

STARR PEAK

Mining Ltd.

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEAR ENDED JULY 31, 2024

Independent Auditor's Report

To the Shareholders of Starr Peak Mining Ltd.

Opinion

We have audited the financial statements of Starr Peak Mining Ltd. (the "Company"), which comprise the statements of financial position as at July 31, 2024 and July 31, 2023 and the statements of loss 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 July 31, 2024 and July 31, 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
November 28, 2024**

STARR PEAK MINING LTD.
STATEMENTS OF FINANCIAL POSITION
AS AT JULY 31,
(Expressed in Canadian Dollars)

	2024	2023
ASSETS		
Current		
Cash	\$ 30,198	\$ 1,103,713
GST receivable	19,968	97,298
Prepays (Note 9)	92,644	129,258
Investments (Note 4)	11,783	9,515
	<u>154,593</u>	<u>1,339,784</u>
Exploration and evaluation assets (Note 5)	<u>16,857,000</u>	<u>16,857,000</u>
	<u>\$ 17,011,593</u>	<u>\$ 18,196,784</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	\$ 2,895,764	\$ 559,015
Due to related parties (Note 9)	10,297	25,720
Flow through premium (Note 7)	-	53,261
	<u>2,906,061</u>	<u>637,996</u>
Shareholders' equity		
Share capital (Note 6)	50,509,770	50,190,898
Reserves (Note 6)	6,475,592	6,042,092
Deficit	<u>(42,879,830)</u>	<u>(38,674,202)</u>
	<u>14,105,532</u>	<u>17,558,788</u>
	<u>\$ 17,011,593</u>	<u>\$ 18,196,784</u>

Nature and continuance of operations (Note 1)

Approved and authorized for issue on behalf of the Board of Directors:

<u>“Johnathan More”</u>	Director	<u>“Cyrus Driver”</u>	Director
Johnathan More		Cyrus Driver	

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

STARR PEAK MINING LTD.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
AS AT JULY 31,
(Expressed in Canadian Dollars)

	2024	2023
Expenses		
Consulting (Note 9)	\$ 288,231	\$ 278,961
Exploration (Note 5)	166,771	881,166
Management fees (Note 9)	387,332	340,513
Office and administration (Note 9)	92,455	83,024
Professional fees (Note 9)	96,218	84,113
Marketing and shareholder communications	-	2,668
Share-based compensation (Notes 6 and 9)	593,500	-
Transfer agent and filing fees	60,642	31,406
Travel	32,601	18,983
	<hr/>	<hr/>
Loss before other items	(1,717,750)	(1,720,834)
Other items		
Flow through premium recovery (Note 7)	3,103	4,334
Flow through penalties and interests (Note 7)	(2,481,681)	-
Foreign exchange loss	(11,568)	(10,031)
Unrealized gain on investments (Note 4)	2,268	2,988
	<hr/>	<hr/>
Net and comprehensive loss for the year	\$ (4,205,628)	\$ (1,723,543)
	<hr/>	<hr/>
Basic and diluted loss per common share	\$ (0.08)	\$ (0.04)
	<hr/>	<hr/>
Weighted average number of common shares	52,980,066	47,848,808
	<hr/>	<hr/>

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

STARR PEAK MINING LTD.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	<u>Share Capital</u>				Shareholders' Equity
	Common Shares	Amount	Reserves	Deficit	
Balance, July 31, 2022	43,563,438	\$ 45,259,789	\$ 6,042,092	\$ (36,950,659)	14,351,222
Private placement	9,129,743	5,235,756	-	-	5,235,756
Share issuance costs – cash	-	(247,052)	-	-	(247,052)
Flow-through premium	-	(57,595)	-	-	(57,595)
Net loss for the year	-	-	-	(1,723,543)	(1,723,543)
Balance, July 31, 2023	52,693,181	50,190,898	6,042,092	(38,674,202)	17,558,788
Share issuance costs – cash	-	(1,128)	-	-	(1,128)
Share-based compensation	-	-	593,500	-	593,500
Exercise of options	1,000,000	320,000	(160,000)	-	160,000
Net loss for the year	-	-	-	(4,205,628)	(4,205,628)
Balance, July 31, 2024	53,693,181	\$ 50,509,770	\$ 6,475,592	\$ (42,879,830)	14,105,532

