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GALLEON GOLD CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended August 31, 2024 and 2023

(Expressed in Canadian Dollars)

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 condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying condensed interim 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 an audit or review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada.

GALLEON GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in Canadian dollars)

As at	Notes		August 31, 2024		November 30, 2023
Assets					
Cash and cash equivalents	4	$	1,829,330	$	260,490
Restricted cash equivalents	4		40,000		40,000
Taxes and other receivable	5		71,301		63,718
Prepaid expenses			65,374		63,846
Marketable securities	6		156,093		412,251
Total current assets			2,162,098		840,305
Property, plant and equipment	7		110,682		128,666
Exploration and evaluation assets	8		29,586,807		29,039,202
Royalty interest	9		1		1
Reclamation bond	8		118,046		118,843
Total assets		$	31,977,634	$	30,127,017
Liabilities and shareholders' equity					
Current					
Account payable and accrued liabilities	10	$	1,535,384	$	2,234,963
Golden Trove acquisition payable	8		301,109		305,962
Accrued penalties and part XII.6 taxes	20		2,265,384		2,130,697
Flow-through share premium liability	20		1,169		-
Total current liabilities			4,103,046		4,671,622
Convertible debentures	11		1,726,136		-
Derivative liabilities	11		1,966,742		-
Golden Trove acquisition payable (non-current)	8		711,678		935,167
Total Liabilities			8,507,602		5,606,789
Shareholders' equity					
Share capital	12		79,117,306		78,945,908
Reserves	13		3,254,534		3,047,191
Equity component of convertible debentures	11		1,385,554		-
Accumulated other comprehensive income			1,438,099		1,444,861
Deficit			(61,725,461)		(58,917,732)
Total shareholders' equity			23,470,032		24,520,228
Total liabilities and shareholders' equity		$	31,977,634	$	30,127,017

NATURE OF OPERATIONS AND GOING CONCERN (Note 1)
COMMITMENTS, CONTINGENT LIABILITIES AND PROVISIONS (Note 20)
SUBSEQUENT EVENTS (Note 21)

Approved on behalf of the board of directors:

"R. David Russell"	*"Thomas S. Kofman"*
R. David Russell, Director	Thomas Kofman, Director

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

GALLEON GOLD CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian dollars)

		Three months ended		Nine months ended	
	Note	August 31, 2024	August 31, 2023	August 31, 2024	August 31, 2023
Expenses					
Administration and general	14	$ 548,807	$ 650,479	$ 1,769,111	$ 1,571,952
(Reversal of impairment) impairment of exploration and evaluation assets	8	(52,745)	201,450	(52,745)	(808,550)
Operating (loss) income		(496,062)	(851,929)	(1,716,366)	(763,402)
Other (expenses) income:					
Interest (expense) income	20	(34,751)	443	(121,385)	8,204
Finance expense	8, 11	(236,214)	(31,277)	(402,673)	(31,277)
Transaction costs	11	-	-	(49,063)	-
Unrealized (loss) income on marketable securities	6	10,444	(315,706)	(256,158)	341,300
Realized gain on marketable securities	6	-	33,706	-	33,706
Change in fair value of derivative liabilities	6	(40,782)	-	(1,173,448)	-
Flow-through premium income	12	8,283	34,291	26,331	162,789
Foreign exchange loss		(964)	505	(2,833)	(392)
Loss for the period		$ (790,046)	$ (1,129,967)	$ (3,695,595)	$ (249,072)
Other comprehensive income (loss)					
Currency translation adjustment		(2,879)	1,119	(6,762)	1,538
Total comprehensive loss for the period		$ (792,925)	$ (1,128,848)	$ (3,702,357)	$ (247,534)
Loss per share - basic and diluted		$ (0.01)	$ (0.02)	$ (0.06)	$ (0.00)
Weighted average number of shares		65,348,008	63,319,022	65,154,674	61,752,684

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

GALLEON GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian dollars)

