under the Issuer Stock Option Plan to directors and senior officers of the Issuer (collectively, the "**Directors**"), and where permitted by applicable securities laws, a technical consultant whose particular industry expertise in relation to the business of the vendor(s) or target company, as the case may be, is required to evaluate the proposed Qualifying Transaction (collectively, the "**Consultants**"), or a company, all of whose securities are owned by such a Director or Consultant, or to an Eligible Charitable Organization (as defined in Policy 4.4 of the Exchange). The Board, in its discretion, determines which of the eligible participants will be awarded Options under the Issuer Stock Option Plan.

Number of Shares Reserved. The number of Common Shares which may be issued pursuant to Options granted under the Issuer Stock Option Plan may not exceed 10% of the issued and outstanding Common Shares at the date of granting of Options.

Limitations. Under the Issuer Stock Option Plan, the aggregate number of Common Shares issuable to insiders of the Issuer (as a group) pursuant to all Security Based Compensation (as that term is defined in Policy 4.4 of the Exchange policy manual) must not exceed 10% of the issued and outstanding Common Shares. The aggregate number of Common Shares that may be issuable to insiders of the Issuer (as a group) pursuant to all Security Based Compensation granted or issued within any 12-month period must not exceed 10% of the issued and outstanding Common Shares. The aggregate number of Options granted to any one person (including companies wholly-owned by that person) in a 12-month period must not exceed 5% of the issued and outstanding Common Shares, calculated on the date the Option is granted, together with all the Issuer's other grants or issuances of Security Based Compensation. The aggregate number of Options granted to any one Consultant in a 12-month period must not exceed 2% of the issued and outstanding Common Shares, calculated at the date the Option is granted, together with all the Issuer's other grants or issuances of Security Based Compensation. The aggregate number of Common Shares which may be purchased by the exercise of Options granted to any Eligible Charitable Organizations in a 12-month period must not exceed 1% of the issued and outstanding Common Shares, calculated at the date the Option is granted, together with all the Issuer's other grants or issuances of Security Based Compensation. While the Issuer is a Capital Pool Company, it is prohibited from granting Options to any person providing Investor Relations Activities (as that term is defined in Policy 1.1 of the Exchange policy manual). If the Issuer's Common Shares are listed on the Exchange and it is no longer a Capital Pool Company, the aggregate number of Common Shares which may be purchased by the exercise of Options granted to all persons providing Investor Relations Activities to the Issuer must not exceed 2% of the issued and outstanding Common Shares in any 12-month period, calculated at the date an option is granted to any such person. Exchange and disinterested Shareholder approvals are required in accordance with the Exchange policies if any of these limitations are exceeded (at any time). Investor Relations Service Providers (as that term is defined in the Exchange policy manual) may not receive any Security Based Compensation other than Options, and Investor Relations Service Providers may not receive Options for as long as the shares of the Issuer are listed on the on the NEX.

Exercise Price. The exercise price of Options granted under the Issuer Stock Option Plan is determined by the Board, provided that it is not less than the Discounted Market Price, as that term is defined in the Exchange policy manual or such other minimum price as is permitted by the Exchange in accordance with the policies in effect at the time of the grant, or, if the Common Shares are no longer listed on the Exchange, then such other exchange or quotation system on which the Common Shares are listed or quoted for trading. The exercise price of Options granted to insiders may not be decreased without disinterested Shareholder approval at the time of the proposed amendment. However, that for the time the Issuer is a Capital Pool Company, such exercise price per Common Share subject to an option shall not be less than the greater of the Issuer's IPO share price and the Discounted Market Price.

Term of Options. Subject to the termination and change of control provisions noted below, the term of any Options granted under the Issuer Stock Option Plan is determined by the Board and may not exceed ten years from the date of grant.

Vesting. All Options granted pursuant to the Issuer Stock Option Plan will be subject to such vesting requirements as may be prescribed by the Exchange, if applicable, or as may be imposed by the Board. Options issued to persons retained to provide Investor Relations Activities must vest in stages over 12 months with no more than one-quarter of the Options vesting in any three-month period, commencing three months after the date of grant.

Hold Period. In addition to any resale restrictions under securities laws, and any other circumstance for which the Exchange hold period may apply, where Options are granted to insiders of the Issuer, Consultants or where the exercise price includes a discount as permitted by the Exchange, the Options and any Common Shares issued on the exercise of such Options must be legended with a four month Exchange hold period commencing on the date the Options are granted.

Termination. An Option may expire on such earlier date or dates as may be fixed by the Board, subject to earlier termination in the event the optionee ceases to be eligible under the Issuer Stock Option Plan by reason of death, retirement or otherwise. If an optionee ceases to be eligible under the Issuer Stock Option Plan by reason of being dismissed for cause from any such position, all unexercised Option rights will be immediately terminated. If an optionee ceases to be eligible under the Issuer Stock Option Plan by any reason other than termination for cause or as a result of death, the optionee will have a right for a period of the earlier of: (a) 90 days from the date of the optionee ceasing to be eligible and (b) the normal expiry date of the Options, to exercise the Options under the Issuer Stock Option Plan, with all unexercised Options terminating immediately upon expiration of such period. If an optionee engaged in providing Investor Relations Activities, as that term is defined in the Exchange policy manual, to the Issuer ceases to be employed in providing such Investor Relations Activities, such optionee shall have the right for a period of 30 days (or until the normal expiry date of the Option rights of such optionee if earlier) from the date of ceasing to provide such Investor Relations Activities to exercise the Option under

the Issuer Stock Option Plan with respect to all optioned Common Shares of such optionee to the extent they were exercisable on the date of ceasing to provide such Investor Relations Activities. Upon the expiration of such 30-day period all unexercised Option rights of that optionee shall immediately become terminated and shall lapse notwithstanding the original term of the Option granted to such optionee under the Issuer Stock Option Plan. Options granted to Eligible Charitable Organizations must expire at the earlier of (i) ten years from the date of grant; and (ii) 90 days after the optionee ceases to be an Eligible Charitable Organization.

Escrow. For the time that the Issuer is a Capital Pool Company, no Option granted pursuant to the Issuer Stock Option Plan may be granted unless the optionee first enters into the Issuer's Escrow Agreement, agreeing to deposit the options, and the Common Shares acquired pursuant to the exercise of such options, into escrow until the issuance of the Final QT Exchange Bulletin and in accordance with the terms of the Escrow Agreement and Policy 2.4 of the Exchange. All options granted prior to the date of the Final QT Exchange Bulletin (as defined in the policies of the Exchange) and all Common Shares that were issued upon the exercise of options prior to the date of the Final QT Exchange Bulletin will be released from escrow on the date of the Final QT Exchange Bulletin, other than options that were granted prior to the IPO with an exercise price that is less than the IPO share price and any Common Shares that were issued pursuant to the exercise of such options which will be released from escrow in accordance with the terms of the Escrow Agreement and Policy 2.4 of Exchange.

PRIOR SALES

Issuer Shares

Since the date of incorporation of the Issuer, 6,388,000 Issuer Shares have been issued as follows (prior to the Completion of the Transaction and Concurrent Private Placement):

Date	Price	Number of Issuer Shares	Consideration Received
March 15, 2022	\$0.05	1,500,000 ⁽¹⁾⁽²⁾	Cash
March 28, 2022	\$0.05	1,870,000 ⁽¹⁾⁽²⁾	Cash
December 22, 2022	\$0.10	3,018,000 ⁽³⁾	Cash
Total:		6,388,000 ⁽⁴⁾	

Notes:

- (1) Issuer Shares that were issued pursuant to a private placement.
- (2) Issuer Shares are subject to escrow restrictions pursuant to the CPC Escrow Agreement. 330,000 Issuer Shares were repurchased by the Issuer at price of \$0.05 per share and returned to treasury on June 28, 2022. An aggregate of 670,000 Issuer Shares are currently held by members of the Aggregate Pro Group.
- (3) Issuer Shares that were issued pursuant to the IPO.
- (4) As of the date of this Filing Statement, 6,388,000 Issuer Shares are issued and outstanding.

Incentive Stock Options

On December 22, 2022, the Issuer granted 637,000 Issuer Options with an exercise price of \$0.10, expiring December 22, 2027. These 637,000 Issuer Options terminated on October 25, 2024.

IPO Agent's Warrants

In consideration of the services provided by the IPO Agent in connection with the IPO, the Issuer granted the IPO Agent's Options to the IPO Agent to acquire 241,440 Issuer Shares at an exercise price of \$0.10 per share until December 22, 2027.

STOCK EXCHANGE PRICE

The Issuer Shares are listed and posted for trading on Tier 2 of the Exchange on December 22, 2022 under the trading symbol "VOC.P" and commenced trading on December 29, 2022. The following table sets out trading information for the Issuer Shares for the periods indicated:

Period	High (\$)	Low (\$)	Volume
October 1, 2024 – 31, 2024	Nil	Nil	Nil
Q1 ended September 30, 2024 ⁽¹⁾	\$0.035	\$0.005	10,000
Q4 ended June 30, 2024	\$0.15	\$0.055	3,500
Q3 ended March 31, 2024	\$0.15	\$0.05	11,000
Q2 ended December 31, 2023	\$0.09	\$0.09	10,000
Q1 ended September 30, 2023	\$0.09	\$0.09	10,000
Q4 ended June 30, 2023	\$0.10	\$0.10	5,000
Q3 ended March 31, 2023	\$0.10	\$0.11	35,000
Q2 ended December 31, 2022 ⁽²⁾	Nil	Nil	Nil

Notes:

- (1) On August 14, 2024, the Issuer Shares were halted from trading upon the Issuer's announcement of the Transaction.
(2) The Issuer Shares commenced trading on December 29, 2022.

ARM'S LENGTH TRANSACTION

The Qualifying Transaction does not constitute a Non-Arm's Length Qualifying Transaction within the meaning of the CPC Policy.

LEGAL PROCEEDINGS

To the best of management's knowledge, there are no material pending legal proceedings to which the Issuer is or is likely to be a party, or of which any of its property is the subject matter.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Issuer is Crowe MacKay LLP, Chartered Professional Accountants with an office located at 1100 – 1177 West Hastings, Vancouver, B.C., V6E 4T5.

Transfer Agent and Registrar

The registrar and transfer agent of the Issuer Shares is Computershare at 3rd Floor, 510 Burrard Street, Vancouver, B.C., V6C 3B9.

MATERIAL CONTRACTS

The Issuer has not entered into any contracts material to investors in the Issuer Shares since incorporation other than contracts in the ordinary course of business, except:

- (a) the transfer agent, registrar and disbursing agent agreement dated March 25, 2022 between the Issuer and Computershare;
- (b) the CPC Escrow Agreement;
- (c) the IPO Agency Agreement;

- (d) the Option Plan; and
- (e) the Definitive Agreement.

Copies of these agreements may be inspected without charge during regular business hours at the offices of the Issuer until 30 days after the Closing. Copies of the above listed agreements may also be found on SEDAR+ at www.sedarplus.ca.

PART II - INFORMATION CONCERNING EXCALIBUR

CORPORATE STRUCTURE

Name and Incorporation

Excalibur is a private Canadian mining company, incorporated under the BCA on April 5, 2021, currently in the exploration phase. Excalibur's principal asset is its right to earn-in a 100% undivided interest from Silver Range in the Bellehelen Property located approximately 70 km east of Tonopah in Central Nevada, U.S. pursuant to the Bellehelen Option Agreement with Silver Range. Excalibur also has the right to earn-in up to a 90% interest from IDEX Metals Corp. (formerly known as Idaho Silver Corp.) in the Silver Rock Property located in southwest Idaho, USA.

Excalibur's head office and registered and records office is located at 2400 – 1055 West Georgia Street, Vancouver B.C. V6E 3P3.

On [•], 2024 Excalibur completed a one (1) for two (2) share split. All share numbers reflected in this Filing Statement are on a post share split basis, unless otherwise noted.

Intercorporate Relationships

The Issuer has one wholly-owned subsidiary Excalibur USA, a company incorporated under the laws of Nevada, U.S., Excalibur's operating subsidiary which holds the property option interests in the Bellehelen Property and the Silver Rock Property pursuant to the Property Agreements.

GENERAL DEVELOPMENT OF THE BUSINESS

Excalibur is a private company existing under the laws of the Province of Ontario. Excalibur's business is the identification of resource properties for exploration and development and its principal asset is its interest in the Bellehelen Property located approximately 70 km east of Tonopah in Central Nevada, U.S.

On April 5, 2021, Excalibur was incorporated.

On April 12, 2021, Excalibur completed a non-brokered private placement offering of an aggregate of 8,000,000 Excalibur Shares at a price of \$0.005 per Excalibur Share. On April 30, 2021, Excalibur completed a non-brokered private placement offering of an aggregate of 6,650,000 Excalibur Shares at a price of \$0.01 per Excalibur Share. On August 15, 2022, Excalibur completed a non-brokered private placement offering of an aggregate of 6,080,000 Excalibur Shares at a price of \$0.025 per Excalibur Share.

On December 16, 2022, Excalibur USA acquired its interest in the Bellehelen Property pursuant to the Bellehelen Option Agreement.

On February 14, 2023, Excalibur USA acquired its interest in the Silver Rock Property pursuant to the Silver Rock Property Agreement.

NARRATIVE DESCRIPTION OF THE BUSINESS

Bellehelen Property

Excalibur's current principal asset is its interest in the Bellehelen Property.

Excalibur USA holds its interest in the Bellehelen Property pursuant to the Bellehelen Option Agreement. Under the Bellehelen Option Agreement, in order to earn the 100% interest in the Bellehelen Property, Excalibur/Excalibur USA is required to make the following cash payments to Silver Range: (a) \$10,000 on the date of execution of the Bellehelen Option Agreement (paid); (b) \$40,000 on the Closing Date; (c) \$50,000 on the first year anniversary of the Closing Date; (d) \$50,000 on the second year anniversary of the Closing Date; (e) \$75,000 on the third year anniversary of the Closing Date; and (f) \$75,000 on the fourth year anniversary of the Closing Date.

In addition to the above, in order to earn its 100% interest to the Bellehelen Property, under the Bellehelen Option Agreement Excalibur/Excalibur USA is required to issue the following dollar value of Excalibur Shares to Silver Range

(which shall mean Resulting Issuer Shares for the purposes hereof), calculated based on the ten day volume weighted average price: (a) \$25,000 on the Closing Date; (b) \$50,000 on the first anniversary of the Closing Date; (c) \$50,000 on the second anniversary of the Closing Date; (d) \$50,000 on the third anniversary of the Closing Date; and (e) \$50,000 on the fourth anniversary of the Closing Date. The share issuances pursuant to the Bellehelen Option Agreement are subject to a minimum price of \$0.05 per share and must be settled in cash if the share price of the Resulting Issuer is less than \$0.05 at the applicable time.

Pursuant to the Bellehelen Option Agreement, Excalibur also granted to Silver Range a 2% NSR Royalty in respect of the Bellehelen Property, subject to a right of Excalibur to repurchase 1/2% of the NSR Royalty for \$1,000,000, and the right of first refusal of Excalibur to purchase up to one-half (1/2) of the NSR Royalty not subject to the buy-down option.

If Excalibur has not identified a measured or indicated mineral resource on or before the fifth anniversary of the Closing Date, it shall pay US\$10,000 to Silver Range on the fifth anniversary of the Closing Date and on all subsequent anniversaries of the Closing Date until such time as a measured or indicated mineral resource in accordance with the requirements of Bellehelen Option Agreement has been identified on the Bellehelen Property. All payments received by Silver Range pursuant to this paragraph shall be credited to Excalibur as advanced royalty payments and applied against any and all NSR Royalty payments related to future commercial production from the Bellehelen Property.

The foregoing is a summary of certain terms of the Bellehelen Option Agreement. This summary does not purport to be a complete summary of the Bellehelen Option Agreement and is qualified in its entirety by reference to the full text of such agreement.

Silver Rock Property

Excalibur USA also holds an interest in the Silver Rock Property pursuant to the Silver Rock Option Agreement. Under the Silver Rock Option Agreement, in order to earn the 90% interest in the Silver Rock Property, Excalibur/Excalibur USA is required to make the following cash payments to IDEX Metals Corp. for its costs associated with the Silver Rock Property: (a) \$15,000 on the date of execution of the Silver Rock Option Agreement (paid); (b) \$16,506 on or before July 31, 2024 (paid); and (c) \$16,506 upon the Completion of the Transaction.

In addition to the above, in order to earn its 90% interest to the Silver Rock Property, under the Silver Rock Option Agreement Excalibur/Excalibur USA is required to issue the following dollar value of Excalibur Shares to IDEX Metals Corp. (which shall mean Resulting Issuer Shares for the purposes hereof), with the first such issuance calculated based on the Concurrent Private Placement price and the remaining issuances calculated based on the ten day volume weighted average price of the Resulting Issuer Shares on the Exchange: (a) \$200,000 upon Closing; (b) \$150,000 on the second anniversary of the effective date of the Silver Rock Option Agreement; and (c) \$175,000 on the third anniversary of the effective date of the Silver Rock Option Agreement. The share issuances pursuant to the Silver Rock Option Agreement are subject to a minimum price of \$0.05 per share and must be settled in cash if the share price of the Resulting Issuer is less than \$0.05 at the applicable time.

In addition to the above, Excalibur is required to incur the following exploration expenditures on the Silver Rock Property: (a) at least \$200,000 by the date that is two years from the effective date of the Silver Rock Option Agreement; and (b) a further \$1,300,000 by the date that is four years from the effective date of the Silver Rock Option Agreement (subject to the right of Excalibur to extend this deadline by one year by making a payment of \$50,000 to IDEX Metals Corp. in cash or Resulting Issuer Shares, or both, by the third anniversary of the effective date of the Silver Rock Option Agreement).

Pursuant to the Silver Rock Option Agreement, Excalibur also granted to IDEX Metals Corp. a 2% NSR Royalty in respect of the Silver Rock Property, subject to a right of Excalibur to repurchase one-half (1/2) of the NSR Royalty for \$1,000,000.

Technical Report Summary of the Bellehelen Property

Unless stated otherwise, the information in this section is summarized, compiled or extracted from the Technical Report. The Technical Report was prepared in accordance with NI 43-101 and has been filed with the securities regulatory authorities in British Columbia. The Technical Report, prepared by Heather Burrell, B.Sc., P.Geo (herein referred to as the “**Author**”), was completed in relation to the Property dated effective August 15, 2024.

For readers to fully understand the technical information in this Filing Statement, they should read the Technical Report (available on SEDAR+ at www.sedarplus.ca under the Issuer’s profile) in its entirety, including all qualifications, assumptions and exclusions that relate to the technical information set out in this Filing Statement. Certain maps and figures

are not included in the Filing Statement, but they may be viewed in the Technical Report. The following information has been revised in respect of certain references.

Property Description

The Bellehelen Property comprises two non-contiguous claim groups, totalling 90 Federal Lode Claims, which cover a total area of 7.51 km² (751 hectares) within the Bellehelen Mining District of Nye County, Nevada, U.S. The Property is wholly owned by Silver Range. Silver Range and Excalibur entered into the Bellehelen Option Agreement pursuant to which Silver Range granted Excalibur the option to acquire a 100% undivided interest in the Property by making cash and share payments and granting Silver Range a 2% net smelter return (NSR) Royalty over the Property.

Location

The Bellehelen Property is located in the Kawich Range area of north central Nye County, Nevada, approximately 69 km east-southeast of Tonopah, Nevada, U.S. The Property comprises two claim groups, totalling 90 Federal Lode Claims, which cover a total area of 7.51 km² (751 ha). The Bellehelen Property is located at 38.0547° N 116.4488° W on 1:24,000 USGS Quad Bellehelen in the Bellehelen Mining District, north central Nye County, Nevada. The property is 69 km southeast of Tonopah and is accessible by gravel road with a four-wheel drive vehicle. The Bellehelen Property is located on Bureau of Land Management (BLM) land with no surface impairments excepting that 13 claims partially or entirely lie in a Wilderness Study Area. The Property is wholly owned by Silver Range.

History

Silver (“Ag”) and lesser gold (“Au”) were first found in the Bellehelen Mining District at the turn of the twentieth century. The first claims were staked in 1904 and the district was named after 2 mules, Belle and Helen. Interest in the district grew in 1907 when George Wingfield, a prominent Goldfield promoter, sent his engineers to look at developments. The district had its best years from 1909-1910 when about 500 people lived in tents and a few shacks at a townsite near the mouth of Bellehelen Canyon. A post office operated in Bellehelen from 1909-1911. All that currently remains of the Bellehelen townsite are several stone cabin walls and surface metal debris.

Initial work was centred on the southeastern portion of the district. In 1912, in an evaluation report, Von Rosenberg (1912) documents about 1300 ft (396.24 m) of underground workings including 370 ft (112.77 m) of shafting in the East and West Shafts at the Bellehelen Mine (later part of the Bellehelen-Merger Mine). He stated that blocked out reserves from the mine were 7,000 t of ore (Rosenberg (1912)). The Bellehelen-Merger Mine is not on the Bellehelen Property.

In 1917, the Pacific States Mining Company (Pacific States) began operations in the southeastern area of the district, in the area of the current Bellehelen-Merger and Peterson mines. In 1918, production was also recorded from the Doreen Group in this same area. Finally, in 1918, the Kawich Mining & Milling Company (“**KM&M**”) began production near area of the current Bellehelen-Merger Mine on a block of ore approximately 300 ft (91.44 m) long by 400 ft (121.92 m) deep. Thin veins at surface widened at depth and a report by Stonesbury (1919) documented a “very conservative” reserve estimate of 3689 tons of ore (approximately 66 opt Ag equivalent) with an additional 850 tons of broken ore in the stopes. The Peterson Mine is not on the Bellehelen Property (<https://reports.blm.gov/reports.cfm?application=LR2000>).

In 1922, Pacific States and KM&M joined to create the Bellehelen-Merger Mine, covering the principal workings in the southeastern end of the district. They built a 50 t per day cyanide mill and operated intermittently until 1927. Further to the northwest, the Ben Hur Mine, on the Bellehelen Property, was put into operation. There are no documented returns from this mine, but evidence of mining remains onsite, including a hoist and several bunkhouse and service cabins.

The Ajax Mine at the northwest end of the district was developed when Blackburn (1919) documented a 120 ft (36.58 m) inclined shaft serviced with a hoist and development at the 30 ft (9.14 m) and 70 ft (21.34 m) levels. The last recorded production from the district was in 1935.

Elsewhere throughout the district, numerous exploration shafts and adits were sunk or driven on prospects during the initial phase of exploration from 1904 to 1920. Most have no documented production, but several sites were sampled by Nevada Bureau of Mines and Geology geologists during the 1980s and returned grab samples containing up to 3,000 g/t Ag. These include sites near the Ajax, Merger and Peterson mines.

Production records in the area outside of the Bellehelen-Merger Mine are fragmentary and generally absent elsewhere. Publications in the 1980s summarize documented production from specific operations at approximately 311,000 oz Ag equivalent.

Since the 1980s there has been claim staking in the district by Pacific Intermont (Seabridge Gold), AngloGold, Kennecott, and Homestake Mining. Drilling was reported northwest of the Bellehelen-Merger Mine by Kleinhampl & Ziony (1984) in the early 1980s and there are drill pads northwest of the Ben Hur Mine and near the Ajax Mine on the Property. In 2013, Panarc Resources Ltd. staked the BH 1-8 claims in the Ajax Mine area.

In 2016, Panarc Resources vended the BH claims to Silver Range. In October 2019, Silver Range staked the Kawich claims covering the Ben Hur Mine and surrounding showings. In September 2020, Silver Range staked the Neversweat claims covering a high-grade Ag showing near the Bellehelen-Merger Mine. Together, these non-contiguous claims make up the current Bellehelen Property.

The table below summarizes the exploration work completed by Silver Range:

Year	Work Completed
2019	Sampling
2020	Sampling, ground HLEM, airborne magnetics and radiometrics
2021	Geologic mapping and sampling
2022	Trenching and sampling

A total of 569 soil samples over three years have been collected on the Property by Silver Range. Soil sampling returned up to 3,530 ppb Au and up to 338 ppm Ag. A total of 116 rock samples have been collected on the Property by Silver Range. Rock samples returned up to 11.25 g/t Au and up to 1,490 g/t Ag.

In 2020, Aurora Geosciences Ltd (Aurora) of Yellowknife, Northwest Territories, was contracted by Silver Range to complete HLEM and Total Field Magnetic (Mag) surveys on the Property. A 2-day field survey was conducted by a 2-person crew in August 2020.

The Bellehelen Property covers all but two of the principal showings in the Bellehelen Mining District, affording an opportunity to explore a historic low-sulphidation mining district at scale. There is potentially a large structurally controlled low-sulphidation Ag-Au system beneath the kilometre-long soil geochemical anomaly north of the Ben Hur Trend and the potential for a larger disseminated Au target at the QA Showing. There are numerous small mine workings in the Bellehelen Property area and past production attesting to its mineral endowment and potential, but it does not appear to have been systematically explored during the years of discovery or metal production. The 7.51 km² Bellehelen Property is large enough to contain one or more undiscovered low-sulphidation deposits of significant size.

The total magnetic field (“**TMF**”) and Radiometric surveys conducted over the Bellehelen Property area reveal patterns and associations which may prove useful in unraveling the structural geology and locating new epithermal targets.

The TMF data show the southern rim of the Bellehelen Caldera, and two circular low relief features interpreted to be subordinate craters within the caldera. The Bellehelen-Merger Mine and Neversweat Showing are on the southern flank of an apparent caldera while the Ben Hur Mine, north Ben Hur and Iron Hoist showings follow faint vertical gradient highs within the same feature. The Ajax Mine and Eastern Showing occur on the north flank of a calculated vertical gradient high.

Historical work files and reports are difficult to access in Nye County, Nevada. As such, none of the drilling reports have been verified by the Author; however, during field programs 5 vertical drill hole collar markers have been found. One drill hole is located near the Ben Hur Mine, 3 drill holes are proximal to the Iron Hoist Showing and 1 drill hole lies 600 m west-northwest of the Ben Hur Mine.

The Bellehelen Property is an early-stage exploration property and does not have a mineral resource or mineral estimate.

Geological Setting, Mineralization and Deposit Types

The Bellehelen Property area lies within the Kawich Range on the northeastern flank of the southern Walker Lane, a crustal-scale dextral-transensional zone that separates eastern California and the Sierra Nevada from the Great Basin in the east. The Bellehelen Project area is found within a transitional zone where northwest-striking structures related to Walker Lane deformation and north to northeast-striking structures associated with Basin and Range deformation, come together. Basin and Range extension migrated westward from Late Cretaceous to the Miocene and overlapped with Walker Lane dextral

strike-slip faulting. Significant amounts of Cenozoic volcanism accompanied deformation and is found extensively throughout Nevada and the area surrounding the Bellehelen Property.

The regional geology is dominated by Oligocene to Pleistocene volcanic rocks that locally overly Devonian to Mississippian shale, siltstone, carbonate and quartzite. The volcanic rocks become more mafic over time, with Oligocene and Miocene rocks composed of rhyolite flows and subvolcanic intrusion, while the Pleistocene volcanic rocks are dominantly basaltic in composition. South of the Bellehelen Property, high-angle normal faults strike northwest and deform the Oligocene volcanic rocks and in part may have controlled their distribution. The west to northwest striking Kawich-Toiyabe Lineament separates the northwest striking normal faults in the south from north to northeast striking normal faults in the northern portion of the region. These affect most of the stratigraphy in the region, but locally appear to be overlain by the Pleistocene volcanic rocks.

Mineralization in the region is related to low-sulphidation epithermal systems developed in association with Oligocene to Miocene volcanism and structures. In the Bellehelen Mining District, Au and Ag mineralization occurs in two distinct settings: in high-grade structurally controlled veins and fracture zones and in lower grade, stratabound, silicified zones with disseminated sulphides in permeable pyroclastic rocks.

The Bellehelen Property area has not been systematically mapped in great detail, and most of the property-scale detail is taken from Crafford (2007), who provides the most recent summary. The Bellehelen Property area is underlain by several sequences of Miocene volcanic, volcanoclastic and associated intrusive rocks. The rocks were deposited during eruption of localized caldera forming volcanic centres and contain a mix of primary volcanic tuffs and flows intercalated with auto-brecciated volcanoclastics formed during syn-volcanic caldera collapse. Hydrothermal, mineralizing fluids accompanied volcanism and led to the silicification and alteration of lithologies following their deposition.

The Bellehelen Property area is underlain by six rock units as described in the table below:

Rock Unit [Age]	Description
Tbx [Miocene]	Megabreccia or xenoliths shed from the margins of the Bellehelen Caldera (TB)
Ta [Miocene]	Andesite dykes, mapped at the eastern end of unit TBbh-Bx and intruding this unit.
TBbh-Bx [Miocene]	Block-lapilli tuff & silicified lapilli-ash tuff mapped as a discordant member in unit TBbh
TBbh [Miocene]	Ash lapilli and overlying block lapilli tuff (Ben Hur Crater)
TBm [Miocene]	Medium grey, streaked white, welded crystal vitric lapilli ash tuff. Locally welded and highly deformed (Merger crater, likely coeval with Ben Hur Crater)
TB [Miocene]	TB tuff contains 50% matrix, 20% phenocrysts, 25% pumice and less than 5% accessory lithics. The tuff is notable in that it contains accessory allanite and deformed muscovite phenocrysts in pumice while biotite is absent. It consists primarily of ash-lapilli tuff (dominantly ash fraction) is white or grey on fresh surface and weathers tan to brown. TB defines the Bellehelen Caldera as mapped by Hohn (2005).

The Bellehelen Property lies in an arid environment, which has resulted in the development of regolith and wind-blown colluvium. Thickness of overburden varies across the project from 0 to 2 m thickness and is composed of locally derived fragments ranging in size from boulder to sand. The thickest accumulations of regolith and colluvium occur in valley bottoms, near the base of hill slopes. Topography is comprised of gently rolling hills with larger hills cored by resistant outcrops.

The overall structural environment, based on regional mapping by Gardner et al. (1980) and property scale observations of vein/fault/shear orientations, suggests dextral strike-slip displacement with subordinate extension may have occurred in the Bellehelen Property area. In the Bellehelen Property area, deformation largely consists of steeply dipping northwest-striking faults and subordinate roughly east-west dipping normal faults and steeply dipping faults of uncertain throw. Because of the lack of continuous outcrop, faults are generally inferred from airphoto lineaments and geophysics. A prominent step-down in the topography across the Bellehelen Fault Zone from south to north exists along the Kawich Range, possibly due to later reactivation of the Bellehelen Fault Zone with normal (north side down) displacement. The only clear location where this appears is along the southeast boundary of the Bellehelen Caldera near the Bellehelen-Merger Mine.

The Bellehelen Property covers all the principal Au and Ag occurrences in the Bellehelen Mining District except for the Bellehelen-Merger and Peterson mines. There are four areas of known mineralization on the Bellehelen Property: Ajax and Ben Hur mines and the QA and Neversweat showings:

- The Ajax Mine area is covered by the BH 1-8 claims. Mineralization comprises structurally controlled, low-sulphidation epithermal veins. Prospecting, soil geochemical surveys, and ground geophysics have been completed to date. The BH claims cover the former Ajax Mine on the west end of the claim block and extend 1800 m east to cover unnamed exploration workings. The most significant workings aside from the Ajax Mine are an unnamed shaft 550 m to the east of the Ajax Mine (Eastern Shaft) and an adit 1400 m east of the Ajax Mine. Grab samples of dump material from the Ajax Mine and of dump and bedrock samples from the area of the Eastern Shaft have returned up to 11.25 g/t Au and 1,490 g/t Ag, which are the highest-grade results in this area. The mineralization at the Ajax Mine occurs in east-west striking, steeply north-dipping fracture zones, containing quartz recementing ash flow tuff.
- Mineralization and veins in the Ben Hur Mine area consists of oxidized sulphides, limonite, quartz, and rare calcite in stringers in shear zones defined by numerous centimetre-spaced fractures. Pyrite occurs in disseminations and clots in Iron Hoist area samples. Bladed quartz-after-calcite pseudomorphs occur near the Ben Hur Mine along with calcite rhombs. Green nontronite (Fe-rich montmorillonite) is also notable in this area.
- Claims at the top of Neversweat Canyon were staked to cover a sample collected by a NBM geologist, which returned 3,000 g/t Ag from historical workings. There are 2 inclined adits on the Neversweat claims. Three samples from the northernmost adit, collected in 2020 during staking, returned up to 159 g/t Ag and 0.09 g/t Au. No further work has been done on these claims.
- At the northwest end of the Bellehelen Property area a new style of mineralization was discovered in 2021, at the QA Showing. At this location, a small knob of resistant lapilli tuff with subordinate rhyolite bands is silicified, locally pervasively, within lapilli ash tuff. A bedrock sample of this material returned 0.622 g/t Au. Approximately 400 m to the north along an overburden covered ridge, a 2013 grab sample from a dump at a 30 ft (9.14 m) deep shaft returned 0.747 g/t Au. The sampled material comprised rhyolitic tuff with boxwork after pyrite and locally fresh pyrite. One sample from a soil sample grid centred on the QA Showing returned 331 ppb Au-in-soil, while most of the results were subdued because of thick regolith or colluvium. The Hg-in-soil response within this grid is elevated (up to 0.107 ppm).

Historically, mining in the district focused on structurally hosted, precious metal mineralization in silicified zones along fractures in host rhyolitic tuff. These form fracture zones, veins and stockworks varying in width from a few cm to 2.5 m. Quartz is relatively rare in the host structures and both sulphides and host rocks are strongly oxidized. Vein silica includes coarse to fine crystalline quartz, chalcedony, and rare, perhaps secondary opalescent quartz. Sulphide minerals usually occur as disseminations but also are found in clots within veins. The Au- and Ag-bearing mineralization is associated with pyrite and grey wispy sulphides within quartz and silicified rhyolite tuff. Economic mineralization occurs where narrow veinlets are clustered together or merge to form thick veins. Reported Ag to Au ratios from high-grade ore at the Bellehelen-Merger Mine, outside of the Property that is the subject of this report, were approximately 50:1.

The Bellehelen Mining District has historically been known as an Ag mining camp; however, there is also significant Au mineralization associated with known Ag-bearing deposits and potential for unrecognized bulk-tonnage targets. Mineralization within the district best fits the low-sulphidation target model, specifically at or above the boiling zone.

BC Geological Survey Deposit Profile H05 describes low-sulphidation Au and Ag epithermal deposits as occurring in high-level (epizonal) to near-surface hydrothermal environments (such as hot springs) associated with volcanism. Au and Ag mineralization is hosted in quartz veins, stockworks, and breccias, as well as disseminations. Characteristic textures include open-space filling, crustiform and banded veins, as well as brecciation. Deposits can exhibit strong metal zoning, both

vertically and along strike. Structural controls are important and fault flexures and intersections can host high-grade mineralization.

Exploration

Excalibur has not conducted any exploration work on the Bellehelen Property. Details of the historical exploration work carried out by Silver Range, and related interpretations, is set out above under “History”.

Sampling, Analysis and Data Verification

All soil and rock samples from the Bellehelen Property are taken by truck to ALS Global (“ALS”) laboratory in Reno, Nevada. This laboratory is certified to ISO 9001:2008 standards and has received ISO/IEC 17025:2005 accreditation from the Standards Council of Canada (SCC) for this method. ALS was chosen as Silver Range’s primary laboratory based on a rigorous audit of all Nevada assay laboratory facilities. Silver Range has no relation in any manner with any ALS Global facilities.

All soil samples were dried prior to shipment and soil bags are secured with flagging. Each rock sample bag is secured with flagging or zip ties. All samples are sent to ALS in rice bags secured with zip ties. Rock and soil samples were transported by truck from the Property to ALS in Reno via Silver Range employees to ensure safe transport. No additional security measures like security tags or chain of custody forms were used when transporting rock and soil samples for the project.

The sample preparation and security, and the analytical procedures used to analyze the samples collected by Silver Range on the Property are adequate and fit for purpose.

The Author believes that sample preparation and security, and the analytical procedures used to analyze the samples collected by Silver Range on the Property, are adequate and fit for purpose of this report. Silver Range selected analytical methods typical for this type of deposit done by well-known and accredited ALS laboratory at 4977 Energy Way, Reno, NV 89502, United States. Security of samples was properly maintained. In the Author’s opinion the data provided in this technical report is adequately reliable.

As the Bellehelen Project is an early stage, surface exploration project no QA/QC blanks, standards or duplicates have been inserted into sample shipments to date.

A site visit was conducted by the Author on September 21, 2022. A total of 12 samples were collected by the Author during the site visit and delivered to ALS in Reno.

The geochemical data was verified by sourcing analytical certificates and digital data. Assay data from 2019 to present were reviewed by the Author. Randomly selected original assay certificates were compared to the database. No discrepancies were identified.