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

STARR PEAK MINING LTD.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

For the year ended July 31,	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the year	\$ (4,205,628)	\$ (1,723,543)
Items not affecting cash:		
Flow-through premium recovery and penalties	(53,261)	(4,334)
Share-based compensation	593,500	-
Unrealized gain on investments	(2,268)	(2,988)
Changes in non-cash working capital items:		
GST receivable	77,330	447,759
Prepays	36,614	(50,957)
Accounts payable and accrued liabilities	2,336,749	(2,876,642)
Due to related parties	(15,423)	(10,755)
Net cash used in operating activities	(1,232,387)	(4,221,460)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from private placement	-	5,235,756
Proceeds from exercise of options	160,000	-
Share issuance costs	(1,128)	(247,052)
Net cash provided by financing activities	158,872	4,988,704
Change in cash during the year	(1,073,515)	767,244
Cash, beginning of year	1,103,713	336,469
Cash, end of year	\$ 30,198	\$ 1,103,713
Supplemental Cash Flow Information		
Interest payments	\$ -	\$ -
Income tax payments	\$ -	\$ -
Non-cash investing and financing items:		
Fair value of options exercised	\$ 160,000	\$ -

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

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Starr Peak Mining Ltd. (the “Company”) was incorporated under the Canada Business Corporations Act on February 4, 1981 and has continued as a company under the Business Corporations Act of British Columbia. The Company is an exploration stage junior mining company engaged in the identification, acquisition and exploration of mineral properties. The Company’s head office is Suite 300 – 1055 West Hastings Street, Vancouver, BC, V6E 2E9. The registered and records office is 25th floor, 700 West Georgia Street, Vancouver, V7Y 1B3.

The Company’s financial statements have been prepared on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Several conditions cast doubt on the validity of this assumption. The Company has incurred ongoing losses and has an accumulated deficit. The 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. Such adjustments would be material.

The ability of the Company to continue as a going concern and meet its commitments as they become due, including the acquisition and exploration of exploration and evaluation assets, is dependent on the Company’s ability to obtain the necessary financing. Management is planning to raise additional capital to finance operations and acquire mineral properties. The outcome of these matters cannot be predicted at this time. The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

The Company’s business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company’s business.

The Company is in the process of exploring its exploration and evaluation assets and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of its mineral properties and upon future profitable production.

2. BASIS OF PRESENTATION

Statement of compliance

These audited financial statements, including comparatives, have been prepared using accounting policies consistent with the IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). They have been prepared on a historical cost basis, except for certain financial instruments which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. These financial statements are presented in Canadian dollars unless otherwise noted.

Approval of the financial statements

These financial statements were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on November 28, 2024.

3. MATERIAL ACCOUNTING POLICIES

Critical accounting estimates and judgments

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 the reported expenses during the period. Actual results could differ from these estimates.

There are no significant areas requiring the use of estimates.

Significant accounting judgments

i) Going concern

The preparation of these financial statements requires management to make judgments regarding the applicability of the going concern assumption to the Company.

ii) Exploration & evaluation assets

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely either from future exploitation or sale or where activities have not reached a stage that permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions may change if new information becomes available. If information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in the consolidated statement of operations in the period when the new information becomes available.

Exploration & evaluation assets

All costs related to the acquisition of exploration and evaluation assets are capitalized on a property by property basis, net of recoveries. Exploration costs incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are expensed to operations as incurred. If economically recoverable ore reserves are developed, capitalized costs of the related property are classified as mining assets and amortized using the unit-of-production method. When a property is abandoned, all related costs are written off to operations.

