Kincora Copper Limited

(An Exploration Stage Company)

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Expressed in Canadian Dollars

(Unaudited – Prepared by Management)

For the nine-month periods ended September 30, 2024 and 2023

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 interim financial statements have not been reviewed by an auditor.

The accompanying unaudited interim condensed consolidated financial statements of 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 interim condensed consolidated financial statements in accordance with the standards established by and the Chartered Professional Accountants of Canada for a review of the interim financial statements by an entity's auditor.

Kincora Copper Limited

Statement 1

(An Exploration Stage Company)

Interim Condensed Consolidated Statements of Financial Position

As at

(Figures in tables are expressed in thousands of Canadian dollars)

		September 30, 2024		December 31, 2023
		(Unaudited)		(Audited)
ASSETS				
Current				
Cash	**$**	**680**	$	1,530
Receivables		**27**		27
Prepaids and deposits		**154**		144
		861		1,701
Security deposits (Notes 6 and 12)		**125**		89
Equipment (Note 11)		**65**		74
Exploration and evaluation assets (Note 6)		**16,990**		15,887
	$	**18,041**	$	17,751
LIABILITIES				
Current				
Accounts payable (Notes 7 and 9)	**$**	**275**	$	202
Accrued liabilities		**45**		46
Deferred revenue (Note 6)		**207**		-
		527		248
SHAREHOLDERS' EQUITY				
Share capital (Note 7)		**191,384**		191,384
Share-based payment reserve		**15,244**		14,450
Obligation to issue shares (Notes 7 and 9)		**535**		354
Foreign currency translation reserve		**(69)**		(850)
Deficit		**(189,580)**		(187,835)
		17,514		17,503
	$	**18,041**	$	17,751

Nature of Operations and Going Concern (Note 1)
Contingencies (Note 12)
Subsequent event (Note 13)

Approved and authorized by the Board of Directors on November 14, 2024

"Jeremy Robinson"	*"Sam Spring"*
Jeremy Robinson	Sam Spring
Director	Director

Kincora Copper Limited

Statement 2

(An Exploration Stage Company)

Interim Condensed Consolidated Statements of Loss and Comprehensive Loss
For the,

(Figures in tables are expressed in thousands of Canadian dollars, except per share amounts)
(Unaudited – Prepared by Management)

	Three-month period ended September 30, 2024	Three-month period ended September 30, 2023	Nine-month period ended September 30, 2024	Nine-month period ended September 30, 2023
Expenses				
Consultants (Note 9)	**$ 50**	$ 38	**$ 164**	$ 113
Consultants – Geologists (Note 9)	**5**	5	**15**	15
Consultants – Technical (recovery)	**(69)**	18	**(31)**	56
Corporate administrative and office services	**29**	45	**141**	225
Directors and audit committee fees (Note 9)	**49**	24	**169**	72
Foreign exchange loss (gain)	**-**	(83)	**1**	(122)
Insurance	**51**	55	**67**	70
Investor relations	**12**	22	**31**	113
Legal and accounting	**21**	88	**89**	149
Management fees (Note 9)	**75**	55	**225**	165
Share-based compensation (Notes 7 and 9)	**-**	21	**794**	108
Transfer agent and filing fees	**33**	77	**68**	128
Travel	**10**	-	**18**	-
	(266)	(365)	**(1,751)**	(1,092)
Other item				
Write-off of accounts payable	**-**	-	**6**	-
Net loss for the period	**$ (266)**	$ (365)	**$ (1,745)**	$ (1,092)
Foreign currency translation	**174**	(27)	**781**	(83)
Comprehensive loss for the period	**$ (92)**	$ (392)	**$ (964)**	$ (1,175)
Loss per share – basic and diluted	**$ (0.00)**	$ (0.00)	**$ (0.01)**	$ (0.01)
Weighted average number of common shares outstanding	**247,174**	191,477	**247,174**	171,345

Kincora Copper Limited *Statement 3*

(An Exploration Stage Company)

Interim Condensed Consolidated Statements of Cash Flows

For the nine-month periods ended September 30,

(Figures in tables are expressed in thousands of Canadian dollars)

(Unaudited – Prepared by Management)

Cash provided by (used in):		**2024**		**2023**
Operating activities				
Loss for the period:	**$**	**(1,745)**	$	(1,092)
Items not affected by cash:				
Obligation to issue shares		**181**		119
Share-based compensation		**794**		108
Changes in non-cash working capital items:				
Receivables		**-**		(51)
Prepaids and deposits		**(10)**		-
Accounts payable and accrued liabilities		**72**		(296)
Net cash used in operating activities		**(708)**		(1,212)
Investing activities				
Acquisition of equipment		**(90)**		(71)
Security deposits		**(33)**		87
Government grant received		**-**		115
Deferred cooperative funding		**207**		-
Exclusivity payment received		**92**		-
Exploration and evaluation asset expenditures		**(526)**		(1,690)
Net cash used in investing activities		**(350)**		(1,559)
Financing activity				
Proceeds from private placement, net of issue costs		**-**		2,413
Net cash provided by financing activity		**-**		2,413
Effect of foreign exchange translation		**208**		(83)
Change in cash and cash equivalents		**(850)**		(441)
Cash and cash equivalents – beginning of period		**1,530**		2,224
Cash and cash equivalents – end of period	**$**	**680**	$	1,783

Supplemental Disclosure of Cash Flow Information (Note 10)

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

Kincora Copper Limited

(An Exploration Stage Company)

Interim Condensed Consolidated Statements of Changes in Shareholders' Equity
For the nine-months periods ended September 30, 2024 and 2023

(Figures in tables are expressed in thousands of Canadian dollars, except number of share amounts)

	Share capital (Number of shares)	Share capital $	Obligation to issue shares $	Share-based payment reserve $	Foreign currency translation reserve $	Deficit $	Total $
Balance, December 31, 2022	151,440,747	187,930	195	14,164	(284)	(186,375)	15,630
Shares issued for private placement, net	55,732,794	2,413	-	-	-	-	2,413
Options issued as share issuance costs	-	(160)	-	160	-	-	-
Shares for services to be issued	-	-	119	-	-	-	119
Share-based compensation	-	-	-	108	-	-	108
Net comprehensive loss for the period	-	-	-	-	(83)	(1,092)	(1,175)
Balance, September 30, 2023	**207,173,541**	**190,183**	**314**	**14,432**	**(367)**	**(187,467)**	**17,095**
Balance, December 31, 2023	247,173,541	191,384	354	14,450	(850)	(187,835)	17,503
Shares for services to be issued	-	-	181	-	-	-	181
Share-based compensation	-	-	-	794	-	-	794
Net comprehensive loss for the period	-	-	-	-	781	(1,745)	(964)
Balance, September 30, 2024	**247,173,541**	**191,384**	**535**	**15,244**	**(69)**	**(189,580)**	**17,514**

