



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

Unaudited - prepared by management

September 30, 2024

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited interim condensed consolidated financial statements of Independence Gold Corp. (the "Company") have been prepared by and are the responsibility of the Company's management.

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

INDEPENDENCE GOLD CORP.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION (Unaudited)

(Expressed in Canadian Dollars)

	<u>September 30</u> <u>2024</u>	<u>December 31</u> <u>2023</u>
ASSETS		
Current		
Cash and cash equivalents	\$ 989,625	\$ 3,588,913
Receivables (Note 8)	131,595	76,009
Prepaid	5,370	23,029
Investments (Note 3)	15,095	21,980
	<u>1,141,685</u>	<u>3,709,931</u>
Long term deposit	39,278	39,278
Land use deposits (Note 4)	115,468	115,468
Property and equipment (Note 5)	264,908	343,526
Mineral properties (Note 7)	<u>4,242,348</u>	<u>4,261,428</u>
	<u>\$ 5,803,687</u>	<u>\$ 8,469,631</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 8)	\$ 220,157	\$ 385,516
Deferred flow-through premium	5,309	60,000
Current portion of lease liabilities (Note 6)	<u>115,665</u>	<u>110,634</u>
	341,131	556,150
Non-current portion of lease liabilities (Note 6)	<u>220,187</u>	<u>310,142</u>
	<u>561,318</u>	<u>866,292</u>
Shareholders' equity		
Share capital (Note 9)	47,317,775	46,353,275
Reserves	1,897,730	1,618,778
Deficit	<u>(43,973,136)</u>	<u>(40,368,714)</u>
	<u>5,242,369</u>	<u>7,603,339</u>
	<u>\$ 5,803,687</u>	<u>\$ 8,469,631</u>

Nature and continuance of operations (Note 1)**Subsequent Events** (Note 10)

Approved and authorized by the Board on November 27, 2024.

"Randy Turner"

Randy C. Turner, Director

"Darcy Marud"

Darcy Marud, Director

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

INDEPENDENCE GOLD CORP.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited)

(Expressed in Canadian Dollars)

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Expenses				
Exploration expenditures (Note 7)	\$ 676,747	\$ 300,349	\$ 2,564,364	\$ 1,831,951
Depreciation	26,207	24,694	76,855	74,082
Insurance	5,886	6,023	17,659	18,070
Interest	6,002	7,930	19,823	24,845
Legal, audit and accounting	(29,217)	18,760	(343)	41,406
Management and director fees (Note 8)	75,186	73,498	225,557	220,536
Office and miscellaneous	8,671	8,643	32,121	29,946
Regulatory and transfer agent fees	2,427	16,277	19,970	52,445
Share-based compensation (Note 8)	-	-	687,448	216,673
Shareholder communications	27,503	29,434	91,416	77,136
Wages and benefits	22,520	28,161	69,304	76,689
	<u>(821,932)</u>	<u>(513,769)</u>	<u>(3,804,174)</u>	<u>(2,663,779)</u>
Interest income	7,934	338	43,820	2,614
Rent Recovery	19,349	19,935	44,554	54,938
Flow-through premium	11,672	-	54,691	-
Write-off of mineral properties	(19,080)	-	(19,080)	-
Unrealized gain/(loss) on investments	(3,500)	1,710	(6,885)	1,710
	<u>16,375</u>	<u>21,983</u>	<u>177,100</u>	<u>59,262</u>
Loss and comprehensive loss for the period	\$ <u>(805,557)</u>	\$ <u>(491,786)</u>	<u>(3,687,074)</u>	\$ <u>(2,604,517)</u>
Basic and diluted loss per common share	\$ <u>(0.00)</u>	\$ <u>(0.00)</u>	<u>(0.02)</u>	\$ <u>(0.02)</u>
Weighted average number of common shares outstanding	167,434,061	143,013,704	167,656,774	134,798,304

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

INDEPENDENCE GOLD CORP.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited)

(Expressed in Canadian Dollars)