The amounts shown for acquisition costs represent costs incurred to date and do not necessarily reflect present or future values. These costs are depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

From time to time, the Company may acquire or dispose of an exploration and evaluation asset pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received. Proceeds received on the sale of an option of the Company's property are recorded as a reduction of the mineral property cost. The Company recognizes amounts received in excess of the carrying amount in profit or loss.

Although the Company has taken steps to verify the title to exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

3. MATERIAL ACCOUNTING POLICIES (continued)

Exploration and evaluation assets (continued)

Evaluation and exploration assets are assessed for impairment by management when facts and circumstances suggest that the carrying amount exceeds the recoverable amount. When there is little prospect of further work on a property being carried out by the Company or its partners, when a property is abandoned, or when the capitalized costs are no longer considered recoverable, the related property costs are written down to management's estimate of their net recoverable amount.

The recoverability of the carrying amount of exploration and evaluation assets is dependent on successful development and commercial exploitation or alternatively the sale of the respective areas of interest.

Government tax credits received are recorded other income. The amounts are recorded in the year they are received due to uncertainty of the recoverability.

Decommissioning liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Decommissioning and site rehabilitation costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through depreciation of the asset and unwinding of the discount on the provision.

Depreciation is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset.

The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

Changes in the measurement of a liability, which arises during production, are charged against profit or loss. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

Impairment of long-lived assets

The Company's long-lived assets are reviewed for indications of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in profit or loss.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3. MATERIAL ACCOUNTING POLICIES (continued)

Income (loss) per share

Basic income (loss) per share is calculated using the weighted average number of common shares outstanding during the period. The Company computes the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to purchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

Share capital

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate properties. The equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants (“Warrants”). Depending on the terms and conditions of each equity financing agreement (“Agreement”), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement. The Company has adopted the residual value method with respect to the measurement of shares and warrants issued as private placement units. Under this method, the proceeds are allocated first to share capital based on the fair value of the common shares at the time the units are priced and any residual value is allocated to the warrants reserve. The fair value of the common shares is based on the closing quoted bid price on the announcement date. Consideration received for the exercise of warrants is recorded in share capital and the related residual value in warrants reserve is transferred to share capital.

Share-based payments

The Company grants options to acquire common shares of the Company to directors, officers, employees and consultants. The fair value of share-based payments to employees is measured at grant date, using the Black-Scholes Option Pricing Model, and is recognized over the vesting period for employees using the graded vesting method. Fair value of share-based payments for non-employees is recognized and measured at the date the goods or services are received based on the fair value of the goods or services received. If it is determined that the fair value of goods and services received cannot be reliably measured the share-based payment is measured at the fair value of the equity instruments issued using the Black-Scholes Option Pricing Model.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in the reserve. The amount recognized as expense is adjusted to reflect the number of share options expected to vest. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment in the reserve is transferred to share capital.

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICIES (continued)

Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in profit or loss. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year-end, adjusted for amendments to tax payable with regard to previous years.

Deferred tax assets and liabilities and the related deferred tax expense or recovery are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. 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 the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable income 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. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Flow-through shares

The Company will, from time to time, issue flow-through common shares to finance its exploration programs. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. Upon issuance, the Company bifurcates the flow-through share into: (i) a flow-through share premium equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability; and (ii) share capital. Upon expenses being renounced, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the investors. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are required to be used only for Canadian resource property exploration expenditures within a two-year period. The Company may be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back rule in accordance with the Government of Canada flow-through regulations. When applicable, this tax is accrued as an expense until paid. The Company may also be subject to indemnifying flow-through investors if the proceeds raised from flow-through shares are not incurred within the prescribed period.

Financial instruments

Financial instruments classified at fair value through profit or loss ("FVTPL") are measured of fair value.

Financial instruments classified at amortized cost are initially measured at fair value and subsequently measured at amortized cost using the effective interest rate method.