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

1. Nature of Operations and Going Concern

Kincora Copper Limited ("the Company" or "Kincora") was incorporated in British Columbia, Canada on September 24, 1983. The Company is engaged in the acquisition and exploration of exploration and evaluation assets. The Company's shares are listed on the TSX-Venture Exchange ("TSXV") and began trading on the Australian Securities Exchange ("ASX"), both under the symbol KCC.

The head office of the Company is located at Suite #400 - 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 3N6 and the registered address and records office is located at 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1D3.

These interim condensed consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration and evaluation assets projects. These material uncertainties may cast a significant doubt on the validity of this assumption.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to continue operations, both at the listed company and project levels.

As at September 30, 2024, the Company has an accumulated deficit of $189,580,000, a net loss for the nine-month period ended September 30, 2024 of $1,745,000, has current assets in excess of current liabilities of $334,000 and a cash balance of $680,000. After period end, the Company secured commitments for a two tranche A$1.27 million non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder, directors and new investors participation. If the going concern assumption was not appropriate for these interim condensed consolidated financial statements, adjustments would be necessary to the carrying values of assets, liabilities, reported income and expenses and the statement of financial position classifications used. Such adjustments could be material.

2. Basis of Preparation

Statement of Compliance

These unaudited interim condensed consolidated financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") and in accordance with International Accounting Standards ("IAS") 34 Interim Financial Reporting.

These interim condensed consolidated financial statements, including comparatives, 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 Interpretations Committee ("IFRIC").

They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these interim condensed consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The significant accounting policies, as disclosed, have been applied consistently to all periods presented in these interim condensed consolidated financial statements. The interim condensed consolidated financial statements should be read in conjunction with the Company's annual consolidated

2. Basis of Preparation - *continued*

Statement of Compliance - continued

financial statements for the year ended December 31, 2023 prepared in accordance with IFRS applicable to annual consolidated financial statements.

Critical Accounting Estimates

The preparation of these interim condensed consolidated 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 interim condensed consolidated financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, 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:

- The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position based on capitalized acquisition and expenditure costs, facing review for impairment based on factors including the planned exploration budgets and activities, commodity prices, drill results of exploration programs, and strategic direction of the Company;
- The inputs used in accounting for share-based compensation expense included in profit or loss calculated using the Black-Scholes Option Pricing Model;
- The recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences.

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3. Material Accounting Policies

a) Basis of consolidation

The interim condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: BSG Investments Inc. ("BSGII"), which owns Kincora Group Ltd ("KGL") and its subsidiaries, Nadmin IBEX LLC ("Nadmin") and Golden Grouse IBEX LLC ("Golden Grouse"), Kincora Australia Limited and its subsidiary, Kincora Copper Australia Pty Ltd, Game Creek Company Limited ("Game Creek") and Samsul Mineração Ltda. ("Samsul"). Inter-company balances and transactions are eliminated on consolidation. BSGII, Game Creek, Kincora Australia Limited and KGL are British Virgin Island incorporated companies. Nadmin and Golden Grouse were incorporated in Mongolia. Samsul was incorporated in Brazil. Kincora Copper Australia Pty Ltd was incorporated in Australia in 2019.

b) Share-based compensation

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 recognized over the vesting period.

3. Material Accounting Policies – *continued*

b) Share-based compensation – *continued*

A corresponding increase in share-based payment reserve is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in share-based payment reserve. Share-based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

c) Cash and cash equivalents

Cash equivalents consist of highly liquid investments that are readily convertible into cash with maturities of three-months or less when purchased.

d) Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

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 in the specific area; and
- sufficient data exist to indicate that, although a 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.

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

3. Material Accounting Policies – *continued*

e) Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the year. For all years presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. In calculating the diluted loss per share, the weighted average number of common shares outstanding assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. For the periods presented, this calculation proved to be anti-dilutive.

f) Equipment

Equipment is carried at cost less amortization and amounts written-off. The assets residual value, amortization methods and useful lives are reviewed, and adjusted, if appropriate, at each reporting date. Amortization is provided for over the estimated lives of the related assets based on annual rates as follows:

Exploration equipment	10 Years - Straight-line
Computers	3 Years - Straight-line

g) Income taxes

Income tax on the profit or loss for the periods presented 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, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. 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.

h) Functional and presentation currency

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiaries for the nine-month period ended September 30, 2024 is the Australian Dollar. The functional currency of the Company and its subsidiaries (except Kincora Copper Australia Pty Ltd), for the year ended December 31, 2023 is the Canadian Dollar, and the functional currency of Kincora Copper Australia Pty Ltd is the Australian Dollar. The functional currency

3. Material Accounting Policies – *continued*

h) Functional and presentation currency – *continued*

determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates* ("IAS 21"). The Company's presentation currency is the Canadian dollar ("$").

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in the statements of comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign operations

The financial results and position of foreign operations whose functional currency is different from the Company's presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are recognized in other comprehensive income and recorded in the Company's foreign currency translation reserve in equity. These differences are recognized in the profit or loss in the period in which the operation is disposed.

i) Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as exploration and evaluation assets.

Under the legislative environments the Company may operate in, environmental bonds and prepayments can be required to support gaining operational and exploration approvals, and held until such work is completed and rehabilitation completed. Such payments are recorded as a prepayment until return and receipt to the Company. The Company's estimates of reclamation costs, environmental bonds and prepayments could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures.