	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Cash flows used in operating activities		
Loss for the period	\$ (3,687,074)	\$ (2,604,517)
Items not affecting cash:		
Depreciation	76,855	74,082
Flow-through premium	(54,691)	-
Write-off of mineral properties	19,080	-
Share-based compensation	687,448	216,673
Unrealized (gain) loss on investments	6,885	(1,710)
Interest Expense	19,823	24,845
Changes in non-cash working capital items:		
Decrease in prepaid expenses	17,659	8,070
(Increase) decrease in receivables	(55,586)	(12,836)
Decrease in accounts payable and accrued liabilities	(165,359)	(4,402)
Net cash used in operating activities	<u>(3,134,960)</u>	<u>(2,299,795)</u>
Cash flows used in investing activities		
Acquisition of mineral properties	-	(19,081)
Net cash used in investing activities	<u>-</u>	<u>(19,081)</u>
Cash flows from financing activities		
Proceeds from private placement	-	1,800,000
Lease liability payment	(102,984)	(100,712)
Proceeds received from warrant exercise	586,200	75,000
Proceeds received from stock option exercise	55,000	-
Share issuance costs	(2,544)	(43,026)
Net cash from financing activities	<u>535,672</u>	<u>1,731,262</u>
Change in cash and cash equivalents during the period	(2,599,288)	(587,614)
Cash and cash equivalents, beginning of the period	3,588,913	1,570,116
Cash and cash equivalents, end of the period	<u>\$ 989,625</u>	<u>\$ 982,502</u>

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

INDEPENDENCE GOLD CORP.**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF SHAREHOLDER'S EQUITY (Unaudited)**

(Expressed in Canadian Dollars)

	<u>Share Capital</u>				
	<u>Number</u>	<u>Amount</u>	<u>Reserves</u>	<u>Deficit</u>	<u>Total</u>
Balance, December 31, 2022	130,448,487	\$ 41,243,808	\$ 1,027,840	\$ (36,562,014)	\$ 5,709,634
Shares issued on private placement for cash	15,000,000	1,800,000	-	-	1,800,000
Warrants issued on private placement	-	(213,445)	213,445	-	-
Shares issued on warrant exercise	500,000	75,000	-	-	75,000
Share-based compensation	-	-	216,673	-	216,673
Share issuance costs	-	(61,559)	18,533	-	(43,026)
Reserves transferred on exercised warrants (Note 9e)	-	21,488	(21,488)	-	-
Loss for the period	-	-	-	(2,604,517)	(2,604,517)
Balance, September 30, 2023	145,948,487	\$ 42,865,292	\$ 1,455,003	\$ (39,166,531)	\$ 5,153,764
Shares issued on private placement for cash	18,444,444	3,600,000	-	-	3,600,000
Warrants issued on private placement	-	(209,984)	209,984	-	-
Shares issued on warrant exercise	1,427,000	275,942	(61,592)	-	214,350
Shares issued on stock option exercise	1,000,000	179,566	(69,566)	-	110,000
Share issuance costs	-	(297,541)	84,949	-	(212,592)
Flow-through premium	-	(60,000)	-	-	(60,000)
Loss for the year	-	-	-	(1,202,183)	(1,202,183)
Balance, December 31, 2023	166,819,931	\$ 46,353,275	\$ 1,618,778	\$ (40,368,714)	\$ 7,603,339
Shares issued on warrant exercise	4,885,000	881,929	(295,729)	-	586,200
Shares issued on stock option exercise	450,000	85,115	(30,115)	-	55,000
Share issuance costs	-	(2,544)	-	-	(2,544)
Reserves transferred on expired options	-	-	(82,652)	82,652	-
Share-based compensation	-	-	687,448	-	687,448
Loss for the period	-	-	-	(3,687,074)	(3,687,074)
Balance, September 30, 2024	<u>172,154,931</u>	<u>\$ 47,317,775</u>	<u>\$ 1,897,730</u>	<u>\$ (43,973,136)</u>	<u>\$ 5,242,369</u>

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

INDEPENDENCE GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Independence Gold Corp. (“Independence” or the “Company”) was incorporated under the Business Corporation Act (British Columbia) on November 1, 2011 and is considered to be in the exploration stage with respect to its mineral properties. Based on the information available to date, the Company has not yet determined whether its properties contain economically recoverable mineral reserves.

The Company’s head office and principal address is 580 - 625 Howe Street, Vancouver, British Columbia, Canada, V6C 2T6. The Company’s registered and records office is 2300 - 550 Burrard Street, Vancouver, British Columbia, Canada, V6C 2B5.