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial Assets and Liabilities	Classification
Cash	FVTPL
Investments	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost

New accounting standards

A number of new standards, and amendments to standards and interpretations, are not effective and have not been early adopted in preparing these financial statements. The following accounting standards and amendments are effective for future periods:

- i) Classification of Liabilities as Current or Non-current (Amendments to IAS 1) – The amendments to IAS1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

This amended standard is effective for reporting periods beginning on or after January 1, 2024. The Company does not expect material impact upon adoption of the amended standard.

- ii) 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.
 - a) Three defined categories for income and expenses – operating, investing or financing – to improve the structure of the income statements, and require all companies to provide new defined subtotals, including operating profit;
 - b) Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement; and
 - c) Enhanced guidance on how to organize 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. The Company will be evaluating the impact of the above standard on its financial statements.

The Company adopted the following accounting standards during the year ended July 31, 2024:

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. The implementation of these amendments reduced disclosures in the notes to the financial statements.

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

3. MATERIAL ACCOUNTING POLICIES (continued)

New accounting standards (continued)

Amendments to IAS 8 – Definition of Accounting Estimates

These amendments clarify how companies distinguish changes in accounting policies from changes in accounting estimates, with a primary focus on the definition of and clarifications on accounting estimates. The distinction between the two is important because changes in accounting policies are applied retrospectively, whereas changes in accounting estimates are applied prospectively. Further, the amendments clarify that accounting estimates are monetary amounts in the financial statements subject to measurement uncertainty. The amendments also clarify the relationship between accounting policies and accounting estimates by specifying that a company develops an accounting estimate to achieve the objective set out by an accounting policy. There were no significant impact to the financial statements as a result of the implementation of these amendments.

4. INVESTMENTS

Investments consist of common shares of Osisko Gold Royalties Ltd. (“Osisko”)

	July 31, 2024		July 31, 2023	
	Number of shares	Quoted market price	Number of shares	Quoted market price
Osisko	487	\$11,783	487	\$9,515

During the year ended July 31, 2020, Barkerville Gold Mines Ltd. (“Barkerville”) was acquired by Osisko and resulted in an exchange of 0.0357 of a common share of Osisko for each common share of Barkerville. As a result, the Company exchanged 13,633 common shares of Barkerville for 487 common shares of Osisko. During the year ended July 31, 2024, the Company recognized a net unrealized gain of \$2,268 (2023 – \$2,988).

5. EXPLORATION AND EVALUATION ASSETS

NewMétal Property

On June 9, 2019, the Company entered into an agreement to acquire a 100% interest in the NewMétal Property in Quebec in consideration of a cash payment of \$105,000, which was settled with common shares in the May 2020 private placement.

The property is subject to a 1% Net Smelter Royalty (“NSR”).

2nd Stage Expansion

On June 1, 2020, the Company expanded the property by acquiring a 100% interest in additional claims through the common share issuance schedule as follows:

- i) 4,500,000 common shares (issued and valued at \$4,950,000) for the first 50% interest.
- ii) 4,500,000 common shares (issued and valued at \$8,685,000) to acquire the remaining 50% interest.

The expanded property is subject to a 3% NSR, of which 1% can be repurchased for \$1,000,000 at any time prior to commercial production.

In connection with the acquisition, the Company issued 450,000 common shares valued at \$495,000 as finder’s fees.

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued)

NewMétal Property (continued)

Normetal/Normetmar Property, Rousseau Property and Turgeon Lake Property

On August 3, 2020, the Company expanded the property by acquiring a 100% in the properties, Normetal/Normetmar Property, Rousseau Property, and Turgeon Lake Property, in consideration of the following:

- i) \$50,000 cash payment (paid) and 1,200,000 common shares (issued and valued at \$2,472,000) issuance upon execution.
- ii) \$50,000 cash payment at 6-month anniversary (paid).
- iii) \$50,000 cash payment on or before August 3, 2021 (paid).

These properties are subject to a 2.5% Gross Metal Royalty, of which 1% can be repurchased for \$1,500,000 at any time prior to commercial production.