3. Material Accounting Policies – *continued*

i) Provision for environmental rehabilitation – *continued*

These changes would be recorded directly to exploration and evaluation assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, would be charged to profit or loss for the period. At September 30, 2024 and December 31, 2023, the Company had no provisions for environmental rehabilitation.

j) Impairment of assets

The carrying amount of the Company's long-lived assets (which includes equipment and exploration and evaluation assets) is periodically reviewed, including following the reduction in any mineral tenure rights and at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount is the greater of an asset's fair value, less cost to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows, largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

k) Financial instruments

<u>Classification</u>

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

3. Material Accounting Policies – *continued*

k) Financial instruments – *continued*

Classification – *continued*

Financial assets/liabilities	Classification
Cash	FVTPL
Receivables	Amortized cost
Accounts payable	Amortized cost

Measurement

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

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

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded in the statements of loss and comprehensive loss in the period in which they arise.

Fair value measurement disclosure includes classification of financial instrument in a hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair values of the Company's cash constitutes a Level 1 fair value measurement. The fair value of the Company's receivables and accounts payable approximate the carrying value due to their short-term nature.

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks

3. Material Accounting Policies – *continued*

k) Financial instruments – *continued*

Derecognition – *continued*

and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

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

4. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to commence the development of its exploration and evaluation assets and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares. Further information relating to liquidity risk is disclosed in Note 5. In the management of capital, the Company includes the components of shareholders' 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 the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors. The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. The Company is uncertain as to whether its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period and, accordingly, management is reviewing the timing and scope of current exploration plans and is also pursuing other financing alternatives to fund the Company's operations. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

5. Management of Financial Risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

5. Management of Financial Risk – *continued*

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 periodically exposed to interest rate risk on its cash equivalents as these instruments are exposed to interest rate fluctuations on renewal. Management has assessed this risk as low.

Currency risk

Currency risk is the risk that the fair values of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's operations are focused on Australia and Mongolia, where many exploration and administrative expenses are incurred in the Australian Dollar, Mongolian Tugrik and the US Dollar. The Company's ability to advance funds to Mongolia is subject to changes in the valuation of the Tugrik and the US dollar as well as rules and regulations of the Mongolian government. Fluctuations in the value of the Australian Dollar, Tugrik and the US dollar may have positive and/or adverse effect on the operations and operating costs of the Company. Management seeks to limit foreign currency risk, primarily seeking to retain funds in Canada and Australia wiring funds as and when needed to foreign subsidiaries to meet operating expenditures, and believes this risk to be minimal.

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 held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Australia, with more limited funds in Mongolia, where the Mongolian subsidiaries make monthly cash calls. As most of the Company's cash is held by two banks there is a concentration of credit risk, and, in Mongolia one of the two subsidiary's bank accounts has been frozen by the Mongolian Tax Authority as a result of an ongoing tax dispute. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies and looking to avoid holding more than one month's budgeted cash reserves in Mongolia (and noting the funding obligations for the Mongolian operation are now included in the agreement with Woomera). The Company has secondary exposure to credit risk on its receivables. This risk is minimal as receivables consist primarily of refundable goods and services taxes.

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 attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations.

As at September 30, 2024, the Company had current assets in excess of current liabilities of $334,000 and a cash balance of $680,000, (December 31, 2023 - $1,530,000) to settle current liabilities of $527,000 (December 31, 2023 - $248,000). After period end, the Company secured commitments for a two tranche A$1.27 million non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder, directors and new investors participation

Historically, the Company's sole source of funding has been the issuance of equity, and one issuance of debt financing. Through 2023/2024, the Company has sought to change its funding model, consolidating a 100% interest in all its projects, and seeking to bring in asset level partners.

5. Management of Financial Risk – *continued*

Liquidity risk – continued

To date, this has resulted in five agreements that unlock over A$60 million of potential multiple year partner funding, and also providing the Company a management fee from being current operator for one of these partnerships (with AngloGold Ashanti for the Nyngan and Nevertire projects). These agreements include six of the Company's current fourteen licenses. Further deals that offer a clear value path and targeted partnerships are proposed.

As with all exploration juniors, the Company's access to financing is always uncertain. There can be no assurance of continued access to significant financing. Liquidity risk is assessed as high, both at the listed company and asset level.

Commodity price risk

The Company's ability to raise capital to fund exploration or development activities either at the listed company or asset level is subject to risks associated with fluctuations in general market prices and investor sentiment, particularly relating to copper and gold, and the jurisdictions the Company primarily operates in. The Company closely monitors general market conditions and commodity prices to determine the appropriate course of action to be taken.

6. Exploration and Evaluation Assets

For the nine-month period ended September 30, 2024 (000's)

		Bronze Fox		Golden Grouse		Macquarie Arc		Total
Exploration costs								
Amortization	$	29	$	39	$	-	$	**68**
Camp		1		38		2		**41**
Fuel		-		-		4		**4**
Geological/geophysics		-		-		3		**3**
License/fees/taxes		-		-		3		**3**
Rental/utilities		1		3		58		**62**
Salaries/labor		56		111		181		**348**
Supplies/safety gear		-		-		12		**12**
Transportation/travel		-		-		53		**53**
Total current exploration costs	$	87	$	191	$	316	$	**594**
Total costs incurred during the period	$	87	$	191	$	316	$	**594**
Balance, opening		1,347		424		14,116		**15,887**
Exclusivity payment received		(68)		(24)		-		**(92)**
Translation adjustment		115		41		445		**601**
Balance, ending	$	1,481	$	632	$	14,877	$	**16,990**

6. Exploration and Evaluation Assets – *continued*

Cumulative costs:								
Acquisition	$	36,624	$	1,094	$	1,973	$	**39,691**
Exploration		13,566		4,314		13,136		**31,016**
Exclusivity payment received		(326)		(51)		-		**(377)**
Government grant received		-		-		(339)		**(339)**
Impairment		(48,498)		(4,766)		-		**(53,264)**
Translation adjustment		115		41		107		**263**
	$	1,481	$	632	$	14,877	$	**16,990**

For the year ended December 31, 2023 (000's)