The recovery of the amounts comprised in mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

These condensed consolidated interim financial statements have been prepared by management on a 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 for the foreseeable future. The Company has incurred ongoing losses and has no source of recurring revenue. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future and repay its liabilities arising from normal business operations as they become due. Although the Company has been successful in obtaining financing in the past, there can be no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

The recovery of the amounts comprised in mineral properties is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development, and upon future profitable production.

The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. BASIS OF PREPARATION

Statement of Compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34, “Interim Financial Reporting” on a basis consistent with the accounting policies disclosed in the audited consolidated financial statements for the fiscal year ended December 31, 2023.

These condensed consolidated interim financial statements should be read in conjunction with the most recently issued audited consolidated financial statements, which include information necessary or useful to understanding the Company’s business and financial statement presentation. In particular, the Company’s material accounting policies which were presented in Note 3 to the Consolidated Financial Statements for the fiscal year ended December 31, 2023 and have been consistently applied in the preparation of the Company’s condensed consolidated interim financial statements.

INDEPENDENCE GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)

2. BASIS OF PREPARATION *(continued)*

The Company's condensed consolidated interim financial statements are unaudited. Financial information in this report reflects any adjustments (consisting of normal recurring adjustments) that are, in the opinion of management necessary to a fair presentation of results for the interim periods in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

3. INVESTMENTS

	September 30, 2024	December 31, 2023
Canterra Minerals Corporation	7,095	8,500
Bullet Exploration Inc.	8,000	13,480
Total	\$ 15,095	\$ 21,980

The Company did not sell any investments for the nine months ended September 30, 2024 or for the comparative period in 2023.

4. LAND USE DEPOSITS

The Company has provided deposits as security for land use and potential future reclamation work relating to its mineral properties. As at September 30, 2024 a total of \$115,468 (December 31, 2023 - \$115,468) had been lodged with the British Columbia Ministry of Energy, Mines & Petroleum Resources.

INDEPENDENCE GOLD CORP.NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)**5. PROPERTY AND EQUIPMENT**

	Right of Use Asset
COST	
Balance, December 31, 2022	\$ 911,676
Additions/(dispositions)	-
Balance, December 31, 2023	911,676
Additions/(dispositions)	(1,763)
Balance, September 30, 2024	\$ 909,913
ACCUMULATED DEPRECIATION	
Balance, December 31, 2022	\$ 469,374
Additions/(dispositions)	-
Depreciation	98,776
Balance, December 31, 2023	568,150
Additions/(dispositions)	-
Depreciation	76,855
Balance, September 30, 2024	\$ 645,005
CARRYING AMOUNTS	
Balance, December 31, 2022	\$ 442,302
Balance, December 31, 2023	\$ 343,526
Balance, September 30, 2024	\$ 264,908

The right of use asset consists of a lease for office space and a photocopier lease. The lease liability was measured at the present value of the remaining lease payments and discounted using the Company's estimated incremental borrowing rate of 7% per annum.

INDEPENDENCE GOLD CORP.NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)**6. LEASE LIABILITY**

At September 30, 2024, the Company's lease liability is as follows:

	September 30, 2024	December 31, 2023
Opening balance	\$ 420,776	\$ 523,117
(Dispositions)/additions	(1,763)	-
Interest	19,823	32,316
Lease payments	(102,984)	(134,657)
Ending balance	\$ 335,852	\$ 420,776

	September 30, 2024	December 31, 2023
Current portion	\$ 115,665	\$ 110,634
Long-term portion	220,187	310,142
Ending balance	\$ 335,852	\$ 420,776

At September 30, 2024, the Company is committed to minimum undiscounted lease payments as follows:

	September 30, 2024	December 31, 2023
Less than one year	\$ 132,657	\$ 13,778
One to five years	232,150	336,878
Total undiscounted lease liabilities	\$ 364,807	\$ 472,656

INDEPENDENCE GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)

7. MINERAL PROPERTIES

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and to the best of its knowledge, title to all of its properties, except as described below are properly registered and in good standing.