It is the opinion of the Author that the exploration data provided by Silver Range is accurate and fit for the purpose of the Technical Report.

Conclusions

The Bellehelen Property constitutes a property of merit based on:

- Significant low-sulphidation epithermal-style mineralization at known mines and showings on the Bellehelen Property, with district-scale potential based on topographic linears, geophysical trends, and geochemical signatures;
- The geologic and structural frameworks are favourable for the discovery of additional low-sulphidation epithermal mineralization;
- The complex volcanic setting and multiple pulses of volcanic activity suggest the potential for a large mineralized system or multiple overprinting mineralized systems present on the Bellehelen Property;
- The presence of high-grade Au- and Ag-bearing veins along several trends; and,
- There are structural trends with coincident geochemical and geophysical anomalies that remain untested.

The Ajax Mine and Eastern Shaft host structurally controlled, low-sulphidation epithermal mineralization in what are interpreted to be en echelon structures. Rock samples from these areas have returned up to 11.25 g/t Au and 1,490 g/t Ag. Soil samples from undisturbed areas in the vicinity of these areas have returned up to 67.5 ppb Au and 7.88 ppm Ag. Higher

Au- and Ag-in-soil values have been returned from soil collected from a mine waste dump. The Ajax Mine and Eastern Shaft areas are coincident with second order magnetic field highs. In addition, a horizontal loop electromagnetic (“HLEM”) conductor runs south of the vein at the Eastern Shaft, while there is no discrete conductor associated with mineralization at the Ajax Mine.

Mineralization in the Ben Hur Mine area consists of oxidized sulphides, limonite, quartz, and rare calcite in stringers in shear zones defined by numerous centimetre-spaced fractures. The Iron Hoist Showing lies northeast of the Ben Hur Mine Trend, and is a laterally persistent mineralized structure that runs subparallel to the Ben Hur Trend, and can be traced over 170 m. The highest silver result (430 g/t Ag) occurred on the Iron Hoist Trend, while the highest Au value (10.45 g/t Au) is from a dump at the Ben Hur Mine. A third mineralized trend at the northwest end of the Iron Hoist trend has been traced for 75 m. A grab sample from it returned 6.61 g/t Au and 369 g/t Ag.

There is a strong Au-in-soil geochemical response associated with the mineralization in the Ben Hur and Iron Hoist areas, more so with the Iron Hoist where a contouring threshold of 100 ppb Au-in-soil has been delineated. The Ben Hur Mine Trend is subdued relative to the Iron Hoist Trend, but where the two trends converge at the southeast end of the grid, a string of soil samples returned 3,530 ppb Au, 380 ppb Au, and 704 ppb Au. The 3,530 ppb Au-in-soil value lies within mine waste adjacent to an undocumented adit that was sampled during the QP property visit. A rock sample from the adit returned 3,490 g/t Au and 7.04 g/t Au.

The Neversweat Showing hosts low-sulphidation epithermal mineralization that has returned 3,000 g/t Ag from historical workings. Prospecting during the 2020 staking program returned 159 g/t Ag and 0.09 g/t Au. No soil geochemistry has been collected from the Neversweat area.

The QA Showing is located near the Ajax Mine and historically has been explored for its vein potential; however, a new style of mineralization was discovered in 2021. A bedrock sample of silicified lapilli tuff with subordinate rhyolite bands returned 0.622 g/t Au. The soil geochemical response in this area is generally subdued by regolith or colluvium; however, one sample returned 304 ppb Au-in-soil and the Hg response is elevated within the soil grid. The presence of broad intervals of lower grade Au mineralization suggests a previously unrecognized style of mineralization occurs on the Bellehelen Property.

Considering the points above, there is excellent potential for the expansion, and discovery, of significant Ag and Au mineralization within the 12 km by 2 km project area, both on surface and underground, utilizing the existing infrastructure on the Bellehelen Property.

Notwithstanding the high potential, the Bellehelen Property area has not been systematically explored for large low-sulphidation epithermal systems because historical exploration on the Bellehelen Property was done using a single target approach. A modern exploration approach utilizing the newest ideas on epithermal systems and how clusters of deposits can develop around the same large magmatic-hydrothermal system will greatly advance the Bellehelen Property.

Recommendations

A success-contingent multi-phase exploration program is recommended on the Bellehelen Property. Phase 1 work at the Bellehelen Property should include:

- Extensive network of shafts and adits should be systematically photographed using 360° cameras ideal for underground use. Additionally, all workings should be mapped and sampled, as practical;
- Additional staking should be conducted to cover the eastern extension of the BH grid;
- The BH soil geochemical survey grid (BH grid) should be extended to map the full extent of the strong Au-in-soil anomaly north of the Ben Hur Mine Trend;
- Hand and/or excavator trenching should be conducted on the BH grid to expose bedrock where there are highly anomalous soil responses;
- Trenching should be conducted on the QA grid to expose and sample auriferous pyroclastic rocks near the QA Showing;
- Induced polarization or CSAMT surveys should be conducted over the QA and extended BH soil geochemical grids to define drill targets; and
- IP resistivity anomalies of interest with geochemical support should be drill tested. Drilling should extend to a depth of at least 200 m on the BH grid with three holes per pad to define the depth profile of the mineralization.

Based on the above recommendations, a multi-phase program is recommended with Phase 2 contingent on the results from Phase 1. The table below outlines the anticipated costs associated with the Phase 1 exploration program.

Item	Cost (USD)
Underground assessment, mapping, rock, and soil sampling (3 people, 28 days)	\$120,000
Rock assays (200 samples @\$50/each, plus shipping, QAQC)	\$12,000
Soil assays (500 samples @\$37/each, plus shipping)	\$18,500
Excavator trenching (\$165/hr/12 hr day for equipment, operator)	\$60,000
Excavator All-in (mobe/demobe, transport, hourly, fuel etc)	\$10,000
IP survey (5 km at \$10,000/line km)	\$50,000
Rental truck, accommodation, food, communication, travel	\$35,000
Report preparation, pre- and post-season planning, drafting	\$14,950
Estimated Phase 1 Cost	\$320,450
Contingency (10%)	\$32,050
Total Phase 1 Budget	\$352,500

Phase 2 is contingent on successful results during Phase 1. A Phase 2 budget is provided in the table below.

Item	Cost (USD)
Diamond or reverse circulation drilling (2500 m)	\$500,000
Geological logging, sampling, supervision	\$80,000
Assays (400 samples @\$50/each, plus shipping, QAQA)	\$120,000
Rental truck, accommodation, food, communication, travel	\$48,000
Report preparation, pre- and post-season planning, drafting	\$25,000
Estimated Phase 2 Cost	\$773,000
Contingency (10%)	\$77,300
Total Phase 2 Budget	\$850,300

SELECTED CONSOLIDATED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Information from Incorporation

The following table sets forth selected financial information about Excalibur for the period from incorporation on April 5, 2021, the financial years ended December 31, 2022 and 2023 and the six-month period ended June 30, 2024. Such information is derived from the Excalibur's audited financial statements and should be read in conjunction with such financial statements, which are included in Schedule "C" to this Filing Statement.

Selected Financial Information	June 30, 2024 (unaudited)	December 31, 2023 (audited)	December 31, 2022 (audited)	Period from incorporation on April 5, 2021 to December 31, 2021 (audited)
Total revenues	-	-	-	-
Income from Operations	-	-	-	-
Total assets	148,082	161,939	242,892	78,505.16
Total liabilities	89,766	32,685	35,285	-
Operating (Loss) before other Items	(70,938)	(78,353)	(50,016)	(995)
Net Loss	(70,938)	(78,353)	(50,016)	(995)
Cash Dividends	-	-	-	-

Management's Discussion and Analysis

Copies of the MD&As of Excalibur for the respective financial periods above referenced are included as Schedule "D" to this Filing Statement. The MD&A should be read in conjunction with the Excalibur's financial statements for the same periods, together with the notes thereto, which are attached to this Filing Statement as Schedule "C".

See "*Part III – Information Concerning the Resulting Issuer – Risk Factors*" and "*Part II – Information Concerning Excalibur – Narrative Description of the Business*".

DESCRIPTION OF THE SECURITIES

Authorized Capital

The authorized capital of Excalibur consists of an unlimited number of Excalibur Shares.

As of the date of this Filing Statement, Excalibur has 20,730,000 Excalibur Shares issued and outstanding. No securities convertible into or exchangeable for securities of Excalibur are outstanding and no other rights to acquire securities of Excalibur exist.

Holders of Excalibur Shares have the right to receive notice of any meeting of shareholders of Excalibur, to attend such meeting and to vote thereat, with the exception of meetings at which only holders of other classes of shares are entitled to vote. Holders of Excalibur Shares are entitled to receive, *pari passu* with one another, non-cumulative dividends if, as and when declared by the Excalibur Board. Excalibur Shares will be entitled to receive dividends or other distributions on the Excalibur Shares. Furthermore, holders of Excalibur Shares are entitled to receive, on a *pari passu* basis, (i) the remaining property of Excalibur upon its liquidation, dissolution or winding-up, and (ii) the remaining proceeds in the event of a change of control.

None of the securities of Excalibur are currently listed or quoted for trading on any stock exchange.

EXCALIBUR SUBSCRIPTION RECEIPT FINANCING

In connection with the Transaction, Excalibur intends to complete the Concurrent Private Placement, consisting of Subscription Receipts at a price of \$0.25 per Subscription Receipt, for aggregate gross proceeds of a minimum of \$1,500,000 and up to a maximum of \$2,500,000. See "*Summary of Filing Statement – The Qualifying Transaction*" and "*Part I – Information Concerning the Issuer – General Development of the Business – Proposed Financings*".

CONSOLIDATED CAPITALIZATION

The following table sets forth Excalibur's capitalization and outstanding debt as at the dates indicated below, as more particularly described in the Excalibur Financial Statements, which are attached hereto at Schedule "C".

Designation of Security or Debt	Amount Authorized	Amount outstanding as at December 31, 2023	Amount outstanding as of a specific date within 30 days of the Filing Statement prior to giving effect to the Transaction as at October 31, 2024 ⁽¹⁾
Excalibur Shares	Unlimited	10,365,000	20,730,000 ⁽²⁾
Excalibur Warrants	N/A	Nil	Nil

Notes:

- (1) Does not include the Concurrent Private Placement.
- (2) On September 30, 2024, Excalibur completed a one (1) for two (2) share split.

PRIOR SALES

No securities of Excalibur have been issued within the 12 months before the date of this Filing Statement.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

At no time prior to the date of this Filing Statement was Excalibur a reporting issuer for the purposes of Canadian securities laws. Significant elements of the compensation to be awarded to, earned by, paid to or payable to named executive officers of the Resulting Issuer following the Closing, to the extent it has been determined, is set forth in “*Part III – Information Concerning the Resulting Issuer*”.

MANAGEMENT CONTRACTS

Except as disclosed below, management functions of Excalibur are, and since incorporation have been, performed by the directors of Excalibur, and are not to any substantial degree performed by any other person or corporation.

Excalibur has a management services arrangement with King and Bay West of Suite 2400, 1055 West Georgia Street, Vancouver, British Columbia V6E 3P3, to provide services and facilities to the Company. King & Bay West is a private company which is owned by Mark Morabito of British Columbia, the Chief Executive Officer of Excalibur. The following are the executive officers of King & Bay West, all of whom are residents of British Columbia, Canada: Mr. Mark Morabito, President & CEO and Ms. Sheila Paine, Secretary. King & Bay West provides Excalibur with administrative and management services. The services provided by Excalibur include shared facilities, finance, corporate communications, legal and corporate development services. The fees for these management services are determined and allocated to the Company based on the cost or value of the services provided to the Company as determined by King & Bay West, and the Company reimburses King & Bay West for such costs on a monthly basis. During the financial year ended December 31, 2023, the Company incurred fees of \$12,062 to King & Bay West.

NON-ARM'S LENGTH PARTY TRANSACTIONS

During the six-month period ended June 30, 2024, \$40,057 was paid or accrued by Excalibur to King & Bay West for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of Excalibur.

During the year ended December 31, 2023, \$12,062 was paid or accrued by Excalibur to King & Bay for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of Excalibur.

During the year ended December 31, 2022, \$17,379 was paid or accrued by Excalibur to King & Bay for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of Excalibur.

King & Bay is an entity that is controlled by the CEO of Excalibur and employs or retains officers and certain consultants of Excalibur. King & Bay provides administrative, regulatory, legal, finance, and corporate development services to Excalibur. These services are provided to Excalibur on an as-needed basis and are billed based on the cost or value of the services provided to Excalibur.

Other than the foregoing, to the knowledge of Excalibur, there have been no transactions before the date of this Filing Statement, or proposed, in which any director, officer, Promoter or Insider of Excalibur or Associates or Affiliates thereof have or have had a material interest.

LEGAL PROCEEDINGS

To the knowledge of Excalibur, there are no legal proceedings to which Excalibur is a party to, or in respect of which any of its assets are the subject of, which is or will be material to Excalibur, and Excalibur is not aware of any such legal proceedings that are contemplated.

MATERIAL CONTRACTS

Excalibur has entered into the following material contracts:

1. Bellehelen Option Agreement; and
2. The Definitive Agreement.

After the Completion of the Transaction, the material agreements listed above will be considered to be the material agreements of the Resulting Issuer.

Copies of these agreements may be inspected during regular business hours at the offices of Excalibur at 2400 – 1055 West Georgia Street, Vancouver B.C. V6E 3P3, at any time during ordinary business hours until the Completion of the Transaction and for a period of 30 days thereafter.

PART III - INFORMATION CONCERNING THE RESULTING ISSUER

The following information is presented on a post-Transaction basis and is reflective of the projected business, financial and share capital position of the Resulting Issuer. This section only includes information respecting the Resulting Issuer that is materially different from information provided earlier in this Filing Statement. Following the Completion of the Transaction, the Resulting Issuer will carry on the business currently carried on by Excalibur. See the various headings under “Part I – Information Concerning the Issuer” and “Part II – Information Concerning Excalibur” for additional information regarding the Issuer and Excalibur, respectively. See also the Pro Forma Financial Statements of the Resulting Issuer attached hereto as Schedule “E”.

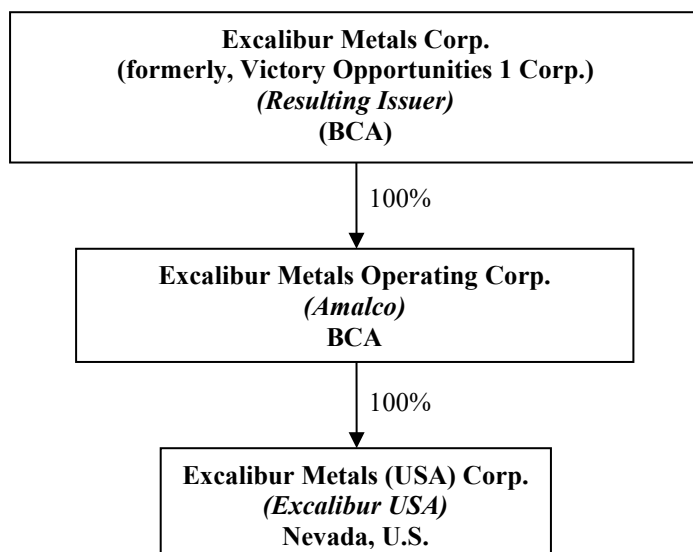
CORPORATE STRUCTURE

Name and Incorporation

The Resulting Issuer will continue under the name “Excalibur Metals Corp.”, or such other name as may be determined by the Issuer and Excalibur, subject to applicable Exchange and regulatory approval. The Resulting Issuer will be governed under the BCA. It is expected that, following the Completion of the Transaction, the Resulting Issuer’s head office and registered office will be located at 2400 – 1055 West Georgia Street, Vancouver B.C. V6E 3P3.

Intercorporate Relationships

The following diagram sets forth the corporate structure of the Resulting Issuer following the Transaction:



NARRATIVE DESCRIPTION OF THE BUSINESS, BUSINESS OBJECTIVES AND MILESTONES

Upon the Completion of the Transaction, the Resulting Issuer will carry on the businesses of Excalibur. See “Part II – Information Concerning Excalibur – Narrative Description of the Business”, “Part III – Information Concerning the Resulting Issuer – Available Funds” and “Part III– Information Concerning the Resulting Issuer – Principal Purposes”.

The Resulting Issuer’s intended primary business objectives and milestones following the Completion of the Transaction is to continue its multi-phase plan to systematically explore and develop the Bellehelen Property, and implement the Phase I

Work Program and Phase II Work Program, as further described under “*Part II – Information Concerning Excalibur – Narrative Description of the Business*”. The Resulting Issuer intends to implement the work plan based upon the recommendations of the author in the Technical Report. The current work plan will span over two phases and the proposed budget for the work plan is set out above. See “*Part II – Information Concerning Excalibur – Narrative Description of the Business – Recommendations*”.

DESCRIPTION OF THE SECURITIES

Upon the Completion of the Transaction, the authorized capital of the Resulting Issuer will consist of an unlimited number of Resulting Issuer Shares without par value and an unlimited number of Resulting Issuer Preferred Shares without par value and will continue to be the same as the current authorized capital of the Issuer. See “*Part I – Information Concerning the Issuer – Description of the Securities*”.

See “*Part III – Information Concerning the Resulting Issuer – Fully Diluted Share Capital*” for the total issued and outstanding share capital of the Resulting Issuer and securities convertible into Resulting Issuer Shares.

SELECTED PRO FORMA FINANCIAL INFORMATION OF THE RESULTING ISSUER

The following table contains certain financial information regarding the Resulting Issuer. This table should be read in conjunction with the unaudited pro forma consolidated statement of financial position of the Resulting Issuer included in this Filing Statement as Schedule “E”.

	Issuer (as at June 30, 2024)	Excalibur (as at June 30, 2024)	Pro Forma Adjustments	Pro Forma Statement Consolidated
Cash	\$306,896	\$122,082	\$1,320,000	\$1,748,978
Total Assets	\$306,896	\$148,082	\$1,545,000	\$1,999,978
Total Liabilities	\$30,267	\$89,766	-	\$120,033
Total Shareholders’ Equity	\$276,629	\$58,316	\$1,545,000	\$1,879,945

FULLY DILUTED SHARE CAPITAL

The following table sets out the number and percentage of securities of the Resulting Issuer proposed to be outstanding on a fully diluted basis after giving effect to the Transaction (assuming completion of the Concurrent Private Placement) and other matters:

Description of Security	Fully Diluted Number of Resulting Issue Securities (Minimum Concurrent Private Placement)	Percentage (Minimum Concurrent Private Placement)	Fully Diluted Number of Resulting Issue Securities (Maximum Concurrent Private Placement)	Percentage (Maximum Concurrent Private Placement)
Issuer Shares outstanding as at the date of this Filing Statement	6,388,000	16.93%	6,388,000	14.50%

Description of Security	Fully Diluted Number of Resulting Issue Securities (Minimum Concurrent Private Placement)	Percentage (Minimum Concurrent Private Placement)	Fully Diluted Number of Resulting Issue Securities (Maximum Concurrent Private Placement)	Percentage (Maximum Concurrent Private Placement)
Resulting Issuer Shares issued to Excalibur Shareholders at Closing	20,730,000	54.93%	20,730,000	14.50%
Resulting Issuer Shares issuable pursuant to the Concurrent Private Placement	6,000,000	15.90%	10,000,000	47.05%
Resulting Issuer Shares issuable for Property Agreements	900,000	2.38%	900,000	22.70%
Resulting Issuer Shares issuable pursuant to the exercise of Financing Warrants	3,000,000	7.95%	5,000,000	2.04%
Resulting Issuer Shares issuable pursuant to the exercise of Financing Broker Warrants	480,000	1.27%	800,000	11.35%
Resulting Issuer Shares issuable pursuant to the exercise of IPO Agent's Options	241,440	0.64%	241,440	1.82%
Total (fully diluted)	37,739,440	100.00%	44,059,440	100.00%

AVAILABLE FUNDS AND PRINCIPAL PURPOSES

Available Funds

The following table sets forth the funds anticipated to be available to the Resulting Issuer on a consolidated basis after giving effect to the Transaction.

Source of Funds:	Estimated Amount (Minimum Concurrent Private Placement)	Estimated Amount (Maximum Concurrent Private Placement)
Estimated working capital of Issuer as at October 31, 2024	\$245,000	\$245,000
Estimated working capital of Excalibur as at October 31, 2024	\$(26,746)	\$(26,746)
Net proceeds from the Concurrent Private Placement ⁽¹⁾	\$1,380,000	\$2,300,000

Source of Funds:	Estimated Amount (Minimum Concurrent Private Placement)	Estimated Amount (Maximum Concurrent Private Placement)
Total Available Funds	\$1,598,254	\$2,518,254

Notes:

- (1) Broker and finder's cash commission of up to 8% of the total proceeds of the Concurrent Private Placement payable when the Escrow Release Conditions are satisfied.

Dividends

It is not expected that the Resulting Issuer will declare any dividends for the foreseeable future. There are no restrictions in the Resulting Issuer's articles or elsewhere which could prevent the Resulting Issuer from paying dividends subsequent to the Completion of the Transaction. The Resulting Issuer Board will determine if, and when, to declare and pay dividends in the future from funds properly applicable to the payment of dividends based on the Resulting Issuer's financial position at the relevant time. Holders of Resulting Issuer Shares will be entitled to an equal share in any dividends declared and paid on the Resulting Issuer Shares on a per share basis.

Principal Purposes of Funds

The following table summarizes the expenditures anticipated by the Resulting Issuer required to achieve its business objectives during the 12 months following the Completion of the Transaction:

The following table sets forth the funds anticipated to be available to the Resulting Issuer on a consolidated basis after giving effect to the Transaction.

Uses of Funds	Amount of Funds (Minimum Concurrent Financing)	Amount of Funds (Maximum Concurrent Financing)
General and administrative costs	\$427,000 ⁽¹⁾	\$427,000 ⁽¹⁾
Phase I Work Program on the Bellehelen Property	\$479,400 ⁽²⁾	\$479,400 ⁽²⁾
Phase II Work Program on the Bellehelen Property	-	\$578,204 ⁽²⁾
Work Program on the Silver Rock Property	\$200,000	\$275,000
Option Payments and Expenditures under the Option Agreements	\$106,506 ⁽³⁾	\$106,506 ⁽³⁾
Remaining Transaction costs	\$60,000 ⁽⁴⁾	\$70,000 ⁽⁴⁾
Unallocated working capital	\$325,348	\$582,144
Total	\$1,598,254	\$2,518,254

Notes:

- (1) This amount includes the following estimated amounts: legal and audit fees of \$50,000; director and officer fees of \$190,000 (includes accounting; for further information please see "Executive Compensation"); regulatory, Exchange and compliance filing fees and costs of \$15,000; transfer agent costs of \$12,000; \$150,000 of consulting fees, and miscellaneous office costs of \$10,000.
- (2) This amount is the budget for the Phase I Work Program (C\$479,400), and 50% of the Phase II Work Program (C\$578,204), proposed by the Author in the Technical Report (USD\$352,500 – Phase I); with an exchange rate of USD to CAD (1:1.36).
- (3) Pursuant to the Bellehelen Option Agreement, Excalibur is required to pay to Silver Range \$40,000 in cash on the fifth business day following the Completion of the Qualifying Transaction and \$50,000 in cash on the first year anniversary of the Completion of the Qualifying Transaction. Pursuant to the Silver Rock Option Agreement, Excalibur is required to pay to IDEX Metals Corp. \$16,506 in cash on the Closing Date; and to incur a minimum of \$200,000 in exploration expenditures on the Silver Rock Property on or before February 14, 2025.
- (4) The remaining transaction costs are comprised of legal fees, audit and accounting fees, transfer agent fees, stock exchange fees and other filing fees.

The Resulting Issuer intends to spend the funds available as stated in this Filing Statement. Notwithstanding the proposed

uses of available funds discussed above, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary or prudent. It is difficult, at this time, to definitively project the total funds necessary to effect the planned activities of the Resulting Issuer. For these reasons, management of the Issuer and Excalibur consider it to be in the best interests of the Resulting Issuer and its shareholders to afford management a reasonable degree of flexibility as to how the funds are employed among the uses identified above, or for other purposes, as the need arises.

PRINCIPAL SECURITYHOLDERS

To the best of the knowledge of the Issuer and Excalibur, upon the Completion of the Transaction, no person will beneficially own, directly or indirectly, or exercise control or direction over, Resulting Issuer Shares carrying more than 10% of the voting rights attached to all Resulting Issuer Shares as of the date of this Filing Statement.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out the name, municipality and province of residence, proposed position with the Resulting Issuer, current principal occupation, period during which served as a director or executive officer, and the number and percentage of Resulting Issuer Shares which will be beneficially owned, directly or indirectly, or over which control or direction is proposed to be exercised, by each of the Resulting Issuer's directors and executive officers following Completion of the Transaction.

Name, Municipality of Residence and Proposed Position(s) with the Resulting Issuer	Principal Occupation or Employment for Last Five Years	Director / Officer Since	Anticipated number and percentage of Resulting Issuer Shares owned, directly or indirectly, or over which control or direction is proposed to be exercised on Completion of the Transaction		
			Number of Shares	Percentage (Minimum Concurrent Private Placement)	Percentage (Maximum Concurrent Private Placement)
Mark Morabito⁽¹⁾ Vancouver, BC CEO and Director	Founder and CEO of King & Bay West since December 2009, a merchant bank and technical services company that specializes in identifying, funding, developing and managing high-potential opportunities.	On the Closing Date	3,250,000 ⁽²⁾	9.6%	8.5%
Brian Shin Vancouver, BC <i>Director</i>	Consultant, focusing on developing corporate strategy for mid- to large-sized companies, as well as risk management for first-tier financial companies in South Korea. Additionally, he served as an auditor, conducting audits for internationally funded companies in Hong Kong. Consultant to auditor, controller and CFO for several public and private companies in Canada.	July 25, 2024	700,000	2.1%	1.8%
Ken Engquist⁽¹⁾ Vancouver, BC <i>Director</i>	President of Engquist Mine Development from January 2018 to April, 2019, Chief Operating Officer of First Mining Gold Corp. from April 2019 to January 2022; Director of Big Ridge Gold Corp. from May 2021 to December 2021; Chief Operating Officer of Western Copper and Gold from January 2022 to October 2023.	July 25, 2024	1,000,000	2.9%	2.6%
Charanjit Hayre⁽¹⁾ Langley, BC <i>Director</i>	Currently, the President at VShapes North America. He was previously COO at Taipak (A TricorBraun Company) and				

Name, Municipality of Residence and Proposed Position(s) with the Resulting Issuer	Principal Occupation or Employment for Last Five Years	Director / Officer Since	Anticipated number and percentage of Resulting Issuer Shares owned, directly or indirectly, or over which control or direction is proposed to be exercised on Completion of the Transaction		
			Number of Shares	Percentage (Minimum Concurrent Private Placement)	Percentage (Maximum Concurrent Private Placement)
	an Independent Director of Iron Tank Resources Corp., Executive Vice President of Great Bear Resources Ltd., Chief Operating Officer of Asentus Consulting Group Ltd., and Senior Manager-Enterprise Risk Services Group of Deloitte & Touché LLP. He also served on the board of MAX Minerals Ltd.	July 25, 2024	1,000,000 ⁽³⁾	2.9%	2.6%
Daniel Lee CFO Vancouver, BC	Accountant and finance professional for public and private companies (Chartered Professional Accountant (CPA, CA) in Canada.	On the Closing Date	40,000	0.12%	0.10%
Sheila Paine Corporate Secretary Vancouver, BC	Paralegal, specializing in corporate, securities and regulatory matters both in Canada and the United States. Corporate Secretary or Assistant Corporate Secretary for a number of public companies trading on various stock exchanges. Currently, Corporate Secretary of Excelsior Mining Corp., Global Crossing Airlines Group Inc. and Intrepid Metals Corp.	On the Closing Date	Nil	Nil	Nil

Notes:

- (1) Denoted proposed member of the Audit Committee.
- (2) All of which are held by King & Bay West, a company controlled by Mr. Morabito.
- (3) Includes 500,000 Common Shares held by 1184091 B.C. Ltd., a private company controlled by Mr. Hayre.

Upon the Completion of the Transaction, the directors and officers of the Resulting Issuer as a group will beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 5,990,000 Resulting Issuer Shares, representing approximately 17.61%, assuming completion of the minimum of the Concurrent Private Placement for aggregate gross proceeds of \$1,500,000, of the issued and outstanding Resulting Issuer Shares (on an undiluted basis), and representing approximately 15.76%, assuming completion of the maximum of the Concurrent Private Placement for aggregate gross proceeds of \$2,500,000, of the issued and outstanding Resulting Issuer Shares (on an undiluted basis). Each director's term of office will expire at the next annual meeting of the Shareholders of the Resulting Issuer unless re-elected at such meeting.

The Resulting Issuer's audit committee will initially be comprised of Mark Morabito, Ken Engquist and Charanjit Hayre. All members are considered financially literate. There are no other committees of the Board at this time.

Additional biographic information about the proposed directors and officers of the Resulting Issuer is provided below.

Mark Morabito (Vancouver, B.C.) – proposed CEO and Director of the Resulting Issuer (and current Director and CEO of Excalibur) (Age: 58)

Mr. Morabito has more than 20 years of experience in the public markets with expertise in raising capital and corporate development. He is the founder of King & Bay West, a merchant bank and technical services company that specializes in identifying, funding, developing and managing high-potential opportunities. Mr. Morabito founded and has been the principal driving force behind a number of successful resource development companies. He has raised over \$1 billion in

financing, including leading the team that struck an off-take agreement with Hebei, China's largest steel producer, worth over \$400 million. Mr. Morabito has a BA from Simon Fraser University and completed his J.D. at the University of Western Ontario.

Mr. Morabito will devote 40% of his time to the business of the Resulting Issuer in order to complete his duties and responsibilities as an officer and director of the Resulting Issuer. Subject to the corporate duties of a director and/or officer, it is not anticipated that Mr. Morabito will enter into a non-competition or non-disclosure agreement with the Resulting Issuer. It is expected that Mr. Morabito will be a consultant of the Resulting Issuer.

Brian Shin (Vancouver, B.C.) – proposed Director of the Resulting Issuer (and current CEO, CFO, Corporate Secretary and Director of the Issuer) (Age: 37)

Mr. Brian Shin (CPA) specializes in providing financial reporting, corporate finance, auditing, corporate strategy, risk management and other accounting and consulting services to both public and private companies in various industries. Mr. Shin holds the professional designation of chartered professional accountant (CPA) in British Columbia. Mr. Shin worked as a consultant, focusing on developing corporate strategy for mid- to large-sized companies, as well as risk management for first-tier financial companies in South Korea. Additionally, he served as an auditor, conducting audits for internationally funded companies in Hong Kong. Currently, Mr. Shin holds the position of CFO for several public and private companies in Canada. Mr. Shin boasts extensive experience spanning approximately 15 years, serving in roles ranging from consultant to auditor, controller, and CFO. His expertise encompasses diverse industries across multiple countries, including Canada, Hong Kong, and South Korea, working with both publicly traded and private corporations.

Mr. Shin will devote 10% of his time to the business of the Resulting Issuer in order to complete his duties and responsibilities as a director of the Resulting Issuer. Subject to the corporate duties of a director and/or officer, it is not anticipated that Mr. Shin will enter into a non-disclosure agreement with the Resulting Issuer. It is expected that Mr. Shin will be a consultant of the Resulting Issuer.

Ken Engquist (Vancouver, B.C.) – proposed Director of the Resulting Issuer (and current Director of the Issuer) (Age: 55)

Mr. Ken Engquist brings over 30 years of leadership and development experience overseeing the de-risking and advancement of numerous mining projects from early-stage exploration through start-up and operations. He has led operations, technical studies, work programs, permitting, and stakeholder relations as well as participated in the structuring of several financing and M&A deals in the junior mining sector. Mr. Engquist was most recently the COO of Western Copper and Gold, where he was responsible for development and exploration and lead corporate development, M&A, and due diligence for the company. Prior to this, he was COO of First Mining Gold where he was responsible for advancing the development of their Springpole Project. Some other recent development projects of his include Nevsun's Timok Copper Project, South32's Hermosa Zinc Project, and Tinka Resources' Ayawilca Zinc Project. He's also led various other projects within Oxygen Capital's managed group of companies where he was responsible for advancing a portfolio of assets at various stages of development through the start of production. A large portion of his career was spent in key management roles on large capital projects and operations within Rio Tinto and AngloGold Ashanti. Mr. Engquist serves as a Director and Board Advisor for other public and private organizations. He holds a B.Sc. in Engineering from Michigan Technological University.

Mr. Engquist will devote 25% of his time to the business of the Resulting Issuer in order to complete his duties and responsibilities as a director of the Resulting Issuer. Subject to the corporate duties of a director and/or officer, it is not anticipated that Mr. Engquist will enter into a non-disclosure agreement with the Resulting Issuer. It is expected that Mr. Engquist will be a consultant of the Resulting Issuer.

Charanjit Hayre (Langley, B.C.) – proposed Director of the Resulting Issuer (and current Director of the Issuer) (Age: 54)

Mr. Charanjit Hayre is an experienced entrepreneur and has worked with start-ups in every stage of their development process. Mr. Hayre has over two decades of diverse professional experience in building companies. Mr. Hayre has helped to divest companies in the technology and CPG market sectors and he has experience restructuring the businesses at a corporate and operational level for optimal valuation. Charanjit has leveraged his senior management experience at Deloitte to complement the many C suite roles for start-up, small/medium, and global, companies across Europe and North America. Mr. Hayre was previously an Independent Director of Iron Tank Resources Corp., Executive Vice President of Great Bear

Resources Ltd., Chief Operating Officer of Asentus Consulting Group Ltd., and Senior Manager-Enterprise Risk Services Group of Deloitte & Touche LLP.

Mr. Hayre will devote 10% of his time to the business of the Resulting Issuer in order to complete his duties and responsibilities as a director of the Resulting Issuer. Subject to the corporate duties of a director and/or officer, it is not anticipated that Mr. Hayre will enter into a non-disclosure agreement with the Resulting Issuer. It is expected that Mr. Hayre will be a consultant of the Resulting Issuer.

Daniel Lee (Burnaby, B.C.) – proposed CFO of the Resulting Issuer (and current CFO of Excalibur) (Age: 36)

Mr. Daniel Lee is a seasoned finance and accounting professional with over ten years of progressive experience in public practice and in industry. He has extensive experience working with public and private companies in a variety of sectors providing accounting, audit, tax and financial advisory services. His most recent experience comes from the start-up software and technology industry. Daniel is a Chartered Professional Accountant (CPA, CA) in Canada and holds a Bachelor of Commerce degree from the University of British Columbia's Sauder School of Business.

Mr. Lee will devote 25% of his time to the business of the Resulting Issuer in order to complete his duties and responsibilities as an officer of the Resulting Issuer. Subject to the corporate duties of a director and/or officer, it is not anticipated that Mr. Lee will enter into a non-disclosure agreement with the Resulting Issuer. It is expected that Mr. Lee will be a consultant of the Resulting Issuer.

Sheila Paine (Burnaby, B.C.) – proposed Corporate Secretary of the Resulting Issuer (and current Corporate Secretary of Excalibur) (Age: 70)

Ms. Paine has over 30 years' experience as a senior paralegal, specializing in corporate, securities and regulatory matters both in Canada and the United States. For the past 17 years, Sheila has acted as Corporate Secretary or Assistant Corporate Secretary for a number of public companies trading on various stock exchanges. She is currently the Corporate Secretary of Excelsior Mining Corp. (TSX and OTCQX), Global Crossing Airlines Group Inc. (Cboe Canada Exchange and OTCQB), and Intrepid Metals Corp. (TSX-V).

Ms. Paine will devote 25% of her time to the business of the Resulting Issuer in order to complete her duties and responsibilities as an officer of the Resulting Issuer. Subject to the corporate duties of a director and/or officer, it is not anticipated that Ms. Paine will enter into a non-disclosure agreement with the Resulting Issuer. It is expected that Ms. Paine will be a consultant of the Resulting Issuer.

PROMOTERS

Except for Mr. Mark Morabito, the Chief Executive Officer of Excalibur, to the knowledge of the board of directors of Excalibur and the board of directors of the Issuer, there will be no promoter of the Resulting Issuer and, to the knowledge of the board of directors of Excalibur, there has been no promoter of Excalibur since Excalibur's incorporation to the date of this Filing Statement.