		Bronze Fox		**Golden Grouse**		**Macquarie Arc**		**Total**
Acquisition costs								
Acquisition & maintenance	$	-	$	-	$	1,200	$	**1,200**
Total current acquisition costs	$	-	$	-	$	1,200	$	**1,200**
Exploration costs								
Amortization	$	39	$	35	$	-	$	**74**
Assaying		-		-		101		**101**
Camp		13		35		3		**51**
Drilling		-		-		590		**590**
Fuel		-		-		37		**37**
License/fees/taxes		-		-		4		**4**
Rental/utilities		3		-		143		**146**
Salaries/labor		111		208		559		**878**
Supplies/safety gear		-		-		1		**1**
Transportation/travel		-		-		137		**137**
Total current exploration costs	$	166	$	278	$	1,575	$	**2,019**
Total costs incurred during the year	$	166	$	278	$	2,775	$	**3,219**
Balance, opening		1,241		388		11,834		**13,463**
Translation adjustment		-		-		(338)		**(338)**
Exclusivity payment received		(60)		(27)		-		**(87)**
Government grant received		-		-		(155)		**(155)**
Impairment		-		(215)		-		**(215)**
Balance, ending	$	1,347	$	424	$	14,116	$	**15,887**

Cumulative costs:								
Acquisition	$	36,624	$	1,094	$	1,973	$	**39,691**
Exploration		13,479		4,123		12,820		**30,422**
Exclusivity payment received		(258)		(27)		-		**(285)**
Government grant received		-		-		(339)		**(339)**
Impairment		(48,498)		(4,766)		-		**(53,264)**
Translation adjustment		-		-		(338)		**(338)**
	$	1,347	$	424	$	14,116	$	**15,887**

6. Exploration and Evaluation Assets – *continued*

Exploration and evaluation assets – Mongolia – Nadmin

The Company originally acquired a 100% interest in the shares of KGL in consideration for $35,882,000 in cash, common shares and warrants. KGL indirectly holds title to the mining license of the Bronze Fox copper/gold project in Mongolia.

Following the issuance of the Bronze Fox mining license approximately 85% of the eastern Bronze Fox license was relinquished as part of the conversion of the exploration to mining license. Following a detailed review of historical acquisition and expenditure relating to the eastern Bronze Fox license an impairment has been undertaken to reflect:

- the pro-rata amount of the capitalised acquisition costs for the eastern license; and,
- for the capitalised specific exploration costs for activities undertaken on ground no longer retained.

The review has resulted in a write down of $29,713,000 in 2020 relating to the area that has been relinquished.

Such a methodology is consistent with the Company's standard review process as per the prior ground held and relinquished in Mongolia (or any other jurisdiction).

During the year ended December 31, 2020, the Company recorded total impairment loss of $30,455,000 relating to the write-off of exploration license, which includes $742,000 write-off of the carrying value relating to the merger with IBEX subsidiaries in 2016.

During the year ended December 31, 2021, the Company assessed the property for impairment in relation to the acquisition and joint venture agreement entered by the Company with Resilience Mining Mongolia Pty. Ltd. ("RMM") on June 30, 2021, and recorded an impairment loss of $18,043,000.

Exploration and evaluation assets – Mongolia – Golden Grouse

On April 18, 2012, the Company acquired a 100% interest in Golden Grouse from the optionor, Temujin Mining Corp. ("Temujin"), which held two mineral exploration licenses adjoining the Company's Bronze Fox project in Mongolia.

On October 28, 2016, the Company obtained seven mineral exploration licenses and two new license applications in mergers with IBEX Land Mongolia LLC ("IBEX Land") and IBEX Mongolia LLC ("IBEX"). The fair value in excess of the net assets of IBEX Land and IBEX was allocated to Bronze Fox ($742,000) and Golden Grouse ($1,094,000). The Company retains the full regional exploration dataset across the IBEX portfolio and various infrastructure associated with the merger, including the White Pearl camp in the Southern Gobi, but as of December 31, 2019, all of the mineral exploration licenses associated with the IBEX transaction that are no longer being explored by the Company, which have been relinquished back to the Mongolian Government, were written down by $3,185,000.

During the year ended December 31, 2020, the Company recorded an impairment loss of $212,000 relating to the write-off of exploration license.

6. Exploration and Evaluation Assets – *continued*

Exploration and evaluation assets – Mongolia – Golden Grouse - continued

During the year ended December 31, 2021, the Company assessed the property for impairment in relation to the acquisition and joint venture agreement entered by the Company with RMM on June 30, 2021, and recorded an impairment loss of $1,154,000.

During the nine-month period ended September 30, 2024, the Company received an exclusivity payment of $92,000 (A$100,000) from an interested party to enable final due diligence and definitive legal agreements, in relation to the sale of the Mongolian asset.

During the period, Kincora successfully completed the strategic review process for the Mongolian assets with a binding Earn-In Term Sheet (Mongolia Agreement) with Woomera Mining Limited (ASX: WML, Woomera).

Woomera has the right to spend up to US$4 million over a period of 5 years to earn a 80% interest (in two phases) and may elect to then:

- purchase the remaining 20% interest from Kincora for US$10 million cash consideration and a 1% Net Smelter Royalty (NSR); or,
- enter into a shareholders agreement whereby Kincora is free carried until the point of a Final Investment Decision (FID) for project development (minimum reserve of 1Moz gold equivalent)

Woomera is a well creditentialed partner with a highly successful team and strong shareholder register, and has concluded a raising to support the Agreement. A high impact field program proposed from next month including new discovery and resource expansion drilling coupled with a second mining license conversion. Kincora will receive A$450,000 share consideration in Woomera becoming its largest shareholder and A$100,000 in total cash payments.

Impairment of evaluation and exploration assets – Mongolia

On June 30, 2021, the Company entered into a definitive acquisition and joint venture agreement with Resilience Mining Mongolia (RMM) in connection with the binding term sheet entered into by the parties on December 12, 2020. Pursuant to the agreement, RMM would acquire 80 percent interest in the Company's subsidiary, KGL which owns Nadmin and Golden Grouse ("Mongolian subsidiaries"), by granting an equity interest of 9.9 percent in RMM upon successful admission to the ASX and having raised a minimum of A$5,000,000 in new equity to the Company's subsidiary, BSG II. Through a share purchase agreement, Kincora will also retain an effective carried asset level interest in the Mongolian subsidiaries until certain material project level milestones.

On July 8, 2022, the Company issued a notice to RMM notifying it of the failure of conditions under the existing joint venture agreement. The effect of the notice was that the joint venture agreement terminated and enabled the Company to pursue other strategic options for the Mongolian asset portfolio with an externally lead strategic review (potential divestment) process commenced in June 2023.