The Company holds interest in various mineral claims located in Canada, the capitalized acquisition costs of which are as follows:

	September 30 2024	December 31 2023
BRITISH COLUMBIA		
<u>3Ts PROJECT</u>		
Taken Property	\$ 345,693	\$ 345,693
<i>A 100% interest in certain claims. The property is subject to a sliding scale net smelter returns royalty ("NSR") ranging from 2.0% to 4.0%. The Company may reduce the NSR to 1.0% by paying \$2,000,000 per percent.</i>		
Tam Property	1,750,979	1,750,979
<i>A 100% interest, subject to a 1.0% NSR, one-half of which may be purchased back for \$250,000.</i>		
Tsacha Property	2,121,788	2,121,788
<i>A 100% interest in certain claims subject to a 2.0% NSR.</i>		
Tommy Lake Property	17,518	17,518
<i>A 100% interest.</i>		
3Ts South	6,370	6,370
<i>A 100% interest</i>		
<u>LAIMAN PROPERTY</u>		
	-	19,080
<i>A 100% interest. On July 1, 2024, the Company write down the property in the amount of \$19,080</i>		
YUKON		
<u>BOULEVARD PROJECT</u>		
Boulevard, YCS, Solitude and Tiger Properties	-	-
<i>A 100% interest in certain claims. On December 31, 2022, the Company wrote down the properties in the amount of \$6,208,116</i>		
	\$ 4,242,348	\$ 4,261,428

INDEPENDENCE GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)

7. MINERAL PROPERTIES (continued)

During the nine months ended September 30, 2024, the Company incurred exploration expenditures as follows:

	Geology & Geophysics	Field Sampling	Drilling	Land Use & Tenure	Data Evaluation	Safety & Reclamation	Recoveries	Total for the period
BRITISH COLUMBIA								
3Ts Project	\$ 677,311	\$ 148	\$ 1,543,608	\$ 1,277	\$ 317,973	\$ 19,019	\$ -	\$ 2,559,336
Laidman	-	-	-	-	4,109	-	-	4,109
YUKON								
Boulevard Project	919	-	-	-	-	-	-	919
Others*	-	-	-	-	-	-	-	-
	\$ 678,230	\$ 148	\$ 1,543,608	\$ 1,277	\$ 322,082	\$ 19,019	\$ -	\$ 2,564,364

During the nine months ended September 30, 2023, the Company incurred exploration expenditures as follows:

	Geology & Geophysics	Field Sampling	Drilling	Land Use & Tenure	Data Evaluation	Safety & Reclamation	Recoveries	Total for the period
BRITISH COLUMBIA								
3Ts Project	\$ 278,411	\$ 5,169	\$ 1,419,682	\$ 1,875	\$ 126,805	\$ 20,036	\$ -	\$ 1,851,978
Laidman	8,762	-	-	-	506	-	-	9,268
YUKON								
Boulevard Project	1,003	-	-	-	-	-	-	1,003
Others*	-	-	-	-	-	-	(30,298)	(30,298)
	\$ 288,176	\$ 5,169	\$ 1,419,682	\$ 1,875	\$ 127,311	\$ 20,036	\$ (30,298)	\$ 1,831,951

INDEPENDENCE GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS

The condensed consolidated interim financial statements include the financial statements of Independence Gold Corp. and its subsidiary, Silver Quest Resources (US) Ltd.

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 consists 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.

Compensation paid or payable to key management for services rendered are as follows:

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Management fees	\$ 200,807	\$ 191,244
Director fees	24,750	29,250
Geological consulting fees	24,930	23,743
Share-based compensation*	575,781	163,527
Total	<u>\$ 826,268</u>	<u>\$ 407,764</u>

Included in receivables as at September 30, 2024 is \$6,009 (December 31, 2023 - \$9,506) due from companies with directors and/or officers in common. Included in accounts payable and accrued liabilities as at September 30, 2024 is \$7,462 (December 31, 2023 - \$9,476) due to directors and companies with directors and/or officers in common.

The Company provides geological, office and administrative services to public companies with common directors and or/officers. During the nine months ended, September 30, 2024, the Company received or accrued \$17,165 (September 30, 2023 - \$29,355) for rent and \$18,000 (September 30, 2023 - \$22,100) for accounting, investor relations, geology and other.

9. SHARE CAPITAL AND RESERVES

a) Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value. All issued shares are fully paid.

b) Issued share capital

As at September 30, 2024, the Company has 172,154,931 common shares issued and outstanding.