Other than as disclosed in this section or elsewhere in this Filing Statement, no person who will be a promoter of the Resulting Issuer within the last two years:

- received anything of value directly or indirectly from the Resulting Issuer or a subsidiary;
- sold or otherwise transferred any asset to the Resulting Issuer or a subsidiary within the last two years;
- except as disclosed below, has been a director, chief executive officer or chief financial officer of any Resulting Issuer that during the past 10 years was the subject of a cease trade order or similar order or an order that denied company access to any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;
- has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;
- has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or

- has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

Except as disclosed below, as at the date of this Filing Statement and within the ten years before the date of this Filing Statement, no director, officer or promoter of the Resulting Issuer or a securityholder anticipated to hold a sufficient number of securities of the Resulting Issuer to affect materially the control of the Resulting Issuer is or has been a director, officer or promoter of any person or company (including the Resulting Issuer), that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

By Order of the Supreme Court of Newfoundland and Labrador (the “Court”) dated June 17, 2020, Deloitte Restructuring Inc. (“Deloitte”) was appointed as the receiver and manager (the “Receiver”) of all current and future assets, undertakings, and properties of the Kami Mine Limited Partnership, Kami General Partner Limited, and Alderon Iron Ore Corp. The receivership was initiated by a secured creditor of the Kami Mine Limited Partnership after its failure to refinance the secured debt due to the COVID-19 pandemic. Mr. Morabito was a Director of Alderon Iron Ore Corp. and a Director of Kami General Partner Limited until March 24, 2020.

PENALTIES OR SANCTIONS

No proposed director, officer or promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, has:

- (a) been the subject of any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body that would be likely to be considered important to a reasonable securityholder making a decision about the Transaction.

PERSONAL BANKRUPTCIES

No proposed director, officer or promoter of the Resulting Issuer, or a securityholder anticipated to hold sufficient securities of the Resulting Issuer to affect materially the control of the Resulting Issuer, or a personal holding company of such persons, has, within the past ten years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manager, or trustee appointed to hold the assets of that individual.

CONFLICTS OF INTEREST

Conflicts of interest may arise as a result of the directors and officers of the Resulting Issuer holding positions as directors or officers of other companies. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisition of interests in businesses and companies on their own behalf and on behalf of other companies, and situations may arise where the directors and officers will be in direct competition with the Resulting Issuer. Conflicts, if any, will be subject to the procedures and remedies under the BCA or other applicable corporate legislation.

OTHER REPORTING ISSUER EXPERIENCE

The following table sets out the proposed directors, officers and promoters of the Resulting Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Name of Reporting Issuer	Stock Exchange	Position	From	To
Mark Morabito	Intrepid Metals Corp.	Director	TSXV	11/14	-
	Excelsior Mining Corp.	Director	TSX	11/07	03/22
	Global Crossing Airlines Group Inc.	Director	Cboe Canada	06/03	12/19
	Alderon Iron Ore Corp.	Director	TSX	12/09	03/20
	Xineoh Technologies Inc.	Director	N/A	06/12	08/20
Brian Shin	Planet Ventures Inc.	CFO	CSE	10/23	-
	Intrepid Metals Corp	Director	TSXV	01/24	-
	Tisdale Clean Energy Corp	CFO	CSE	12/23	-
	Leocor Gold Inc.	Director & CFO	CSE	12/23	-
	Manning Ventures Inc.	CFO	CSE	02/23	-
	Nexus Gold Corp.	CFO	TSXV	02/23	-
	Atco Mining Inc.	CFO	CSE	02/23	-
	Atco Mining Inc.	Director	CSE	11/22	-
	Nexus Gold Corp.	Director	TSXV	02/22	02/23
	Pure to Pure Beauty Inc.	Director	CSE	12/21	04/23
Ken Engquist	Intrepid Metals Corp.	Director	TSXV	11/23	-
	Silver One Resources Inc.	Director	TSXV	05/22	-
	Western Copper & Gold Corp.	COO	TSX	01/22	10/23
	First Mining Gold Corp.	COO	TSX	02/19	01/22
Charanjit Hayre	Leocor Gold Inc.	Director	CSE	08/18	-
	Manning Ventures	Director	CSE	11/19	-
	Atco Mining Inc.	Director	CSE	01/22	06/23
	Southern Energy Corp.	Director	TSXV	03/10	11/10
	Health Logic Interactive Inc.	Director	TSXV	07/11	11/11
Daniel Lee	Intrepid Metals Corp.	CFO	TSXV	05/20	-
Sheila Paine	Intrepid Metals Corp.	Corporate Secretary	TSXV	12/19	-
	Excelsior Mining Corp.	Corporate Secretary	TSX	05/10	-
	Xineoh Technologies Inc.	Corporate Secretary	N/A	04/12	08/20
	Canada Jetlines Operations Ltd.	Corporate Secretary	Cboe CA	07/20	08/24
	Global Crossing Airlines Group Inc.	Corporate Secretary	Cboe CA	06/20	-
	Queen's Road Capital Investment Ltd.	Corporate Secretary	TSX	12/18	03/21

AUDIT COMMITTEE

Composition of the Audit Committee

The following will be the members of the Audit Committee of the Resulting Issuer: Mark Morabito, Ken Engquist and Charanjit Hayre. All such members are financially literate. Ken Engquist and Charanjit Hayre are considered to be independent.

For additional details regarding the relevant experience of each member of the Resulting Issuer's Audit Committee, see the relevant biographical experiences for each of the Resulting Issuer's directors and officers under the heading "*Part III – Information Concerning the Resulting Issuer – Directors and Executive Officers*".

Audit Committee Oversight

The primary function of the Audit Committee will be to assist the Resulting Issuer Board in fulfilling its financial oversight responsibilities by reviewing the Resulting Issuer's (i) financial reports and other financial information provided by the Resulting Issuer to regulatory authorities and shareholders, and (ii) auditing, accounting and financial reporting processes.

The Resulting Issuer Board will adopt a written charter for the Audit Committee, which is the Issuer's current charter, which sets out the Audit Committee's responsibility in reviewing the financial statements of the Resulting Issuer and public disclosure documents containing financial information and reporting on such review to the Resulting Issuer Board, ensuring that adequate procedures are in place for the review of the Resulting Issuer's public disclosure documents that contain financial information, overseeing the work and reviewing the independence of the external auditors, setting policies and

procedures for the engagement of non-audit services and reviewing, evaluating and approving the internal control procedures that are implemented and maintained by management.

Reliance of Certain Exemptions

As the Resulting Issuer will be listed on the Exchange, it will be a “venture issuer” and may avail itself of exemptions from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110, which require the independence of each member of an audit committee, subject to limited exceptions and the disclosure of audit committee information in an annual information form, respectively. It is expected that the Resulting Issuer will rely on the exemption in Part 3 because not all the members of its Audit Committee will be independent, and it is expected that it also will rely on exemption in Part 5 because, as a venture issuer, it is not required to file an annual information form.

CORPORATE GOVERNANCE

Canadian securities regulatory policy as reflected in NI 58-101 requires that venture issuers like the Resulting Issuer must disclose on an annual basis their approach to corporate governance. NP 58-201 provides regulatory staff guidance on preferred governance practices, although the guidelines are not prescriptive, other than for audit committees. The Resulting Issuer’s approach to corporate governance in the context of NI 58-101 and NP 58-201 as well as its compliance with the mandatory rules relating to audit committees is set out below.

Board of Directors

The policies of the Exchange require that the board of directors of a venture issuer determine and disclose the status of each director as independent or not, based on each director’s interest in or other relationship with the issuer. Under the policies of the Exchange, the applicable definition of independence is that contained in NI 52-110, under which a director is “independent” where he or she “has no direct or indirect material relationship” with the issuer. A “material relationship” is a relationship which could, in the view of the issuer’s board of directors, be reasonably expected to interfere with the exercise of a member’s independent judgement. NI 52-110 also deems certain individuals as having a material relationship with the issuer, and who are therefore not independent.

The Resulting Issuer intends to have four (4) directors, two (2) of whom will be independent.

Orientation and Continuing Education

It is anticipated that the Resulting Issuer Board will have formal orientation and training programs, each new director will receive an orientation, minutes of meetings, written mandates, guidelines and other relevant corporate documents needed to understand the Resulting Issuer’s business and processes. The commitment needed from directors, particularly the commitment of time and energy, will be emphasized to directors prior to their appointment nomination.

Directors will be encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management’s assistance; and to keep themselves up to date with best director and corporate governance practices. The Resulting Issuer intends to provide continuing education for its directors as the need arises. Directors will have full access to the Resulting Issuer’s records.

Ethical Business Conduct

Some of the directors of the Resulting Issuer will also serve as directors and officers of other companies engaged in similar business activities. As such, the Board must comply with the conflict of interest provisions of the BCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director is required to declare the nature and extent of his interest and is not entitled to vote at meetings of directors which evoke any such conflict.

Nomination of Directors

The Resulting Issuer Board does not intend to establish a nominating committee. The Resulting Issuer Board as a whole will be responsible for filling vacancies on the Resulting Issuer Board and recommending potential nominees for directors, and will use an informal consultative process. The Resulting Issuer Board will analyze the needs of the board when vacancies arise and identify and propose new nominees who have the necessary competencies and characteristics to meet

those needs. In order to foster an objective nomination process, the independent members of the Resulting Issuer Board will be encouraged to recommend nominees for the Resulting Issuer Board.

Compensation

The Resulting Issuer does not intend to establish a compensation committee. The Resulting Issuer Board will review directors' compensation once a year, taking into consideration the compensation paid to directors of comparable publicly traded Canadian companies. The Resulting Issuer Board will decide the compensation of the Resulting Issuer's officers based on industry standards and the Resulting Issuer's financial situation.

Other Board Committees

The Resulting Issuer Board does not intend to have committees other than the Audit Committee. The Resulting Issuer Board will review its corporate governance practices and consider, among other matters, whether it would be desirable to establish additional committees of the Resulting Issuer Board.

Assessments

The Resulting Issuer Board will monitor the adequacy of information given to directors, communication between the Resulting Issuer Board and management and the strategic direction and processes of the Resulting Issuer Board and the Audit Committee.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

When determining compensation policies and individual compensation levels for the Resulting Issuer's executive officers, a variety of factors, will be considered including: the overall financial and operating performance of the Resulting Issuer, each executive officer's individual performance and contribution towards meeting corporate objectives; each executive officer's level of responsibility and length of service; and industry comparables.

The Resulting Issuer's compensation philosophy for its executive officers will follow three underlying principles: to provide compensation packages that encourage and motivate performance; to be competitive with other companies in the industry in which it operates, which are of similar size and scope of operations, so as to attract and retain talented executives; and to align the interests of its executive officers with the long-term interests of the Resulting Issuer and its Shareholders through equity related programs.

Compensation for the NEOs of the Resulting Issuer and other key employees will be determined in connection with or following the Closing and will be in line with similar development-stage companies. The following is the anticipated compensation to be paid by the Resulting Issuer for the 12 month period after giving effect to the Transaction to the NEOs of the Resulting Issuer:

- (a) Mark Morabito, CEO: \$100,000
- (b) Daniel Lee, CFO: \$50,000
- (c) Sheila Paine, Corporate Secretary: \$40,000

Director Compensation

Upon the Completion of the Transaction, the executive officers and the Resulting Issuer Board will determine if, and to what extent, compensation will be paid to directors for services rendered to the Resulting Issuer in their capacity as directors. It is anticipated that non-management directors will be reimbursed for transportation and other out-of-pocket expenses incurred for attendance at board of directors meetings and in connection with discharging their director functions. It is currently anticipated that any additional incentives paid to directors will be in the form of monthly director fees or through security-based compensation.

Pension and Retirement Plans

Excalibur has no pension or retirement plans or other forms of retirement compensation. Furthermore, it is not anticipated that the Resulting Issuer will have any pension or retirement plan or deferred compensation plan in the 12 months following the Completion of the Transaction.

Indebtedness of Directors and Officers

No director, executive officer or senior officer of Excalibur, or expected director, executive officer or senior officer of the Resulting Issuer, or any associates of such persons, is indebted to Excalibur or is expected to be indebted to the Resulting Issuer immediately following the Completion of the Transaction and no indebtedness of such persons in the Filing Statement subject of a guarantee, support agreement, letter of credit or other similar arrangement provided by Excalibur or the Resulting Issuer.

Investor Relations Agreements

No written or oral agreement or understanding has been reached with any person to provide any promotional or investor relations services for the Resulting Issuer.

Security Based Compensation

The Resulting Issuer intends to grant option-based awards, being awards under an equity incentive plan of options, including share options, share appreciation rights, and similar instruments that have option-like features by granting stock options to its directors, officers and employees. Resulting Issuer Options are expected to be granted under the Resulting Issuer Stock Option Plan. Subject to the Completion of the Transaction, Resulting Issuer Options may be granted to certain executive officers, directors and consultants of the Resulting Issuer.

Please see “*Part I – Information Concerning the Issuer – Stock Option Plan*” for a discussion of the Resulting Issuer Stock Option Plan, which is the same as the Issuer Stock Option Plan.

Pension Plan Benefits

The Resulting Issuer does not plan to have a pension plan, defined benefit plan, defined contribution plan or deferred compensation plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

Termination of Employment, Change in Responsibilities and Employment Contracts

The Resulting Issuer may enter into employment or consulting agreements with any NEOs or key employees in connection with the Closing or in the 12 months following Completion of the Transaction, which agreements may include terms with respect to: (a) the resignation, retirement or other termination of employment of the Named Executive Officer or key employee; (b) a change in control of the Resulting Issuer; or (c) a change in the Named Executive Officer’s responsibilities following a change in control of the Resulting Issuer.

ESCROWED SECURITIES

CPC Escrow Shares

The following table sets out, as at the date of this Filing Statement, the number and percentage of CPC Escrow Shares held in escrow under the CPC Escrow Agreement prior to giving effect to the Transaction, and the number and percentage of Reporting Issuer Shares that will be held in escrow after giving effect to the Transaction, but before giving effect to the initial release of the CPC Escrow Shares under the CPC Escrow Agreement.

Name and Municipality of Residence of Securityholder	Designation of class	Prior to giving effect to the Transaction		After giving effect to the Transaction & Minimum Concurrent Private Placement		After giving effect to the Transaction & Maximum Concurrent Private Placement	
		Number of securities held in escrow	Percentage of class ⁽¹⁾	Number of securities to be held in escrow	Percentage of class ⁽²⁾	Number of securities to be held in escrow	Percentage of class ⁽³⁾
Brian Shin <i>Vancouver, BC</i>	Issuer Shares	700,000	11%	700,000	2.1%	700,000	1.8%
Ken Engquist <i>Vancouver, BC</i>	Issuer Shares	1,000,000	15.7%	1,000,000	2.9%	1,000,000	2.6%
Charanjit Hayre <i>Langley, BC</i>	Issuer Shares	1,000,000 ⁽⁴⁾	15.7%	1,000,000 ⁽⁴⁾	2.9%	1,000,000 ⁽⁴⁾	2.6%
Dan Seiter <i>Prince George, BC</i>	Issuer Shares	140,000	2.2%	140,000	0.4%	140,000	0.37%
Randy Mainwood <i>Vancouver, BC</i>	Issuer Shares	75,000	1.2%	75,000	0.2%	75,000	0.20%
Dean Campardo <i>Maple Ridge, BC</i>	Issuer Shares	155,000	2.4%	155,000	0.46%	155,000	0.4%
Brady Rak <i>West Vancouver, BC</i>	Issuer Shares	300,000	4.7%	300,000	0.88%	300,000	0.79%

Notes:

- (1) Based on 6,388,000 Issuer Shares issued and outstanding as at the date of this Filing Statement.
- (2) Assumes the minimum of the Concurrent Private Placement is completed and is calculated on an undiluted basis and assuming there are 34,018,000 Resulting Issuer Shares being issued and outstanding upon Closing. See “Part III - Information Concerning the Resulting Issuer – Fully Diluted Share Capital”.
- (3) Assumes the maximum of the Concurrent Private Placement is completed and is calculated on an undiluted basis and assuming there are 38,018,000 Resulting Issuer Shares being issued and outstanding upon Closing. See “Part III - Information Concerning the Resulting Issuer – Fully Diluted Share Capital”.
- (4) Includes 500,000 Common Shares held by 1184091 B.C. Ltd., a private company controlled by Mr. Hayre.

As mentioned, the CPC Escrow Shares are currently held in escrow pursuant to the CPC Escrow Agreement. The Transfer Agent is the escrow agent for the purposes of the CPC Escrow Agreement. There are 3,370,000 CPC Escrow Shares currently in escrow. At the time of Completion of the Qualifying Transaction, it is expected that each of the persons listed in the table above will hold Resulting Issuer Shares subject to the CPC Escrow Agreement in the amount listed beside such person’s name, being in aggregate 3,370,000 Resulting Issuer Shares subject to escrow.

Pursuant to the CPC Escrow Agreement, the CPC Escrow Shares are held in escrow by Computershare. Under the CPC Escrow Agreement, 25% of the CPC Escrow Shares will be released from escrow on the issuance of the Final QT Exchange Bulletin (the “**Initial Release**”) and an additional 25% will be released on the dates 6 months, 12 months, and 18 months following the Initial Release.

The CPC Escrow Agreement provides that the CPC Escrow Shares are held in escrow pursuant to its terms and the beneficial ownership thereof may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the prior written consent of the Exchange. In the event of the bankruptcy of an escrow Shareholder, provided the Exchange does not object, the CPC Escrow Shares held by such escrow Shareholder may be transferred to the trustees in the bankruptcy or such person legally entitled to the CPC Escrow Shares which shares will remain in escrow subject to the CPC Escrow Agreement. In the event of the death of an escrow Shareholder, provided the Exchange does not object, the CPC Escrow Shares held by the escrow Shareholder will be released from escrow.

Escrow Shares

Pursuant to the policies of the Exchange and in addition to the CPC Escrow Shares, the following securities of the Resulting Issuer are expected to be held in escrow after giving effect to the Transaction (including the Concurrent Private Placement) (the “**Transaction Escrowed Securities**”) (on a non-diluted basis):

Name and Municipality of Residence of Securityholder	Designation of class	After giving effect to the Transaction		
		Number of securities to be held in escrow	Percentage of class ⁽¹⁾ (Minimum Concurrent Private Placement)	Percentage of class ⁽²⁾ (Maximum Concurrent Private Placement)
Principal Securities ⁽³⁾				
King & Bay West Management Corp. Vancouver, B.C.	Class A Common	3,250,000	9.6%	8.5%
Dong Yool Lee (Daniel Lee) Burnaby, B.C.	Class A Common	40,000	0.12%	0.11%
		TOTAL: 3,290,000		
Seed Share Resale Restrictions ⁽⁴⁾				
Olen Aasen Vancouver, B.C.	Class A Common	2,700,000	7.9%	7.1%
Gopal Singh Sahota Delta, B.C.	Class A Common	2,000,000	5.9%	5.3%
Dan Barnholden Vancouver, B.C.	Class A Common	400,000	1.2%	1.1%
Brady Rak Vancouver, B.C.	Class A Common	1,300,000	3.8%	3.4%
Tim Graham Surrey, B.C.	Class A Common	450,000	1.3%	1.2%
Steve Favalaro Burlington, ON	Class A Common	550,000	1.6%	1.4%
Lisa Morabito West Kelowna, B.C.	Class A Common	100,000	0.29%	0.26%
Gary Morabito Calgary, AB	Class A Common	50,000	0.15%	0.13%
Jolene Morabito North Vancouver, B.C.	Class A Common	150,000	0.44%	0.39%
Veronica Morabito North Vancouver, B.C.	Class A Common	150,000	0.44%	0.39%
Matts Aasen Vancouver, B.C.	Class A Common	320,000	0.94%	0.84%
Elin Peetoom Langley, B.C.	Class A Common	320,000	0.94%	0.84%
Meghan Hall Squamish, B.C.	Class A Common	320,000	0.94%	0.84%
William Bryce Pouce Coupe, B.C.	Class A Common	320,000	0.94%	0.84%
Blue Ice Capital Corp. Vancouver, B.C.	Class A Common	2,400,000	7.1%	6.3%
Dan Tartaglia Vancouver, B.C.	Class A Common	800,000	2.4%	2.1%
Jagjit Dhaliwal Delta, B.C.	Class A Common	400,000	1.2%	1.1%
Vector Geological Solutions Inc. North Vancouver, B.C.	Class A Common	875,000	2.6%	2.3%
Alan Wainwright Vancouver, B.C.	Class A Common	875,000	2.6%	2.3%
Aintree Law Corporation Vancouver, B.C.	Class A Common	50,000	0.15%	0.13%
Eileen Morabito Vancouver, B.C.	Class A Common	100,000	0.29%	0.26%
Lesa Brophy Coquitlam, B.C.	Class A Common	400,000	1.2%	1.1%
Goodliffe Capital Inc. Burnaby, B.C.	Class A Common	400,000	1.2%	1.1%
Calvin Buchanan Vancouver, B.C.	Class A Common	650,000	1.91%	1.71%

David Goguen Whistler, B.C.	Class A Common	600,000	1.76%	1.58%
Poonam Puri Toronto, ON	Class A Common	760,000	2.23%	2%
		TOTAL: 17,440,000		

Notes:

- (1) Assumes the minimum of the Concurrent Private Placement is completed and is calculated on an undiluted basis and assuming there are 34,018,000 Resulting Issuer Shares being issued and outstanding upon Closing. See “Part III - Information Concerning the Resulting Issuer – Fully Diluted Share Capital”.
- (2) Assumes the maximum of the Concurrent Private Placement is completed and is calculated on an undiluted basis and assuming there are 38,018,000 Resulting Issuer Shares being issued and outstanding upon Closing. See “Part III - Information Concerning the Resulting Issuer – Fully Diluted Share Capital”.
- (3) These Transaction Escrowed Securities will be subject to the release schedule set out in “Schedule B(2) – Tier 2 Value Security Escrow Agreement” of Exchange Form 5D or “Schedule B(4) – Tier 2 Surplus Security Escrow Agreement” of Exchange Form 5D, depending on the amount of the Concurrent Private Placement (see below).
- (4) These Transaction Escrowed Securities will be subject to the release schedule set out in “Schedule B(2) – Tier 2 Value Security Escrow Agreement” of Exchange Form 5D (see below).

Principal Securities

The 3,290,000 Transaction Escrowed Securities listed under “*Principal Securities*” will be subject to a Tier 2 Value Security Escrow Agreement or a Tier 2 Surplus Security Escrow Agreement depending on the amount of the Concurrent Private Placement:

Amount of Concurrent Financing Completed	Escrow Regime applicable to Principal Securities: King & Bay (3,250,000 shares) and Daniel Lee (40,000 shares)
\$1,500,000 to \$2,062,499	Tier 2 Surplus Escrow
\$2,062,500 to \$2,500,000	Tier 2 Value Escrow

If the Concurrent Private Placement is at least \$2,062,500 then the Transaction Escrowed Securities will be subject to the release schedule set out in “Schedule B(2) – Tier 2 Value Security Escrow Agreement” of Exchange Form 5D, which provides for the release of 10% of the securities on the date of the Final QT Exchange Bulletin and the release of equal installments of 15% of the securities on the dates that are 6, 12, 18, 24, 30 and 36 months from the date of the Final QT Exchange Bulletin.

If the Concurrent Private Placement is less than \$2,062,500 then the Transaction Escrowed Securities will be subject to the release schedule set out in “Schedule B(4) – Tier 2 Surplus Security Escrow Agreement” of Exchange Form 5D, which provides for the release of 5% of the securities on the date of the Final QT Exchange Bulletin, 5% of the securities released 6 months from the Final QT Exchange Bulletin, 10% of the securities released 12 months from the Final QT Exchange Bulletin, 10% of the securities released 18 months from the Final QT Exchange Bulletin, 15% of the securities released 24 months from the Final QT Exchange Bulletin, 15% of the securities released 30 months from the Final QT Exchange Bulletin and 40% of the securities released 36 months from the Final QT Exchange Bulletin.

Seed Share Resale Restrictions

The 17,440,000 Transaction Escrowed Securities listed under “*Seed Share Resale Restrictions*” will be subject to the release schedule set out in “Schedule B(2) – Tier 2 Value Security Escrow Agreement” of Exchange Form 5D, which provides for the release of 10% of the securities on the date of the Final QT Exchange Bulletin and the release of equal installments of 15% of the securities on the dates that are 6, 12, 18, 24, 30 and 36 months from the date of the Final QT Exchange Bulletin.

LEGAL PROCEEDINGS

In the ordinary course of business, Excalibur and the Resulting Issuer may become involved in various legal, administrative, regulatory and other proceedings, actions, claims and inquiries relating to its business.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Reporting Issuer is expected to be Dale Matheson Carr-Hilton LaBonte LLP. Their offices are located at 1140 W Pender St, Suite #1500, Vancouver, BC V6E 4G1.

Transfer Agent and Registrar

Upon Completion of the Transaction, the transfer agent and registrar for the Resulting Issuer will continue to be Computershare located on the 3rd Floor, 510 Burrard Street, Vancouver, B.C., V6C 3B9.

RISK FACTORS

An investment in the securities of Excalibur or the Resulting Issuer is highly speculative, involves a high degree of risk and should be undertaken only by Persons whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prior to investing in such securities, you should carefully consider the risks described below, together with other information included in or incorporated by reference into this Filing Statement and filed on SEDAR+ at www.sedarplus.ca. If any of the following risks materialize, the business, financial condition, results of operation and future prospects of Excalibur and the Resulting Issuer will likely be materially and adversely affected. This could cause actual future events to differ materially from those described in forward-looking statements and may cause the trading price of the Resulting Issuer's securities to decline.

The risks presented below should not be considered exhaustive and may not be all the risks the Resulting Issuer may face. Management of Excalibur believes that factors set out below could cause actual results to be different from expected and historical results. Other sections of this Filing Statement include additional factors that could have an effect on the business and financial performance of the Resulting Issuer's business following the Completion of the Transaction. New risks may emerge from time to time and management may not be able to predict all of them, or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. You should not rely upon forward-looking statements as a prediction of future results.

References below to "Excalibur" will, as the context permits or requires, be read to include the "Resulting Issuer" upon the Completion of the Transaction. Furthermore, references below to the "Resulting Issuer" refer to the Resulting Issuer and all of its subsidiaries, as applicable.

Risks Related to the Transaction

Completion of the Transaction and Exchange Approval

The Completion of the Transaction is subject to several conditions precedent. There can be no assurance that the Transaction will be completed on the terms set out in the Definitive Agreement, as negotiated, or at all. In the event that any of the conditions precedent are not satisfied or waived, the Transaction may not be completed. In addition, there is no guarantee that the Resulting Issuer will be able to satisfy the requirements of the Exchange such that it will issue the Final QT Exchange Bulletin. See "*Part I – Information Concerning the Issuer – General Development of the Business – Description of the Transaction*" and "*Definitive Agreement*". There is no certainty that these conditions will be satisfied on a timely basis or at all.

If the Transaction is not completed, the Issuer and Excalibur will each remain liable for significant consulting, accounting, legal and other costs relating to the Transaction and will not realize anticipated benefits of the Transaction.

Termination of the Definitive Agreement in Certain Circumstances

Each of the Issuer and Excalibur has the right to terminate the Definitive Agreement in certain circumstances. Accordingly, there is no certainty, nor can the parties provide any assurances that the Definitive Agreement will not be terminated by any of Excalibur and the Issuer before the Completion of the Transaction. Certain costs related to the Transaction, such as legal and accounting fees, must be paid by Excalibur and the Issuer irrespective of whether the Transaction is completed. See "*Part I – Information Concerning the Issuer – General Development of the Business – Description of the Transaction*" and "*Definitive Agreement*".

The Transaction Will Have a Dilutive Effect on the Ownership Interest of the Issuer Shareholders

The issuance of Resulting Issuer Shares pursuant to the Transaction if it is completed will have a very significant dilutive effect on the ownership interest of the current Issuer Shareholders.

The Transaction May Divert the Attention of Management of Excalibur

The Transaction could cause the attention of management of Excalibur to be diverted from their day-to-day operations. These disruptions could be exacerbated by a delay in the Completion of the Transaction and could have an adverse effect on the business, operating results or prospects of Excalibur regardless of whether the Transaction is ultimately completed, or of the Resulting Issuer if the Transaction is completed.

Tax Consequences

The transactions described herein may have tax consequences in Canada, or elsewhere, depending on each particular existing or prospective shareholder's specific circumstances. Such tax consequences are not described herein and this Filing Statement is not intended to be, nor should it be construed to be, legal or tax advice to any particular shareholder. Existing and prospective shareholders should consult their own tax advisors with respect to any such tax considerations.

Excalibur May Not Realize Anticipated Benefits of the Transaction

The Transaction is proposed to strengthen the position of Excalibur in the mining and exploration industry and to create the opportunity to realize certain benefits. Achieving the benefits of the Transaction depends in part on the ability of Excalibur to effectively capitalize on its scale, to realize the anticipated capital and operating synergies, to profitably sequence the growth prospects of its asset base and to maximize the potential of its improved growth opportunities and capital funding opportunities. A variety of factors, including those risk factors set forth in this Filing Statement may adversely affect the ability of Excalibur to achieve the anticipated benefits of the Transaction.

Pro-forma Financial Statements

The pro-forma financial statements attached to this Filing Statement and information derived therefrom contained in this Filing Statement are presented for illustrative purposes only and may not be an indication of Excalibur's financial condition following the Transaction for several reasons. For example, such pro-forma financial statements have been derived from the historical financial statements of Excalibur and certain assumptions have been made. The information upon which these assumptions have been made is historical, preliminary and subject to change. Moreover, the pro-forma financial statements do not reflect all costs that are expected to be incurred by Excalibur in connection with the Transaction. In addition, the assumptions used in preparing the pro-forma financial statements may not prove to be accurate.

Risk Factors Relating to the Resulting Issuer Shares

Market Price and Listing of Resulting Issuer Shares

The Resulting Issuer is seeking to have the Resulting Issuer Shares listed and posted for trading on the Exchange. The listing of the Resulting Issuer Shares will be subject to the satisfaction of all of the Exchange's initial listing requirements. If the Resulting Issuer receives final approval for listing the Resulting Issuer Shares on the Exchange, there is no assurance that it will maintain such listing on the Exchange or a listing on any other exchange or quotation service. There can be no assurance that an active trading market will develop or be sustained for the Resulting Issuer Shares. Shareholders may not be able to resell the Resulting Issuer Shares, which may affect the pricing of the Resulting Issuer Shares in the secondary market, the transparency and availability of trading prices and the liquidity of the Resulting Issuer Shares. If an active or liquid market for the Resulting Issuer Shares fails to develop or be sustained, the price at which the Resulting Issuer Shares trade may be adversely affected. An investment in Excalibur's securities is highly speculative, due to the high-risk nature of its business, lack of diversification and the present stage of its development. Shareholders of the Resulting Issuer may lose their entire investment.

If the Resulting Issuer Shares are publicly traded, the market price of the Resulting Issuer Shares may be affected by many variables not directly related to the corporate performance of Excalibur, including the market in which it is traded, the strength of the economy generally, the availability and attractiveness of alternative investments and the breadth of the public market for its shares. The effect of these and other factors on the market price of the Resulting Issuer Shares in the future cannot be predicted. The lack of an active public market could have a material adverse effect on the price of the Resulting Issuer Shares.

The Market Price of Resulting Issuer Shares May Be Volatile

The market price of Resulting Issuer Shares could be subject to significant fluctuations following the Completion of the Transaction. In addition, securities markets worldwide have experienced, and are likely to continue to experience, significant price and volume fluctuations. This market volatility, as well as general economic, market or political conditions and the risk factors described in this Filing Statement could subject the market price of Resulting Issuer Shares to wide

price fluctuations regardless of the Resulting Issuer's operating performance. There can be no assurance that continual fluctuations in price will not occur. There can also be no assurances that an active trading market in the Resulting Issuer Shares on the Exchange will be sustained.

The Resulting Issuer May Issue Additional Equity Securities

Following the Completion of the Transaction, the Resulting Issuer may issue equity securities and or securities convertible into equity securities to finance its activities, including in order to finance acquisitions. If the Resulting Issuer were to issue additional equity securities the ownership interest of existing shareholders may be diluted and some or all of the Resulting Issuer's financial measures on a per share basis could be reduced.

Value Assigned to Excalibur May Be Incorrect

The valuation placed on Excalibur for the purposes of the Transaction has been determined by negotiation among Excalibur and the Issuer. There can be no assurance that the number of Resulting Issuer Shares will not, in the fullness of time, prove to be excessive. If the market determines that the number of Resulting Issuer Shares is excessive, the market price of the Resulting Issuer Shares will be adversely affected.

No Assurance of Payment of Dividends

The declaration, timing, amount and payment of dividends are at the discretion of the board of directors of the Resulting Issuer and will depend upon the Resulting Issuer's future earnings, cash flows, acquisition capital requirements and financial condition, and other relevant factors. There can be no assurance that the Resulting Issuer will declare a dividend on a quarterly, annual or other basis.

Risks Related to Resulting Issuer's Business

Limited Operating History

Excalibur was incorporated on April 5, 2021 and has a limited operating history. Excalibur does not have any history of earnings or profitability. The likelihood of success of the Resulting Issuer must be considered in light of the problems, expenses, difficulties, complication and delays frequently encountered in connection with the establishment of any business particularly in the junior mineral exploration sector. The Resulting Issuer will have limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Resulting Issuer will be able to generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

Exploration and Development Risk

Mining operations generally involve a high degree of risk. The Resulting Issuer's operations will be subject to all the hazards and risks normally encountered in the exploration, development and production of mineral properties, including unusual and unexpected geologic formations, seismic activity, explosions, rock bursts, cave-ins, flooding, pit wall failure and other conditions involved in drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage, delays in mining, monetary losses and possible legal liability. Ongoing activity at the Bellehelen Property will be undertaken without established mineral resources or mineral reserves and the economic viability of the operations on either project have not been established. Mineral exploration involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to avoid. Few properties that are explored are ultimately developed into producing mines.

The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines and no assurance can be given that minerals will be discovered in sufficient quantities or having sufficient grade to justify commercial operations or that funds required for development can be obtained on a timely basis. Mineral exploration involves many risks and uncertainties, and success in exploration is dependent on a number of factors, including the quality of management, quality and availability of geological expertise and the availability of exploration capital. Substantial expenditures are required to establish mineral resources and mineral reserves, complete drilling and to develop processes to extract the minerals, develop mining and processing facilities and suitable infrastructure at any site chosen for mining, and establish commercial operations. Also, substantial expenses may be incurred on exploration projects which are subsequently abandoned due to poor exploration results or the inability to define reserves which can be mined economically. Even if an exploration program is successful and economically recoverable minerals are found, it can take a number of years from the initial phases of drilling and identification of the mineralization until production is possible, during which time the economic feasibility of extraction may change and the minerals that were economically recoverable at the time of discovery cease to be economically

recoverable. There can be no assurance that the minerals recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production scale operations.

The commercial viability of the gold projects and other properties in which the Resulting Issuer has or may acquire an interest in the future depends upon on a number of factors, all of which are beyond the control of the Resulting Issuer, including, but not limited to: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; gold prices, which are highly cyclical; general and local labour market conditions; the proximity and capacity of milling facilities; local, provincial, federal and international government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; ongoing costs of production; and availability and cost of additional funding. The exact effect of these factors, either alone or in combination, cannot be accurately predicted and their impact may result in the Resulting Issuer not being able to economically extract minerals from any identified mineral resource or mineral reserve which, in turn, could have a material and adverse impact on the Resulting Issuer's cash flows, earnings, results of operations and financial condition and prospects. The Resulting Issuer cannot provide any certainty that the exploration or development programs planned by the Resulting Issuer will result in a profitable commercial mining operation in respect of the gold projects or other properties in which the Resulting Issuer may acquire an interest in the future.

Negative Cash Flow

Excalibur has a limited history of operations, and no history of earnings, cash flow or profitability; it has had negative operating cash flow since its date of incorporation, and will continue to have negative operating cash flow for the foreseeable future. The Bellehelen Property is at the initial exploration stage only. The Resulting Issuer will have no source of operating cash flow and no assurance that additional funding will be available for further exploration and development of the property when required. No assurance can be given that the Resulting Issuer will ever attain positive cash flow or profitability.

Commodity Prices

The profitability of the Resulting Issuer's operations will be dependent upon the market price of gold, silver and other mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Resulting Issuer. These factors include interest rates, the rate of inflation or deflation, global and regional supply and demand, consumption patterns, forward sales by producers, currency exchange fluctuations, speculative activities and increased production due to improved mining and production methods. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political and economic developments in major gold-producing countries throughout the world. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable.

The Resulting Issuer's future revenues and earnings also could be affected by the prices of other commodities such as fuel and other consumable items, although to a lesser extent than by the price of gold and silver. The prices of these commodities are affected by numerous factors beyond the Resulting Issuer's control.