The Company capitalized its acquisition costs as follows:

July 31, 2022 and 2023	\$	16,857,000
Additions		-
July 31, 2024	\$	16,857,000

The Company incurred and expensed current exploration as follows:

	During the year ended July 31, 2024	
Consulting fees	\$	33,022
Assaying		72,700
Field work		61,049
	\$	166,771
	During the year ended July 31, 2023	
Consulting fees	\$	36,431
Assaying		129,401
Field work		310,063
Drilling		405,271
	\$	881,166

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

6. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Issued:

During the year ended July 31, 2024, the Company:

- i) issued 1,000,000 shares upon the exercise of options at \$0.16 per share for gross proceeds of \$160,000, and reallocated \$160,000 fair value from share-based payments reserve to share capital.

During the year ended July 31, 2023, the Company:

- i) closed a private placement of 2,879,743 flow-through units at \$0.95 per unit for gross proceeds of \$2,735,756. Each unit consists of one flow-through common share and one-half share purchase warrant of the Company. Each warrant will entitle the holder to acquire an additional common share of the Company at a price of \$1.40 per share until February 15, 2024. The Company paid a finder's fee of \$53,085 and paid share issuance costs of \$26,015. A value of \$57,595 was attributed to the flow-through premium liability in connection with the financing. The Company incurred the flow-through expenditures and accordingly, recorded \$3,103 as recovery of flow-through premium during the year ended July 31, 2024 (2023 - \$4,334).
- ii) closed a private placement of 6,250,000 units at \$0.40 per unit for gross proceeds of \$2,500,000. Each unit consists of one common share and one-half of share purchase warrant. Each warrant will entitle the holder to acquire an additional common share of the Company at a price of \$0.80 per share until November 3, 2024. The Company paid finder's fees of \$147,000 and paid share issuance costs of \$20,952 during the year ended July 31, 2023. During the year ended July 31, 2024, the Company paid share issuance cost of \$1,128.

Stock options

The Company has a rolling stock option plan (the "Plan") that authorizes the board of directors to grant incentive stock options to directors, officers, consultants and employees, whereby a maximum of 10% of the issued common shares are reserved for issuance under the plan. Under the Plan, the exercise price of each option may not be less than the market price of the Company's shares on the day preceding the award date, less any discount permitted by the stock exchange. Options granted under the Plan will have a term not to exceed ten years and be subject to vesting provisions as determined by the board of directors of the Company.

On May 10, 2024, the Company granted 2,500,000 incentive stock options exercisable at a price of \$0.40 until May 10, 2029. The fair value of these stock based compensation options granted was estimated on the date of grant in the amount of \$593,500 using the Black-Scholes valuation model with the following assumptions: i) stock price of \$0.39; ii) expected share price volatility of 159%, based on the Company's historical trading price; iii) risk free interest rate of 3.77%; iv) no dividend yield; v) expected life of 5 years and vi) fully vested on grant.

The following is a summary of the changes in stock options:

	NUMBER OF OPTIONS	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding and exercisable at July 31, 2022 and 2023	3,548,605	\$ 1.59
Options granted	2,500,000	0.40
Options exercised	(1,000,000)	0.16
Options expired	(200,000)	0.16
Outstanding and exercisable at July 31, 2024	4,848,605	\$ 1.33

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

6. SHARE CAPITAL (continued)

Stock options (continued)

As at July 31, 2024, the following stock options were outstanding and exercisable:

NUMBER OF OPTIONS OUTSTANDING	NUMBER OF OPTIONS EXERCISABLE	EXERCISE PRICES	EXPIRY DATES
330,105	330,105	\$ 0.70	June 1, 2025
550,000	550,000	\$ 1.60	August 12, 2025
68,500	68,500	\$ 1.95	November 26, 2025
1,400,000	1,400,000	\$ 3.01	July 23, 2026
2,500,000	2,500,000	\$ 0.40	May 10, 2029
4,848,605	4,848,605		

As at July 31, 2024, the weighted average remaining contractual life of the stock options was 3.23 years (2023 – 1.95 years) and the weighted average exercise price was \$1.33 (2023 – \$1.59).