During the year ended December 31, 2021, the Company assessed the exploration and evaluation assets of KGL for impairment based on the estimated fair value less costs of disposal of the 80 percent ownership interest of KGL during the year ended December 31, 2021. The fair value of the 80 percent ownership interest was estimated based on the proposed Initial Public Offering ("IPO") price and share structure of RMM in the

6. Exploration and Evaluation Assets – *continued*

Impairment of evaluation and exploration assets – Mongolia (continued)

ASX Listing. The Company recognized an impairment loss of $19,197,000 on the Mongolian properties, Bronze Fox and Golden Grouse, pro-rated based on the respective carrying amount of the properties.

Exploration and evaluation assets – Mongolia – Earn-in and Joint Venture Agreement

On August 8, 2024, the Company announced the successful completion of the strategic review process which resulted in a binding Earn-In Term Sheet (Mongolia Agreement) with Woomera Mining Limited (ASX: WML, Woomera).

Woomera is an arm's length and unrelated party to Kincora, and a well creditentialed partner with a highly successful team and strong shareholder register. On August 12, 2024, Woomera announced it that concluded a strongly supported A$1.7 million raising and is undertaking a A$0.3 million Share Purchase Plan to support the Mongolia Agreement.

The key terms of the Mongolia Agreement comprise:

- Woomera may earn a 51% equity interest in the asset holding subsidiaries by funding US$2 million in expenditure in an initial earn-in period of up to three years and has the right to earn a further 29% equity interest in the asset holding subsidiaries by funding a further US$2 million in expenditure within five years of the date of the Agreement. This includes a minimum expenditure of US$0.5 million in the each of the first two years of the earn-in period.

- Upon earning and exercising the right for the 80% interest Woomera can elect to:

  (i) purchase the remaining 20% equity interest in the subsidiaries from Kincora for a purchase price of US$10 million and a 1.0% net smelter royalty (NSR); or,

  (ii) enter into a shareholders' agreement where Woomera free-carries Kincora until the point of a Final Investment Decision (FID) for project development (minimum threshold of a JORC 2012 compliant reserve of 1Moz gold equivalent).

- Woomera completing a capital raising, which has been strongly supported, and further Share Purchase Plan is proposed.

- The Agreement requires the parties to enter into an formal agreement to reflect the terms of Woomera's operations of the Bronze Fox project and is conditional upon the parties obtaining shareholder and regulatory approvals.

- Woomera has agreed to cover the holding costs and spend a minimum of US$500,000, including satisfying the minimum statutory field related commitments and drilling for the project between the date of its shareholder approval and December 31st, 2024.

- If Woomera withdraws from the earn-in prior to earning an 80% interest it must forfeited any equity interest it has obtained in the asset holding entities to Kincora.

6. Exploration and Evaluation Assets – *continued*

Exploration and evaluation assets – Australia – Direct pegging activity

Subsequent to period end, a definitive Earn-In Implement Agreement (EIA) was signed with Woomera in-line the Earn-In Term Sheet.

In the December quarter, Woomera completed a 16-diamond hole program for a total of 2516 metres. The targeted porphyry was intersected in all holes with assays due late December/early January.

During the year ended December 31, 2023, the Company recorded an impairment loss of $215,000 relating to the write-off of an exploration license.

On November 21, 2019, the Company announced an application for a new exploration licence covering 762 km2 named the Nyngan project located in the Lachlan fold belt (“LFB”), central NSW, Australia.

On January 6, 2020, the Company’s application was formally approved and exploration license EL8929 granted.

On January 30, 2020, an application for a second large new exploration licence was made directly to the NSW state for the Nevertire project, covering 382 km2. On April 14, 2020, the Company was successfully granted a new exploration licence (EL8960) for the Nevertire project.

On June 9, 2021, the Company announced an application for the Mulla gold copper porphyry project, covering 616km2 to the south of the existing Nyngan license and adjacent to the Nevertire license. The Mulla license was awarded in the fourth quarter of 2021. The 100% owned Nyngan, Nevertire and Mulla projects cover an area in the Macquarie Arc of the Lachlan Fold Belt in NSW, Australia.

Further direct application for the Condobolin East, gold-base metals license was made during the fourth quarter of 202 and was successfully awarded,.

During the nine-month period ended September 30, 2024, the Company also pegged the Wongarbon project as open ground. The Wongarbon project is considered a compelling untested Macquarie Arc porphyry target with immediate high priority targets for drilling.

Subsequent to period end, the Company was issued three new wholly owned licenses covering 1,377km2 named the Nyngan West, Nyngan South and Nevertire South projects. The new ground doubles Kincora’s position on the Macquarie Arc’s Northern Junee-Narromine Belt (NJNB), provides continuous landholding along >100km strike of the Arc and consolidates the immediate extensions of the Nyngan and Nevertire projects held in earn-in partnership with AngloGold Ashanti.

Exploration and evaluation assets – Australia – Joint Venture projects

On January 30, 2020, the Company entered into a binding memorandum of understanding (“MoU”) and made a non-refundable option payment of A$25,000 to RareX Limited (“RareX”) providing the exclusive right to acquire a 65% interest in six mineral leases and five projects in the LFB.

6. Exploration and Evaluation Assets – *continued*

Exploration and evaluation assets – Australia – Joint Venture projects – continued

On March 19, 2020, the Company announced it had completed definitive agreements with RareX. The key commercial terms being:

- Issuing 4,983,333, subject to a voluntary 12-month lockup and transfer of titles with the NSW regulator, resulting in RareX becoming a then 9.9% shareholder (issued on March 27, 2020);
- Payment of A$150,000 in cash to RareX upon closing as follows:
  - A$100,000 in cash consideration (paid on March 30, 2020); and,
  - A$50,000 in cash as reimbursement to RareX for outstanding holding costs and licence renewals (paid on March 30, 2020).
- The Company acquiring a 65% interest in the respective licences, becoming operator and sole financer of all further exploration until a positive scoping study or Preliminary Economic Assessment ("PEA").

On July 27, 2023, the Company executed a conditional agreement with RareX to acquire its carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses. In consideration, the Company issued 40m CDIs, and granted a 1% NSR for the vended licenses to RareX (the "RareX Transaction"). The consideration was issued by the Company on December 14, 2023 (Note 7).