Mining Operations May Not Be Established or Profitable

The future development of the Bellehelen Property will require additional financing, permits, design, construction, processing plant, and related infrastructure. As a result, Excalibur will be subject to all of the risks associated with establishing mining operations and business enterprises, including: (a) the timing and cost, which will be considerable, of obtaining all necessary permits including environmental, construction, and operating permits; (b) the timing and cost, which will be considerable, of the construction of mining and processing facilities; (c) the availability and costs of skilled labour, power, water, transportation, and mining equipment; (d) the availability and cost of appropriate smelting and/or refining arrangements; (e) the need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits; and (f) the availability of funds to finance construction and development activities.

It is common in new mining operations to experience unexpected problems and delays during permitting, construction, and development. In addition, delays in the commencement of mineral production often occur, and once commenced, the production of a mine may not meet expectations or the estimates set forth in feasibility or other studies. Accordingly, there are no assurances that Excalibur will successfully establish mining operations or become profitable.

The Resulting Issuer May Not Use the Available Funds as Described in this Filing Statement

The Resulting Issuer currently intends to use its available funds as set out in this Filing Statement. However, the Resulting Issuer Board and/or management will have discretion in the actual application of the available funds and may elect to allocate them differently from that described in the Filing Statement if they believe it would be in the Resulting Issuer's best interests to do so. Shareholders may not agree with the manner in which the Resulting Issuer Board and/or management chooses to allocate and spend the net proceeds. The failure by the Resulting Issuer Board and/or management to apply these

funds effectively could have a material adverse effect on the Resulting Issuer's profitability, results of operations and financial condition and the trading price of its securities.

Ability to Exploit Future Discoveries

It may not always be possible for the Resulting Issuer to participate in the exploitation of successful discoveries. Such exploitation may involve the need to obtain licenses or clearance from the relevant authorities, which may not be available on a timely basis or may require conditions to be satisfied and/or the exercise of discretion by such authorities. It may or may not be possible for such conditions to be satisfied, and such conditions may prove uneconomic or not practical. Furthermore, the decision to proceed to further exploitation may require the participation of other companies whose interest and objectives may not be consistent with those of the Resulting Issuer. Such further exploitation may also require the Resulting Issuer to meet or commit to financial obligations which it may not have anticipated or may not be able to commit to due to a lack of funds or an inability to raise funds.

Financing Risks

Excalibur expects to be substantially dependent upon the equity and debt capital markets or alternative sources of funding to pursue additional investments. There can be no assurance that such financing will be available to Excalibur on acceptable terms or at all.

From time to time, the Resulting Issuer may rely on debt financing for a portion of its business activities, including capital and operating expenditures. There are no assurances that the Resulting Issuer will be able to comply at all times with any covenants under its debt arrangements, if applicable; nor are there assurances that the Resulting Issuer will be able to secure new financing that may be necessary to finance its operations and capital growth program. Any failure of the Resulting Issuer to secure financing or refinancing, to obtain new financing or to comply with applicable covenants under its borrowings could have a material adverse effect on the Resulting Issuer's financial results. Further, any inability of the Resulting Issuer to obtain new financing may limit its ability to support future growth.

Additional equity or debt financings may significantly dilute positions held by shareholders of Excalibur, increase Excalibur's leverage or require Excalibur to grant security over its assets. If Excalibur is unable to obtain such financing, it may not be able to develop the Bellehelen Property or execute on its business strategy. If Excalibur is unable to obtain financing for business activities, it may determine to allocate income, if any, from other investments to finance business activities.

Operations and Exploration Subject to Governmental Regulations

Excalibur's operations and exploration and development activities are subject to extensive laws and regulations governing various matters, including: (a) environmental protection; (b) management and use of toxic substances and explosives; (c) management of natural resources; (d) management of tailings and other wastes; (e) mine construction; (f) exploration, development of mines, production and post-closure reclamation; (g) exports; (h) price controls; (i) taxation and mining royalties; (j) regulations concerning business dealings with indigenous groups; (k) labour standards and occupational health and safety, including mine safety; and (l) historic and cultural preservation. Failure to comply with applicable laws and regulations may result in civil or criminal fines or penalties or enforcement actions, including orders issued by regulatory or judicial authorities, enjoining or curtailing operations, or requiring corrective measures, installation of additional equipment, or remedial actions, any of which could result in Excalibur incurring significant expenditures. Excalibur may also be required to compensate private parties suffering loss or damage by reason of a breach of such laws, regulations, or permitting requirements. It is also possible that future laws and regulations, or a more stringent enforcement of current laws and regulations by governmental authorities, could cause additional expenses, capital expenditures, restrictions on or suspensions of Excalibur's operations, if any, and delays in the development of the Bellehelen Property.

Operation and Exploration Activities are Subject to Environmental and Endangered Species Laws and Regulations

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of government laws and regulations, including laws and regulations relating to the protection of endangered and threatened species. Compliance with such laws and regulations can require significant expenditures and a breach may result in the imposition of fines and penalties, which may be material. In addition, such laws and regulations can constrain or prohibit the exploration and development of new projects or the development or expansion of existing projects. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, increases in land use restrictions, larger fines and liability and potentially increased capital expenditures and operating costs. Any breach of environmental legislation by owners or operators of the property underlying the Resulting Issuer's asset portfolio could have a material impact on the viability of the Bellehelen Property and impair the revenue derived from the owned property or applicable interest, which could have a material adverse effect on the Resulting Issuer's operations, financial condition and the trading price of its securities.

Mineral Properties May Be Subject to Rights of Indigenous Peoples

The Bellehelen Project is located on Bureau of Land Management (BLM) land with no surface impairments excepting that 13 claims partially or entirely lie in a wilderness study area (see the Technical Report for further information). Notwithstanding the foregoing, various international, national, state and provincial laws, codes, resolutions, conventions, guidelines, treaties and other principles and considerations relate to the rights of indigenous peoples. Many of these impose obligations on government to respect the rights of indigenous peoples. Some mandate consultation with indigenous peoples regarding actions which may affect indigenous peoples, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national requirements, principles and considerations pertaining to indigenous peoples continue to evolve and be defined. Such opposition may be directed through legal or administrative proceedings or protests, roadblocks or other forms of public expression against the operator's activities. Opposition by indigenous peoples to such activities may require modification of or preclude operation or development of projects or may require the entering into of agreements with indigenous peoples. Claims and protests of indigenous peoples may disrupt or delay activities of the operators of assets in respect of which the Resulting Issuer holds an exploration interest which may result in a material adverse effect on the Resulting Issuer profitability, results of operations and financial condition and the trading price of its securities.

Permits and Licences

The mining and exploration activities of the Resulting Issuer will require permits from various governmental authorities and such operations are, and will be, governed by laws and regulations governing exploration, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety, mine permitting and other matters. Companies engaged in mining and exploration activities generally experience increased costs and delays as a result of the need to comply with applicable laws, regulations and permits. While Excalibur believes that it will have all permits and licences necessary to carry on activities on the Bellehelen Property after the Completion of the Transaction, a substantial number of additional permits and licenses may be required after the Completion of the Transaction. The Resulting Issuer anticipates that it will be able to obtain in the future all necessary licenses and permits to carry on the activities which it intends to conduct, and that it intends to comply in all material respects with the terms of such licenses and permits; however, there can be no assurance that all permits that the Resulting Issuer may require for mining and exploration will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any project that the Resulting Issuer may undertake. Excalibur believes it is in substantial compliance with all material laws and regulations which currently apply to its activities. However, there may be unforeseen environmental liabilities of the Resulting Issuer resulting from exploration and/or mining activities and these may be costly to remedy.

Operational Risks

Mineral exploration and mining involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These hazards include unusual or unexpected formations, formation pressures, inclement weather conditions, seismic activity, fires, power outages, industrial accidents, flooding, explosions, rock bursts, cave-ins or pit wall failures and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, catastrophic damage to property or loss of life, labour disruptions, technological failure of mining methods, equipment failure or the inability to obtain suitable or adequate machinery, equipment or labour. Operations in which the Resulting Issuer will have a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of minerals, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. Although the Resulting Issuer intends to maintain liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Resulting Issuer could incur significant costs that could have a materially adverse effect upon its financial condition.

Environmental Matters

The Resulting Issuer's operations will be subject to laws and regulations regarding environmental matters, the use or abstraction of water, and the discharge of mining wastes and materials. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Furthermore, any failure to comply fully with all applicable laws and regulations could have significant adverse effects on the Resulting Issuer, including the suspension or cessation of operations. Environmental laws and regulations change frequently, and the implementation of new, or the modification of existing, laws or regulations could harm the Resulting Issuer. The Resulting Issuer cannot predict how agencies or courts in foreign countries will interpret existing laws and regulations or the effect that these adoptions and interpretations may have on the Resulting Issuer's business or financial condition.

The Resulting Issuer may be required to make significant expenditures to comply with governmental laws and regulations. Any significant mining operations will have some environmental impact, including land and habitat impact, arising from the use of land for mining and related activities, and certain impact on water resources near the project sites, resulting from water use, rock disposal and drainage run-off. No assurances can be given that such environmental issues will not have a material adverse effect on the Resulting Issuer's operations in the future. Environmental hazards may exist on the Property in which the Resulting Issuer holds interests which are unknown to Excalibur at the present time and which have been caused by previous or existing owners or operators of the properties. While Excalibur believes it does not currently have any material unsatisfied environmental obligations, exploration activities may give rise in the future to significant liabilities on the Resulting Issuer's part to the government and third parties and may require the Resulting Issuer to incur substantial costs of remediation.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Additionally, the Resulting Issuer may not maintain insurance against environmental risks. As a result, any claims against the Resulting Issuer may result in liabilities the Resulting Issuer will not be able to afford, resulting in the failure of the Resulting Issuer's business. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation of existing laws, could have a material adverse impact on the Resulting Issuer and cause increases in exploration expenses or capital expenditures or require abandonment or delays in development of new exploration properties.

Additional Costs May Be Incurred by Mineral Property Operators as a Result of International Climate Change Initiatives

The Resulting Issuer acknowledges climate change as an international and community concern. The Resulting Issuer supports and endorses various initiatives for voluntary actions consistent with international initiatives on climate change. In addition to voluntary actions, governments are moving to introduce climate change legislation and treaties at the international, national, state/provincial and local levels. Where legislation already exists, regulation relating to emission levels and energy efficiency is becoming more stringent. Some of the costs associated with reducing emissions can be offset by increased energy efficiency and technological innovation. However, if the current regulatory trend continues, the Resulting Issuer expects this may result in increased costs at the Bellehelen Property, which could have a material impact on the viability of the property and impair the revenue derived from the interest, which could have a material adverse effect on the Resulting Issuer's profitability, results of operations and financial condition and the trading price of the Resulting Issuer's securities.

Community Relations

Excalibur's relationships with the communities in which it operates and other stakeholders are critical to ensure the future success of its existing operations and the exploration, development and construction of its projects. There is an increasing level of public concern relating to the perceived effect of exploration activities on the environment and on communities impacted by such activities. Publicity adverse to Excalibur, its operations or extractive industries generally, could have an adverse effect on Excalibur and may impact relationships with the communities in which Excalibur operates. While Excalibur is committed to operating in a socially responsible manner, there can be no assurance that its efforts in this respect will mitigate this potential risk. Further, damage to Excalibur's reputation can be the result of the perceived or actual occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easy for individuals and groups to communicate and share opinions and views in regards to Excalibur and its activities, whether true or not. While Excalibur strives to uphold and maintain a positive image and reputation, Excalibur does not ultimately have control over how it is perceived by others. Reputation loss may lead to increased challenges in developing, maintaining community relations and advancing its projects and decreased investor confidence, all of which may have a material adverse impact on the financial performance and growth of Excalibur.

Property Interests

Excalibur does not own the mineral rights pertaining to its properties. Rather, it holds options to acquire the mineral rights pursuant to the Property Agreements.

Defects in Title to Mineral Properties

Establishing title to mineral properties is a very detailed and time-consuming process. Title to the area of mineral properties may be disputed. While Excalibur has investigated title to all of its mineral claims and, to the best of its knowledge, title to all of its properties are in good standing, mineral properties may be subject to prior unregistered agreements or transfers and title may be affected by such undetected defects. There may be valid challenges to the title of Excalibur's properties which, if successful, could impair exploration, development and/or operations. Excalibur's mineral properties may be subject to aboriginal land claims, prior unregistered agreements or transfers and title may be affected by undetected defects. Excalibur cannot give any assurance that title to its properties will not be challenged. While the Company has conducted due diligence with respect to its properties, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects.

Defects in or disputes relating to the interests the Resulting Issuer holds or acquires may prevent it from realizing the anticipated benefits from these interests. Material changes could also occur that may adversely affect management's estimate of the carrying value of the Resulting Issuer's interests and could result in impairment charges. While Excalibur currently seeks, and the Resulting Issuer will seek, to confirm the existence, validity, enforceability, terms and geographic extent of the interests it acquires, there can be no assurance that disputes or other problems concerning these and other matters or other problems will not arise. Confirming these matters is complex and is subject to the application of the laws of each jurisdiction to the particular circumstances of each parcel of mineral property and to the documents reflecting the interest. The discovery of any defects in, or any disputes in respect of, the Resulting Issuer's interests, could have a material adverse effect on the Resulting Issuer's profitability, results of operations and financial condition and the trading price of its securities.

A defect in the chain of title to one of the Resulting Issuer's interests or necessary for the anticipated development or operation of a particular project to which an interest relates may arise to defeat or impair the claim of the operator to a property which could in turn result in a loss of the Resulting Issuer's interest in respect of that property. In addition, claims by third parties or aboriginal groups may impact on the operator's ability to conduct activities on a property to the detriment of the Resulting Issuer's interests. To the extent an owner or operator does not have title to the property, it may be required to cease operations or transfer operational control to another party. Certain interests can be contractual in nature, rather than an interest in land, with the risk that an assignment or bankruptcy or insolvency proceedings by an owner will result in the loss of any effective interest in a particular property. Further, even in those jurisdictions where there is a right to record or register interests held by the Resulting Issuer in land registries or mining recorders offices, such registrations may not necessarily provide any protection to the Resulting Issuer. As a result, known title defects, as well as unforeseen and unknown title defects may impact operations at a project in respect of which the Resulting Issuer has an interest and may result in a material adverse effect on the Resulting Issuer's profitability, results of operations and financial condition and the trading price of its securities.

Amalgamations and Integration

From time to time, the Resulting Issuer may pursue opportunities to acquire additional mining assets and businesses. Any acquisition that the Resulting Issuer may choose to complete may be of a significant size, may change the scale of the Resulting Issuer's business and operations, and may expose the Resulting Issuer to new geographic, political, operating, financial and geological risks. The Resulting Issuer's success in its acquisition activities will depend on its ability to identify suitable acquisition candidates that fit its business strategy, negotiate acceptable terms for any such acquisition, obtain approvals from regulatory authorities in the jurisdiction of the business or property to be acquired, and integrate the acquired operations successfully with those of the Resulting Issuer. Any acquisitions would be accompanied by risks. For example, there may be a significant change in commodity prices after the Resulting Issuer has committed to complete the transaction and established the purchase price or exchange ratio; a material ore body may prove to be below expectations; the Resulting Issuer may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization; the integration of the acquired business or assets may disrupt the Resulting Issuer's ongoing business and its relationships with employees, customers, suppliers and contractors; and, to the extent that the Resulting Issuer makes an acquisition outside of markets in which it has previously operated, the Resulting Issuer may have difficulty conducting and managing operations in a new operating environment.

Acquiring additional business or properties could place increased pressure on the Resulting Issuer's cash flow if such acquisitions involve a cash consideration. In the event that the Resulting Issuer chooses to raise debt capital to finance any such acquisition, the Resulting Issuer's leverage will be increased. If the Resulting Issuer chooses to use equity as consideration for such acquisition, existing shareholders may suffer dilution. Alternatively, the Resulting Issuer may choose to finance any such acquisition with its existing resources. The integration of the Resulting Issuer's existing operations with any acquired business will require significant expenditures of time, attention and funds. Achievement of the benefits expected from consolidation would require the Resulting Issuer to incur significant costs in connection with, among other

things, implementing financial and planning systems. The Resulting Issuer may not be able to integrate the operations of a recently acquired business or restructure the Resulting Issuer's previously existing business operations without encountering difficulties and delays. In addition, this integration may require significant attention from the Resulting Issuer's management team, which may detract attention from the Resulting Issuer's day-to-day operations. Over the short-term, difficulties associated with integration could have a material adverse effect on the Resulting Issuer's business. In addition, the acquisition of mineral properties may subject the Resulting Issuer to unforeseen liabilities, including environmental liabilities, which could have a material adverse effect on the Resulting Issuer. There can be no assurance that the Resulting Issuer would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

Highly Competitive Environment

The mineral exploration and mining business is competitive in all of its phases. The Resulting Issuer competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources than the Resulting Issuer, in the search for and the acquisition of attractive mineral properties. The ability of the Resulting Issuer to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable properties or prospects for mineral exploration. There is no assurance that the Resulting Issuer will continue to be able to compete successfully with its competition in acquiring such properties or prospects.

Future Litigation Could Affect Title

Potential litigation may arise with respect to the Bellehelen Property, or any other property on which the Resulting Issuer may hold an interest (for example, litigation between joint venture partners or between operators and original property owners or neighboring property owners). As a holder of such interests, the Resulting Issuer will not generally have any influence on the litigation and will not generally have access to data. Any such litigation that results in the cessation or reduction of production from a property (whether temporary or permanent) or the expropriation or loss of rights to a property could have a material adverse effect on the Resulting Issuer's profitability, results of operations and financial condition and the trading price of its securities.

Deficient Third Parties' Reviews, Reports and Projections

The Resulting Issuer relies upon third parties to provide analysis, reviews, reports, advice and opinions regarding the Resulting Issuer's projects. There is a risk that such analysis, reviews, reports, advice, opinions are inaccurate, in particular with respect to resource estimation, process development and recommendations for products to be produced as well as with respect to economic assessments including estimating the capital and operation costs of the Resulting Issuer's project and forecasting potential future revenue streams. Uncertainties are also inherent in such estimations.

Dependence on Key Individuals

Locating and developing mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration, development and production personnel involved. The success of the Resulting Issuer is largely dependent on the performance of its key personnel. The Resulting Issuer's success is also largely dependent on its ability to hire and retain other highly qualified personnel. This is particularly true in highly technical businesses such as mineral exploration. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for this workforce is intense. As the Resulting Issuer's business activity grows, the Resulting Issuer will require additional key executive, financial, operational, administrative and mining personnel. The Resulting Issuer will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. These individuals are in high demand and the Resulting Issuer may not be able to attract the personnel it needs. Failure to retain key personnel or to attract and retain additional key individuals with necessary skills could have a materially adverse impact upon the Resulting Issuer's business, its operating results as well as its overall financial condition. The Resulting Issuer has not purchased any "key-man" insurance with respect to any of its directors, officers or key employees and has no current plans to do so.

Directors and Officers May Have Conflicts of Interest

Certain of the proposed directors and/or officers of the Resulting Issuer, are or will be, and may continue to be, involved in other business ventures through their direct and indirect participation in corporations, partnerships, joint ventures, etc. that may become potential competitors of the technologies, products and services the Resulting Issuer intends to provide. Situations may arise where the other interest of these directors and officers conflict with, or diverge from, the Resulting Issuer's interest. Certain of such conflicts may be required to be disclosed in accordance with procedures and remedies, as applicable, under corporate law, however, such procedures and remedies may not fully protect the Resulting Issuer. In addition, in conflict of interest situations, the directors and officers of the Resulting Issuer may owe the same duty to another company and will need to balance their competing interest. Circumstances (including with respect to future corporate opportunities) may arise that may be resolved in a manner that is unfavorable to the Resulting Issuer.

Global Financial Conditions May Be Volatile

Market events and conditions, disruptions in the international credit markets and other financial systems, along with political instability, including the conflict in Ukraine, have resulted in commodity prices remaining volatile. These conditions have also caused a loss of confidence in global credit markets resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, tighter regulations, less liquidity, widening credit spreads, less price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by governments, concerns about the general condition of the capital markets, financial instruments, banks and investment banks, insurers and other financial institutions caused the broader credit markets to be volatile and interest rates to remain at historical lows. These events are illustrative of the effect that events beyond the Resulting Issuer's control may have on commodity prices, demand for metals, including gold and silver, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect Resulting Issuer's business. Global financial conditions have always been subject to volatility. Access to public financing has been negatively impacted by sovereign debt concerns in Europe and emerging markets, as well as concerns over global growth rates and conditions. These and other factors may impact the ability of Resulting Issuer to obtain equity or debt financing in the future and, if obtained, the favourability of the terms of such financing to Resulting Issuer. Increased levels of volatility and market turmoil can adversely impact Resulting Issuer's operations and the price of the Resulting Issuer Shares.

Adequate Infrastructure May Not Be Available to Develop the Bellehelen Property

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect or inhibit the operations at the Bellehelen Property in respect of which the Resulting Issuer holds an interest, which may result in a material adverse effect on the Resulting Issuer's profitability, results of operations and financial condition and the trading price of their securities.

Future Acquisitions and Partnerships

As part of the Resulting Issuer's business strategy, it may seek to grow by acquiring companies and/or assets or establishing new joint ventures that it believes will complement its future business. In pursuit of such opportunities, the Resulting Issuer may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions or integrate the acquired businesses or their personnel into the Resulting Issuer. There can be no assurance that the Resulting Issuer will complete any acquisition or business arrangement that it pursues on favorable terms or at all, or that any acquisitions or business arrangements completed will ultimately benefit the Resulting Issuer.

There are risks inherent in such activities. Specifically, there could be unknown or undisclosed risks or liabilities of such companies for which the Resulting Issuer is not sufficiently indemnified. Any such unknown or undisclosed risks or liabilities could materially and adversely affect the Resulting Issuer's financial performance and results of operations. The Resulting Issuer may not effectively select acquisition candidates or negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for our business. The Resulting Issuer could encounter additional transaction and integration related costs or experience an impact to its operations or results of operation as a result of the failure to realize all of the anticipated benefits from such acquisitions or partnerships, or an inability to successfully integrate an acquisition as anticipated. As a result of integration efforts, the Resulting Issuer may experience interruptions in its business activities, costs of integration and harm to its reputation, all of which could have a material adverse effect on the Resulting Issuer's business, financial condition and results of operations. The Resulting Issuer may experience difficulties in combining corporate cultures, maintaining employee morale and retaining key employees. The integration of any such acquired companies may also impose substantial demands on management of the Resulting Issuer. There is no assurance that these acquisitions will be successfully integrated in a timely manner or without additional expenses incurred.

CRA's Recent Focus on Foreign Income Earned by Canadian Companies May Result in Adverse Tax Consequences

There has been a recent focus by the CRA on income earned by foreign subsidiaries of Canadian companies. Some of the Resulting Issuer's assets will be owned by and the related revenue received by the Resulting Issuer's subsidiaries. Although management believes that the Resulting Issuer will be in full compliance with Canadian tax law, there can be no assurance that the Resulting Issuer's structure may not be challenged in future. In the event the CRA successfully challenges the Resulting Issuer's structure, this could potentially result in additional federal and provincial taxes and penalties, which may have a material adverse effect on the Resulting Issuer's profitability, results of operations and financial condition and the trading price of its securities.

Anti-Bribery Laws (Such as the Corruption of Foreign Public Officials Act of Canada ("CFPOA"))

The Resulting Issuer's business is subject to the CFPOA which generally prohibits companies and company employees from engaging in bribery or other prohibited payments to foreign officials for the purpose of obtaining or retaining business.

The CFPOA also requires companies to maintain accurate books and records and internal controls, including all foreign-controlled subsidiaries. In addition, the Resulting Issuer is subject to other anti-bribery laws of the nations in which it conducts business that apply similar prohibitions as the CFPOA. The Resulting Issuer's employees or other agents may, without the Resulting Issuer's knowledge and despite its efforts, engage in prohibited conduct under the CFPOA or other anti-bribery laws that the Resulting Issuer may be subject to and for which it may be held responsible. If employees or other agents are found to have engaged in such practices, the Resulting Issuer could suffer severe penalties and other consequences that may have a material adverse effect on its business, financial condition and results of operations.

The Resulting Issuer will be Subject to Strong Competition in Nevada and in the Global Mining Industry.

The mining industry is competitive in all of its phases and requires significant capital, as well as technical and operational resources. Resulting Issuer may face strong competition from other mining companies, some with greater financial resources, operational experience and technical capabilities. As a result of this competition, the Resulting Issuer may be unable to maintain or acquire financing, personnel, technical resources or attractive mining properties on terms it considers acceptable.

Equipment, Materials and Skilled Technical Workers

The Resulting Issuer is dependent on the availability of affordable and accessible equipment, replacement parts, and repair services and the absence or disrepair of such equipment, parts and services could affect or halt exploration or eventual production on the properties of the Resulting Issuer. There can be no guarantee that such equipment, parts or repair services will be available to the Resulting Issuer, or that such equipment, replacement parts or repair work will be available on commercially reasonable terms.

The Resulting Issuer is dependent on the availability of affordable and accessible materials. There can be no guarantee of the availability, quality and reliability of the supply of neither such materials, nor that such materials will continue to be available to the Resulting Issuer on commercially reasonable terms.

The Resulting Issuer is also dependent on the availability of skilled technical workers to carry out various functions on the properties of the Resulting Issuer. There can be no guarantee that such skilled workers will be available to carry out such activities on behalf of the Resulting Issuer or that such workers will be available on commercially reasonable terms.

The Resulting Issuer Will Be Exposed to Foreign Exchange Risk

Business will be transacted by the Resulting Issuer primarily in U.S. and Canadian currencies. The majority of the Resulting Issuer's operating costs will most likely be denominated in U.S. currency. Certain costs associated with imported equipment and international supplies and consultants and sales prices for product are denominated in U.S. dollars. Fluctuations in exchange rates may have a significant effect on the cash flows of the Resulting Issuer. Future changes in exchange rates could materially affect the Resulting Issuer's results in either a positive or negative direction. The Resulting Issuer has not hedged its exposure to any exchange rate fluctuations applicable to its business and is therefore exposed to currency fluctuation risks.

Excalibur's Operations Are Subject to Human Error

Despite efforts to attract and retain qualified personnel, as well as the retention of qualified consultants, to manage Excalibur's interests, and even when those efforts are successful, people are fallible and human error could result in significant uninsured losses to Excalibur. These could include loss or forfeiture of mineral claims or other assets for non-payment of fees or taxes, significant tax liabilities in connection with any tax planning effort Excalibur might undertake and legal claims for errors or mistakes by Excalibur personnel.

Disruption from Non-Governmental Organizations

As is the case with any businesses which operate in the mining industry, the Resulting Issuer may become subject to pressure and lobbying from non-governmental organizations. There is a risk that the demands and actions of non-governmental organizations may cause significant disruption to the Resulting Issuer's business which may have a material adverse effect on its operations and financial condition.

Health & Safety

Mining, like many other exploration or extractive natural resource industries, is subject to potential risks and liabilities due to accidents that could result in serious injury or death. The impact of such accidents could affect the profitability of the operations, cause an interruption to operations, lead to a loss of licences, affect the reputation of the Resulting Issuer and its ability to obtain further licences, damage community relations and reduce the perceived appeal of the Resulting Issuer as an employer.

There is no assurance that the Resulting Issuer has been or will at all times be in full compliance with all laws and regulations or hold, and be in full compliance with, all required health and safety permits. The potential costs and delays associated with compliance with such laws, regulations and permits could prevent the Resulting Issuer from proceeding with the development of a project or the operation or further development of a project, and any noncompliance therewith may adversely affect the Resulting Issuer's business, financial condition and results of operations. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Resulting Issuer and cause increases in exploration expenses, capital expenditures or production costs, reduction in the levels of production at producing properties, or abandonment or delays in development of new mining properties.

Nature and Climatic Conditions

The Resulting Issuer and the mining industry continually face geotechnical challenges which could adversely impact the Resulting Issuer's production and profitability. Unanticipated adverse geotechnical and hydrological conditions, such as severe rainfall, floods, landslides, droughts, pit wall failures and rock fragility may occur, and such events may not be detected in advance. Geotechnical instabilities and adverse climatic conditions can be difficult to predict and are often affected by risks and hazards outside of the Resulting Issuer's control. Such conditions could result in limited access to mine sites, suspensions or reductions in operations, government investigations, increased monitoring costs, remediation costs, loss of ore and other impacts which could cause the Resulting Issuer's projects to be less profitable than currently anticipated and could result in a material adverse effect on the Resulting Issuer's results of operations and financial position.

Uninsured or Uninsurable Risks

In the course of exploration, development and production of mineral resource properties, several risks and, in particular, significant risks that could result in damage to, or destruction of vessels and producing or processing facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability, may occur. It is not always possible to fully insure against such risks, and the Resulting Issuer may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Resulting Issuer. The Resulting Issuer cannot be certain that insurance will be available on acceptable terms or conditions. In some cases, coverage may not be acceptable or may be considered too expensive relative to the perceived risk.

Disruption in Excalibur's Activities Due to Acts of God May Adversely Affect Excalibur

Disruptions in the activities of Excalibur may be caused by natural disasters, effects of climate change and man-made activities, pandemics, trade disputes and disruptions, war, terrorism, and any other form of economic, health, or political disruptions. Excalibur's financial condition is reliant on continued operations, and in circumstances where continued operations are not possible, Excalibur is likely to experience a decline in its revenue, and may suffer additional disruptions in the form of lack of access to its workforce, customers, technology, or other assets. The extent of the impact on Excalibur will vary with the extent of the disruption and cannot be adequately predicted in advance.

Going Concern Risks

The financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Resulting Issuer's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Resulting Issuer will be successful in completing an equity or debt financing or in achieving profitability.

The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Resulting Issuer be unable to continue as a going concern.

Future Financial Results

The Resulting Issuer's public forecasts regarding the expected performance of the business and future operating results are forward-looking statements subject to risks and uncertainties, including the risks and uncertainties described in other public statements, and necessarily reflect current assumptions and judgments that may prove incorrect. As a result, there can be no assurance that the Resulting Issuer's performance will be consistent with any public forecasts or that any variation from such forecasts will not be material and adverse. Preparation of its financial statements requires the Resulting Issuer to use estimates and assumptions. Accounting for estimates requires the Resulting Issuer to use its judgment to determine the

amount to be recorded on its financial statements in connection with these estimates. If the estimates and assumptions are inaccurate, the Resulting Issuer could be required to write down its recorded values. On an ongoing basis, the Resulting Issuer re-evaluates its estimates and assumptions. However, the actual amounts could differ from those based on estimates and assumptions.

Risks related to litigation

The Resulting Issuer and/or its directors and officers may be subject to a variety of civil or other legal proceedings, with or without merit. From time to time in the ordinary course of its business, the Resulting Issuer may become involved in various legal proceedings, including commercial, employment and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Resulting Issuer to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Resulting Issuer's business, operating results or financial condition.

Risks related to reporting issuer status

As a reporting issuer, the Resulting Issuer will be subject to reporting requirements under applicable securities law and stock exchange policies. Compliance with these requirements will increase legal and financial compliance costs, make some activities more difficult, time consuming or costly, and increase demand on existing systems and resources. Among other things, the Resulting Issuer will be required to file annual, quarterly and current reports with respect to its business and results of operations and maintain effective disclosure controls and procedures and internal controls over financial reporting. In order to maintain and, if required, improve disclosure controls and procedures and internal controls over financial reporting to meet this standard, significant resources and management oversight may be required. As a result, management's attention may be diverted from other business concerns, which could harm the Resulting Issuer's business and results of operations. The Resulting Issuer may need to hire additional employees to comply with these requirements in the future, which would increase its costs and expenses. Management of the Resulting Issuer expects that being a reporting issuer will make it more expensive to maintain director and officer liability insurance. This factor could also make it more difficult for the Resulting Issuer to retain qualified directors and executive officers.

GENERAL MATTERS

SPONSORSHIP

Pursuant to Policy 2.2 – *Sponsorship and Sponsorship Requirements* of the Exchange, sponsorship is generally required in conjunction with a Qualifying Transaction.

EXPERTS

Opinions

The following Professional Persons are named as having prepared or certified part of this Filing Statement or having prepared or certified a report or valuation described or included in this Filing Statement:

- (a) the Issuer's current auditor is Crowe MacKay LLP of Vancouver, BC. Crowe MacKay LLP conducted the audit and executed the audit report in respect of the financial statements of the Issuer for the period from incorporation on March 15, 2022 to June 30, 2022 and for the years ended June 30, 2023 and 2024; and
- (b) Excalibur's current auditor is DMCL LLP of Vancouver, BC. DMCL LLP conducted the audits and executed the audit reports in respect of the financial statements of Excalibur for the years ended December 31, 2022 and 2023.

Interests of Experts

No individual or company whose profession or business gives authority to a statement made by the individual or corporation and who is named as having prepared or certified a part of this Filing Statement or as having prepared or certified a report

or valuation described or included in this Filing Statement holds, or will hold immediately following the Completion of the Transaction, any direct or indirect interest in any securities or property of the Resulting Issuer.

OTHER MATERIAL FACTS

To the knowledge of managements of the Issuer (with respect to information about the Issuer) and Excalibur (with respect to information about Excalibur), there are no other material facts relating to the Issuer, Excalibur, the Resulting Issuer, and the Transaction that are not otherwise disclosed in this Filing Statement or are necessary for the Filing Statement to contain full, true and plain disclosure of all material facts relating to the Transaction.

BOARD APPROVAL

The Board of the Issuer has approved the contents of this Filing Statement. Where information contained in this Filing Statement rests particularly within the knowledge of a person other than the Issuer, the Issuer has relied upon information furnished by that person, including Excalibur.

CERTIFICATE OF THE ISSUER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities of Victory Opportunities 1 Corp. assuming Completion of the Qualifying Transaction.

DATED November 12, 2024.

VICTORY OPPORTUNITIES 1 CORP.

“Brian Shin”

Brian Shin
Director, CEO, CFO & Corporate Secretary

On behalf of the Board of Victory Opportunities 1 Corp.

“Ken Engquist”

Ken Engquist
Director

“Charanjit Hayre”

Charanjit Hayre
Director

CERTIFICATE OF EXCALIBUR

The foregoing, as it relates to Excalibur Metals Corp. constitutes full, true and plain disclosure of all material facts relating to the securities of Excalibur Metals Corp.

DATED November 12, 2024.

EXCALIBUR METALS CORP.

“Mark Morabito”

Mark Morabito
Chief Executive Officer & Director

“Daniel Lee”

Daniel Lee
Chief Financial Officer

On behalf of the Board of Excalibur Metals Corp.

“Olen Aasen”

Olen Aasen
Director

“Gopal Sahota”

Gopal Sahota
Director

ACKNOWLEDGEMENT – PERSONAL INFORMATION

“**Personal Information**” means any information about an identifiable individual, and includes information contained in any Items in the attached filing statement that are analogous to Items 4.2, 11, 12.1, 15, 17.2, 18.2, 23, 24, 26, 31.3, 32, 33, 34, 35, 36, 37, 38, 40 and 41 of TMX Form 3B2 - *Information Required In A Filing Statement For A Qualifying Transaction* (“**Form 3B2**”), as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to Form 3B2; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

DATED November 12, 2024.

VICTORY OPPORTUNITIES 1 CORP.

“Brian Shin”

Brian Shin
Director, CEO, CFO, Corporate Secretary & Promoter

SCHEDULE “A”

Financial Statements of the Issuer

[see attached]

VICTORY OPPORTUNITIES 1 CORP.

Financial Statements

For the period from Date of Incorporation (March 15, 2022)

to June 30, 2022

(Expressed in Canadian dollars)

Independent Auditor's Report

To the Board of Directors of Victory Opportunities 1 Corp.

Opinion

We have audited the financial statements of Victory Opportunities 1 Corp. (the "Company"), which comprise the statement of financial position as at June 30, 2022 and the statements of net and comprehensive loss, changes in shareholders' equity and cash flows for the period then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2022, and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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



Chartered Professional Accountants
Vancouver, Canada
September 28, 2022

VICTORY OPPORTUNITIES 1 CORP.