		RESERVES					
	Share Capital	Share based payments	Warrants	Equity component of convertible debentures	Accumulated other comprehensive income (loss)	Deficit	Total shareholders' equity
Balance, November 30, 2023	$ 78,945,908	$ 1,989,617	$ 1,057,574	$ -	$ 1,444,861	$ (58,917,732)	$ 24,520,228
Net loss	-	-	-	-	-	(3,695,595)	(3,695,595)
Issued on private placement (Note 12)	171,398	-	68,030	-	-	-	239,428
Issuance of warrants - convertible debentures (Note 11)	-	-	651,303	-	-	-	651,303
Equity component of convertible debentures (Note 11)	-	-	-	1,385,554	-	-	1,385,554
Share-based compensation (Note 13)	-	375,876	-	-	-	-	375,876
Expiry of options (Note 13)	-	(38,343)	-	-	-	38,343	-
Expiry of warrants (Note 13)	-	-	(849,523)	-	-	849,523	-
Currency translation	-	-	-	-	(6,762)	-	(6,762)
Balance, August 31, 2024	$ 79,117,306	$ 2,327,150	$ 927,384	$ 1,385,554	$ 1,438,099	$ (61,725,461)	$ 23,470,032
Balance, November 30, 2022	$ 77,083,161	$ 1,927,166	$ 5,603,850	$ -	$ 1,440,279	$ (62,571,749)	$ 23,482,707
Net loss	-	-	-	-	-	(249,072)	(249,072)
Issued on private placement (Note 12)	1,402,747	-	208,053	-	-	-	1,610,800
Issued on acquisition of stockpiles on Golden Trove project (Note 8)	460,000	-	-	-	-	-	460,000
Share-based compensation (Note 13)	-	216,397	-	-	-	-	216,397
Expiry of options (Note 13)	-	(5,381)	-	-	-	5,381	-
Expiry of warrants (Note 13)	-	-	(1,891,699)	-	-	1,891,699	-
Currency translation	-	-	-	-	1,538	-	1,538
Balance, August 31, 2023	$ 78,945,908	$ 2,138,182	$ 3,920,204	$ -	$ 1,441,817	$ (60,923,741)	$ 25,522,370

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

GALLEON GOLD CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars)

For the nine months ended	**August 31, 2024**	**August 31, 2023**
Operating activities		
Net loss for the period	$ (3,695,595)	$ (249,072)
Items not affecting cash:		
Depreciation	19,512	24,256
Interest expense	121,385	-
Finance expense	402,673	31,277
Share-based compensation	375,876	216,397
Unrealized loss (income) on marketable securities	256,158	(341,300)
Realized gain on marketable securities	-	(33,706)
Change in fair value of derivative liabilities	1,173,448	-
Reversal of impairment of exploration and evaluation assets	-	(808,550)
Flow-through premium income	(26,331)	(162,789)
Changes in non-cash working capital items:		
Taxes and other receivable	(7,583)	51,637
Prepaid expenses	(1,528)	39,364
Accounts payable and accrued liabilities	(524,832)	(304,969)
Accrued penalties and part XII.6 taxes	134,687	-
Total cash flow used in operating activities	(1,772,130)	(1,537,455)
Investing activities		
Additions to exploration and evaluation properties	(445,054)	(1,320,852)
Proceeds from sale of exploration and evaluation assets	-	808,550
Proceeds from sale of marketable securities	-	417,840
Total cash flow used in from investing activities	(445,054)	(94,462)
Financing activities		
Proceeds from a private placement, net of issuance costs	266,928	1,742,313
Proceeds from issuance of convertible debts, net of issuance costs	3,853,869	-
Golden Trove acquisition payment	(340,925)	-
Total cash flow generated from financing activities	3,779,872	1,742,313
Currency translation adjustments	6,152	5,958
Increase in cash during the period	1,568,840	116,354
Cash and restricted cash equivalents, beginning of the period	300,490	557,218
Cash, cash equivalents and restricted cash equivalents, end of the period	$ 1,869,330	$ 673,572
Cash and cash equivalents	$ 1,829,330	$ 633,572
Restricted cash equivalents	40,000	40,000
Total cash, cash equivalents and restricted cash equivalents	$ 1,869,330	$ 673,572

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Galleon Gold Corp. (the “Company” or “Galleon Gold”) is a corporation domiciled in Canada, originally incorporated under the laws of British Columbia, Canada, and subsequently continued under the *Canada Business Corporations Act*. The address of the Company’s registered head office is TD Canada Trust Tower, 161 Bay Street, Suite 2700, Toronto, ON, M5J 2S1. The Company’s common shares are listed on the TSX Venture Exchange (“TSX-V”) under the symbol “GGO”.

The Company is in the business of acquiring, exploring, and developing mineral properties in Canada and the United States, primarily those containing gold, silver and associated base and precious metals. The Company is in the process of exploring its exploration and evaluation properties and as of the date of these condensed interim consolidated financial statements, the Company has not yet determined whether they contain reserves that are economically recoverable. Accordingly, exploration and evaluation properties are recorded at cost on a property-by-property basis, less impairment. The recoverability of the exploration and evaluation costs is dependent upon the existence of economically recoverable reserves, the ability to obtain financing to complete the development of such reserves and meet obligations under various agreements, and future profitable production or, alternatively, upon the Company's ability to recover its costs through a disposition of its exploration and evaluation resource properties.