During the nine months ended September 30, 2024, the Company paid share issuance costs of \$2,544 related to the December 2023 private placement financings, issued 4,885,00 common shares related to the exercise

INDEPENDENCE GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)

9. SHARE CAPITAL AND RESERVES *(continued)*

of warrants for total proceeds of \$586,200 and issued 450,000 common shares related to a stock option exercise for total proceeds of \$55,000.

As at December 31, 2023, the Company issued 1,927,000 shares related to the exercise of warrants for a total proceeds of \$289,350, and issued 1,000,000 shares related to the exercise of stock options for a total proceeds of \$110,000.

On December 21, 2023, the Company completed a non-brokered private placement and issued 4,000,000 flow-through common shares ("FT Shares") at a price of \$0.25 per FT Share for total proceeds of \$1,000,000. The Company paid finder's fees of \$40,000 cash in connection with the distribution of FT Shares to arm's length subscribers. The Company also recorded a flow-through premium of \$60,000.

On December 11, 2023, the Company completed a non-brokered private placement and issued 5,402,780 units ("Units") at a price of \$0.18 for proceeds of \$972,500.40 (the "Unit Proceeds"), and 9,041,664 FT Shares and together with the Units, (the "Securities") at a price of \$0.18 per FT Common Share for proceeds of \$1,627,449.52 (together with the Unit Proceeds, the "Funds"), for total proceeds of \$2,599,999.92 under the Offering. Each Unit consists of one common share and one-half of one common share purchase warrant (each, a "Warrant"). Each whole warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.24 per common share for a period of 24 months from the date of issue. The Company paid aggregate cash finder's fees of \$124,207.97 cash and issued an aggregate of 670,599 non-transferable finders compensation warrants ("Finder's Warrants") in connection with the distribution of FT Shares and Units to arm's length subscribers. Each Finder's Warrant entitles the holder to purchase one common share of the Company at a price of \$0.24 per common share for a period of 24 months from the date of issue. The finder's warrants issued as part of this private placement have been recorded at a fair value of \$84,949 using the Black Scholes pricing model.

On July 18, 2023, the Company completed a non-brokered private placement and issued 8,535,000 units ("Units") at a price of \$0.12 per Unit for proceeds of \$1,024,200 (the "Unit Proceeds"), and 6,465,000 flow-through common shares ("FT Common Shares"), and together with the Units (the "Securities") at a price of \$0.12 per FT Common Share for proceeds of \$775,800 (together with the Unit Proceeds, the "Funds"), for a total proceeds of \$1,800,000 under the Offering. Each Unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant ("Warrant") is exercisable into one common share in the capital of the Company at an exercise price of \$0.18 per common share for a period of 24 months from the date of issue. The Company paid aggregate cash finder's fees of \$32,969.99 cash and issued an aggregate of 251,416 non-transferable finders compensation warrants ("Finder's Warrants") in connection with the distribution of FT Shares and Units to arm's length subscribers. Each Finder's Warrant entitles the holder to purchase one common share of the Company at a price of \$0.18 per common share until July 18, 2025. The finder's warrant issued as part of this private placement have been recorded at a fair value of \$18,533 using the Black Scholes pricing model.

On April 28, 2023, the Company issued 500,000 common shares from the exercise of share purchase warrants for total gross proceeds of \$75,000.

c) Stock options

The Company has an incentive stock option plan in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's

INDEPENDENCE GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)

9. SHARE CAPITAL AND RESERVES (continued)

stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 10 years and vesting periods are determined by the Board of Directors.

As at September 30, 2024, the Company had outstanding stock options, enabling the holders to acquire further common shares as follows:

Number of Shares	Exercise Price	Expiry Date
750,000	\$ 0.10	July 17, 2025
450,000	\$ 0.18	December 18, 2025
2,650,000	\$ 0.15	January 18, 2026
2,675,000	\$ 0.15	January 27, 2027
4,925,000	\$ 0.30	April 11, 2027
11,450,000		

Stock option transactions are summarized as follows:

	September 30, 2024		December 31, 2023	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Balance, beginning of period	8,400,000	\$ 0.15	6,750,000	\$ 0.14
Granted	4,295,000	\$ 0.30	2,650,000	\$ 0.15
Exercised	(450,000)	\$ 0.12	(1,000,000)	\$ 0.11
Expired/cancelled	(1,425,000)	\$ 0.15	-	-
Balance, end of period	11,450,000	\$ 0.21	8,400,000	\$ 0.15
Options exercisable, end of period	11,450,000	\$ 0.21	8,400,000	\$ 0.15

On February 1, 2024, 200,000 stock options were exercised, with a fair value of \$12,183.