Statement of financial position
(Expressed in Canadian dollars)

	June 30, 2022
As at	\$
Assets	
Current assets	
Cash	158,577
Prepaid (Note 4)	25,750
Total assets	184,327
Liabilities and shareholders' equity	
Current liability	
Accounts payable and accrued liabilities	22,012
Cancelled shares subscription payable (Note 5)	16,500
Total liabilities	38,512
Shareholders' equity	
Share capital (Note 5)	168,500
Deficit	(22,685)
Total shareholders' equity	145,815
Total liabilities and shareholders' equity	184,327

Initial Public Offering (Note 4)

Approved and authorized for issuance on behalf of the Board of Directors on September 28, 2022 by:

"Jeffrey Stevens"

Jeffrey Stevens, Director

"Michael Yeung"

Michael Yeung, Director

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Statement of net and comprehensive loss
(Expressed in Canadian dollars)

	March 15, 2022 (Incorporation) to June 30, 2022
	\$
Expenses	
Accounting and audit	10,000
Bank charge and other	672
Legal	12,013
Net and comprehensive loss for the period	(22,685)
Loss per share, basic and diluted	(0.01)
Weighted average number of shares outstanding, basic and diluted	3,462,542

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Statement of changes in shareholders' equity
(Expressed in Canadian dollars)

	Share capital		Deficit \$	Total shareholders' equity \$
	Number of shares	Amount \$		
Balance, March 15, 2022 (date of incorporation)	-	-	-	-
Shares issued for cash	3,700,000	185,000	-	185,000
Cancelled Shares (Note 5)	(330,000)	(16,500)		(16,500)
Net loss for the period	-	-	(22,685)	(22,685)
Balance, June 30, 2022	3,370,000	168,500	(22,685)	145,815

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Statement of cash flows

(Expressed in Canadian dollars)

	March 15, 2022 (Incorporation) to June 30, 2022
	\$
Operating activities	
Net loss for the period	(22,685)
Adjustment for non-cash working capitals:	
Prepaid	(25,750)
Accounts payable and accrued liabilities	22,012
Net cash used in operating activities	(26,423)
Financing activities	
Issuance of common shares	168,500
Cancelled shares subscription payable	16,500
Net cash provided by financing activities	185,000
Increase in cash	158,577
Cash – beginning of period	-
Cash – end of period	158,577

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Notes to the financial statements

For the Period from Date of Incorporation (March 15, 2022) to June 30, 2022

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

VICTORY OPPORTUNITIES 1 CORP. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on March 15, 2022. The Company is intending to be classified as a Capital Pool Company as defined in the TSX Venture Exchange (the “Exchange”) Policy 2.4. The principal business of the Company is the identification and evaluation of a Qualifying Transaction (“QT”) and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholders’ approval, if required, and acceptance by regulatory authorities.

The head office, principal address and registered office of the Company are located at Suite 228 – 1122 Mainland Street, Vancouver, B.C, V6B 5L1, Canada.

There is no assurance that the Company will identify a QT.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at June 30, 2022, the Company has not generated any revenues from operations and has an accumulated deficit of \$22,685. The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company’s ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company’s liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company’s business or results of operations at this time. The pandemic might affect the Company’s ability to raise capital or complete a QT as required by the Exchange’s Policies.

In late February 2022, a conflict commenced in Ukraine. In response, various countries, including Canada, issued broad-ranging economic sanctions against Russia. The ramifications of the sanctions may not be limited to Russia and Ukraine and may spill over to and negatively impact other regional and global economic markets, sectors, industries and markets for securities and commodities globally. The current circumstances are dynamic and the duration of the conflict and related impact of imposed sanctions on the business cannot be reasonably estimated at this time. While the company expects any direct impacts of the conflict in Ukraine to the business to be limited, the direct impacts on the economy may negatively affect the business and future operations.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the financial statements

For the Period from Date of Incorporation (March 15, 2022) to June 30, 2022

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretation Committee.

Basis of Preparation

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. The financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. There have been no significant judgments made by management in the application of IFRS other than the going concern assumption (note 1) that have a significant effect on these financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards within the framework of the significant accounting policies described below:

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. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

i) Financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss); and
- those to be measured at amortized cost.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the financial statements

For the Period from Date of Incorporation (March 15, 2022) to June 30, 2022

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

i) Financial assets (Cont'd)

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

Cash is classified as measured at amortized cost.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial assets:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.
- **Fair value through OCI (FVOCI):** Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in OCI is not reclassified from equity to profit or loss. Interest income from these debt instruments is included as finance income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss in the period in which it arises.

ii) Financial liabilities

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: where the Company optionally designates financial liabilities at FVTPL the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the financial statements

For the Period from Date of Incorporation (March 15, 2022) to June 30, 2022

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

ii) Financial liabilities (Cont'd)

At present, the Company classifies all of its financial liabilities as measured at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

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 or in other comprehensive income (loss). Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

Share issuance costs

Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing cost. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are no longer probable of being issued. Share issuance costs consist primarily of corporate finance fees, filing fees and legal fees.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the financial statements

For the Period from Date of Incorporation (March 15, 2022) to June 30, 2022

(Expressed in Canadian dollars)

4. INITIAL PUBLIC OFFERING

The Company filed a prospectus with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario, and pursuant to an Agency Agreement (the "Agency Agreement") dated September 28, 2022 entered into between the Company and PI Financial Inc. (the "Agent"), to offer up to 5,000,000 common shares at \$0.10 (the "Offering") per share to the public for total estimated proceeds of up to \$500,000 (before transaction costs). The Agent will be granted warrants to purchase up to 8% of the total common shares sold under the offering at a price of \$0.10 per share, expiring 24 months from the closing date. The Company will pay the agent a commission equal to 8% of the gross proceeds, a corporate finance fee of \$15,000 plus GST (paid), legal retainer of \$10,000 (paid) and reasonable expenses related to the Offering.

5. SHARE CAPITAL

Authorized share capital

Unlimited Class A Common Shares without par value; and
Unlimited Class B Preferred Shares without par value

Share issuances

On March 15, 2022, the Company completed a private placement and issued 1,500,000 common shares to management and/or members of the Board of Directors at a \$0.05 per common share for gross proceeds of \$75,000.

On March 28, 2022, the Company completed a private placement and issued 2,200,000 common shares at \$0.05 per common share for gross proceeds of \$110,000.

On June 28, 2022 the Company entered into share repurchase agreements to purchase and return to treasury for cancellation 330,000 common shares at a price of \$0.05 per common share (\$16,500). The \$16,500 was paid by the Company during the month of July 2022.

Seed shares issued below the Initial Public Offering ("IPO") price, shares acquired from treasury by non-arm's length parties to the CPC and CPC stock options and shares issued on exercise of stock options, which were granted before the IPO and at an exercise price less than the IPO price, are all subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on the dates 6, 12, and 18 months following the Initial Release. Shares acquired by the "Pro Group" as such term is defined in Exchange policies, at or above the IPO price and shares acquired by a "Control Person" as such term is defined in Exchange policies, in the secondary market are not subject to the CPC Escrow Agreement.

6. TRANSACTIONS WITH RELATED PARTIES

During the period ended June 30, 2022, there were no related party transactions. There was no compensation to key management personnel.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the financial statements

For the Period from Date of Incorporation (March 15, 2022) to June 30, 2022

(Expressed in Canadian dollars)

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the identification and evaluation of a QT and continue as a going concern. The Company considers capital to be all accounts in equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Additional funds may be required to finance the Company's QT. The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which will apply following the completion of the IPO. These expenditure restrictions limit the Company's on-going expenditures to reasonable expenditures relating to the IPO, reasonable expenses relating to a proposed Qualifying Transaction, assurance and audit fees, escrow agent and transfer agent fees, regulatory filing fees and a maximum of \$3,000 per month for other general and administrative costs.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash and accounts payable and accrued liabilities, approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Liquidity Risk

As at June 30, 2022, the Company had accounts payable and accrued liabilities of \$22,012 and cancelled shares subscription payable of \$16,500 due within 12 months and had cash of \$158,577 to meet its current obligations. As a result, the Company has minimal liquidity risk.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with a major financial institution. The Company believes it has no significant credit risk.

8. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2022 \$
Loss before income taxes	(38,435)
Expected income recovery at statutory tax rate of 27%	(10,377)
Unrecognized tax benefits	10,377
Total income tax recovery	-

The Company has non-capital loss of approximately \$38,000 available to reduce taxable income in future years, if not utilized, will expire in 2042.

VICTORY OPPORTUNITIES 1 CORP.

Financial Statements

For the year ended June 30, 2023 and the period from March 15, 2022 (Date of
Incorporation) to June 30, 2022
(Expressed in Canadian dollars)

Independent Auditor's Report

To the Shareholders of Victory Opportunities 1 Corp.

Opinion

We have audited the financial statements of Victory Opportunities 1 Corp. (the "Company"), which comprise the statements of financial position as at June 30, 2023 and June 30, 2022 and the statements of net and comprehensive loss, changes in shareholders' equity and cash flows for the periods then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2023 and June 30, 2022, and its financial performance and its cash flows for the periods then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Other than the matter described in the Material Uncertainty Related to Going Concern section, we have determined there are no key audit matters to be communicated in our report.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

manner that achieves fair presentation.

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

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

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

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

"Crowe MacKay LLP"

**Chartered Professional Accountants
Vancouver, Canada
October 27, 2023**

VICTORY OPPORTUNITIES 1 CORP.

Statements of financial position
(Expressed in Canadian dollars)

As at	June 30, 2023	June 30, 2022
	\$	\$
Assets		
Current assets		
Cash	334,479	158,577
Prepaid	-	25,750
Total assets	334,479	184,327
Liabilities and shareholders' equity		
Current liability		
Accounts payable and accrued liabilities	10,000	22,012
Cancelled shares subscription payable (Note 4)	-	16,500
Total liabilities	10,000	38,512
Shareholders' equity		
Share capital (Note 4)	421,364	168,500
Reserves (Note 4)	66,582	-
Deficit	(163,467)	(22,685)
Total shareholders' equity	324,479	145,815
Total liabilities and shareholders' equity	334,479	184,327

Nature of Operations and Going Concern (Note 1)

Approved and authorized for issuance on behalf of the Board of Directors on October 27, 2023 by:

/s/ Michael Yeung
Director

/s/ Jeff Stevens
Director

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Statements of net and comprehensive loss
(Expressed in Canadian dollars)

	Year Ended June 30, 2023	Period from March 15, 2022 (Date of Incorporation) to June 30, 2022
	\$	\$
Expenses		
Bank charges and other	460	672
Professional fees	58,448	22,013
Regulatory and filing fees	33,592	-
Stock-based compensation (Notes 4 & 5)	48,282	-
Net and comprehensive loss for the period	(140,782)	(22,685)
Loss per share, basic and diluted	(0.09)	(0.01)
Weighted average number of shares outstanding, basic and diluted	1,571,014	3,462,542

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Statements of changes in shareholders' equity
(Expressed in Canadian dollars)

	Share capital			Total shareholders' equity \$
	Number of shares	Amount \$	Reserves \$	Deficit \$
Balance, March 15, 2022 (date of incorporation)	-	-	-	-
Shares issued for cash	3,700,000	185,000	-	-
Cancelled shares (Note 4)	(330,000)	(16,500)	-	-
Net loss for the period	-	-	-	(22,685)
Balance, June 30, 2022	3,370,000	168,500	-	(22,685)
Initial public offering	3,018,000	301,800	-	-
Share issuance costs – cash	-	(30,636)	-	-
Share issuance costs – agent's options	-	(18,300)	18,300	-
Stock-based compensation	-	-	48,282	-
Net loss for the year	-	-	-	(140,782)
Balance, June 30 2023	6,388,000	421,364	(66,582)	(163,467)

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Statements of cash flows

(Expressed in Canadian dollars)

	Year Ended June 30, 2023	Period from March 15, 2022 (Date of Incorporation) to June 30, 2022
	\$	\$
Operating activities		
Net loss for the period	(140,782)	(22,685)
Stock-based compensation	48,282	-
Adjustment for non-cash working capitals:		
Prepaid	25,750	(25,750)
Accounts payable and accrued liabilities	(12,012)	22,012
Net cash used in operating activities	(78,762)	(26,423)
Financing activities		
Issuance of common shares	301,800	185,000
Share issue cost	(30,636)	-
Cancelled shares subscription payable	(16,500)	-
Net cash provided by financing activities	254,664	185,000
Increase in cash	175,902	158,577
Cash – beginning of period	158,577	-
Cash – end of period	334,479	158,577
Supplemental cash flow information		
Cash paid for interest during the period	-	-
Cash paid for income taxes during the period	-	-

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2023
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

VICTORY OPPORTUNITIES 1 CORP. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on March 15, 2022. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4. The principal business of the Company is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholders' approval, if required, and acceptance by regulatory authorities. On December 22, 2022, the Company's shares were listed on the Exchange under the symbol "VOC.P" and began trading on December 28, 2022.

The head office, principal address and registered office of the Company are located at Suite 228 – 1122 Mainland Street, Vancouver, B.C. V6B 5L1, Canada.

There is no assurance that the Company will identify a QT.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at June 30, 2023, the Company has not generated any revenues from operations and has an accumulated deficit of \$163,467. The Company expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

The Company's business financial condition and results of operations may be negatively affected by economic and other consequences from geopolitical events. While the Company expects any direct impacts of the geopolitical events to the business to be limited, the indirect impacts on the economy and on the industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future. The geopolitical events might affect the Company's ability to raise capital or complete a QT as required by the Exchange's Policies.

2. BASIS OF PRESENTATION

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretation Committee.

Basis of Preparation

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. The financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2023
(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (Cont'd)

Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. There have been no significant judgments made by management in the application of IFRS other than the going concern assumption (Note 1) that have a significant effect on these financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards within the framework of the significant accounting policies described below:

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. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

i) Financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income ("OCI") or through profit or loss); and
- those to be measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

Cash is classified as held at amortized cost.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2023
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

i) Financial assets (Cont'd)

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial assets:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.
- Fair value through OCI ("FVOCI"): Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in OCI is not reclassified from equity to profit or loss. Interest income from these debt instruments is included as finance income using the effective interest rate method.
- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss in the period in which it arises.

ii) Financial liabilities

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: where the Company optionally designates financial liabilities at FVTPL the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

At present, the Company classifies all of its financial liabilities as held at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2023
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

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 or in other comprehensive income (loss). Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

Share issuance costs

Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing cost. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are no longer probable of being issued. Share issuance costs consist primarily of agent's commission, corporate finance fees, filing fees and legal fees.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. Once the common shares are placed in escrow, they are considered contingently issuable under IFRS until the Company completes a QT and will not be considered outstanding for purpose of the loss per share calculation.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2023
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. Consideration paid for the shares on the exercise of stock options is credited to share capital. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in reserves remains in the same account. The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

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 payments based on the fair market value of when the shares are issued. Otherwise, share-based payments are measured at the fair value of goods or services received.

Accounting standards issued but not yet effective

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures.

These amendments are effective for reporting periods beginning on or after January 1, 2023. These amendments are expected to reduce the disclosure of accounting policies for the Company.

4. SHARE CAPITAL

Authorized share capital

Unlimited Class A Common Shares without par value; and
Unlimited Class B Preferred Shares without par value

Share issuances

On March 15, 2022, the Company completed a private placement and issued 1,500,000 common shares at a \$0.05 per common share for gross proceeds of \$75,000 (all of which were issued to management and/or members of the Board of Directors).

On March 31, 2022, the Company issued 2,200,000 common shares at \$0.05 per share for proceeds of \$110,000 (500,000 of which were issued to management).

On June 28, 2022 the Company entered into share repurchase agreements to purchase and return to treasury for cancellation 330,000 common shares at a price of \$0.05 per common share (\$16,500). The \$16,500 was paid by the Company during the year ended June 30, 2023.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2023
(Expressed in Canadian dollars)

4. SHARE CAPITAL (Cont'd)

Share issuances (Cont'd)

On December 22, 2022 the Company completed its Initial Public Offering ("IPO") by issuing 3,018,000 common shares at \$0.10 per share for proceeds of \$301,800. The Company paid \$30,636 in share issuance costs comprising of corporate finance fee and agents' costs, and issued 241,440 agent options exercisable into one common share of the Company at \$0.10 per share expiring December 22, 2027.

Escrowed Securities

Seed shares issued below the IPO price, shares acquired from treasury by non-arm's length parties to the CPC and CPC stock options and shares issued on exercise of stock options, which were granted before the IPO and at an exercise price less than the IPO price, are all subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on the dates 6, 12, and 18 months following the Initial Release. Shares acquired by the "Pro Group" as such term is defined in Exchange policies, at or above the IPO price and shares acquired by a "Control Person" as such term is defined in Exchange policies, in the secondary market are not subject to the CPC Escrow Agreement.

At June 30, 2023, 3,370,000 common shares (2022 – Nil) and 637,000 stock options (2022 – Nil) are held in escrow.

Once the common shares are placed in escrow, they are considered contingently issuable under IFRS until the Company completes a QT and will not be considered outstanding for purpose of the loss per share calculation.

Options

The Company has a stock option plan to grant incentive stock options to employees, directors, officers, consultants and eligible charitable organizations. However, for the time the Company is a CPC, options may only be granted to a director or officer of the CPC. The number of shares which may be issuable pursuant to the exercise of options granted under the plan, together with all the Company's previously established or proposed share compensation arrangements, shall be a maximum of 10% of the issued and outstanding from time to time on a non-diluted basis. Options granted may not exceed a term of 10 years. All options vest when granted unless they are otherwise specify by the Board of Directors.

Concurrent with the December 22, 2022 IPO, pursuant to the agreement with PI Financial Inc. (the "Agent") the Company granted 241,440 agent options to purchase common shares in the Company at a price of \$0.10 per common share. These options had a fair value of \$18,300 which has been measured using the Black-Scholes option pricing model with the following inputs i) exercise price: \$0.10; ii) share price: \$0.10; iii) term: 5 years; iv) volatility: 100%, based on comparable peer companies' volatilities; v) discount rate: 3.37%. As at June 30, 2023, these were the only agent options outstanding with a remaining life of 4.48 years.

Concurrent with the December 22, 2022 IPO, the Company granted 637,000 stock options to officers and directors to purchase common shares in the Company at a price of \$0.10 per common share. These options had a fair value of \$48,282 using the Black-Scholes option pricing model with the following inputs: i) exercise price: \$0.10; ii) share price: \$0.10; iii) term: 5 years; iv) volatility: 100%, based on comparable peer companies' volatilities; v) discount rate: 3.37%. As at June 30, 2023, these were the only options outstanding with a remaining life of 4.48 years.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2023
(Expressed in Canadian dollars)

5. TRANSACTIONS WITH RELATED PARTIES

The Company's related parties include key management personal. Key management consist of the officers and directors who are responsible for planning, directing and controlling the activities of the Company.

During the year ended June 30, 2023, the Company granted 637,000 stock options to the directors of the Company with a fair value of \$48,282 (Note 4). There was no further compensation to key management personnel beyond the grant of options for the current year and prior period.

6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the identification and evaluation of a QT and continue as a going concern. The Company considers capital to be all accounts in equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Additional funds may be required to finance the Company's QT. The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which will apply following the completion of the IPO. These expenditure restrictions limit the Company's on-going expenditures to reasonable expenditures relating to the IPO, reasonable expenses relating to a proposed QT, assurance and audit fees, escrow agent and transfer agent fees, regulatory filing fees and a maximum of \$3,000 per month for other general and administrative costs.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash, accounts payable and accrued liabilities, and cancelled share subscription payable approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Liquidity Risk

As at June 30, 2023, the Company had accounts payable and accrued liabilities of \$10,000 due within 12 months and had cash of \$334,479 to meet its current obligations. As a result, the Company has minimal liquidity risk.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with a major financial institution. The Company believes it has no significant credit risk.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2023
(Expressed in Canadian dollars)

7. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2023 \$	2022 \$
Loss before income taxes	(140,782)	(22,685)
Statutory income tax rates	27%	27%
Expected income recovery	(38,000)	(6,000)
Non-deductible differences	13,000	-
Unrecognized tax benefits	25,000	6,000
Total income tax recovery	-	-

The Company has shares issue costs of approximately \$25,000 and non-capital loss of approximately \$121,000 to reduce taxable income in future years, if not utilized, will expire in 2027 and 2042 – 2043 respectively.

VICTORY OPPORTUNITIES 1 CORP.

Financial Statements

For the years ended June 30, 2024 and 2023

(Expressed in Canadian dollars)

Independent Auditor's Report

To the Shareholders of Victory Opportunities 1 Corp.

Opinion

We have audited the financial statements of Victory Opportunities 1 Corp. (the "Company"), which comprise the statements of financial position as at June 30, 2024 and June 30, 2023 and the statements of net and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2024 and June 30, 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 Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Other than the matter described in the Material Uncertainty Related to Going Concern section, we have determined there are no key audit matters to be communicated in our report.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

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

In connection with our audit of the financial statements, our responsibility is to read the other information

identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Crowe Mackay LLP

**Chartered Professional Accountants
Vancouver, Canada
September 6, 2024**

VICTORY OPPORTUNITIES 1 CORP.

Statements of financial position
(Expressed in Canadian dollars)

As at	June 30, 2024	June 30, 2023
	\$	\$
Assets		
Current assets		
Cash	306,896	334,479
Total assets	306,896	334,479
Liabilities and shareholders' equity		
Current liability		
Accounts payable and accrued liabilities	30,267	10,000
Total liabilities	30,267	10,000
Shareholders' equity		
Share capital (Note 4)	421,364	421,364
Reserves (Note 4)	66,582	66,582
Deficit	(211,317)	(163,467)
Total shareholders' equity	276,629	324,479
Total liabilities and shareholders' equity	306,896	334,479

Nature of Operations and Going Concern (Note 1)
Subsequent event (Note 8)

Approved and authorized for issuance on behalf of the Board of Directors on September 6, 2024 by:

/s/ Brian Shin
Director

/s/ Charanjit Hayre
Director

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Statements of net and comprehensive loss
(Expressed in Canadian dollars)

	Year Ended June 30, 2024	Year Ended June 30, 2023
	\$	\$
Expenses		
Bank charges and other	213	460
Administrative expenses	3,122	-
Professional fees	43,822	58,448
Regulatory and filing fees	16,048	33,592
Stock-based compensation (Note 5)	-	48,282
	(63,205)	(140,782)
Other item		
Interest income	15,355	-
Net and comprehensive loss for the year	(47,850)	(140,782)
Loss per share, basic and diluted	(0.02)	(0.09)
Weighted average number of shares outstanding, basic and diluted	3,018,000	1,571,014

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Statements of changes in shareholders' equity
(Expressed in Canadian dollars)

	Share capital			Deficit \$	Total shareholders' equity \$
	Number of shares	Amount \$	Reserves \$		
Balance, June 30, 2022	3,370,000	168,500	-	(22,685)	145,815
Initial public offering	3,018,000	301,800	-	-	301,800
Share issuance costs – cash	-	(30,636)	-	-	(30,636)
Share issuance costs – agent's options	-	(18,300)	18,300	-	-
Stock-based compensation	-	-	48,282	-	48,282
Net loss for the year	-	-	-	(140,782)	(140,782)
Balance, June 30 2023	6,388,000	421,364	66,582	(163,467)	324,479
Net loss for the year	-	-	-	(47,850)	(47,850)
Balance, June 30 2024	6,388,000	421,364	66,582	(211,317)	276,629

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Statements of cash flows

(Expressed in Canadian dollars)

	Year Ended June 30, 2024	Year Ended June 30, 2023
	\$	\$
Operating activities		
Net loss	(47,850)	(140,782)
Stock-based compensation	-	48,282
Adjustment for non-cash working capital items:		
Prepaid	-	25,750
Accounts payable and accrued liabilities	20,267	(12,012)
Net cash used in operating activities	(27,583)	(78,762)
Financing activities		
Issuance of common shares	-	301,800
Share issue cost	-	(30,636)
Cancelled shares subscription repaid	-	(16,500)
Net cash provided by financing activities	-	254,664
(Decrease) increase in cash	(27,583)	175,902
Cash – beginning of the year	334,479	158,577
Cash – end of the year	306,896	334,479
Supplemental cash flow information		
Cash paid for interest	-	-
Cash paid for income taxes	-	-

The accompanying notes are an integral part of these financial statements

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2024
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

VICTORY OPPORTUNITIES 1 CORP. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on March 15, 2022. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4. The principal business of the Company is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholders' approval, if required, and acceptance by regulatory authorities. On December 22, 2022, the Company's shares were listed on the Exchange under the symbol "VOC.P" and began trading on December 28, 2022.

The head office, principal address and registered office of the Company are located at Suite 228 – 1122 Mainland Street, Vancouver, B.C. V6B 5L1, Canada.

There is no assurance that the Company will identify a QT.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at June 30, 2024, the Company has not generated any revenues from operations and has an accumulated deficit of \$211,317. The Company expects to incur further losses in the development of its business. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

The Company's business financial condition and results of operations may be negatively affected by economic and other consequences from geopolitical events. While the Company expects any direct impacts of the geopolitical events to the business to be limited, the indirect impacts on the economy and on the industries in general could negatively affect the business and may make it more difficult for it to raise equity or debt financing. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about on its business, results of operations, financial position and cash flows in the future. The geopolitical events might affect the Company's ability to raise capital or complete a QT as required by the Exchange's Policies.

2. BASIS OF PRESENTATION

Statement of Compliance

The financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Basis of Preparation

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. The financial statements are prepared on a historical cost basis. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2024
(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (Cont'd)

Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. There have been no significant judgments made by management in the application of IFRS other than the going concern assumption (Note 1) that have a significant effect on these financial statements.

3. MATERIAL ACCOUNTING POLICIES

Financial Instruments

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

Cash and accounts payable and accrued liabilities are classified as held at amortized cost.

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Share issuance costs

Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing cost. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are no longer probable of being issued. Share issuance costs consist primarily of agent's commission, corporate finance fees, filing fees and legal fees.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. Once the common shares are placed in escrow, they are considered contingently issuable

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2024
(Expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICIES (Cont'd)

under IFRS until the Company completes a QT and will not be considered outstanding for purpose of the loss per share calculation.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. Consideration paid for the shares on the exercise of stock options is credited to share capital. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in reserves remains in the same account. The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

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 payments based on the fair market value of when the shares are issued. Otherwise, share-based payments are measured at the fair value of goods or services received.

Accounting standards adopted

Effective July 1, 2023, the Company adopted narrow scope amendments to IAS 1 – Presentation of Financial Statements and IFRS Practice Statement 2 – Disclosure of Accounting Policies, requiring companies to disclose “material” rather than “significant” accounting policies. The amendment reduced the Company’s disclosure of its accounting policies.

Accounting standards issued but not yet effective

The following is a listing of amendments, revisions and new IFRS issued but not yet effective. The Company is currently assessing the impact of adopting the following standards on the financial statements, as described below:

IFRS 18 - Presentation and Disclosure in Financial Statements

IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies’ financial performance for better investment decisions.

1. Three defined categories for income and expenses—operating, investing and financing—to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit.
2. Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement.
3. Enhanced guidance on how to organise information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2024
(Expressed in Canadian dollars)

4. SHARE CAPITAL

Authorized share capital

Unlimited Class A Common Shares without par value; and
Unlimited Class B Preferred Shares without par value

Share issuances

During the year ended June 30, 2024, the Company did not issue any common shares.

On December 22, 2022 the Company completed its Initial Public Offering ("IPO") by issuing 3,018,000 common shares at \$0.10 per share for proceeds of \$301,800. The Company paid \$30,636 in share issuance costs comprising of corporate finance fee and agents' costs, and issued 241,440 agent options exercisable into one common share of the Company at \$0.10 per share expiring December 22, 2027.

Escrowed Securities

Seed shares issued below the IPO price, shares acquired from treasury by non-arm's length parties to the CPC and CPC stock options and shares issued on exercise of stock options, which were granted before the IPO and at an exercise price less than the IPO price, are all subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on the dates 6, 12, and 18 months following the Initial Release. Shares acquired by the "Pro Group" as such term is defined in Exchange policies, at or above the IPO price and shares acquired by a "Control Person" as such term is defined in Exchange policies, in the secondary market are not subject to the CPC Escrow Agreement.

At June 30, 2024, 3,370,000 common shares (2023 – 3,370,000) and 637,000 stock options (2023 – 637,000) are held in escrow.

Once the common shares are placed in escrow, they are considered contingently issuable under IFRS until the Company completes a QT and will not be considered outstanding for purpose of the loss per share calculation.

Options

The Company has a stock option plan to grant incentive stock options to employees, directors, officers, consultants and eligible charitable organizations. However, for the time the Company is a CPC, options may only be granted to a director or officer of the CPC. The number of shares which may be issuable pursuant to the exercise of options granted under the plan, together with all the Company's previously established or proposed share compensation arrangements, shall be a maximum of 10% of the issued and outstanding from time to time on a non-diluted basis. Options granted may not exceed a term of 10 years. All options vest when granted unless they are otherwise specify by the Board of Directors.

Concurrent with the December 22, 2022 IPO, pursuant to the agreement with PI Financial Inc. (the "Agent") the Company granted 241,440 agent options to purchase common shares in the Company at a price of \$0.10 per common share. These options had a fair value of \$18,300 which has been measured using the Black-Scholes option pricing model with the following inputs i) exercise price: \$0.10; ii) share price: \$0.10; iii) term: 5 years; iv) volatility: 100%, based on comparable peer companies' volatilities; v) discount rate: 3.37%. As at June 30, 2024, these were the only agent options outstanding with a remaining life of 3.48 years (2023 – 4.48 years).

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2024
(Expressed in Canadian dollars)

4. SHARE CAPITAL (Cont'd)

Concurrent with the December 22, 2022 IPO, the Company granted 637,000 stock options to officers and directors to purchase common shares in the Company at a price of \$0.10 per common share. These options had a fair value of \$48,282 using the Black-Scholes option pricing model with the following inputs: i) exercise price: \$0.10; ii) share price: \$0.10; iii) term: 5 years; iv) volatility: 100%, based on comparable peer companies' volatilities; v) discount rate: 3.37%. As at June 30, 2024, these were the only options outstanding with a remaining life of 3.48 years (2023 – 4.48 years).

5. TRANSACTIONS WITH RELATED PARTIES

The Company's related parties include key management personal. Key management consist of the officers and directors who are responsible for planning, directing and controlling the activities of the Company.

During the year ended June 30, 2024, there were no transactions with related parties.

During the year ended June 30, 2023, the Company granted 637,000 stock options to the directors of the Company with a fair value of \$48,282 (Note 4). There was no further compensation to key management personnel beyond the grant of options for the year ended June 30, 2023.

6. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the identification and evaluation of a QT and continue as a going concern. The Company considers capital to be all accounts in equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Additional funds may be required to finance the Company's QT. The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which will apply following the completion of the IPO. These expenditure restrictions limit the Company's on-going expenditures to reasonable expenditures relating to the IPO, reasonable expenses relating to a proposed QT, assurance and audit fees, escrow agent and transfer agent fees, regulatory filing fees and a maximum of \$3,000 per month for other general and administrative costs. There were no changes to the Company's capital management approach during the year ended June 30, 2024.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash and accounts payable and accrued liabilities approximate fair values due to the relatively short-term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Liquidity Risk

As at June 30, 2024, the Company had accounts payable and accrued liabilities of \$30,267 due within 12 months and had cash of \$306,896 to meet its current obligations. As a result, the Company has minimal liquidity risk.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with a major financial institution. The Company believes it has no significant credit risk.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements
For the year ended June 30, 2024
(Expressed in Canadian dollars)

7. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2024 \$	2023 \$
Loss before income taxes	(47,850)	(140,782)
Statutory income tax rates	27%	27%
Expected income recovery	(13,000)	(38,000)
Non-deductible differences	-	13,000
Unrecognized tax benefits	13,000	25,000
Total income tax recovery	-	-

The Company has the following unrecognized deductible temporary differences and unused tax losses:

	2024 \$	Expiry	2023 \$
Non-capital losses carried forward	175,000	2042-2044	121,000
Share issuance cost	18,000	2024-2027	25,000
Unrecognized deductible temporary differences	193,000		146,000

8. SUBSEQUENT EVENT

On August 14, 2024, the Company announced that it has executed an arm's-length amalgamation agreement with Excalibur Metals Corp. ("Excalibur") regarding a proposed arm's-length qualifying transaction. The details are as follows:

The qualifying transaction

As set out in the definitive agreement, the Company will acquire all of the issued and outstanding common shares of Excalibur pursuant to a three-cornered amalgamation to be completed under the Business Corporations Act (British Columbia) (BCBCA) by the Company, Excalibur and a wholly-owned subsidiary of the Company incorporated for the purpose of completing the amalgamation. The amalgamation will result in the issuance, to each shareholder of Excalibur, of two common shares of the Company for each one Excalibur share held by such holder immediately prior to the closing of the qualifying transaction. As part of the amalgamation, all convertible securities of Excalibur outstanding immediately prior to the closing are expected to be replaced with or exchanged for equivalent convertible securities of the Company entitling the holders thereof to acquire common shares in lieu of Excalibur shares.

The amalgamation will result in the reverse takeover of the Company by Excalibur shareholders and will constitute the Company's qualifying transaction. Following the completion of the qualifying transaction, the Company, as the issuer resulting therefrom, is expected to carry on the current business of Excalibur under the name Excalibur Metals Corp. or such other name as may be determined by Excalibur and approved by the shareholders of the Company and be acceptable to the applicable regulatory authorities, including the TSX-V. The business of the resulting issuer will be primarily focused on mineral exploration and development of Excalibur's Bellehelen property located 70 kilometres east of Tonopah in central Nevada.

VICTORY OPPORTUNITIES 1 CORP.

Notes to the Financial Statements

For the year ended June 30, 2024

(Expressed in Canadian dollars)

8. SUBSEQUENT EVENT (Cont'd)

Name change

As set out in the definitive agreement, the Company is expected to, prior to the closing, effect a change of its corporate name to Excalibur Metals Corp. or such other name as determined by Excalibur and is acceptable to the applicable regulatory authorities, including the TSX-V.

Preclosing capitalization of the Company

As of the date hereof, the Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares in the capital of the Company, issuable in series, of which 6,388,000 common shares and no preferred shares are issued and outstanding. In addition, the Company currently has 637,000 stock options and 241,440 broker warrants issued and outstanding. Prior to the closing of the qualifying transaction, it is expected that the Company's stock options will expire.

SCHEDULE “B”

Management’s Discussion and Analysis of the Issuer

[see attached]

VICTORY OPPORTUNITIES 1 CORP.

Management's Discussion and Analysis
For the fourth quarter ended June 30, 2023

INTRODUCTION

The following management's discussion and analysis of financial condition and results of operations ("MD&A") for the year ended June 30, 2023. The MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of the Company. This MD&A is effective October 27, 2023.

The Company has prepared its financial statements as at June 30, 2023 and for the year then ended in Canadian dollars and in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board.

FORWARD LOOKING STATEMENTS

The following discussion and analysis may contain forward-looking statements which are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth in the following discussion.

COMPANY OVERVIEW

VICTORY OPPORTUNITIES 1 CORP. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on March 15, 2022. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4. The principal business of the Company is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholders' approval, if required, and acceptance by regulatory authorities. On December 22, 2022, the Company completed its initial public offering ("IPO") and the common shares of the Company were listed on the Exchange under the symbol "VOC.P" and began trading on December 28, 2022.

The head office, principal address and registered office of the Company are located at Suite 228 – 1122 Mainland Street, Vancouver, B.C. V6B 5L1, Canada.

There is no assurance that the Company will identify a QT.

RESULTS OF OPERATIONS

Three months and year ended June 30, 2023

During the three months and year ended June 30, 2023, the Company recorded a net loss of \$62,085 (2022 - \$12,099) and \$140,782 (2022 - \$22,685). The Company had no revenue, paid no dividends and had no long-term liabilities during the three months and year ended June 30, 2023. The Company continues to incur regulatory and professional fees necessary to keep the Company active as it seeks a QT.

SUMMARY OF SELECTED QUARTERLY RESULTS

The following table contains selected financial information for the last six quarters since inception:

	June 30, 2023 \$	March 31, 2023 \$	December 31, 2022 \$
Total assets	334,479	346,235	372,833
Working capital	324,479	332,177	356,324
Net income (loss)	(62,085)	(25,374)	(35,594)
Net income (loss) per share ⁽¹⁾	(0.02)	(0.00)	(0.00)

VICTORY OPPORTUNITIES 1 CORP.

Management's Discussion and Analysis
For the fourth quarter ended June 30, 2023

	September 30, 2022 \$	June 30, 2022 \$	From March 15 (date of incorporation) to March 31, 2022 \$
Total assets	106,628	184,327	174,413
Working capital	90,119	145,815	164,414
Net income (loss)	(17,729)	(12,099)	(10,586)
Net income (loss) per share ⁽¹⁾	(0.00)	(0.00)	(0.01)

⁽¹⁾The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants if any.

Additional Disclosure for Venture Issuers without Significant Revenue

The following addresses the specific disclosure requirements for venture issues without significant revenues:

- (a) Capitalized or expensed exploration and development costs – Not applicable
- (b) Expensed research and development costs – Not applicable
- (c) Deferred development costs – Not applicable
- (d) General administrative expenses – the financial information is presented in the Statement of Net and Comprehensive Loss in the financial statements.
- (e) Any material costs, whether capitalized, deferred or expensed, not referred to in (a) through (d) – None.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2023, the Company had accounts payable and accrued liabilities of \$10,000 due within 12 months and had cash of \$334,479 to meet its current obligations. As a result, the Company has minimal liquidity risk.