The RareX Transaction was subject to:

- shareholder approval proposed and obtained at an Annual General and Special Meeting ("AGM") held September 26th, 2023; completion of the placement (described below) for an aggregate subscription amount of not less than 30 million CDIs ($1.5m), which was achieved via the oversubscribed A$2m private placement announced August 8th, 2023; and,
- the parties obtaining approvals required under the Mining Act 1992 (NSW), which was achieved in 4Q'2023.

As part of the acquisition, the Company completed an oversubscribed private placement to raising A$2 million via the issuance of 40.6 million new CDIs. This placement was closed on August 8 and includes a one (1) for two (2) free-attaching option exercisable at A$0.075 (C$0.065) and expiring 24-months from the date of issue.

On December 15, 2023, the Company completed the acquisition of RareX's minority and carried interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

The Company held security deposits of $83,061 in relation to RareX claims as at September 30, 2024 (December 31, 2023 - $80,708).

During the year ended December 31, 2022, the Company utilised and received a NSW government grant of $184,000 (A$200,000) for the Fairholme project. During the year ended December 31, 2023, the Company received $155,000 (A$172,352) NSW government grants relating to completed drilling at the Nyngan and Trundle projects.

Exploration and evaluation assets – Australia – Exploration Alliance Agreement

On October 6, 2022, the Company announced the execution of an Exploration Alliance Agreement with Earth AI Pty. Ltd. ("Earth AI") covering the Cundumbul project. Earth AI is a San Francisco (USA) headquartered

6. Exploration and Evaluation Assets – *continued*

Exploration and evaluation assets – Australia – Exploration Alliance Agreement – continued

Artificial Intelligence (AI) company, with a field camp in Young (NSW), that has a vertically integrated metals exploration approach to targeting, testing and verifying discoveries that are required for the electric vehicle and renewable energy revolutions.

Key terms of the Exploration Alliance:
The Exploration Alliance allows for a co-funding model and joint technical committee, whereby Earth AI will have day-to-day management and control of exploration activities, and contribute up to A$4.5m of total exploration expenditure across the project over a two-year period with an option to extend for a further year (which was extended subsequent to period end).

Subject to a minimum of 1500 metres of diamond drilling (satisfied at the time of writing) and a Qualifying Drilling Intersection resulting in a new discovery (as defined within the Exploration Alliance Agreement), Earth AI is entitled to a net smelter return royalty (Royalty) of up to 3% in connection with a to be agreed upon area surrounding the discovery (Area of Interest, size dependent on the extent of the newly discovered mineral system).

Kincora is under no obligation to explore, develop or mine the Cundumbul project during the period of the Exploration Alliance. However, upon Earth AI successfully drilling a Qualifying Drilling Intersection and having carried out a minimum of 1,500 metres of diamond drilling, whereafter the second anniversary of the Royalty Trigger Date if no mineral resource has been defined and the annual exploration expenditure in the Area of Interest falls below US$250,000, Earth AI will have the option to assume operational control and buy all of the Royalty Tenements that overlap with the Area of Interest under the Royalty Deed, for a cash purchase price equal to US$1,000,000 plus a 2% net smelter.

The Agreement will not affect the capital structure of the Company or ownership in the project. During the nine-month period ended September 30, 2024, Earth AI has commenced drilling (at their own cost) at the Cundumbul project with results and further drilling activities pending.

Exploration and evaluation assets – Australia – Earn-in and Joint Venture Agreement

As announced on May 28th 2024, during the period Kincora signed a definitive multiple-phase Earn-in and Joint Venture Agreement with a wholly owned subsidiary of AngloGold Ashanti plc (AngloGold) (NYSE: AU; JSE: ANG) for the Northern Junee-Narromine Belt Project, comprising the Nyngan and Nevertire licenses.

The key terms of the Agreement with AngloGold Ashanti Australia Limited, a wholly owned subsidiary of AngloGold Ashanti plc, covering the Nyngan (EL 8929) and Nevertire (EL 8960) projects, comprise:

- AngloGold may earn a 70% initial interest by incurring A$25 million in total expenditure on exploration in the initial earn-in period of up to seven years upon which a joint venture would be formed (Phase I). This includes a minimum expenditure of A$2 million within the first two years (Minimum Obligation). AngloGold is permitted to withdraw from the Agreement after satisfying the Minimum Obligation or payment of any shortfall.
- AngloGold can then earn an additional 10% interest (for a total interest of 80%) by completing a Pre-Feasibility Study (PFS) or by funding a further $25m of expenditure over an additional three years (Phase II).

6. Exploration and Evaluation Assets – *continued*

Exploration and evaluation assets – Australia – Exploration Alliance Agreement – continued

- During the Minimum Obligation period, Kincora will operate and conduct all exploration activities as directed by an Exploration Management Committee that will comprise two members from each party, and be entitled to a 10% management fee.
- The Agreement is otherwise on terms that are customary for similar agreements and includes the agreed principal terms of the proposed joint venture agreement which will apply if AngloGold earns an interest in the NJNB tenements.
- All expenditure timelines under the Agreement can be accelerated.

Under the agreement a wide range of virgin, large intrusive-related copper-gold targets will be drill tested.

During the nine-month period ended September 30, 2024, the Company received in advance funds from AngloGold of $207,000 (A$230,005) and recorded as deferred revenue in the consolidated statements of financial position.

7. Share Capital

Authorized share capital: Unlimited Common shares without par value.

Share issuances:

a) On December 14, 2023, the Company issued 40,000,000 CDIs at a fair value of C$0.03 per CDI pursuant to the acquisition of 35% interest in the RareX projects (Note 6).

b) On August 8, 2023, the Company closed a Non-Brokered Placement and issued 40,600,000 new CDIs for gross proceeds of $1,784,167 (A$2,030,000). The Non-Brokered Placement includes a one (1) for two (2) free-attaching option exercisable at A$0.075 (C$0.065) and expiring 24-months from the issue ("Attaching Options"). Associated with the raising, 7,500,000 unquoted options were issued at an exercise price of A$0.075 (C$0.065) and expiring 24-months from the issue ("Broker Options") and cash fee of $94,037 was incurred.

c) On March 6, 2023, the Company issued 15,132,794 shares for gross proceeds of $756,640 (A$832,304) from the second tranche of the December 2022 private placement. The Company incurred share issuance costs of $32,657.