Reserves - The reserve records items recognized as stock-based compensation expense, warrant from residual value per material accounting policy note, which is not share-based payment, and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital. For those options that expired, the recorded value remains in reserve.

Warrants

The following is a summary of the changes in warrants:

	NUMBER OF WARANTS	WEIGHTED AVERAGE EXERCISE PRICE
Outstanding at July 31, 2022	1,558,922	\$ 4.01
Warrants expired	(1,558,922)	4.01
Warrants granted	4,564,872	0.99
Outstanding at July 31, 2023	4,564,872	0.99
Warrants expired	(1,439,872)	1.40
Outstanding at July 31, 2024	3,125,000	\$ 0.80

As at July 31, 2024, the following warrants were outstanding and exercisable:

NUMBER OF WARRANTS OUTSTANDING	EXERCISE PRICES	EXPIRY DATES
3,125,000	\$ 0.80	November 3, 2024*
3,125,000		

* Subsequently expired.

As at July 31, 2024, the weighted average remaining contractual life of the warrants was 0.26 years (2023 – 1.04 years) and the weighted average exercise price was \$0.80 (2023 – \$0.99).

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

7. FLOW THROUGH PREMIUM, PENALTIES AND INTERESTS

The following is a continuity schedule of the flow through premium.

	Year ended July 31, 2024	Year ended July 31, 2023
Balance, beginning of year	\$ 53,261	\$ -
Incurred on flow-through shares issued during the year	-	57,595
Settlement of flow-through premium by incurring expenditures	(3,103)	(4,334)
Reversal of unsettled flow through premium	(50,158)	-
	\$ -	\$ 53,261

In August 2022, the Company issued 2,879,746 flow-through units at a price of \$0.95 per unit. The premium paid by investors was calculated as \$0.02 per share. Accordingly, \$57,595 was recorded as flow-through premium. The Company incurred flow-through eligible expenditures of approximately \$250,000 during the year ended July 31, 2023 and recorded \$4,334 as recovery of flow-through premium.

The Company had a commitment to incur the remaining approximately \$2,530,000 by December 31, 2023, of which \$74,000 was incurred, and recorded \$3,103 as recovery of flow through premium. During the year ended July 31, 2024, due to the expiry of the flow-through expenditure period, the Company accrued a provision of \$2,481,681, net of the reversal of the remaining flow through premium of \$50,158, for the estimated cost to indemnify the flow-through shareholders for their expected personal income tax reassessments by the Canada Revenue Agency and Revenu Québec.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value Hierarchy:

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash, investments, accounts payable and accrued liabilities, and amounts due to related parties. The fair value of these financial instruments approximates their carrying value due to the short-term nature of these instruments. Cash and investments are valued at a level 1 fair value measurement.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and other price risk. There has been no change in the way management managed these risks for the year.

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

a) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The cash is held in a large Canadian financial institution, which has a strong credit rating from a primary credit rating institution. There is nominal risk associated with receivables as this is due primarily from a government agency.

b) Interest rate risk

Interest rate risk consists of two components:

- (a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- (b) To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Due to the short-term nature of the Company's financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of July 31, 2024. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on the preservation of capital and liquidity.

c) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company's ability to continue as a going concern is dependent on management's ability to raise the required capital through future equity issuances. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning, and approval of significant expenditures and commitments. All the Company's financial liabilities have contractual maturities less than 30 days and are subject to normal trade terms. The Company is exposed to liquidity risk.

d) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

The Company's financial instruments include investments which are publicly traded and therefore subject to the risks related to the fluctuation in market prices of publicly traded securities. Some of these investments have been acquired as a result of property transactions and, to a large extent, represent strategic investments in related mining companies and their properties. The Company closely monitors market values to determine the most appropriate course of action.