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. The Company considers capital to be all accounts in equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

The Company's audited financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As at June 30, 2023, the Company had accumulated losses of \$163,467 since its inception and expects to incur further losses in the development of its business. The Company's ability to continue as a going concern is dependent upon raising additional capital to complete the acquisition of an asset or business and the achievement of profitable operations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

VICTORY OPPORTUNITIES 1 CORP.

Management's Discussion and Analysis
For the fourth quarter ended June 30, 2023

During the year ended June 30, 2023, the Company granted 637,000 stock options to the directors of the Company with a fair value of \$48,282. There was no further compensation to key management personnel beyond the grant of options for the current year and prior period.

CRITICAL JUDGMENTS AND ESTIMATES

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting judgments

- i. the evaluation of the Company's ability to continue as a going concern

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. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

i) Financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss); and
- those to be measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

Cash is classified as held at amortized cost.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

VICTORY OPPORTUNITIES 1 CORP.

Management's Discussion and Analysis
For the fourth quarter ended June 30, 2023

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial assets:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.
- **Fair value through OCI (FVOCI):** Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in OCI is not reclassified from equity to profit or loss. Interest income from these debt instruments is included as finance income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss in the period in which it arises.

ii) Financial liabilities

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: where the Company optionally designates financial liabilities at FVTPL the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

At present, the Company classifies all of its financial liabilities as held at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

PROPOSED TRANSACTION

None.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of Class A common shares and an unlimited number of Class B preferred shares without par value. No Class B preferred shares have been issued to date.

As at the date of this MD&A, the Company had 6,388,000 common shares outstanding; 878,440 stock options outstanding. Included in the outstanding common shares and stock options are 3,370,000 common shares and 637,000 stock options held in escrow.

ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

Amendments to IAS 1 and IFRS Practice Statement 2 – Disclosure of Accounting Policies

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures.

These amendments are effective for reporting periods beginning on or after January 1, 2023. These amendments are expected to reduce the disclosure of accounting policies for the Company.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

RISKS AND UNCERTAINTIES

The Company is currently subject to financial and regulatory risks. The financial risk is derived from the uncertainty pertaining to the Company's ability to raise capital to continue operations. Regulatory risks include the possible delays in getting regulatory approval for the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings and the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

The Company does not currently have an operating business. Where an acquisition or participation is warranted, funding in addition to the IPO funding may be required. These additional funds may not be available on terms acceptable to the Company. There is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the TSX.V, at which time the TSX.V may suspend or de-list the Company's shares from trading.

OTHER INFORMATION

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.ca.

VICTORY OPPORTUNITIES 1 CORP.

MD&A to the audited financial statements
For the three months periods and years ended June 30, 2024 and 2023

INTRODUCTION

The following management's discussion and analysis of financial condition and results of operations ("MD&A") for the year ended June 30, 2024 should be read in conjunction with the audited financial statements for the year ended June 30, 2024 and the related notes thereto of Victory Opportunities 1 Corp. (the "Company" or "Victory"). The MD&A is the responsibility of management and has been reviewed and approved by the Board of Directors of the Company.

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. There have been no significant judgments made by management in the application of IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board other than the going concern assumption that have a significant effect on these financial statements.

This MD&A is dated September 6, 2024.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements. All statements, other than statements of historical fact, constitute "forward-looking statements" and include any information that addresses activities, events or developments that the Company believes, expects or anticipates will or may occur in the future including the Company's strategy, plans or future financial or operating performance and other statements that express management's expectations or estimates of future performance. There is no assurance that the Company will be able to identify a suitable business, asset or property as its Qualifying Transaction (as defined in the Policies of the TSX Venture Exchange (the "Exchange")). Furthermore, even if a Qualifying Transaction is identified, there can be no assurance that the Company will be able to complete the transaction.

Forward-looking statements are generally identifiable by the use of the words "may", "will", "should", "continue", "expect", "anticipate", "estimate", "believe", "intend", "plan" or "project" or the negative of these words or other variations on these words or comparable terminology. All such forward-looking information and statements are based on certain assumptions and analyses made by the Company's management in light of their experience and perception of historical trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. These statements, however, are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed, implied by or projected in the forward-looking information or statements. Important factors that could cause actual results to differ from these forward-looking statements include but are discussed in Risks and Uncertainties.

There can be no assurance that any forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, the reader should not place any undue reliance on forward-looking information or statements. Except as required by law, the Company does not intend to revise or update these forward-looking statements after the date of this document or to revise them to reflect the occurrence of future unanticipated events.

VICTORY OPPORTUNITIES 1 CORP.

MD&A to the audited financial statements
For the three months periods and years ended June 30, 2024 and 2023

COMPANY OVERVIEW

VICTORY OPPORTUNITIES 1 CORP. was incorporated under the Business Corporations Act (British Columbia) on March 15, 2022. The Company is classified as a Capital Pool Company as defined in the Exchange Policy 2.4. The principal business of the Company is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholders' approval, if required, and acceptance by regulatory authorities.

The head office, principal address and registered office of the Company are located at Suite 228 – 1122 Mainland Street, Vancouver, B.C. V6B 5L1, Canada.

There is no assurance that the Company will identify a QT.

RESULTS OF OPERATIONS

Three months ended June 30, 2024

The Company recorded a net loss of \$16,918 (\$0.01 per share) for the three months ended June 30, 2024. The Company had paid no dividends and had no long-term liabilities during the three months ended June 30, 2024. The operating expenses of \$32,273 during the three months ended June 30, 2024 were comprised of regulatory and filing fees of \$12,315 professional fees of \$17,366, administrative expenses of \$2,474 and bank charges and other of \$118. The Company also recorded interest income of \$15,355 during the three months ended June 30, 2024.

Year ended June 30, 2024

The Company recorded a net loss of \$47,850 (\$0.02 per share) for the year ended June 30, 2024. The Company had paid no dividends and had no long-term liabilities during the year ended June 30, 2024. The operating expenses of \$63,205 during the year ended June 30, 2024 were comprised of regulatory and filing fees of \$16,048 (2023 - \$33,592), professional fees of \$43,822 (2023 - \$58,448), administrative expenses of \$3,122 (2023 - \$Nil) and bank charges and other of \$213 (2023 - \$460). The Company also recorded interest income of \$15,355 (2023 - \$nil) during the year ended June 30, 2024.

SUMMARY OF SELECTED ANNUAL (AUDITED) AND QUARTERLY RESULTS (UNAUDITED)

The following table sets three-year audited financial summary of the Company.

	Year Ended June 30, 2024	Year Ended June 30, 2023	Year Ended June 30, 2022
	\$	\$	\$
Operating expenses	63,205	140,782	22,685
Loss from operations	47,850	140,782	22,685
Loss per share – basic and diluted	0.02	0.09	0.01
Total assets	306,896	334,479	184,327
Total liabilities	30,267	10,000	38,512

VICTORY OPPORTUNITIES 1 CORP.

MD&A to the audited financial statements
For the three months periods and years ended June 30, 2024 and 2023

The following table sets forth selected financial information from the Company's unaudited quarterly consolidated financial statements for the most recently completed quarters.

	THREE MONTHS ENDED			
	June 30 2024	March 31 2024	December 31 2023	September 30 2023
	\$	\$	\$	\$
Total assets	306,896	302,000	306,723	331,567
Working capital	276,629	293,547	298,045	321,706
Net income (loss)	(16,918)	(4,498)	(23,661)	(2,773)
Net income (loss) per share ⁽¹⁾	(0.01)	(0.00)	(0.01)	(0.00)

	THREE MONTHS ENDED			
	June 30 2023	March 31 2023	December 31 2022	September 30 2022
	\$	\$	\$	\$
Total assets	334,479	346,235	372,833	106,628
Working capital	324,479	332,177	356,324	91,119
Net income (loss)	(62,085)	(25,374)	(35,594)	(17,729)
Net income (loss) per share ⁽¹⁾	(0.06)	(0.00)	(0.00)	(0.00)

⁽¹⁾The basic and fully diluted calculations result in the same value due to the anti-dilutive effect of outstanding stock options and warrants if any.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2024, the Company had accounts payable and accrued liabilities of \$30,267 due within 12 months and had cash of \$306,896 to meet its current obligations. As a result, the Company has minimal liquidity risk.

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and to maintain a flexible capital structure that optimizes the costs of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of shareholders' equity as well as cash. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to compete for investor support of its projects.

The Company's audited financial statements have been prepared assuming the Company will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As at June 30, 2024, the Company had accumulated losses of \$211,317 since its inception and expects to incur further losses in the development of its business. The Company's ability to continue as a going concern is dependent upon raising additional capital to complete the acquisition of an asset or business and the achievement of profitable operations. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

VICTORY OPPORTUNITIES 1 CORP.

MD&A to the audited financial statements
For the three months periods and years ended June 30, 2024 and 2023

CAPITAL EXPENDITURES

The Company incurred \$Nil in capital expenditures during the year ended June 30, 2024.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. During the year ended June 30, 2024, there were no transactions with related parties.

CRITICAL JUDGMENTS AND ESTIMATES

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Significant accounting judgments

- i. the evaluation of the Company's ability to continue as a going concern

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

DISCLOSURE OF OUTSTANDING SHARE DATA

The Company is authorized to issue an unlimited number of Class A common shares and an unlimited number of Class B preferred shares without par value. No Class B preferred shares have been issued to date.

As at the date of this MD&A, the Company had 6,388,000 common shares outstanding; 637,000 stock options outstanding; 241,440 agent options outstanding. Included in the outstanding common shares and stock options are 3,370,000 common shares and 637,000 stock options held in escrow.

RISKS AND UNCERTAINTIES

The Company is currently subject to financial and regulatory risks. The financial risk is derived from the uncertainty pertaining to the Company's ability to raise capital to continue operations. Regulatory risks include the possible delays in getting regulatory approval for the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings and the introduction of ever more complex reporting requirements, the cost of which the Company must meet in order to maintain its exchange listing.

VICTORY OPPORTUNITIES 1 CORP.

MD&A to the audited financial statements
For the three months periods and years ended June 30, 2024 and 2023

The Company does not currently have an operating business. Where an acquisition or participation is warranted, funding in addition to the IPO funding may be required. These additional funds may not be available on terms acceptable to the Company. There is no assurance that the Company will identify a business or asset that warrants acquisition or participation.

SUBSEQUENT EVENT

On July 25, 2024, the Company announced that Michael Yeung, Jeff Stevens, Andrew Ryu and Paul Haber, resigned as directors and officers of Victory Opportunities 1 Corp. and were replaced by Brian Shin (director, chief executive officer, chief financial officer and corporate secretary), Ken Engquist (director) and Charanjit Hayre (director). The change of directors and officers were approved by the requisite number of disinterested shareholders of the company by written consent.

On August 14, 2024, the Company announced that it has executed an arm's-length amalgamation agreement with Excalibur Metals Corp regarding a proposed arm's-length qualifying transaction. The details are as follows:

The qualifying transaction

As set out in the definitive agreement, the Company will acquire all of the issued and outstanding common shares of Excalibur pursuant to a three-cornered amalgamation to be completed under the Business Corporations Act (British Columbia) (BCBCA) by the Company, Excalibur and a wholly-owned subsidiary of the Company incorporated for the purpose of completing the amalgamation. The amalgamation will result in the issuance, to each shareholder of Excalibur, of two common shares of the Company for each one Excalibur share held by such holder immediately prior to the closing of the qualifying transaction. As part of the amalgamation, all convertible securities of Excalibur outstanding immediately prior to the closing are expected to be replaced with or exchanged for equivalent convertible securities of the Company entitling the holders thereof to acquire common shares in lieu of Excalibur shares.

The amalgamation will result in the reverse takeover of the Company by Excalibur shareholders and will constitute the Company's qualifying transaction. Following the completion of the qualifying transaction, the Company, as the issuer resulting therefrom, is expected to carry on the current business of Excalibur under the name Excalibur Metals Corp. or such other name as may be determined by Excalibur and approved by the shareholders of the Company and be acceptable to the applicable regulatory authorities, including the TSX-V. The business of the resulting issuer will be primarily focused on mineral exploration and development of Excalibur's Bellehelen property located 70 kilometres east of Tonopah in central Nevada.

Name change

As set out in the definitive agreement, the Company is expected to, prior to the closing, effect a change of its corporate name to Excalibur Metals Corp. or such other name as determined by Excalibur and is acceptable to the applicable regulatory authorities, including the TSX-V.

Preclosing capitalization of the Company

As of the date hereof, the Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares in the capital of the Company, issuable in series, of which 6,388,000 common shares and no preferred shares are issued and outstanding. In addition, the Company currently has 637,000 stock options and 241,440 broker warrants issued and outstanding. Prior to the closing of the qualifying transaction, it is expected that the Company's stock options will expire.

OTHER INFORMATION

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.com.

SCHEDULE “C”

Financial Statements of Excalibur

[see attached]



EXCALIBUR METALS CORP.

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2023 and 2022

(Expressed in Canadian Dollars)



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

Independent Auditor's Report

To the Shareholders of Excalibur Metals Corp.

Opinion

We have audited the consolidated financial statements of Excalibur Metals Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2023 and 2022, and the consolidated statements of loss and comprehensive loss, cash flows and changes in equity for the years then ended, and notes to the consolidated financial statements, including the material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

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

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

Vancouver

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604.687.4747

Surrey

200 – 1688 152 St.
Surrey, BC V4A 4N2
604.531.1154

Tri-Cities

700 – 2755 Lougheed Hwy
Port Coquitlam, BC V3B 5Y9
604.941.8266

Victoria

320 – 730 View St.
Victoria, BC V8W 3Y7
250.800.4694

Other Information

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

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

A handwritten signature in black ink, appearing to read "DMCL.", is positioned above the firm's name.

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

August 21, 2024

EXCALIBUR METALS CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	AS AT DECEMBER 31, 2023	AS AT DECEMBER 31, 2022
ASSETS		
Current assets		
Cash	\$ 135,939	\$ 231,892
Amounts receivable	1,000	1,000
	<u>136,939</u>	<u>232,892</u>
Exploration and evaluation assets (note 3)	<u>25,000</u>	<u>10,000</u>
	<u>\$ 161,939</u>	<u>\$ 242,892</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (notes 4 and 5)	<u>\$ 32,685</u>	<u>\$ 35,285</u>
Equity		
Share capital (note 6)	258,750	258,750
Deficit	<u>(129,496)</u>	<u>(51,143)</u>
	<u>129,254</u>	<u>207,607</u>
	<u>\$ 161,939</u>	<u>\$ 242,892</u>

Nature of operations and going concern (note 1)

Approved on August 20, 2024 on behalf of the Board of Directors:

"Mark Morabito" Director
Mark Morabito

"Olen Aasen" Director
Olen Aasen

EXCALIBUR METALS CORP.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

	FOR THE YEAR ENDED DECEMBER 31, 2023	FOR THE YEAR ENDED DECEMBER 31, 2022
EXPENSES		
Exploration and evaluation (note 3)	\$ 28,812	\$ 27,192
General and administration (note 5)	53,588	22,824
	(82,400)	(50,016)
OTHER ITEMS		
Interest income	4,281	-
Foreign exchange loss	(234)	-
LOSS AND COMPREHENSIVE LOSS	\$ (78,353)	\$ (50,016)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding – basic and diluted	10,365,000	8,474,370

EXCALIBUR METALS CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

	FOR THE YEAR ENDED DECEMBER 31, 2023	FOR THE YEAR ENDED DECEMBER 31, 2022
OPERATING ACTIVITIES		
Loss	\$ (78,353)	\$ (50,016)
Net change in non-cash working capital items:		
Amounts receivable	-	(1,000)
Accounts payable and accrued liabilities	(2,600)	35,285
Cash used in operating activities	(80,953)	(15,731)
INVESTING ACTIVITIES		
Acquisition of exploration and evaluation assets	(15,000)	(10,000)
Cash used in investing activities	(15,000)	(10,000)
FINANCING ACTIVITIES		
Private placement and subscriptions received	-	167,250
Cash provided by financing activities	-	167,250
Net change in cash	(95,953)	141,519
Cash, beginning	231,892	90,373
Cash, ending	\$ 135,939	\$ 231,892

EXCALIBUR METALS CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	NUMBER OF COMMON SHARES	SHARE CAPITAL	SUBSCRIPTIONS RECEIVABLE	DEFICIT	TOTAL
Balance, December 31, 2021	7,325,000	\$ 106,500	\$ (15,000)	\$ (1,127)	\$ 90,373
Private placement (note 6)	3,040,000	152,250	15,000	-	167,250
Net and comprehensive loss for the year	-	-	-	(50,016)	(50,016)
Balance, December 31, 2022	10,365,000	258,750	-	(51,143)	207,607
Net and comprehensive loss for the year	-	-	-	(78,353)	(78,353)
Balance, December 31, 2023	10,365,000	\$ 258,750	\$ -	\$ (129,496)	\$ 129,254

EXCALIBUR METALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023 and 2022
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Excalibur Metals Corp. (the “Company” or “Excalibur”) is a private company and was incorporated in 2021 under the Business Corporations Act (British Columbia). The Company is a mineral exploration company engaged in the acquisition, exploration, and development of mineral properties. The Company has acquired rights to mineral properties in Nevada and Idaho, USA.

The Company’s registered and records office is #2400 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 3P3.

At December 31, 2023, the Company had not yet determined whether its properties contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production from the exploration and evaluation assets or proceeds from the disposition of the exploration and evaluation asset.

These consolidated financial statements have been prepared with the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and, accordingly will be able to realize its assets and discharge its liabilities in the normal course of operations. At December 31, 2023, the Company had an accumulated deficit of \$129,496 and it expects to incur further losses, and require additional equity financing to continue developing its business and to meet its obligations. While the Company has been successful at raising equity financing in the past, there is no guarantee that it will continue to do so in the future.

The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying consolidated financial statements. These adjustments could be material.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Boards (“IASB”) and interpretations issued by the International Reporting Interpretation Committee (“IFRIC”).

Basis of presentation

The consolidated financial statements of the Company are presented in Canadian dollars unless otherwise indicated, the reporting currency of the Company. These consolidated financial statements have been prepared on a historical cost basis. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION *(continued)*

These consolidated financial statements were authorized for issue by the Board of Directors on August 20, 2024.

Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary Excalibur Metals (USA) Corp. All intercompany transactions and balances have been eliminated on consolidation.

Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets, liabilities, shareholders' equity, and the disclosure of contingent assets and liabilities as at the date of the financial statements, and expenses for the years reported.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- (a) The recoverability of deferred tax assets based on the assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions.
- (b) The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and to meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.
- (c) The classification and allocation of expenses as exploration and evaluation expenditures or operating expenses.

Financial instruments

IFRS 9, *Financial Instruments* ("IFRS 9") provides three different measurement categories for non-derivative financial assets – subsequently measured at amortized cost, fair value through profit or loss ("FVTPL") or fair value through other comprehensive income – while all non-derivative financial liabilities are classified as subsequently measured at amortized cost. The category into which a financial asset is placed and the resultant accounting treatment is largely dependent on the nature of the business of the entity holding the financial asset. All financial instruments are initially recognized at fair value.

Financial assets

The Company initially recognizes financial assets on the trade date, which is the date that the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred. Any interest in such transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION *(continued)*

The Company classifies all of its financial assets as subsequently measured at amortized cost. All financial assets that do not meet the criteria to be recognized as subsequently measured at amortized cost or subsequently measured at fair value through other comprehensive income are classified as FVTPL.

Financial liabilities

The Company measures all of its financial liabilities as subsequently measured at amortized cost. Financial liabilities are recognized initially at fair value, net of transaction costs incurred, and are subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit or 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 recognizes in the statements of loss and comprehensive loss, 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.

Foreign currency translation

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 is the Canadian dollar and the functional currency of Excalibur Metals (USA) Corp. is the United States dollar.

Accordingly, the accounts of Excalibur Metals (USA) Corp. are translated into Canadian dollars as follows:

- all of the assets and liabilities are translated at the rate of exchange in effect on the date of the statement of financial position;
- income and expenses are translated at the exchange rate approximating those in effect on the date of the transactions; and
- exchange gains and losses arising from translation are included in accumulated other comprehensive income.

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION *(continued)*

Transactions occurring in currencies other than the functional currency of the entity in question are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities that are denominated in foreign currencies are translated at the rate of exchange at the date of the statement of financial position while non-monetary assets and liabilities are translated at historical rates. Income 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 loss and comprehensive loss.

Basic and diluted loss per share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. For diluted loss per share computations, assumptions are made regarding potential common shares outstanding during the year. The weighted average number of common shares is increased to include the number of additional common shares that would be outstanding if, at the beginning of the year, or at time of issuance, if later, all options and warrants are exercised. Proceeds from exercise are used to purchase the Company's common shares at their average market price during the year, thereby reducing the weighted average number of common shares outstanding. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, and costs associated with exploration and evaluation activity. Costs related to the exploration and evaluation of exploration and evaluation assets are expensed as incurred. Costs to acquire exploration and evaluation assets are capitalized as incurred.

From time-to-time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As such options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded at the time of the agreement. Option payments are recorded as property costs when the payments are made.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists.

Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities; and
- sufficient data exist to indicate that, although development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

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

2. MATERIAL ACCOUNTING POLICIES AND BASIS OF PRESENTATION *(continued)*

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

Although the Company has taken steps that it considers adequate to verify title to exploration and evaluation assets, which it has an interest in, these procedures do not guarantee the Company's title.

Provision for closure and reclamation

The Company recognizes liabilities for statutory, contractual or other legal obligations related to the retirement of its exploration and evaluation assets and its tangible long-lived assets when such obligations are incurred, if a reasonable estimate of fair value can be made. These obligations are measured initially at fair value and the resulting costs are capitalized to the carrying value of the related asset. In subsequent periods, the liability is adjusted for any changes in the amount or timing and for the discounting of the underlying future cash flows. The capitalized asset retirement cost is amortized to operations over the life of the asset. Management has determined that there was no provision required for closure and reclamations as at December 31, 2023 and 2022.

Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income.

Current taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect of previous periods. Current taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the reporting period end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are presented separately except where there is a right to offset within a fiscal jurisdiction.

EXCALIBUR METALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023 and 2022
(Expressed in Canadian dollars)

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PRESENTATION *(continued)*

Share-based payments

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

Recent accounting pronouncements

There are no recent accounting pronouncements or amendments to existing accounting standards that have been issued and have future effective dates that are either applicable or expected to have a significant impact on the Company's financial statements.

3. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES

Details of exploration and evaluation assets are as follows:

	Bellehelen	Silver Rock	Total
Acquisition costs, December 31, 2021	\$ -	\$ -	\$ -
Acquisition cash payment	10,000	-	10,000
Acquisition costs, December 31, 2022	10,000	-	10,000
Acquisition cash payment	-	15,000	15,000
Acquisition costs, December 31, 2023	\$ 10,000	\$ 15,000	\$ 25,000

The Company incurred the following exploration and evaluation expenditures during the year ended December 31, 2023:

	Bellehelen	Silver Rock	Total
Geologist fees	\$ -	\$ 499	\$ 499
Lease and rental	22,098	6,215	28,313
	\$ 22,098	\$ 6,714	\$ 28,812

The Company incurred the following exploration and evaluation expenditures during the year ended December 31, 2022:

	Bellehelen	Silver Rock	Total
Accommodation	\$ 843	\$ 1,654	\$ 2,497
Airfare	2,035	1,435	3,470
Data and mapping	-	1,492	1,492
Geologist fees	3,865	13,401	17,266
Meals	161	610	771
Other travel	12	254	266
Vehicle	978	452	1,430
	\$ 7,894	\$ 19,298	\$ 27,192

EXCALIBUR METALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023 and 2022
(Expressed in Canadian dollars)

3. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES *(continued)*

Bellehelen Property (Nye County, Nevada, USA)

On December 16, 2022, as amended May 17, 2023, February 7, 2024 and June 28, 2024, the Company entered into an option agreement for the Bellehelen Properties (the “Bellehelen Option Agreement”). Pursuant to the terms of the Bellehelen Option Agreement, the vendor has granted the Company the option to acquire a 100% direct interest in the Bellehelen Properties through the direct acquisition of the Bellehelen Properties by making the following cash and share consideration payments:

Date	Cash Consideration	Dollar Value of Share Consideration
December 16, 2022	\$10,000 (paid)	-
Closing Date	\$40,000	\$25,000
1st Anniversary of the Closing Date	\$50,000	\$50,000
2 nd Anniversary of the Closing Date	\$50,000	\$50,000
3 rd Anniversary of the Closing Date	\$75,000	\$50,000
4 th Anniversary of the Closing Date	\$75,000	\$50,000
TOTAL	\$300,000	\$225,000

The Closing Date will occur on the fifth business day after the shares of the Company begin trading on a Canadian stock exchange recognized as such by the British Columbia Securities Commission or no later than October 31, 2024.

Subsequent to year-end, as part of the amended Bellehelen Option Agreement, the Company has made a payment of US\$15,997 to the vendor to pay for claim maintenance fees required to maintain all of the unpatented mining claims.

The Company also granted the vendor a 2% Net Smelter Royalty (“NSR”) over the Bellehelen Properties. One half of the NSR may be repurchased by the Company for \$1,000,000. The Company has a right of first refusal on the sale of the NSR by the vendor.

Silver Rock Property (Owyhee County, Idaho, USA)

On February 14, 2023, as amended February 6, 2024 and July 4, 2024, the Company entered into an option to purchase agreement with an effective date of February 14, 2023 (the “Effective Date”) for the option to acquire a 90% interest in the Silver Rock by making the following cash and share consideration payments, and incurring the following minimum work commitments:

EXCALIBUR METALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023 and 2022
(Expressed in Canadian dollars)

3. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES *(continued)*

Date	Cash Consideration	Dollar Value of Share Consideration	Minimum Work Commitment
February 14, 2023	\$15,000 (paid)	-	-
On or before July 31, 2024	\$16,506 (paid)	-	-
Closing Date of a Go Public Transaction or no later than October 31, 2024	\$16,506	\$200,000	-
2 nd Anniversary of the Effective Date	-	\$150,000	\$200,000
3 rd Anniversary of the Effective Date	-	\$175,000	
4 th Anniversary of the Effective Date	-	-	\$1,300,000
TOTAL	\$48,013	\$525,000	\$1,500,000

The Company also granted the vendor a 2% Net Smelter Royalty ("NSR") over the Silver Rock Property. The Company will have the right to reduce the NSR to 1.0% by paying the vendor \$1,000,000.

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	DECEMBER 31, 2023	DECEMBER 31, 2022
Trade payables (note 5)	\$ 5,198	\$ 35,285
Accruals	27,487	-
	\$ 32,685	\$ 35,285

5. RELATED PARTY BALANCES AND TRANSACTIONS

Related parties and related party transactions impacting the consolidated financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

There was no remuneration attributed to key management personnel for the years ended December 31, 2023 and 2022.

EXCALIBUR METALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023 and 2022
(Expressed in Canadian dollars)

5. RELATED PARTY BALANCES AND TRANSACTIONS *(continued)*

Other related party transactions

Transactions entered into with related parties, other than key management personnel and not otherwise disclosed, for the years ended December 31, 2023 and 2022 include the following:

	DECEMBER 31, 2023	DECEMBER 31, 2022
King & Bay West Management Corp.	\$ 12,062	\$ 17,379

Amounts paid to King & Bay West Management Corp. are included in professional fees expenses.

King & Bay West Management Corp. ("King & Bay"): King & Bay is an entity that is controlled by the Chief Executive Officer of the Company and employs or retains officers and certain consultants of the Company. King & Bay provides administrative, regulatory, legal, finance, and corporate development services to the Company. These services are provided to the Company on an as-needed basis and are billed based on the cost or value of the services provided to the Company. The amounts shown in the table above represent amounts paid and accrued to King & Bay for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of the Company.

As at December 31, 2023, accounts payable and accrued liabilities include the following amounts due to related parties:

- King & Bay - \$2,487 (December 31, 2022 – \$17,379) with respect to the services described above (note 4). The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

6. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Common share issuances

During August 2022, the Company closed a private placement offering of common shares for gross proceeds of \$152,000 (the "2022 Offering") consisting of 3,040,000 shares issued at \$0.05 per share.

EXCALIBUR METALS CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2023 and 2022
(Expressed in Canadian dollars)

7. INCOME TAXES

The following is a reconciliation of income taxes attributable to operations computed at the statutory tax rates to income tax recovery.

	DECEMBER 31, 2023	DECEMBER 31, 2022
Loss for the year	\$ (78,353)	\$ (50,016)
Income tax recovery at statutory rates	(21,155)	(13,504)
Permanent differences	280	-
Changes in unrecognized deductible temporary differences	20,875	13,504
Total income tax recovery	\$ -	\$ -

The significant deductible temporary differences, unused tax losses and expiry dates are as follows:

	December 31, 2023	Expiry Date Range	December 31, 2022
Non-capital losses available for future period	\$ 80,756	2041 – 2043	\$ 32,252
Exploration and evaluation assets	47,571	No expiry	18,759
	\$ 128,327		\$ 51,011

Tax attributes are subject to review and potential adjustment by tax authorities.

8. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

In the past, the Company has raised funds through the issuance of common shares. However, it is uncertain whether the Company will continue to be successful in raising funds through the issuance of common shares in the future. Management reviews its capital management approach on an ongoing basis and believes this approach, given the relative size of the Company, is reasonable.

There were no changes to the Company's approach to capital management during the year ended December 31, 2023 or 2022.

9. FINANCIAL INSTRUMENTS

The Company's financial instruments are subject to certain risks. The type of risk exposure and the way in which such exposure is managed is as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and amounts receivable. The Company manages its credit risk relating to cash through the use of a major financial institution which has a high credit quality as determined by rating agencies. The maximum exposure to credit risk is the carrying amount of the Company's financial instruments. The Company assessed credit risk as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no source of revenue and has obligations to meet its administrative overheads and to settle amounts payable to its creditors. The Company maintained sufficient cash balances to meet its short-term obligations. The Company assessed liquidity risk as high.

Market risk

Market risks consist of interest rate risk, foreign currency risk and other price risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as the Company's assets and liabilities do not bear any interest.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has minimal financial risk arising from fluctuations in foreign exchange rates as the Company does not own foreign currency denominated financial assets or liabilities.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk.

10. SUBSEQUENT EVENTS

Victory Opportunities 1 Corp. ("Victory") and Excalibur Metals Corp. ("Excalibur", and together with Victory, the "Parties") have entered into an arm's length amalgamation agreement dated August 13, 2024 (the "Definitive Agreement") regarding a proposed arm's length Qualifying Transaction (the "Qualifying Transaction"), as such term is defined in Policy 2.4 - Capital Pool Companies (the "Policy") of the TSX Venture Exchange (the "TSXV") Corporate Finance Manual.

As set out in the Definitive Agreement, Victory will acquire all of the issued and outstanding common shares of Excalibur (the "Excalibur Shares") pursuant to a three-cornered amalgamation to be completed under the Business Corporations Act (British Columbia) (the "BCBCA") by Victory, Excalibur, and a wholly-owned subsidiary of Victory incorporated for the purpose of completing the amalgamation (the "Amalgamation"). The Amalgamation will result in the issuance, to each shareholder of Excalibur (each, a "Excalibur Shareholder"), of two (2) common shares of Victory ("Victory Common Shares") for each one (1) Excalibur Share held by such holder (the "Exchange Ratio") immediately prior to the closing of the Qualifying Transaction (the "Closing"). As part of the Amalgamation, all convertible securities of Excalibur outstanding immediately prior to the Closing are expected to be replaced with or exchanged for equivalent convertible securities of Victory entitling the holders thereof to acquire Victory Common Shares in lieu of Excalibur Shares.

The Amalgamation will result in the reverse takeover of Victory by Excalibur Shareholders, and will constitute Victory's Qualifying Transaction. Following the completion of the Qualifying Transaction, Victory, as the issuer resulting therefrom (the "Resulting Issuer"), is expected to carry on the current business of Excalibur under the name "Excalibur Metals Corp." or such other name as may be determined by Excalibur and approved by the shareholders of Victory and be acceptable to the applicable regulatory authorities, including the TSXV. The business of the Resulting Issuer will be primarily focused on mineral exploration and development of Excalibur's Bellehelen property located 70 km east of Tonopah in Central Nevada.

Upon completion of the Qualifying Transaction, it is anticipated that the Resulting Issuer will be listed as a Tier 2 Mining Issuer on the TSXV (as defined by the policies of the TSXV).

In connection with the Qualifying Transaction, Excalibur expects to undertake an equity private placement (the "Concurrent Financing") of subscription receipts of Excalibur (the "Subscription Receipts") at a price of \$0.50 per Subscription Receipt for aggregate gross proceeds of a minimum of \$2 million.

Each Subscription Receipt will, prior to the closing of the Qualifying Transaction, automatically convert into one unit of Excalibur (a "Unit") consisting of one common share and one-half of one Excalibur common share purchase warrant, for no additional consideration upon the satisfaction of certain escrow release conditions, including the conditional approval of the Exchange for the Qualifying Transaction and satisfaction or waiver of all of the conditions precedent to the Qualifying Transaction as set out in the Definitive Agreement.

The Concurrent Financing is required to be completed by Excalibur in connection with Qualifying Transaction. Upon the closing of the Qualifying Transaction, the Units issued pursuant to the conversion of the Subscription Receipts will be automatically exchanged for two (2) Common Shares and one (1) Common Share purchase warrant (each whole common share purchase warrant, a "Warrant") pursuant to the Exchange Ratio. Each Warrant will entitle the holder to acquire one (1) additional common share of the Resulting Issuer at a price of \$0.35 for a period of two years following the closing of the Qualifying Transaction.

10. SUBSEQUENT EVENTS *(continued)*

The net proceeds of the Concurrent Financing will be used for mineral exploration and development of Excalibur's Bellehelen property located 70 km east of Tonopah in Central Nevada and for general and working capital purposes.

There may be finder/broker fees paid in connection with the Concurrent Financing. There will be no finder fees paid in connection with the Qualifying Transaction.

The completion of the Qualifying Transaction will be subject to a number of terms and conditions to set forth in the Definitive Agreement, including, among other things (i) there being no material adverse change in respect of either of the Parties, (ii) the receipt of all necessary consents, orders and regulatory and shareholder approvals, including the conditional approval of the TSXV, subject only to customary conditions of closing, (iii) the completion of the Name Change or the Concurrent Financing, (iv) completion of a National Instrument 43-101 technical report for the Bellehelen property, and (v) such other customary conditions of closing for a transaction in the nature of the Qualifying Transaction. Accordingly, there can be no assurance that the Qualifying Transaction will be completed on the terms proposed and described herein, or at all.



EXCALIBUR METALS CORP.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

JUNE 30, 2024

(Expressed in Canadian Dollars)

(Unaudited)

EXCALIBUR METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)
(Unaudited)

	AS AT JUNE 30, 2024	AS AT DECEMBER 31, 2023
ASSETS		
Current assets		
Cash	\$ 122,082	\$ 135,939
Amounts receivable	1,000	1,000
	<u>123,082</u>	<u>136,939</u>
Exploration and evaluation assets (note 3)	<u>25,000</u>	<u>25,000</u>
	<u>\$ 148,082</u>	<u>\$ 161,939</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (notes 4 and 5)	<u>\$ 89,766</u>	<u>\$ 32,685</u>
Equity		
Share capital (note 6)	258,750	258,750
Deficit	<u>(200,434)</u>	<u>(129,496)</u>
	<u>58,316</u>	<u>129,254</u>
	<u>\$ 148,082</u>	<u>\$ 161,939</u>

Nature of operations and going concern (note 1)
Subsequent events (note 9)

Approved on October 31, 2024 on behalf of the Board of Directors:

"Mark Morabito" Director
Mark Morabito

"Olen Aasen" Director
Olen Aasen

EXCALIBUR METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)
(Unaudited)

	THREE MONTH PERIODS		SIX MONTH PERIODS	
	ENDED JUNE 30,		ENDED JUNE 30,	
	2024	2023	2024	2023
EXPENSES				
Exploration and evaluation (note 3)	13,555	6,215	16,922	28,788
General and administration (note 5)	36,825	12,031	55,978	15,305
	(50,380)	(18,246)	(72,900)	(44,093)
OTHER ITEMS				
Interest income	1,439	1,345	2,180	1,970
Foreign exchange loss	(218)	(234)	(218)	(234)
LOSS AND COMPREHENSIVE				
LOSS FOR THE PERIOD	(49,159)	(17,135)	(70,938)	(42,357)
Basic and diluted loss per				
common share	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Weighted average number of				
common shares outstanding –				
basic and diluted	10,365,000	10,365,000	10,365,000	10,365,000

EXCALIBUR METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)
(Unaudited)

	SIX MONTH PERIOD ENDED JUNE 30, 2024	SIX MONTH PERIOD ENDED JUNE 30, 2023
OPERATING ACTIVITIES		
Loss	\$ (70,938)	\$ (42,357)
Net change in non-cash working capital items:		
Accounts payable and accrued liabilities	(57,081)	(29,388)
Cash used in operating activities	(13,857)	(71,745)
INVESTING ACTIVITIES		
Acquisition of exploration and evaluation assets	-	(15,000)
Cash used in investing activities	-	(15,000)
Net change in cash	(13,857)	(86,745)
Cash, beginning	135,939	231,892
Cash, ending	\$ 122,082	\$ 145,147

EXCALIBUR METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian dollars)

	NUMBER OF COMMON SHARES	SHARE CAPITAL	DEFICIT	TOTAL
Balance, December 31, 2022	10,365,000	\$ 258,750	\$ (51,143)	\$ 207,607
Net and comprehensive loss for the period	-	-	(19,674)	(19,674)
Balance, June 30, 2023	10,365,000	\$ 258,750	\$ (70,817)	\$ 187,933
Balance, December 31, 2023	10,365,000	\$ 258,750	\$ (129,496)	\$ 129,254
Net and comprehensive loss for the period	-	-	(70,938)	(70,938)
Balance, June 30, 2024	10,365,000	\$ 258,750	\$ (200,434)	\$ 58,316

EXCALIBUR METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2024
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Excalibur Metals Corp. (the “Company” or “Excalibur”) is a private company and was incorporated in 2021 under the Business Corporations Act (British Columbia). The Company is a mineral exploration company engaged in the acquisition, exploration, and development of mineral properties. The Company has acquired rights to mineral properties in Nevada and Idaho, USA.