Obligation to issue shares:
The Company has a share for services plan approved in 2019. Pursuant to the plan, the Company provides compensation to directors and officers in both shares and cash. The portion of compensation that will be paid by shares are recorded in obligation to issue shares and will be transferred to share capital upon issuance of the shares. During the nine-month period ended September 30, 2024, the Company accrued fees of $181,412 (2023 - $119,250) to its officers and directors. As at September 30, 2024, the Company has a balance owing of $541,762 (December 31, 2023 - $360,350), with $535,512 (December 31, 2023 - $354,100) recorded in obligation to issue shares and the remaining in accounts payable.

(Expressed in Canadian Dollars)

7. Share Capital – *continued*

Stock options:

The Company has an equity incentive plan in place under which it is authorized to grant options or performance rights to executive officers and directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common stock of the Company, and the amount approved for the purposes of the ASX rules, being up to 7,000,000 performance rights. Under the plan, the exercise price of each option shall not be less than the discounted market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

On September 27, 2023, the Company issued 20,300,000 free-attaching options pursuant to the private placement that closed in August 2023. Each option has an exercise price of C$0.065 (A$0.075) and expires 24 months from the date of issue. The fair value of the options was determined to be $nil using the residual method. The Company issued 7,500,000 broker options as share issuance cost. Each option has an exercise price of C$0.065 (A$0.075). The fair value of the broker options was $160,029, determined using the Black-Scholes Option Pricing Model.

On May 31, 2024, the Company granted an aggregate of 24,500,000 incentive stock options to certain board members, senior management and advisers of Kincora (the optionees). Each option is exercisable into one common share in the capital of the company at an exercise price of $0.068 (A$0.075) per common share with expiry of two years following the date of grant. The fair value of the options was $794,449, determined using the Black-Scholes Option Pricing Model.

The fair value was determined using the Black-Scholes Option Pricing Model using the following weighted average estimates:

	December 31, 2023	September 30, 2024
Expected dividend yield	0%	0%
Expected stock price volatility	122.11%	142%
Risk free rate	4.62%	4.25%
Forfeiture rate	0%	0%
Expected life of options	2 years	2 years

A summary of the Company's stock option transactions is as follows:

	Number of options	Weighted average exercise price
Balance outstanding – December 31, 2022	**20,449,886**	**$0.31**
Granted	27,800,000	0.07
Expired	(864,805)	0.32
Balance outstanding – December 31, 2023	**47,385,081**	**$0.16**
Granted	24,500,000	0.05
Expired	(2,004,506)	0.48
Expired	(10,000,000)	0.29
Expired	(7,580,575)	0.28
Balance outstanding – September 30, 2024	**52,300,000**	**$0.07**

The weighted average life of the stock options is 1.31 years.

7. **Share Capital** – *continued*

Stock options: (continued)
The weighted average price for options granted during the nine-month period ended September 30, 2024 is $0.068 (December 31, 2023 - $0.065).

As at September 30, 2024, the following stock options are outstanding and exercisable:

Number	Price per share	Expiry date	Options exercisable
27,800,000	$0.07	September 27, 2025	27,800,000
24,500,000	$0.07	May 31, 2026	24,500,000
52,300,000	**$0.07**		**52,300,000**

Warrants: As of September 30, 2024 and December 31, 2023, the Company had no outstanding warrants.

Performance rights:
In December 2021, the Company granted 5,520,449 performance rights to certain directors and officers of the Company, pursuant to the Company's new EIP. 4,535,385 of the performance rights are vesting two years from the issue date, 454,154 performance rights are vesting one year from the issue date, and 530,910 performance rights are vesting 1/3 each of the calendar years ended 2021, 2022, and 2023. During the nine-month period ended September 30, 2024, the Company recorded share-based compensation of $Nil (2023 - $86,584) for the performance rights vested.

Reserves:
Share-based payment reserve represents the fair value of stock options or warrants until such time that the share-based instruments are exercised, at which time the corresponding amount will be transferred to share capital.

Exchange gains and losses arising from translation of foreign currency denominated transactions are included in foreign currency translation reserve.

8. **Segmented Information**

The Company operates in two operating segments being the acquisition and exploration of exploration and evaluation assets in Mongolia and Australia. The Company's head office is located in Canada, and all of the Company's non-current assets are located in Mongolia and Australia as follows.

In thousand $	Mongolia	Australia	Total
Balance at September 30, 2024			
Mineral properties	$ 2,113	$ 14,877	$ 16,990
Equipment	$ 65	$ -	$ 65

In thousand $	Mongolia	Australia	Total
Balance at December 31, 2023			
Mineral properties	$ 1,771	$ 14,116	$ 15,887
Equipment	$ 74	$ -	$ 74

9. Related Party Transactions

The Company incurred the following amounts for related party services:

a) During the nine-month period ended September 30, 2024, the Company incurred $55,350 (2023 - $55,350) to a company with an officer in common for management and accounting services.

b) During the nine-month period ended September 30, 2024, the Company incurred $225,000 (2023 - $165,000) to an officer and a company with an officer in common for management services.

c) During the nine-month period ended September 30, 2024, the Company incurred director's fees of $214,833 (2023 - $124,500) to current directors and to a former director.

d) During the nine-month period ended September 30, 2024, the Company incurred consulting fees of $15,000 (2023 - $15,000) to a director of the Company.

e) At September 30, 2024, the Company owed $512,556 (December 31, 2023 - $242,710) in accrued directors' fees and management and accounting fees in accounts payable, which are non-interest bearing and due on demand, and obligation to issue shares (Note7).

f) During the year ended December 31, 2023, the Company issued 40,000,000 CDIs to RareX for the acquisition of the 35% interest in the NSW project portfolio (Note 7).