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel includes the Company's executive officers and Board of Director members.

The Company entered into the following transactions with related parties. All related party transactions were measured at the amount of consideration established and agreed to by the related parties.

During the year ended July 31, 2024, the Company:

- a) paid or accrued \$243,832 (2023 – \$242,013) in management fees to the CEO of the Company.
- b) paid or accrued \$143,500 (2023 – \$98,500) in management fees to a company controlled by the CFO of the Company.
- c) paid or accrued \$57,100 (2023 – \$47,400) in professional fees to a company controlled by the CFO of the Company.
- d) paid or accrued \$2,500 (2023 - \$3,500) in consulting fees to the spouse of the CFO.
- e) paid or accrued \$61,698 (2023 – \$18,284) to the CEO of the Company for rent, included in office and administration.
- f) granted 100,000 (2023 – Nil) options to certain directors that resulted in share-based compensation of \$23,740 (2023 -\$Nil).

The amounts due to other related parties and key management personnel are as follows:

	July 31, 2024	July 31, 2023
Due to a company controlled by the CFO and director	\$ 10,297	\$ 25,720

Amounts due to related parties have no specific terms of repayment, are unsecured and non-interest-bearing.

The amounts prepaid to other related parties and key management are as follows:

	July 31, 2024	July 31, 2023
Prepayment to the Chief Executive Officer	\$ 61,603	\$ 77,453

10. CAPITAL MANAGEMENT

The Company defines its capital as shareholders' equity (deficiency). Capital requirements are driven by the Company's exploration activities on its exploration and evaluation assets. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget all exploration projects and overhead to manage costs, commitments and exploration activities.

Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will be able to continue this financing due to uncertain economic conditions. The Company is not subject to any externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the year.

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

11. SEGMENTED DISCLOSURE

An operating segment is defined as a component of the Company that engages in business activities from which it may earn revenues and incur expense, whose operating results are reviewed regularly by the Company's chief operating decision maker, and for which discrete financial information is available. The Company has determined that it has one reportable operating segment, the acquisition and exploration of mineral properties, all of which occurs within Canada.

12. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 27% (2023 – 27%) to income before income taxes. The reasons for the differences are as follows:

	July 31, 2024	July 31, 2023
Net loss before income taxes for the year	\$ (4,205,628)	\$ (1,723,543)
Statutory income tax rate	27%	27%
Expected income tax recovery	\$ (1,136,000)	\$ (465,000)
Non-deductible items	747,000	(1,000)
True-up	192,000	(5,000)
Change in unrecognized benefit of deferred tax assets	197,000	471,000
Total income tax recovery	\$ -	\$ -

The Company recognizes tax benefits on losses or other deductible amounts generated in countries where the probable criteria for the recognition of deferred tax assets has been met. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	July 31, 2024	Expiry date	July 31, 2023
Excess of unused exploration expenditures for Canadian tax purposes			
Over carrying value of mineral property interests	\$ 3,155,000	None	\$ 3,700,000
Excess of undepreciated capital cost over carrying value of fixed assets	87,000	None	86,000
Share issuance costs	274,000	2025 - 2028	434,000
Capital losses carried forward and other	421,000	None	415,000
Non-capital losses carried forward - Canada	9,694,000	2033 - 2044	8,268,000
Total unrecognized deductible temporary differences and tax losses	\$ 13,631,000		\$ 12,903,000

STARR PEAK MINING LTD.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED JULY 31, 2024 and 2023
(Expressed in Canadian Dollars)

12. INCOME TAXES (continued)

The Company's recognized deferred tax assets and liabilities are as follows:

	2024	2023
Deferred tax liabilities: Investment	\$ (1,000)	\$ -
Deferred tax assets: Non-capital loss	1,000	-
Net deferred tax assets (liabilities)	\$ -	\$ -

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize these benefits. Tax attributes are subject to review and potential adjustment by tax authorities.