The Company’s registered and records office is #2400 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 3P3.

At June 30, 2024, the Company had not yet determined whether its properties contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production from the exploration and evaluation assets or proceeds from the disposition of the exploration and evaluation asset.

These condensed consolidated interim financial statements have been prepared with the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and, accordingly will be able to realize its assets and discharge its liabilities in the normal course of operations. At June 30, 2024, the Company had an accumulated deficit of \$200,434 and it expects to incur further losses, and require additional equity financing to continue developing its business and to meet its obligations. While the Company has been successful at raising equity financing in the past, there is no guarantee that it will continue to do so in the future.

The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed consolidated interim financial statements. These adjustments could be material.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting, using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (IASB). These condensed consolidated interim financial statements have been prepared using the same accounting policies and methods of computation as the most recent annual financial statements for the year ending December 31, 2023.

These unaudited condensed consolidated interim financial statements do not include all the note disclosures required by IFRS for annual financial statements, and therefore should be read in conjunction with the annual audited consolidated financial statements for the year ended December 31, 2023. In the opinion of management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flow have been included. Operating results for the six-month period ended June 30, 2024, are not necessarily indicative of the results that may be expected for the current fiscal year.

EXCALIBUR METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2024
(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION *(continued)*

The condensed consolidated interim financial statements of the Company are presented in Canadian dollars unless otherwise indicated, the reporting currency of the Company. These condensed consolidated interim financial statements have been prepared on a historical cost basis. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on October 31, 2024.

3. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES

Details of exploration and evaluation assets are as follows:

	Bellehelen	Silver Rock	Total
Acquisition costs, December 31, 2022	\$ 10,000	\$ -	\$ 10,000
Acquisition cash payment	-	15,000	15,000
Acquisition costs, December 31, 2023 and June 30, 2024	\$ 10,000	\$ 15,000	\$ 25,000

The Company incurred the following exploration and evaluation expenditures during the six month period ended June 30, 2024:

	Miscellaneous Exploration	Bellehelen	Silver Rock	Total
Geologist fees	\$ 7,155	\$ 1,404	\$ 1,963	\$ 10,522
Lease and rental	-	-	6,400	6,400
	\$ 7,155	\$ 1,404	\$ 8,363	\$ 16,922

The Company incurred the following exploration and evaluation expenditures during the six month period ended June 30, 2023:

	Bellehelen	Silver Rock	Total
Geologist fees	\$ -	\$ 475	\$ 475
Lease and rental	-	28,313	28,313
	\$ -	\$ 28,788	\$ 28,788

Included in miscellaneous exploration expenses are fees paid to geologists related to the exploration and evaluation of other mineral interests that were abandoned or not acquired during the period.

Bellehelen Property (Nye County, Nevada, USA)

On December 16, 2022, as amended May 17, 2023, February 7, 2024, June 28, 2024, July 15 and October 31, 2024, the Company entered into an option agreement for the Bellehelen Properties (the "Bellehelen Option Agreement"). Pursuant to the terms of the Bellehelen Option Agreement, the vendor has granted the Company the option to acquire a 100% direct interest in the Bellehelen Properties through the direct acquisition of the Bellehelen Properties by making the following cash and share consideration payments:

EXCALIBUR METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2024
(Expressed in Canadian dollars)

3. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES *(continued)*

Date	Cash Consideration	Dollar Value of Share Consideration
December 16, 2022	\$10,000 (paid)	-
Closing Date	\$40,000	\$25,000
1st Anniversary of the Closing Date	\$50,000	\$50,000
2 nd Anniversary of the Closing Date	\$50,000	\$50,000
3 rd Anniversary of the Closing Date	\$75,000	\$50,000
4 th Anniversary of the Closing Date	\$75,000	\$50,000
TOTAL	\$300,000	\$225,000

The Closing Date will occur on the fifth business day after the shares of the Company begin trading on a Canadian stock exchange recognized as such by the British Columbia Securities Commission or no later than January 31, 2025.

Subsequent to December 31, 2023, as part of the amended Bellehelen Option Agreement, the Company has made a payment of US\$15,997 to the vendor to pay for claim maintenance fees required to maintain all of the unpatented mining claims.

The Company also granted the vendor a 2% Net Smelter Royalty ("NSR") over the Bellehelen Properties. One half of the NSR may be repurchased by the Company for \$1,000,000. The Company has a right of first refusal on the sale of the NSR by the vendor.

Silver Rock Property (Owyhee County, Idaho, USA)

On February 14, 2023, as amended February 6, 2024, the Company entered into an option to purchase agreement with an effective date of February 14, 2023 (the "Effective Date") for the option to acquire a 90% interest in the Silver Rock by making the following cash and share consideration payments, and incurring the following minimum work commitments:

Date	Cash Consideration	Dollar Value of Share Consideration	Minimum Work Commitment
February 14, 2023	\$15,000 (paid)	-	-
On or before July 31, 2024	\$16,506 (paid)	-	-
Closing Date of a Go Public Transaction	\$16,506	\$200,000	-
2 nd Anniversary of the Effective Date	-	\$150,000	\$200,000
3 rd Anniversary of the Effective Date	-	\$175,000	
4 th Anniversary of the Effective Date	-	-	\$1,300,000
TOTAL	\$48,012	\$525,000	\$1,500,000

The Company also granted the vendor a 2% Net Smelter Royalty ("NSR") over the Silver Rock Property. The Company will have the right to reduce the NSR to 1.0% by paying the vendor \$1,000,000.

EXCALIBUR METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2024
(Expressed in Canadian dollars)

4. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	JUNE 30, 2024	DECEMBER 31, 2023
Trade payables (note 5)	\$ 54,766	\$ 5,198
Accrued liabilities	35,000	27,487
	\$ 89,766	\$ 32,685

5. RELATED PARTY BALANCES AND TRANSACTIONS

Related parties and related party transactions impacting the condensed consolidated interim financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

There was no remuneration attributed to key management personnel for the six months periods ended June 30, 2024 and 2023.

Other related party transactions

Transactions entered into with related parties, other than key management personnel and not otherwise disclosed, for the six month periods ended June 30, 2024 and 2023 include the following:

	JUNE 30, 2024	JUNE 30, 2023
King & Bay West Management Corp.	\$ 40,271	\$ 6,791

Amounts paid to King & Bay West Management Corp. are included in general and administration expenses.

King & Bay West Management Corp. ("King & Bay"): King & Bay is an entity that is controlled by the Chief Executive Officer of the Company and employs or retains officers and certain consultants of the Company. King & Bay provides administrative, regulatory, legal, finance, and corporate development services to the Company. These services are provided to the Company on an as-needed basis and are billed based on the cost or value of the services provided to the Company. The amounts shown in the table above represent amounts paid and accrued to King & Bay for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of the Company.

As at June 30, 2024, accounts payable include:

- \$40,057 due to King & Bay (December 31, 2023 – \$2,487) with respect to the services described above (note 4). The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

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6. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Common share issuances

During August 2022, the Company closed a private placement offering of common shares for gross proceeds of \$152,000 (the "2022 Offering") consisting of 3,040,000 shares issued at \$0.05 per share.

7. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

In the past, the Company has raised funds through the issuance of common shares. However, it is uncertain whether the Company will continue to be successful in raising funds through the issuance of common shares in the future. Management reviews its capital management approach on an ongoing basis and believes this approach, given the relative size of the Company, is reasonable.

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

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8. FINANCIAL INSTRUMENTS

The Company's financial instruments are subject to certain risks. The type of risk exposure and the way in which such exposure is managed is as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and amounts receivable. The Company manages its credit risk relating to cash through the use of a major financial institution which has a high credit quality as determined by rating agencies. The maximum exposure to credit risk is the carrying amount of the Company's financial instruments. The Company assessed credit risk as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered. The Company has no source of revenue and has obligations to meet its administrative overheads and to settle amounts payable to its creditors. The Company maintained sufficient cash balances to meet its short-term obligations. The Company assessed liquidity risk as high.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has minimal financial risk arising from fluctuations in foreign exchange rates as the Company does not own foreign currency denominated financial assets or liabilities.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk.

Market risk

Market risks consist of interest rate risk, foreign currency risk and other price risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as the Company's assets and liabilities do not bear any interest.

9. SUBSEQUENT EVENTS

Victory Opportunities 1 Corp. ("Victory") and Excalibur (Excalibur together with Victory, the "Parties") have entered into an arm's length amalgamation agreement dated August 13, 2024 (the "Definitive Agreement") regarding a proposed arm's length Qualifying Transaction (the "Qualifying Transaction"), as such term is defined in Policy 2.4 - Capital Pool Companies (the "Policy") of the TSX Venture Exchange (the "TSXV") Corporate Finance Manual.

As set out in the Definitive Agreement, Victory will acquire all of the issued and outstanding common shares of Excalibur (the "Excalibur Shares") pursuant to a three-cornered amalgamation to be completed under the Business Corporations Act (British Columbia) (the "BCBCA") by Victory, Excalibur, and a wholly-owned subsidiary of Victory incorporated for the purpose of completing the amalgamation (the "Amalgamation"). The Amalgamation will result in the issuance, to each shareholder of Excalibur (each, a "Excalibur Shareholder"), of two (2) common shares of Victory ("Victory Common Shares") for each one (1) Excalibur Share held by such holder (the "Exchange Ratio") immediately prior to the closing of the Qualifying Transaction (the "Closing"). As part of the Amalgamation, all convertible securities of Excalibur outstanding immediately prior to the Closing are expected to be replaced with or exchanged for equivalent convertible securities of Victory entitling the holders thereof to acquire Victory Common Shares in lieu of Excalibur Shares.

The Amalgamation will result in the reverse takeover of Victory by Excalibur Shareholders, and will constitute Victory's Qualifying Transaction. Following the completion of the Qualifying Transaction, Victory, as the issuer resulting therefrom (the "Resulting Issuer"), is expected to carry on the current business of Excalibur under the name "Excalibur Metals Corp." or such other name as may be determined by Excalibur and approved by the shareholders of Victory and be acceptable to the applicable regulatory authorities, including the TSXV. The business of the Resulting Issuer will be primarily focused on mineral exploration and development of Excalibur's Bellehelen property located 70 km east of Tonopah in Central Nevada.

Upon completion of the Qualifying Transaction, it is anticipated that the Resulting Issuer will be listed as a Tier 2 Mining Issuer on the TSXV (as defined by the policies of the TSXV).

In connection with the Qualifying Transaction, Excalibur expects to undertake an equity private placement (the "Concurrent Financing") of subscription receipts of Excalibur (the "Subscription Receipts") at a price of \$0.50 per Subscription Receipt for aggregate gross proceeds of a minimum of \$2 million.

Each Subscription Receipt will, prior to the closing of the Qualifying Transaction, automatically convert into one unit of Excalibur (a "Unit") consisting of one common share and one-half of one Excalibur common share purchase warrant, for no additional consideration upon the satisfaction of certain escrow release conditions, including the conditional approval of the Exchange for the Qualifying Transaction and satisfaction or waiver of all of the conditions precedent to the Qualifying Transaction as set out in the Definitive Agreement.

The Concurrent Financing is required to be completed by Excalibur in connection with Qualifying Transaction. Upon the closing of the Qualifying Transaction, the Units issued pursuant to the conversion of the Subscription Receipts will be automatically exchanged for two (2) Common Shares and one (1) Common Share purchase warrant (each whole common share purchase warrant, a "Warrant") pursuant to the Exchange Ratio. Each Warrant will entitle the holder to acquire one (1) additional common share of the Resulting Issuer at a price of \$0.35 for a period of two years following the closing of the Qualifying Transaction.

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9. SUBSEQUENT EVENTS *(continued)*

The net proceeds of the Concurrent Financing will be used for mineral exploration and development of Excalibur's Bellehelen property located 70 km east of Tonopah in Central Nevada and for general and working capital purposes.

There may be finder/broker fees paid in connection with the Concurrent Financing. There will be no finder fees paid in connection with the Qualifying Transaction.

The completion of the Qualifying Transaction will be subject to a number of terms and conditions to set forth in the Definitive Agreement, including, among other things (i) there being no material adverse change in respect of either of the Parties, (ii) the receipt of all necessary consents, orders and regulatory and shareholder approvals, including the conditional approval of the TSXV, subject only to customary conditions of closing, (iii) the completion of the Name Change or the Concurrent Financing, (iv) completion of a National Instrument 43-101 technical report for the Bellehelen property, and (v) such other customary conditions of closing for a transaction in the nature of the Qualifying Transaction. Accordingly, there can be no assurance that the Qualifying Transaction will be completed on the terms proposed and described herein, or at all.

Qualifying Transaction Details

a) The Qualifying Transaction

As set out in the definitive agreement dated August 13, 2024, and amended on September 30, 2024 dated September 30, 2024, amended, the Company agreed to acquire all of the issued and outstanding common shares of Excalibur pursuant to a three-cornered amalgamation to be completed under the Business Corporations Act (British Columbia) (BCBCA) by the company, Excalibur and a wholly owned subsidiary of the company incorporated for the purpose of completing the amalgamation. The amalgamation will result in the issuance, to each shareholder of Excalibur, of one common share of the company for each one Excalibur share held by such holder immediately prior to the closing of the qualifying transaction. As part of the amalgamation, all convertible securities of Excalibur outstanding immediately prior to the closing are expected to be replaced with or exchanged for equivalent convertible securities of the company entitling the holders thereof to acquire common shares in lieu of Excalibur shares.

The amalgamation will result in the reverse takeover of the company by Excalibur shareholders and will constitute the company's qualifying transaction. Following the completion of the qualifying transaction, the company, as the issuer resulting therefrom, is expected to carry on the current business of Excalibur under the name Excalibur Metals Corp. or such other name as may be determined by Excalibur and approved by the shareholders of the company and be acceptable to the applicable regulatory authorities, including the TSX-V. The business of the resulting issuer will be primarily focused on mineral exploration and development.

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9. SUBSEQUENT EVENTS *(continued)*

b) Pre-closing capitalization of the Company

As of the date hereof, the Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares in the capital of the Company, issuable in series, of which 6,388,000 common shares and no preferred shares are issued and outstanding. In addition, the Company currently has 637,000 stock options and 241,440 broker warrants issued and outstanding. Prior to the closing of the qualifying transaction, it is expected that the Company's stock options will expire.

c) Pre-closing capitalization of Excalibur

As of June 30, 2024, 10,365,000 common shares of Excalibur were issued and outstanding and no other rights to acquire securities of Excalibur exist. On September 30, 2024, Excalibur completed a two for one share split such that it has 20,730,000 common shares issued and outstanding.

d) Concurrent financing

Prior to the Completion of the Transaction, Excalibur intends to complete the Concurrent Private Placement, consisting of Subscription Receipts at a price of \$0.25 per Subscription Receipt, for aggregate gross proceeds of a minimum of \$1,500,000. Proceeds from the Concurrent Private Placement will be held in escrow by the Subscription Receipt Agent, defined herein as the "Escrowed Funds". Pursuant to the terms of the Subscription Receipt Agreement, each Subscription Receipt will entitle the holder thereof to receive, upon satisfaction of the Escrow Release Conditions on or before the Escrow Release Deadline, including all conditions precedent to the Transaction being satisfied, and without payment of additional consideration therefor, one Excalibur Share and one-half of one Financing Warrant, with each whole Financing Warrant exercisable to acquire an Excalibur Share at a price of \$0.35 for a period of two years. Should the Escrow Release Conditions not be satisfied by the Escrow Release Deadline, the Subscription Receipts will be cancelled and all proceeds held in escrow from the sale of Subscription Receipts will be returned to subscribers. Excalibur has agreed that in such event, it will pay each holder of a Subscription Receipt the amount of any shortfall of the Escrowed Funds to ensure that each holder of a Subscription Receipt will be entitled to receive the repayment of the full subscription price paid.

Immediately after the conversion of the Subscription Receipts, the Excalibur Shares therefrom will immediately be exchanged for Resulting Issuer Shares and each Financing Warrant shall remain outstanding in accordance with its existing terms and shall be deemed to be amended such that, in lieu of being exercisable for one Excalibur Share, be exercisable for the same number of Resulting Issuer Shares and shall have an exercise price of \$0.35 per Resulting Issuer Share.

Under the Concurrent Private Placement, Excalibur will, subject to applicable laws, pay broker and finder's cash commission of up to 8% of the total proceeds of the Concurrent Private Placement, and issue Financing Broker Warrants equal to up to 8% of the total number of Subscription Receipts issued in the Concurrent Private Placement.

The proceeds of the Concurrent Private Placement will be used to carry out the Phase I Work Program and portion of the Phase II Work Program on the Bellehelen Property, satisfy the cash payments and minimum expenditures required pursuant to the Property Agreements, and for general working capital purposes.

SCHEDULE “D”

Management’s Discussion and Analysis of Excalibur

[see attached]

Excalibur Metals Corp.
Management's Discussion & Analysis
For the Year Ended December 31, 2023
Date Prepared: August 20, 2024

GENERAL

The following management's discussion and analysis ("MD&A") is intended to supplement and complement the consolidated financial statements and accompanying notes of Excalibur Metals Corp. (the "Company" or "Excalibur") for the year ended December 31, 2023.

All dollar figures presented are expressed in Canadian dollars unless otherwise noted. Financial statements and summary information derived therefrom are prepared in accordance with International Financial Reporting Standards ("IFRS").

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines to ensure transparency and accountability to shareholders. The Board of Directors' audit committee meets with management quarterly to review the consolidated financial statements and the MD&A and to discuss other financial, operating and internal control matters.

FORWARD LOOKING STATEMENTS

Information set forth in this MD&A may involve forward-looking information under applicable securities laws. Forward-looking information is information that relates to future, not past, events. In this context, forward-looking information often addresses expected future business and financial performance, and often contains words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation, statements about anticipated future revenues and expenses, the sufficiency of the Company's working capital, the Company's business objectives and plans, the completion of future financings, and the use of financing proceeds, details of planned exploration activities, the expected results of exploration activities, commodity prices, the timing and amount of future exploration and development expenditures, the availability of labour and materials, receipt of and compliance with necessary regulatory approvals and permits, the estimation of insurance coverage, and assumptions with respect to currency fluctuations, environmental risks, title disputes or claims, and other similar matters, contain forward-looking information. By its nature, forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others, the following risks: the need for additional financing; risks relating to changes in commodity prices; risks related to current global financial conditions; operational risks inherent in the conduct of exploration and development activities, including the risk of accidents, labour disputes and cave-ins; reliance on key personnel; the potential for conflicts of interest among certain officers, directors or promoters with certain other entities; the absence of dividends; competition; dilution; regulatory risks including the risk that permits may not be obtained in a timely fashion or at all; the impact of government regulations in Canada and the United States; the impact of general economic conditions; changing domestic and international industry conditions; the ability of management to implement its operational strategy; the ability to attract qualified management and staff; regulatory risks; financing, capitalization and liquidity risks, including the risk that the financing necessary to fund operations may not be obtained; risks related to disputes concerning property titles and interests; environmental risks; and the additional risks identified in the "Risk Factors" section of this MD&A.

In addition, forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, including that the Company can access financing; the timely receipt of governmental approvals, including the receipt of approval from regulators in jurisdictions where the Company may operate; the timely commencement of operations and the success of such operations; and the ability of the Company to implement its business plan as intended. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking information. Forward-looking information is based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to update forward-looking information if these beliefs, estimates and opinions or other circumstances should

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change, except as required by applicable securities laws. Investors are cautioned against attributing undue certainty to forward-looking information.

DESCRIPTION OF BUSINESS

Excalibur is a privately held Canadian mining exploration company, existing under the *Business Corporations Act* (British Columbia).

RECENT DEVELOPMENTS

Bellehelen Property

The Company's primary focus is to conduct exploration activities on its flagship Bellehelen Property that it has right to under the Bellehelen Option Agreement (see "Commitments"). The Bellehelen Property is located in the Kawich Range area of north central Nye County, Nevada, approximately 69 km east-southeast of Tonopah, Nevada, United States of America (USA). The Bellehelen Property comprises two claim groups, totalling 88 Federal Lode Claims, which cover a total area of 7.51 km² (751 ha).

The Bellehelen Property is a low-sulphidation epithermal silver-gold prospect. Historical production from the 1900's to 1930's is estimated at 311,000 silver-equivalent ounces. Current data indicates the potential for a large, structurally controlled low-sulphidation precious metal system underlying a 3km+ long multi-element soil anomaly.

Exploration work will consist of detailed surface geologic mapping, rehabilitation of the historical underground workings, mapping and re-sampling of the existing extensive underground workings, additional soil geochemical surveys, hand and mechanized trenching, and geophysical surveys followed by drilling of the best targets.

Silver Rock

The Company's secondary focus is to conduct exploration activities on the Silver Rock Property that it has right to under the Silver Rock Option Agreement (see "Commitments"). The Silver Rock Property is an early-stage exploration opportunity in southwest Idaho with excellent discovery potential for a new camp-scale, high-grade epithermal style precious metal mineralization

High-grade silver-gold epithermal-style veins with associated alteration styles mapped at surface and in historic workings. Road accessible land position in a highly prospective under-explored geological belt. There are also significant historic workings and past-producing mines.

Exploration work will be focus on evaluating this under-explored high-grade silver camp for the first time in the modern era. Future work to include detailed geological mapping and prospecting, evaluation of alteration mineralogy using SWIR technology, detailed grid soil sampling, trenching top-priority soil anomalies followed by a drilling program.

Dr. Chris Osterman, P. Geo, a consultant of the Company, is a Qualified Person ("QP") as defined by National Instrument 43-101. Dr. Osterman has reviewed and is responsible for the technical information disclosed in this MD&A as it relates to the Company's mineral properties.

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SELECTED ANNUAL INFORMATION

The following financial data are selected information for the Company for the three most recently completed financial years:

	December 31, 2023	December 31, 2022	December 31, 2021 (unaudited)
Loss for the year	\$ (78,3535)	\$ (50,016)	\$ (1,127)
Loss per share (basic and diluted)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Total assets	\$ 161,939	\$ 242,892	\$ 90,373

The loss for the year ended December 31, 2023 and 2022 significantly increased compared to 2021 due to the increase in operational activities related to the acquisition of mineral properties and exploration and evaluation of mineral properties. For further detail, refer to "Review of Financial Results".

For the year ended December 31, 2023, assets decreased due to the increase in expenditures related to the acquisition of mineral properties exploration and evaluation of mineral properties. Assets increased for the year ended December 31, 2022 as funds were received for private placements during the year.

REVIEW OF FINANCIAL RESULTS

Results of Operations

Expenses

During the year ended December 31, 2023, the Company incurred operating expenses of \$82,400 (2022 – \$50,016) representing an increase of \$32,384. The details of the increased expenses as compared to the prior year are discussed below.

During the year ended December 31, 2023, the Company incurred exploration and evaluation expenses of \$28,812 (2022 - \$27,192) representing an increase of \$1,620. This is due to continuous exploration and evaluation expenditures related to the mineral properties during the year.

During the year ended December 31, 2023, the Company incurred general and administration costs of \$53,588 (2022 – \$22,824), representing an increase of \$30,764 for the year. The increase is due to the increase in operational activity during the year related to the acquisition of mineral properties.

Other items

Interest income for the year ended December 31, 2023 of \$4,281 (2022 - \$Nil) relates to interest income earned on excess cash on hand and is a function of average cash and cash equivalent balances during the period.

Exploration and Evaluation Expenditures

The Company incurred the following exploration and evaluation expenditures on its properties during the year ended December 31, 2023:

	Bellehelen	Silver Rock	Total
Geologist fees	\$ -	\$ 499	\$ 499
Lease and rental	22,098	6,215	28,313
	\$ 22,098	\$ 6,714	\$ 28,812

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SUMMARY OF QUARTERLY RESULTS

	Q4 December 31, 2023 (\$)	Q3 September 30, 2023 (\$)	Q2 June 30, 2023 (\$)	Q1 March 31, 2023 (\$)
Description				
Loss for the period	(51,289)	(7,390)	(17,135)	(2,539)
Loss per share (basic and diluted)	(0.01)	(0.01)	(0.01)	(0.01)
	Q4 December 31, 2022 (\$)	Q3 September 30, 2022 (\$)	Q2 June 30, 2022 (\$)	Q1 March 31, 2022 (\$)
Description				
Loss for the period	(31,912)	(9,997)	(7,714)	(393)
Loss per share (basic and diluted)	(0.01)	(0.01)	(0.01)	(0.01)

Historical quarterly results of operations and loss per share data do not necessarily reflect any recurring expenditure patterns or predictable trends. It is expected that the Company's losses will remain at elevated levels as it undertakes exploration expenditures to advance its mineral properties. Refer to "Results of Operations" and "Outlook" for additional discussion.

FOURTH QUARTER

During the three month period ended December 31, 2023, the Company incurred expenses of \$51,289 (2022 - \$31,912), representing an increase of \$19,377 compared to the same period of the prior year. The increase in total expenses is comprised of increases in general and administrative expenses of \$30,764, mostly related to increases in consulting and audit fees. There also was an increase in exploration and evaluation expenses of \$1,620, due to an increase in activity.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2023, the Company had cash of \$135,939 (December 31, 2022 – \$231,892) and working capital of \$104,254 (December 31, 2022 – \$197,607). The decrease in working capital of \$93,353 is a result of increased operational activity during the period.

As at December 31, 2023, the Company did not believe that its cash and working capital position was sufficient to sustain operations at current levels for the next 12 months. This assessment is based on the Company's review of the \$80,953 of cash used in operating activities during the current period and its forecasted additional exploration expenditures for the next twelve-month period. As a result, the Company needed to raise additional capital within the next 12 months. At present, the Company has no material operating income or cash flows. The Company finances its future requirements through equity issuances or the sale of assets. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms. See "Risk Factors".

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The Company's cash flows for the year ended December 31, 2023 and 2022 are summarized below.

	December 31, 2023	December 31, 2022
Cash used in operating activities	\$ (80,953)	\$ (15,731)
Cash used in investing activities	(15,000)	(10,000)
Cash provided by financing activities	-	167,250
Change in cash during the period	(95,953)	141,519
Cash, beginning of the period	231,892	90,373
Cash, end of the period	\$ 135,939	\$ 231,892

Operating Activities

Cash used in operating activities adjusts loss for the year for non-cash items. Cash used in operating activities also reflects changes in working capital items, such as amounts receivable and accounts payable and accrued liabilities, which fluctuate in a manner that does not necessarily reflect predictable patterns for the overall use of cash, the generation of which depends almost entirely on sources of external financing to fund operations.

Investing Activities

During the year ended December 31, 2023, the Company spent \$15,000 related to acquisition fees related to the acquisition of mineral properties.

During the year ended December 31, 2022, the Company spent \$10,000 related to acquisition fees related to the acquisition of mineral properties.

Financing Activities

There were no financing activities during the year ended December 31, 2023.

During the year ended December 31, 2022, the Company received \$167,250 for common shares issued upon closing of a private placement.

STATEMENT OF FINANCIAL POSITION INFORMATION

	As at December 31, 2023	As at December 31, 2022
Cash	\$ 135,939	\$ 231,892
Amounts receivable	1,000	1,000
Exploration and evaluation assets	25,000	10,000
Total Assets	\$ 161,939	\$ 242,892
Accounts payable and accrued liabilities	\$ 32,685	\$ 35,285
Share capital	258,750	258,750
Deficit	(129,496)	(51,143)
Total Liabilities and Shareholders' Equity	\$ 161,939	\$ 242,892

Assets

Cash decreased by \$95,953 during the year ended December 31, 2023, as described in detail in "Liquidity and Capital Resources".

The balance of amounts receivable remained unchanged from the prior year as at December 31, 2023.

During the year ended December 31, 2023, the Company acquired exploration and evaluation assets of \$15,000, increasing the balance to \$25,000 (December 31, 2022 – \$10,000).

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Liabilities

Accounts payable and accrued liabilities decreased by \$2,600 during the year ended December 31, 2023 due to the timing of payments to and settlement with third parties.

Shareholders' Equity

There were no changes to the share capital balance for the year ended December 31, 2023.

Deficit increased by the loss for the year ended December 31, 2023 in the amount of \$78,353.

SHARE CAPITAL

The Company's authorized capital consists of an unlimited number of common shares without par value.

The Company has securities outstanding as follows:

Security Description	December 31, 2023	Date of report
Common shares	10,365,000	10,365,000
Fully diluted shares	10,365,000	10,365,000

During August 2022, the Company closed a private placement offering of common shares for gross proceeds of \$152,000 (the "2022 Offering") consisting of 3,040,000 shares issued at \$0.05 per share.

RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying consolidated financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

There was no remuneration attributed to key management personnel for the years ended December 31, 2023 and 2022.

Other related party transactions

Transactions entered into with related parties, other than key management personnel and not otherwise disclosed, for the years ended December 31, 2023 and 2022 include the following:

	DECEMBER 31, 2023	DECEMBER 31, 2022
King & Bay West Management Corp.	\$ 12,062	\$ 17,379

Transactions with related parties were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed by the related parties. Amounts paid to King & Bay West Management Corp. are included in professional fees expenses.

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King & Bay West Management Corp. ("King & Bay"): King & Bay is an entity that is controlled by the Chief Executive Officer of the Company and employs or retains officers and certain consultants of the Company. King & Bay provides administrative, regulatory, legal, finance, and corporate development services to the Company. These services are provided to the Company on an as-needed basis and are billed based on the cost or value of the services provided to the Company. The amounts shown in the table above represent amounts paid and accrued to King & Bay for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of the Company.

Related party balances

Accounts payable and accrued liabilities

As at December 31, 2023, accounts payable and accrued liabilities include the following amounts due to related parties:

- King & Bay - \$2,487 (December 31, 2022 – \$17,379) with respect to the services described above.

The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets, liabilities, shareholders' equity, and the disclosure of contingent assets and liabilities as at the date of the financial statements, and expenses for the periods reported.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- (a) The recoverability of receivables that are included in the consolidated statements of financial position.
- (b) The recoverability of deferred tax assets based on the assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions.
- (c) The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and to meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.
- (d) The classification and allocation of expenses as exploration and evaluation expenditures or operating expenses.

ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 2 to the accompanying condensed consolidated interim financial statements for the year ended December 31, 2023.

FINANCIAL INSTRUMENTS

The Company's financial instruments are subject to certain risks.

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Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and amounts receivable. The risk arises from the non-performance by counterparties of contractual financial obligations. To minimize credit risk, the Company places cash with high credit quality financial institutions.

The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

Liquidity risk

The Company's approach to managing liquidity risk is to have sufficient funds to meet liabilities when they become due.

Market risk

Market risks consist of interest rate risk, foreign currency risk and other price risk.

Interest rate risk

As at December 31, 2023, the Company is not exposed to interest rate risk as the Company's assets and liabilities do not bear any interest.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has minimal financial risk arising from fluctuations in foreign exchange rates as the Company does not own foreign currency denominated financial assets or liabilities.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. associated with equity prices.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

COMMITMENTS

The Company has the following commitments:

Bellehelen Property (Nye County, Nevada, USA)

On December 16, 2022, as amended May 17, 2023, February 7, 2024 and June 28, 2024, the Company entered into an option agreement for the Bellehelen Property (the "Bellehelen Option Agreement"). Pursuant to the terms of the Bellehelen Option Agreement, the vendor has granted the Company the option to acquire a 100% direct interest in the Bellehelen Property through the direct acquisition of the Bellehelen Property by making the following cash and share consideration payments:

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Date	Cash Consideration	Dollar Value of Share Consideration
December 16, 2022	\$10,000 (paid)	-
Closing Date	\$40,000	\$25,000
1st Anniversary of the Closing Date	\$50,000	\$50,000
2 nd Anniversary of the Closing Date	\$50,000	\$50,000
3 rd Anniversary of the Closing Date	\$75,000	\$50,000
4 th Anniversary of the Closing Date	\$75,000	\$50,000
TOTAL	\$300,000	\$225,000

The Closing Date will occur on the fifth business day after the shares of the Company begin trading on a Canadian stock exchange recognized as such by the British Columbia Securities Commission or no later than October 31, 2024.

Subsequent to year-end, as part of the amended Bellehelen Option Agreement, the Company has made a payment of US\$15,997 to the vendor to pay for claim maintenance fees required to maintain all of the unpatented mining claims.

The Company also granted the vendor a 2% Net Smelter Royalty ("NSR") over the Bellehelen Property. One half of the NSR may be repurchased by the Company for \$1,000,000. The Company has a right of first refusal on the sale of the NSR by the vendor.

Silver Rock Property (Owyhee County, Idaho, USA)

On February 14, 2023, as amended February 6, 2024 and July 4, 2024, the Company entered into an option agreement (the "Silver Rock Option Agreement") dated February 14, 2023 (the "Effective Date") with Silver Rock Resources, Inc. ("Silver Rock"), a subsidiary of Idaho Silver Corp. for the option to acquire a 90% direct interest in the Silver Rock by making the following cash and share consideration payments, and incurring the following minimum work commitments (all dollar amounts are United States dollars):

Date	Cash Consideration	Dollar Value of Share Consideration	Minimum Work Commitment
February 14, 2023	\$15,000 (paid)	-	-
On or before July 31, 2024	\$16,506 (paid)	-	-
Closing Date of a Go Public Transaction or no later than October 31, 2024	\$16,506	\$200,000	-
2 nd Anniversary of the Effective Date	-	\$150,000	\$200,000
3 rd Anniversary of the Effective Date	-	\$175,000	
4 th Anniversary of the Effective Date	-	-	\$1,300,000
TOTAL	\$48,013	\$525,000	\$1,500,000

The Company also granted the vendor a 2% Net Smelter Royalty ("NSR") over the Silver Rock Property. The Company will have the right to reduce the NSR to 1.0% by paying the vendor US\$1,000,000.

SUBSEQUENT EVENTS

Victory Opportunities 1 Corp. ("Victory") and Excalibur Metals Corp. ("Excalibur", and together with Victory, the "Parties") have entered into an arm's length amalgamation agreement dated August 13, 2024 (the "Definitive Agreement") regarding a proposed arm's length Qualifying Transaction (the "Qualifying Transaction"), as such term is defined in Policy 2.4 - Capital Pool Companies (the "Policy") of the TSX Venture Exchange (the "TSXV") Corporate Finance Manual.

As set out in the Definitive Agreement, Victory will acquire all of the issued and outstanding common shares of Excalibur (the "Excalibur Shares") pursuant to a three-cornered amalgamation to be completed under the Business Corporations Act (British Columbia) (the "BCBCA") by Victory, Excalibur, and a wholly-owned subsidiary of Victory incorporated for the purpose of completing the amalgamation (the "Amalgamation"). The Amalgamation will result in the issuance, to each shareholder of Excalibur (each, a "Excalibur Shareholder"), of two (2) common shares of Victory ("Victory Common Shares") for each one (1) Excalibur Share held by such holder (the "Exchange Ratio") immediately prior to the closing of the Qualifying Transaction (the "Closing"). As part of the Amalgamation, all convertible securities of Excalibur outstanding immediately prior to the Closing are expected to be replaced with or exchanged for equivalent convertible securities of Victory entitling the holders thereof to acquire Victory Common Shares in lieu of Excalibur Shares.