On February 4, 2024, 1,425,000 stock options expired unexercised, with a fair value of 82,652.

On September 30, 2024, 250,000 stock options were exercised, with a fair value of \$17,932.

INDEPENDENCE GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)

9. SHARE CAPITAL AND RESERVES (continued)

d) Share-based compensation

On April 11, 2024, the Company granted 4,295,000 stock options with a fair value of \$687,448. All options vested immediately on grant. The following weighted average-assumptions were used for the Black-Scholes valuation of stock options granted during the noted period:

	2024	2023
Risk-free interest rate	2.71%	1.42%
Expected life of options	3 years	3 years
Annualized volatility	102.45%	121.70%
Weighted average FV	\$0.13	\$0.08
Expected dividend rate	0%	0%

e) Warrants

As at September 30, 2024, the Company had the following share purchase warrants outstanding, enabling the holders to acquire further common shares as follows:

Number of Warrants	Exercise Price	Expiry Date
15,758,668	\$ 0.12	December 22, 2024
4,493,915	\$ 0.18	July 18, 2025
3,371,987	\$ 0.24	December 11, 2025
23,624,570		

Share purchase warrant transactions are summarized as follows:

	September 30, 2024		December 31, 2023	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Balance, beginning of period	28,509,570	\$ 0.14	22,545,668	\$ 0.12
Issued	-	-	7,890,902	\$ 0.21
Exercised	(4,885,000)	\$ 0.12	(1,927,000)	\$ 0.15
Balance, end of period	23,624,570	\$ 0.14	28,509,570	\$ 0.14
Warrants exercisable, end of period	23,624,570	\$ 0.14	28,509,570	\$ 0.14

On September 25, 2024, 100,000 warrants were exercised, with a fair value of \$6,054.

On September 16, 2024, 4,000,000 warrants were exercised, with a fair value of \$242,153.

On June 11, 2024, 250,000 warrants were exercised, with a fair value of \$15,135.

INDEPENDENCE GOLD CORP.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 (Expressed in Canadian Dollars)

9. SHARE CAPITAL AND RESERVES *(continued)*

On May 30, 2024, 250,000 warrants were exercised, with a fair value of \$15,135.

On March 21, 2024, 120,000 warrants were exercised, with a fair value of \$7,264.

On January 15, 2024, 165,000 warrants were exercised, with a fair value of \$9,989.

10. SUBSEQUENT EVENTS

In the fourth quarter of 2024, 1,050,000 stock options were exercised for gross proceeds of \$145,000, and 5,906,666 warrants were exercised for gross proceeds of \$708,800.

On October 2, 2024 the Company announced a non-brokered private placement financing of up to \$3,000,000, and was subsequently increased to \$6,650,000 on October 4, 2024 (the "Offering"). The non-brokered private placement closed on October 23, 2024. The Company issued 10,076,591 units (the "Units") at a price of \$0.22 per Unit for proceeds of \$2,216,850 (the "Unit Proceeds"), and 20,150,679 flow-through common shares ("FT Common Shares"), and together with the Units, the "Securities") at a price of \$0.22 per FT Common Share for proceeds of \$4,433,150. Each Unit consists of one common share and one-half of one common share purchase warrant (each, a "Warrant"). Each whole warrant is exercisable into one common share in the capital of the Company at an exercise price of \$0.28 per common share for a period of 24 months from the date of issue. The Company paid aggregate cash finder's fees of \$200,556 cash and issued an aggregate of 853,143 non-transferable finders compensation warrants ("Finder's Warrants") in connection with the distribution of FT Shares and Units to arm's length subscribers. Each Finder's Warrant entitles the holder to purchase one common share of the Company at a price of \$0.28 per common share until October 23, 2026. Insiders of the Company participated in the private placement on the same terms and conditions as non-arm's length subscribers, subscribing for a total of 204,590 Units and 340,909 FT Common Shares for aggregate proceeds of C\$120,010. The finder's warrant issued as part of this private placement have been recorded at a fair value of \$108,221 using the Black Scholes pricing model.