Compensation of key management personnel

In thousand $		**September 30, 2024**		September 30, 2023
Management, chairman, directors, and audit committee fees	**$**	**510**	$	360
Share-based payments		**778**		108
	$	**1,288**	$	468

10. Supplemental Disclosures of Cash Flow Information

Supplemental Disclosure of Non-Cash Financing and Investing Activities include *('000):*		**September 30, 2024**		September 30, 2023
Amortization capitalized to exploration and evaluation assets	**$**	**68**	$	56

11. Equipment

Net carrying costs at September 30, 2024 and December 31, 2023 are as follows ('000):

		Computers		Exploration Equipment		Total
Cost						
Balance as at December 31, 2022	$	25	$	1,243	$	1,268
Additions		-		71		71
Balance as at December 31, 2023		25		1,314		1,339
Additions		-		90		90
Translation adjustment		-		(31)		(31)
Balance as at September 30, 2024	$	25	$	1,373	$	1,398
Accumulated amortization and impairment						
Balance as at December 31, 2022	$	(25)	$	(1,166)	$	(1,191)
Amortization		-		(74)		(74)
Balance as at December 31, 2023		(25)		(1,240)	$	(1,265)
Additions		-		(68)		(68)
Balance as at September 30, 2024	$	(25)	$	(1,308)	$	(1,333)
Net book value						
At December 31, 2023	$	-	$	**74**	**$**	**74**
At September 30, 2024	**$**	**-**	**$**	**65**	**$**	**65**

12. Contingencies

In the course of its business activities the Company has from time to time, been the subject of civil claims by third parties, including former employees that could give rise to a liability to pay compensation or damages. In addition, the Company may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition. Based upon historic experience with management of such claims, assessment and regulatory actions, the Company does not anticipate that the outcome of those claims, assessments and regulatory actions, will have a materially adverse effect on the Company's business or financial condition.

Mongolia

During the year ended December 31, 2021, Golden Grouse received a tax act reassessment for $2.7 billion Tugriks (MNT), approximately $1 million (US$800,000) from the Mongolian Tax Authority ("MTA").

The 2021 tax assessment comprises four items, of which the Company strongly refutes the merit of three including the very vast majority of the liability sought relating to a retrospective tax assessment of the 2016 merger with IBEX (the agreed liability owed is 16.2 million MNT or approximately $5,700 (U.S.)).

The 2016 IBEX merger required a prior tax assessment, which followed an audit of the IBEX entity's prior-year periods and the on-shore and off-shore agreements to the merger (IBEX and parent entities). The 2016 tax assessment was paid and relied upon by Mongolian government departments to facilitate the merger and

12. Contingencies – *continued*

was a condition precedent to close the merger with any adverse liability enabling both counterparties to withdraw from the merger (Note 6). In the Company's view, supported by four independent external legal opinions, the 2021 tax assessment's retrospective liability is not in line with the 2016 tax assessment and Mongolian law, and there is no basis for a different determination.

Kincora, IBEX and various Mongolian public sector departments relied upon the 2016 tax audit and rulings to close the merger. The transaction underpinned over C$12 million of subsequent equity being raised by Kincora, including investments following extensive due diligence from the European Bank for Reconstruction and Development (EBRD, one of the largest investors in Mongolia and an IFI like the IFC), and, Resource Capital Funds (RCF, one of the largest resource specialist private equity groups).

Since 2021, the Company has pursued defending the 2016 tax ruling, paid a $52,000 (MNT $100 million) security deposit (materially more than the agreed liability owed of 16.2 million MNT) to facilitate this legal defence and objection to the 2021 tax act via the Mongolian administrative courts.

In March 2023, Kincora applied to the Mongolian Administrative Chamber for the dispute to receive a hearing at the Supreme Court, which is the last legal defence step available under the Mongolian judicial system having undertaken two prior court hearings (which provided conflicting rulings) and the Mongolian Tax Dispute Counsel failing to hear the required case. This application was accepted and follows the last Appeal Court ruling (in January 2023) being outside of the litigants' appeal and counter-arguments, overturned a prior First Instance Administrative Court ruling that referred the reassessed tax act back to the MTA (with annulment occurring in 3 months should the MTA take no action), and preceded in a timeframe far too short to consider the merits of the reassessed Tax Act.

In May 2023, the Supreme Court hearing occurred with the dispute returned to the First Instance Administrative Court with a review ongoing of the reassessment by a court appointed panel of independent tax experts. A First Instance Administrative Court hearing is expected shortly to consider the independent tax experts review and the Company is of the opinion that the findings of the independent tax experts were very favourable to our case.

The Company has sought to defend its position in a fair and equitable manner following due process and Mongolian law, with support from various Third Neighbour missions and business associations.

Kincora has sought to utilise the ombudsman and dispute counsel process with the MTA – and then the government's own Investor Protection Council (IPC) mechanism – both unsuccessfully. This necessitated continuing to defend our position in Mongolian judicial system, which has traversed the three levels of the court process. Post the May 2023 Supreme Court ruling, which sent the matter back to the lowest level court, Kincora has sought government level meetings to get more focused attention from the IPC. Kincora has also drafted a proposed mutually beneficial settlement for the tax dispute and sought engagement with appropriate senior Government of Mongolia officials.

Legal advice has also been received that the MTA officials have behaved in a criminal manner (according to how Mongolian law applies to government officials) and the police have opened a case and commenced an investigation.

After over 3 years, Kincora efforts and initiatives to date have proven ineffective and there is no clear timeline or path for resolution under Mongolian law or the Mongolian judicial system.

13. Subsequent Event

On October 16, 2024, the Company has expanded its partnership with Fleet Space Technologies Pty. Ltd. to include: (i) a listed equity investment; (ii) multiphysics surveys at the Wongarbon project to identify and refine targets; and (iii) the right to drill test targets to earn an asset-level interest in the Wongarbon project.

Highlights:

- Kincora to raise A$1.27-million ($1.19-million) through strategic investment by Fleet Space and participation by existing major shareholder, directors and new investors:
    - Raise conducted at A$0.038 (3.6 cents) with 1:2 attaching option at A$0.075 (seven cents);
    - Fleet Space to invest A$400,000 ($373,832) to take initial 4% strategic stake in Kincora;
- Expanded partnership with Fleet Space including Kincora's recently secured and wholly owned Wongarbon project:
    - Multiphysics survey agreement comprising ambient noise tomography (ANT) and gravity surveys with Fleet Space's end-to-end mineral exploration solution, ExoSphere;
    - Fleet Space has the right to finance a minimum 2,000-metre drill program to earn a 20% stake in the project;
    - The Wongarbon project is interpreted to host one of the last remaining untested and large intrusive complexes of the Macquarie Arc situated on an interpreted common transverse structure that is a key control to the 14.7 million ounces gold equivalent inventory within Alkane Resources Ltd. Northern Molong porphyry project (NMPP);
    - Final interpretations are pending for a recent Fleet Space ANT survey at the NMPP and multiphysic surveys at the Nyngan project ahead of imminent drill testing.