The Amalgamation will result in the reverse takeover of Victory by Excalibur Shareholders, and will constitute Victory's Qualifying Transaction. Following the completion of the Qualifying Transaction, Victory, as the issuer resulting therefrom (the "Resulting Issuer"), is expected to carry on the current business of Excalibur under the name "Excalibur Metals Corp." or such other name as may be determined by Excalibur and approved by the shareholders of Victory and be acceptable to the applicable regulatory authorities, including the TSXV. The business of the Resulting Issuer will be primarily focused on mineral exploration and development of Excalibur's Bellehelen property located 70 km east of Tonopah in Central Nevada.

Upon completion of the Qualifying Transaction, it is anticipated that the Resulting Issuer will be listed as a Tier 2 Mining Issuer on the TSXV (as defined by the policies of the TSXV).

In connection with the Qualifying Transaction, Excalibur expects to undertake an equity private placement (the "Concurrent Financing") of subscription receipts of Excalibur (the "Subscription Receipts") at a price of \$0.50 per Subscription Receipt for aggregate gross proceeds of a minimum of \$2 million.

Each Subscription Receipt will, prior to the closing of the Qualifying Transaction, automatically convert into one unit of Excalibur (a "Unit") consisting of one common share and one-half of one Excalibur common share purchase warrant, for no additional consideration upon the satisfaction of certain escrow release conditions, including the conditional approval of the Exchange for the Qualifying Transaction and satisfaction or waiver of all of the conditions precedent to the Qualifying Transaction as set out in the Definitive Agreement.

The Concurrent Financing is required to be completed by Excalibur in connection with Qualifying Transaction. Upon the closing of the Qualifying Transaction, the Units issued pursuant to the conversion of the Subscription Receipts will be automatically exchanged for two (2) Common Shares and one (1) Common Share purchase warrant (each whole common share purchase warrant, a "Warrant") pursuant to the Exchange Ratio. Each Warrant will entitle the holder to acquire one (1) additional common share of the Resulting Issuer at a price of \$0.35 for a period of two years following the closing of the Qualifying Transaction.

The net proceeds of the Concurrent Financing will be used for mineral exploration and development of Excalibur's Bellehelen property located 70 km east of Tonopah in Central Nevada and for general and working capital purposes.

There may be finder/broker fees paid in connection with the Concurrent Financing. There will be no finder fees paid in connection with the Qualifying Transaction.

The completion of the Qualifying Transaction will be subject to a number of terms and conditions to set forth in the Definitive Agreement, including, among other things (i) there being no material adverse change in respect of either of the Parties, (ii) the receipt of all necessary consents, orders and regulatory and shareholder approvals, including the conditional approval of the TSXV, subject only to customary conditions of closing, (iii) the

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completion of the Name Change or the Concurrent Financing, (iv) completion of a National Instrument 43-101 technical report for the Bellehelen property, and (v) such other customary conditions of closing for a transaction in the nature of the Qualifying Transaction. Accordingly, there can be no assurance that the Qualifying Transaction will be completed on the terms proposed and described herein, or at all.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

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GENERAL

The following management's discussion and analysis ("MD&A") is intended to supplement and complement the consolidated financial statements and accompanying notes of Excalibur Metals Corp. (the "Company" or "Excalibur") for the six month period ended June 30, 2024.

All dollar figures presented are expressed in Canadian dollars unless otherwise noted. Financial statements and summary information derived therefrom are prepared in accordance with International Financial Reporting Standards ("IFRS").

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the consolidated financial statements and MD&A, is complete and reliable. The Company's Board of Directors follows recommended corporate governance guidelines to ensure transparency and accountability to shareholders. The Board of Directors' audit committee meets with management quarterly to review the consolidated financial statements and the MD&A and to discuss other financial, operating and internal control matters.

FORWARD LOOKING STATEMENTS

Information set forth in this MD&A may involve forward-looking information under applicable securities laws. Forward-looking information is information that relates to future, not past, events. In this context, forward-looking information often addresses expected future business and financial performance, and often contains words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions. All statements, other than statements of historical fact, included herein including, without limitation, statements about anticipated future revenues and expenses, the sufficiency of the Company's working capital, the Company's business objectives and plans, the completion of future financings, and the use of financing proceeds, details of planned exploration activities, the expected results of exploration activities, commodity prices, the timing and amount of future exploration and development expenditures, the availability of labour and materials, receipt of and compliance with necessary regulatory approvals and permits, the estimation of insurance coverage, and assumptions with respect to currency fluctuations, environmental risks, title disputes or claims, and other similar matters, contain forward-looking information. By its nature, forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking information. Such factors include, among others, the following risks: the need for additional financing; risks relating to changes in commodity prices; risks related to current global financial conditions; operational risks inherent in the conduct of exploration and development activities, including the risk of accidents, labour disputes and cave-ins; reliance on key personnel; the potential for conflicts of interest among certain officers, directors or promoters with certain other entities; the absence of dividends; competition; dilution; regulatory risks including the risk that permits may not be obtained in a timely fashion or at all; the impact of government regulations in Canada and the United States; the impact of general economic conditions; changing domestic and international industry conditions; the ability of management to implement its operational strategy; the ability to attract qualified management and staff; regulatory risks; financing, capitalization and liquidity risks, including the risk that the financing necessary to fund operations may not be obtained; risks related to disputes concerning property titles and interests; environmental risks; and the additional risks identified in the "Risk Factors" section of the Company's MD&A for the year ended December 31, 2023.

In addition, forward-looking information is based on various assumptions including, without limitation, the expectations and beliefs of management, including that the Company can access financing; the timely receipt of governmental approvals, including the receipt of approval from regulators in jurisdictions where the Company may operate; the timely commencement of operations and the success of such operations; and the ability of the Company to implement its business plan as intended. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking information. Forward-looking information is based on management's beliefs, estimates and opinions on the date that statements are made and the Company undertakes no obligation to

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update forward-looking information if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. Investors are cautioned against attributing undue certainty to forward-looking information.

DESCRIPTION OF BUSINESS

Excalibur is a privately held Canadian mining exploration company, existing under the *Business Corporations Act* (British Columbia).

RECENT DEVELOPMENTS

Amalgamation

Victory Opportunities 1 Corp. ("Victory") and Excalibur Metals Corp. ("Excalibur", and together with Victory, the "Parties") have entered into an arm's length amalgamation agreement dated August 13, 2024 (the "Definitive Agreement") regarding a proposed arm's length Qualifying Transaction (the "Qualifying Transaction"), as such term is defined in Policy 2.4 - Capital Pool Companies (the "Policy") of the TSX Venture Exchange (the "TSXV") Corporate Finance Manual.

As set out in the Definitive Agreement, Victory will acquire all of the issued and outstanding common shares of Excalibur (the "Excalibur Shares") pursuant to a three-cornered amalgamation to be completed under the Business Corporations Act (British Columbia) (the "BCBCA") by Victory, Excalibur, and a wholly-owned subsidiary of Victory incorporated for the purpose of completing the amalgamation (the "Amalgamation"). The Amalgamation will result in the issuance, to each shareholder of Excalibur (each, a "Excalibur Shareholder"), of two (2) common shares of Victory ("Victory Common Shares") for each one (1) Excalibur Share held by such holder (the "Exchange Ratio") immediately prior to the closing of the Qualifying Transaction (the "Closing"). As part of the Amalgamation, all convertible securities of Excalibur outstanding immediately prior to the Closing are expected to be replaced with or exchanged for equivalent convertible securities of Victory entitling the holders thereof to acquire Victory Common Shares in lieu of Excalibur Shares.

The Amalgamation will result in the reverse takeover of Victory by Excalibur Shareholders, and will constitute Victory's Qualifying Transaction. Following the completion of the Qualifying Transaction, Victory, as the issuer resulting therefrom (the "Resulting Issuer"), is expected to carry on the current business of Excalibur under the name "Excalibur Metals Corp." or such other name as may be determined by Excalibur and approved by the shareholders of Victory and be acceptable to the applicable regulatory authorities, including the TSXV. The business of the Resulting Issuer will be primarily focused on mineral exploration and development of Excalibur's Bellehelen property located 70 km east of Tonopah in Central Nevada.

Upon completion of the Qualifying Transaction, it is anticipated that the Resulting Issuer will be listed as a Tier 2 Mining Issuer on the TSXV (as defined by the policies of the TSXV).

In connection with the Qualifying Transaction, Excalibur expects to undertake an equity private placement (the "Concurrent Financing") of subscription receipts of Excalibur (the "Subscription Receipts") at a price of \$0.50 per Subscription Receipt for aggregate gross proceeds of a minimum of \$2 million.

Each Subscription Receipt will, prior to the closing of the Qualifying Transaction, automatically convert into one unit of Excalibur (a "Unit") consisting of one common share and one-half of one Excalibur common share purchase warrant, for no additional consideration upon the satisfaction of certain escrow release conditions, including the conditional approval of the Exchange for the Qualifying Transaction and satisfaction or waiver of all of the conditions precedent to the Qualifying Transaction as set out in the Definitive Agreement.

The Concurrent Financing is required to be completed by Excalibur in connection with Qualifying Transaction. Upon the closing of the Qualifying Transaction, the Units issued pursuant to the conversion of the Subscription Receipts will be automatically exchanged for two (2) Common Shares and one (1) Common Share purchase warrant (each whole common share purchase warrant, a "Warrant") pursuant to the Exchange Ratio. Each

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Warrant will entitle the holder to acquire one (1) additional common share of the Resulting Issuer at a price of \$0.35 for a period of two years following the closing of the Qualifying Transaction.

The net proceeds of the Concurrent Financing will be used for mineral exploration and development of Excalibur's Bellehelen property located 70 km east of Tonopah in Central Nevada and for general and working capital purposes.

There may be finder/broker fees paid in connection with the Concurrent Financing. There will be no finder fees paid in connection with the Qualifying Transaction.

The completion of the Qualifying Transaction will be subject to a number of terms and conditions to set forth in the Definitive Agreement, including, among other things (i) there being no material adverse change in respect of either of the Parties, (ii) the receipt of all necessary consents, orders and regulatory and shareholder approvals, including the conditional approval of the TSXV, subject only to customary conditions of closing, (iii) the completion of the Name Change or the Concurrent Financing, (iv) completion of a National Instrument 43-101 technical report for the Bellehelen property, and (v) such other customary conditions of closing for a transaction in the nature of the Qualifying Transaction. Accordingly, there can be no assurance that the Qualifying Transaction will be completed on the terms proposed and described herein, or at all.

Bellehelen Property

The Company's primary focus is to conduct exploration activities on its flagship Bellehelen Property that it has right to under the Bellehelen Option Agreement (see "Commitments"). The Bellehelen Property is located in the Kawich Range area of north central Nye County, Nevada, approximately 69 km east-southeast of Tonopah, Nevada, United States of America (USA). The Bellehelen Property comprises two claim groups, totalling 88 Federal Lode Claims, which cover a total area of 7.51 km² (751 ha).

The Bellehelen Property is a low-sulphidation epithermal silver-gold prospect. Historical production from the 1900's to 1930's is estimated at 311,000 silver-equivalent ounces. Current data indicates the potential for a large, structurally controlled low-sulphidation precious metal system underlying a 3km+ long multi-element soil anomaly.

Exploration work will consist of detailed surface geologic mapping, rehabilitation of the historical underground workings, mapping and re-sampling of the existing extensive underground workings, additional soil geochemical surveys, hand and mechanized trenching, and geophysical surveys followed by drilling of the best targets.

Silver Rock

The Company's secondary focus is to conduct exploration activities on the Silver Rock Property that it has right to under the Silver Rock Option Agreement (see "Commitments"). The Silver Rock Property is an early-stage exploration opportunity in southwest Idaho with excellent discovery potential for a new camp-scale, high-grade epithermal style precious metal mineralization

High-grade silver-gold epithermal-style veins with associated alteration styles mapped at surface and in historic workings. Road accessible land position in a highly prospective under-explored geological belt. There are also significant historic workings and past-producing mines.

Exploration work will be focus on evaluating this under-explored high-grade silver camp for the first time in the modern era. Future work to include detailed geological mapping and prospecting, evaluation of alteration mineralogy using SWIR technology, detailed grid soil sampling, trenching top-priority soil anomalies followed by a drilling program.

Dr. Chris Osterman, P. Geo, a consultant of the Company, is a Qualified Person ("QP") as defined by National Instrument 43-101. Dr. Osterman has reviewed and is responsible for the technical information disclosed in this MD&A as it relates to the Company's mineral properties.

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SELECTED ANNUAL INFORMATION

The following financial data are selected information for the Company for the six month periods ended June 30, 2024 and 2023:

	June 30, 2024	June 30, 2023
Loss for the period	\$ (70,938)	\$ (19,674)
Loss per share (basic and diluted)	\$ (0.01)	\$ (0.01)
Total assets	\$ 148,082	\$ 171,147

The loss for the six month period ended June 30, 2024 significantly increased compared to 2023 due to the increase in operational activities related to the acquisition of mineral properties and exploration and evaluation of mineral properties. For further detail, refer to "Review of Financial Results".

For the six month period ended June 30, 2024, assets decreased due to the increase in expenditures related to the acquisition of mineral properties exploration and evaluation of mineral properties.

REVIEW OF FINANCIAL RESULTS

Results of Operations

Expenses

During the three and six month periods ended June 30, 2024, the Company incurred operating expenses of \$50,380 (2023 - \$18,246) and \$72,900 (2023 - \$44,093), respectively, representing increases of \$32,134 and \$28,807 respectively. The details of the increased expenses as compared to the prior period are discussed below.

During the three and six month periods ended June 30, 2024, the Company incurred exploration and evaluation expenses of \$13,555 (2023 - \$6,215) and \$16,922 (2023 - \$28,788), respectively, representing an increase of \$7,340 and a decrease of \$11,866, respectively. There was slightly less work done related to the mineral properties as the Company was focused on raising capital during the current period.

During the three and six month periods ended June 30, 2024, the Company incurred general and administration costs of \$36,825 (2023 - \$12,031) and \$55,978 (2023 - \$15,305), respectively, representing increases of \$24,794 and \$40,673 for the period, respectively. The increases are due to incurring office rental fees and increase in consulting fees related to work done towards the Amalgamation transaction.

Other items

Interest income for the three and six month periods ended June 30, 2024 of \$1,439 (2023 - \$1,345) and \$2,180 (2023 - \$1,970), respectively, relates to interest income earned on excess cash on hand and is a function of average cash and cash equivalent balances during the period.

Exploration and Evaluation Expenditures

The Company incurred the following exploration and evaluation expenditures on its properties during the six month period ended June 30, 2024:

	Miscellaneous Exploration	Bellehelen	Silver Rock	Total
Geologist fees	\$ 7,155	\$ 1,404	\$ 1,963	\$ 10,522
Lease and rental	-	-	6,400	6,400
	\$ 7,155	\$ 1,404	\$ 8,363	\$ 16,922

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Included in Miscellaneous Exploration expenses are fees paid to geologists related to the exploration and evaluation of other mineral interests that were abandoned or not acquired during the period.

SUMMARY OF QUARTERLY RESULTS

Description	Q2 June 30, 2024 (\$)	Q1 March 31, 2024 (\$)	Q4 December 31, 2023 (\$)	Q3 September 30, 2023 (\$)
Loss for the period	(49,159)	(21,779)	(51,289)	(7,390)
Loss per share (basic and diluted)	(0.01)	(0.01)	(0.01)	(0.01)
Description	Q2 June 30, 2023 (\$)	Q1 March 31, 2023 (\$)	Q4 December 31, 2022 (\$)	Q3 September 30, 2022 (\$)
Loss for the period	(17,135)	(2,539)	(31,912)	(9,997)
Loss per share (basic and diluted)	(0.01)	(0.01)	(0.01)	(0.01)

Historical quarterly results of operations and loss per share data do not necessarily reflect any recurring expenditure patterns or predictable trends. It is expected that the Company's losses will remain at elevated levels as it undertakes exploration expenditures to advance its mineral properties. Refer to "Results of Operations" and "Outlook" for additional discussion.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2024, the Company had cash of \$122,082 (December 31, 2023 – \$135,939) and working capital of \$33,316 (December 31, 2023 – \$104,254). The decrease in working capital of \$70,938 is a result of increased operational activity during the period.

As at June 30, 2024, the Company did not believe that its cash and working capital position was sufficient to sustain operations at current levels for the next 12 months. This assessment is based on the Company's review of the \$13,857 of cash used in operating activities during the current period and its forecasted additional exploration expenditures for the next twelve-month period. As a result, the Company needed to raise additional capital within the next 12 months. At present, the Company has no material operating income or cash flows. The Company finances its future requirements through equity issuances or the sale of assets. There is no assurance that the Company will be able to obtain such financings or obtain them on favorable terms.

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The Company's cash flows for the six month period ended June 30, 2024 and 2023 are summarized below.

	June 30, 2024	June 30, 2023
Cash used in operating activities	\$ (13,857)	\$ (71,745)
Cash used in investing activities	-	(15,000)
Change in cash during the period	(13,857)	(86,745)
Cash, beginning of the period	135,939	231,982
Cash, end of the period	\$ 122,082	\$ 145,147

Operating Activities

Cash used in operating activities adjusts loss for the year for non-cash items. Cash used in operating activities also reflects changes in working capital items, such as amounts receivable and accounts payable and accrued liabilities, which fluctuate in a manner that does not necessarily reflect predictable patterns for the overall use of cash, the generation of which depends almost entirely on sources of external financing to fund operations.

Investing Activities

There were no investing activities during the six month period ended June 30, 2024

During the six month period ended June 30, 2023, the Company spent \$15,000 related to acquisition fees related to the acquisition of mineral properties.

Financing Activities

There were no financing activities during the six month periods ended June 30, 2024 and 2023.

STATEMENT OF FINANCIAL POSITION INFORMATION

	As at June 30, 2024	As at December 31, 2023
Cash	\$ 122,082	\$ 135,939
Amounts receivable	1,000	1,000
Exploration and evaluation assets	25,000	10,000
Total Assets	\$ 148,082	\$ 161,939
Accounts payable and accrued liabilities	\$ 89,766	\$ 32,685
Share capital	258,750	258,750
Deficit	(200,434)	(129,496)
Total Liabilities and Shareholders' Equity	\$ 148,082	\$ 161,939

Assets

Cash decreased by \$13,857 during the six month period ended June 30, 2024, as described in detail in "Liquidity and Capital Resources".

The balance of amounts receivable remained unchanged from the prior year as at June 30, 2024.

The balance of exploration and evaluation assets remained unchanged from the prior year as at June 30, 2024.

Liabilities

Accounts payable and accrued liabilities increased by \$57,081 during the six month period ended June 30, 2024 due to the timing of payments to and settlement with third parties.

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Shareholders' Equity

There were no changes to the share capital balance for the six month period ended June 30, 2024.

Deficit increased by the loss for the six month period ended June 30, 2024 in the amount of \$70,938.

SHARE CAPITAL

The Company's authorized capital consists of an unlimited number of common shares without par value.

The Company has securities outstanding as follows:

Security Description	June 30, 2024	Date of report
Common shares	10,365,000	20,730,000
Fully diluted shares	10,365,000	20,730,000

During August 2022, the Company closed a private placement offering of common shares for gross proceeds of \$152,000 (the "2022 Offering") consisting of 3,040,000 shares issued at \$0.05 per share.

On September 30, 2024, the Company completed a share-split where two common shares were issued for each common share.

RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying consolidated financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

There was no remuneration attributed to key management personnel for the six month periods ended June 30, 2024 and 2023.

Other related party transactions

Transactions entered into with related parties, other than key management personnel and not otherwise disclosed, for the six month periods ended June 30, 2024 and 2023 include the following:

	JUNE 30, 2024	JUNE 30, 2023
King & Bay West Management Corp.	\$ 40,271	\$ 6,791

Transactions with related parties were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed by the related parties.

Amounts paid to King & Bay West Management Corp. are included in professional fees expenses.

King & Bay West Management Corp. ("King & Bay"): King & Bay is an entity that is controlled by the Chief Executive Officer of the Company and employs or retains officers and certain consultants of the Company. King

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& Bay provides administrative, regulatory, legal, finance, and corporate development services to the Company. These services are provided to the Company on an as-needed basis and are billed based on the cost or value of the services provided to the Company. The amounts shown in the table above represent amounts paid and accrued to King & Bay for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of the Company.

Related party balances

Accounts payable and accrued liabilities

As at June 30, 2024, accounts payable and accrued liabilities include the following amounts due to related parties:

- \$40,057 due to King & Bay (December 31, 2023 – \$2,487) with respect to the services described above (note 4). The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

The amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets, liabilities, shareholders' equity, and the disclosure of contingent assets and liabilities as at the date of the financial statements, and expenses for the periods reported.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- (a) The recoverability of receivables that are included in the consolidated statements of financial position.
- (b) The recoverability of deferred tax assets based on the assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions.
- (c) The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and to meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.
- (d) The classification and allocation of expenses as exploration and evaluation expenditures or operating expenses.

ACCOUNTING POLICIES

The accounting policies followed by the Company are set out in Note 2 to the accompanying condensed consolidated interim financial statements for the six month period ended June 30, 2024.

FINANCIAL INSTRUMENTS

The Company's financial instruments are subject to certain risks.

Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and amounts receivable. The risk arises from the non-performance by counterparties of contractual

Excalibur Metals Corp.
Management's Discussion & Analysis
For the Period Ended June 30, 2024
Date Prepared: October 31, 2024

financial obligations. To minimize credit risk, the Company places cash with high credit quality financial institutions.

The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

Liquidity risk

The Company's approach to managing liquidity risk is to have sufficient funds to meet liabilities when they become due.

Market risk

Market risks consist of interest rate risk, foreign currency risk and other price risk.

Interest rate risk

As at June 30, 2024, the Company is not exposed to interest rate risk as the Company's assets and liabilities do not bear any interest.

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has minimal financial risk arising from fluctuations in foreign exchange rates as the Company does not own foreign currency denominated financial assets or liabilities.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. associated with equity prices.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

COMMITMENTS

The Company has the following commitments:

Bellehelen Property (Nye County, Nevada, USA)

On December 16, 2022, as amended May 17, 2023, February 7, 2024, June 28, 2024, July 15, 2024 and October 31, 2024, the Company entered into an option agreement for the Bellehelen Property (the "Bellehelen Option Agreement"). Pursuant to the terms of the Bellehelen Option Agreement, the vendor has granted the Company the option to acquire a 100% direct interest in the Bellehelen Property through the direct acquisition of the Bellehelen Property by making the following cash and share consideration payments:

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Date	Cash Consideration	Dollar Value of Share Consideration
December 16, 2022	\$10,000 (paid)	-
Closing Date	\$40,000	\$25,000
1st Anniversary of the Closing Date	\$50,000	\$50,000
2 nd Anniversary of the Closing Date	\$50,000	\$50,000
3 rd Anniversary of the Closing Date	\$75,000	\$50,000
4 th Anniversary of the Closing Date	\$75,000	\$50,000
TOTAL	\$300,000	\$225,000

The Closing Date will occur on the fifth business day after the shares of the Company begin trading on a Canadian stock exchange recognized as such by the British Columbia Securities Commission or no later than January 31, 2025.

Subsequent to the six month period ended June 30, 2024, as part of the amended Bellehelen Option Agreement, the Company has made a payment of US\$15,997 to the vendor to pay for claim maintenance fees required to maintain all of the unpatented mining claims.

The Company also granted the vendor a 2% Net Smelter Royalty ("NSR") over the Bellehelen Property. One half of the NSR may be repurchased by the Company for \$1,000,000. The Company has a right of first refusal on the sale of the NSR by the vendor.

Silver Rock Property (Owyhee County, Idaho, USA)

On February 14, 2023, as amended February 6, 2024 and July 4, 2024, the Company entered into an option agreement (the "Silver Rock Option Agreement") dated February 14, 2023 (the "Effective Date") with Silver Rock Resources, Inc. ("Silver Rock"), a subsidiary of Idaho Silver Corp. for the option to acquire a 90% direct interest in the Silver Rock by making the following cash and share consideration payments, and incurring the following minimum work commitments (all dollar amounts are United States dollars):

Date	Cash Consideration	Dollar Value of Share Consideration	Minimum Work Commitment
February 14, 2023	\$15,000 (paid)	-	-
On or before July 31, 2024	\$16,506 (paid)	-	-
Closing Date of a Go Public Transaction or no later than October 31, 2024	\$16,507	\$200,000	-
2 nd Anniversary of the Effective Date	-	\$150,000	\$200,000
3 rd Anniversary of the Effective Date	-	\$175,000	
4 th Anniversary of the Effective Date	-	-	\$1,300,000
TOTAL	\$48,013	\$525,000	\$1,500,000

The Company also granted the vendor a 2% Net Smelter Royalty ("NSR") over the Silver Rock Property. The Company will have the right to reduce the NSR to 1.0% by paying the vendor US\$1,000,000.

SUBSEQUENT EVENTS

Victory and Excalibur have entered into the Definitive Agreement regarding a proposed arm's length Qualifying Transaction, as such term is defined in Policy 2.4 - Capital Pool Companies of the TSX Venture Exchange Finance Manual. See "Recent Developments" for additional details.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

SCHEDULE “E”

Pro Forma Consolidated Financial Statement of the Resulting Issuer

[see attached]

EXCALIBUR METALS CORP.
(Resulting Issuer)

Pro-Forma Consolidated Financial Statements

For the period ended June 30, 2024

(Expressed in Canadian dollars)

(Unaudited)

EXCALIBUR METALS CORP.

(Resulting Issuer)

Pro-forma Consolidated Statement of Financial Position

(Expressed in Canadian dollars)

	Victory Opportunities 1 Corp. (audited)	Excalibur Metals Corp. (unaudited)	Pro-Forma Adjustments	Notes	Total
Current Assets	\$	\$	\$		\$
Cash	306,896	122,082			1,748,978
			1,500,000	3a)	
			(120,000)	3a)	
			(60,000)	3c)	
Accounts receivable	-	1,000	-		1,000
Total Current Assets	306,896	123,082	1,320,000		1,749,978
Exploration and evaluation assets	-	25,000	225,000	2e) & 3b)	250,000
Total Assets	306,896	148,082	1,545,000		1,999,978
Current Liabilities					
Accounts payable and accrued liabilities	30,267	89,766	-		120,033
Total Liabilities	30,267	89,766	-		120,033
Shareholders' Equity					
Share capital	421,364	258,750			3,433,750
			(421,364)	2f) & 3d)	
			1,500,000	3a)	
			(147,000)	3a)	
			225,000	3b)	
			1,597,000	2f) & 3d)	
Reserves	66,582				75,000
			(66,582)	3d),3e)	
			48,000	2f) & 3d)	
			27,000	3a)	
Deficit	(211,317)	(200,434)			(1,628,805)
			211,317	2f) & 3d)	
			(1,368,371)	2f) & 3d)	
			(60,000)	3c)	
Total Shareholders' Equity	276,629	58,316	1,545,000		1,879,945
Total Liabilities & Shareholders' Equity	306,896	148,082	1,545,000		1,999,978

EXCALIBUR METALS CORP.

(Resulting Issuer)

Notes to the Pro-forma Consolidated Financial Statements

For the period ended June 30, 2024

(Expressed in Canadian dollars)

1. BASIS OF PRESENTATION

The unaudited pro-forma consolidated statement of financial position of Victory Opportunities 1 Corp. ("Victory" or the "Company") as at June 30, 2024 has been prepared by management after giving effect to the proposed Transaction (as defined below) among the Company, 1496606 B.C. Ltd. ("NewCo"), and Excalibur Metals Corp. ("Excalibur") (Note 3).

These pro forma consolidated financial statements have been compiled by combining the audited consolidated statement of financial position of the Company as at June 30, 2024 with the unaudited condensed interim consolidated statement of financial position of Excalibur as at June 30, 2024.

Intercompany transactions have been eliminated.

For accounting purposes, Excalibur is considered the acquirer and the Company the acquiree; therefore, these pro forma consolidated financial statements represent a continuation of the financial statements of Excalibur.

It is management's opinion that these pro forma consolidated financial statements include all adjustments necessary for the fair presentation of the Transaction and are in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board applied on a basis consistent with Excalibur's accounting policies.

These unaudited pro forma consolidated financial statements are not intended to reflect the results of operations or the financial position of the Resulting Issuer which would have actually resulted had the Transaction been affected on the dates indicated. Furthermore, the unaudited pro forma consolidated financial information is not necessarily indicative of the results of operations that may be obtained in the future. Actual amounts recorded upon consummation of the Transaction will differ from those recorded in the unaudited pro forma consolidated financial statements and the differences may be material.

EXCALIBUR METALS CORP.

(Resulting Issuer)

Notes to the Pro-forma Consolidated Financial Statements

For the period ended June 30, 2024

(Expressed in Canadian dollars)

2. PROPOSED TRANSACTION

a) The qualifying transaction

As set out in the definitive agreement dated August 13, 2024, and amended on September 30, 2024, the Company agreed to acquire all of the issued and outstanding common shares of Excalibur pursuant to a three-cornered amalgamation to be completed under the Business Corporations Act (British Columbia) (BCBCA) by the Company, Excalibur and a wholly owned subsidiary of the Company incorporated for the purpose of completing the amalgamation. The amalgamation will result in the issuance, to each shareholder of Excalibur, of one common share of the Company for each one Excalibur share held by such holder immediately prior to the closing of the qualifying transaction. As part of the amalgamation, all convertible securities of Excalibur outstanding immediately prior to the closing are expected to be replaced with or exchanged for equivalent convertible securities of the Company entitling the holders thereof to acquire common shares in lieu of Excalibur shares.

The amalgamation will result in the reverse takeover of the Company by Excalibur shareholders and will constitute the Company's qualifying transaction. Following the completion of the qualifying transaction, the Company, as the resulting issuer therefrom, is expected to carry on the current business of Excalibur under the name Excalibur Metals Corp. or such other name as may be determined by Excalibur and approved by the shareholders of the Company and be acceptable to the applicable regulatory authorities, including the TSX-V (the "Exchange"). The business of the resulting issuer will be primarily focused on mineral exploration and development.

b) Pre-closing capitalization of the Company

As of the date hereof, the Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of preferred shares in the capital of the Company, issuable in series, of which 6,388,000 common shares and no preferred shares are issued and outstanding. In addition, the Company currently has 241,440 broker warrants issued and outstanding.

c) Pre-closing capitalization of Excalibur

As of June 30, 2024, 10,365,000 common shares of Excalibur were issued and outstanding and no other rights to acquire securities of Excalibur exist. On September 30, 2024, Excalibur completed a two for one share split such that it has 20,730,000 common shares issued and outstanding.

d) Concurrent financing

In connection with the qualifying transaction, Excalibur expects to undertake an equity private placement of subscription receipts of Excalibur for aggregate gross proceeds of a minimum of \$1,500,000.

Each subscription receipt will, prior to the closing of the qualifying transaction, automatically convert into one unit of Excalibur, consisting of one common share and one-half of one Excalibur common share purchase warrant, for no additional consideration upon the satisfaction of certain escrow release conditions, including the conditional approval of the Exchange for the qualifying transaction and satisfaction or waiver of all of the conditions precedent to the qualifying transaction as set out in the definitive agreement.

EXCALIBUR METALS CORP.

(Resulting Issuer)

Notes to the Pro-forma Consolidated Financial Statements

For the period ended June 30, 2024

(Expressed in Canadian dollars)

2. PROPOSED TRANSACTION (Continued)

e) Exploration and evaluation assets

On December 16, 2022, as amended on May 17, 2023, and February 7, 2024, Excalibur entered into an option agreement for the Bellehelen Properties (the "Bellehelen Option Agreement"). Pursuant to the terms of the Bellehelen Option Agreement, the vendor granted Excalibur the option to acquire a 100% direct interest in the Bellehelen Properties. Upon the closing of a go-public transaction, Excalibur agreed to issue \$25,000 worth of share consideration. Using the concurrent financing price, 100,000 shares of the resulting issuers will be issued.

On February 14, 2023, as amended on February 6, 2024, Excalibur entered into an option to purchase agreement with an effective date of February 14, 2023 for the option to acquire a 90% interest in the Silver Rock property. Upon the closing of a go-public transaction, Excalibur agreed to issue \$200,000 worth of share consideration. Using the concurrent financing price, 800,000 shares of the resulting issuers will be issued.

f) Reverse takeover

The transaction will constitute a reverse takeover. Although Excalibur will be regarded as the legal subsidiary but accounting parent and the continuing company, Excalibur will be the acquirer for accounting purposes. Consequently, Excalibur will be deemed to be a continuation of the reporting entity, and control of the assets and operations of the Company will be deemed to have been acquired in consideration for the issuance of the Resulting Issuer's shares to the former shareholders of the Company. At the time of the transaction, the Company will not constitute a business as defined under IFRS 3 Business Combination; therefore, the transaction will be accounted for under IFRS 2 Share-Based Payment, where the difference between the consideration given to acquire the Company and the net liabilities of the Company assumed is recorded as listing expense.

The allocation of net assets acquired pursuant to the acquisition is as follows:

Total Purchase Consideration:

	\$
Fair value of 6,388,000 Victory shares ⁽¹⁾	1,597,000
Fair value of 241,440 agent options ⁽²⁾⁽³⁾	48,000
Total	1,645,000

Allocation of Purchase Consideration:

	\$
Cash	306,896
Accounts payable and accrued liabilities	(30,267)
Net assets acquired	276,629
Listing expense	1,368,371
Total	1,645,000

EXCALIBUR METALS CORP.

(Resulting Issuer)

Notes to the Pro-forma Consolidated Financial Statements

For the period ended June 30, 2024

(Expressed in Canadian dollars)

2. PROPOSED TRANSACTION (Continued)

f) Reverse takeover (continued)

- (1) The fair value of the 6,388,000 common shares was determined to be \$1,597,000, calculated using \$0.25 per common share, based on the concurrent private placement price.
- (2) The fair value of 241,440 agent options of \$48,000 was valued using the Black-Scholes option pricing model using 100% volatility; 3.07% risk-free interest rate; \$0.25 share price; \$0.10 exercise price; 3.11 years expected life and a 0% expected dividend rate.
- (3) 637,000 Victory options to acquire an aggregate of 637,000 Victory shares at an exercise price of \$0.10 per share, granted to the former directors and officers of Victory, were terminated on October 25, 2024.

For the purposes of preparing the unaudited consolidated pro forma statement of financial position, the net assets assumed are measured at estimated fair values at June 30, 2024. A final determination of fair values and consideration given will be based on the actual assets and liabilities that exist at the closing date and on actual share prices in effect at that time. Accordingly, the estimated fair values of assets and liabilities reflected in the table above are preliminary and subject to change pending additional information and facts that may become known at the closing date.

3. PRO-FORMA ASSUMPTIONS AND ADJUSTMENTS

These pro-forma consolidated financial statements include the effects of the following pro-forma assumptions:

- a) Excalibur will complete a concurrent financing by issuing 6,000,000 shares at \$0.25 per share for gross proceeds of \$1,500,000. Excalibur will pay a commission of 8% in cash totalling \$120,000 and issue 480,000 broker warrants for the financing, fair valued at \$27,000 using the Black-Scholes Option Pricing Model (Note 2d).
- b) The deemed share prices for acquisition costs of Bellehelen Property and Silver Rock Property are both \$0.25 per share, valued at \$25,000 and \$200,000, respectively (Note 2e)
- c) The remaining transaction costs are \$60,000 comprised of legal fees, audit and accounting fees, transfer agent fees, stock exchange fees and other filing fees.
- d) As a result of the transaction, the pro-forma consolidated statement of financial position has been adjusted for the elimination of the Company's share capital, share-based payment reserves and deficit.

EXCALIBUR METALS CORP.

(Resulting Issuer)

Notes to the Pro-forma Consolidated Financial Statements

For the period ended June 30, 2024

(Expressed in Canadian dollars)

4. PRO-FORMA SHARE CAPITAL

The unaudited pro-forma consolidated financial statements reflect the following assumptions and adjustments:

	Notes	Shares	Amount	Reserves
			\$	\$
Equity of Victory, June 30 2024 (audited)	2b)	6,388,000	421,364	66,582
Elimination of Victory shares and agents options upon RTO	3d)	(6,388,000)	(421,364)	(66,582)
Fair value of Victory shares and agents options held by Victory stakeholders upon RTO	2f)	6,388,000	1,597,000	48,000
Resulting issuer shares for concurrent financing	3a)	6,000,000	1,500,000	-
Cash commission and broker warrants for concurrent financing	3a)	-	(147,000)	27,000
Victory shares issued to Excalibur for RTO	2c)	20,730,000	258,750	-
Shares issued for exploration and evaluation assets	2e) & 3b)	900,000	225,000	-
Balance, June 30 2024 (unaudited - pro-forma consolidated)		34,018,000	3,433,750	75,000

5. INCOME TAX

The pro-forma effective income tax rate applicable to the consolidated operations subsequent to the completion of the Transaction is 27%.