During the nine months ended August 31, 2024, the Company had a net loss of $3,695,595 (2023 –$249,072), negative cash flow from operations of $1,772,130 (2023 – $1,357,368) and working capital deficiency as of August 31, 2024 of $1,940,948 (November 30, 2023 – $3,831,317). The Company is subject to risks and challenges similar to companies in a comparable stage of exploration. As a result of these risks, there are material uncertainties which cast significant doubt as to the Company’s ability to continue as a going concern. The Company does not have any revenue generating properties or activities and will need to continue to obtain additional financing to execute exploration and development activities and discharge its day-to-day obligations. There is no assurance that the Company’s funding initiatives will be successful, and these condensed interim consolidated financial statements do not reflect the adjustments to carrying values of assets and liabilities and the reported and condensed interim consolidated statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material.

2. BASIS OF PREPARATION

(a) Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including International Accounting Standard 34 Interim Financial Reporting (“IAS 34”) as issued by the International Accounting Standards Board (“IASB”) and do not include all the information required for full annual consolidated financial statements required by IFRS as issued by the IASB and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). The accounting policies used are those the Company expects to adopt in its consolidated financial statements as at and for the year ending November 30, 2024.

These condensed interim consolidated financial statements should be read in conjunction with the Company’s audited annual financial statements for the year ended November 30, 2023.

These condensed interim consolidated financial statements were approved by the Board of Directors and authorized for issue on October 30, 2024.

(b) Basis of measurement

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain investments measured at fair value.

2. BASIS OF PREPARATION (continued)

(c) Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries. Subsidiaries are entities controlled by the Company. Control exists when the Company has power over an investee, when the Company is exposed, or has rights, to variable returns from the investee and when the Company has the ability to affect those returns through its power over the investee. Subsidiaries are included in the condensed interim consolidated financial statements from the date control is obtained until the date control ceases.

Intercompany assets and liabilities, equity, income, expenses, and cash flows between the Company and its subsidiaries are eliminated on consolidation.

The principal subsidiaries of the Company as at August 31, 2024 were as follows:

Entity	Location	Ownership interest
Explor Resources Inc. (“Explor”)	Canada	100%
Nevada Star Resources Corp. (“Nevada Star”)	United States	100%
Golden Trove LLC (“Golden Trove”)	United States	100%

(d) Functional and presentation currency

These condensed interim consolidated financial statements are presented in Canadian dollars, which is Explor’s and the Company’s functional currency. The functional currency for Nevada Star Resources Corp. and Golden Trove is the United States (US) dollar.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Foreign currency translation

Translation of foreign operations

The functional currency for the Company and its subsidiaries is the currency of the primary economic environment in which each operates.

Translation of all assets and liabilities from the US dollar functional currency to the presentation currency is performed using the exchange rate prevailing on the reporting date. The differences arising upon translation from the functional currency to the presentation currency are recorded as currency translation adjustments in other comprehensive income or loss.

Translation of all income and expenses from the US dollar functional currency to the presentation currency are performed using the average exchange rate for the year with translation gains and losses recorded as currency translation adjustments in other comprehensive income or loss.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the statement of income or loss. Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date).

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(b) Use of estimates and judgements

(i) *Use of estimates*

The preparation of condensed interim consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected. The areas that require management to make significant estimates and assumptions in determining carrying values include, but are not limited to:

Share-based payments and warrants valuation

The Company uses the Black-Scholes option pricing model to determine the fair value of stock options and brokers' warrants. In estimating fair value, management is required to make certain assumptions and estimates such as the expected life of options, volatility of the Company's future share price, risk free rate, future dividend yields and estimated forfeitures at the initial grant date. Changes in assumptions used to estimate fair value could result in materially different results.

Deferred tax

The Company recognizes a deferred tax benefit related to tax assets and tax losses to the extent recovery is probable. Assessing the recoverability of deferred income tax assets requires management to make significant estimates of future taxable profit and expected timing of reversals of existing temporary differences. To the extent that future cash flows and taxable profit differ significantly from estimates, the ability of the Company to realize the deferred tax assets recorded at the statement of financial position's date could be affected. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future years from tax assets and tax losses.

At the end of each reporting year, the Company assesses whether or not there has been an impairment of the capitalized royalty interest, or if there is any indication that an impairment loss recognized in prior years for royalty interests may no longer exist or may have decreased. This requires that the Company considers observable market data, significant changes in market conditions, and evidence if the royalty's economic performance will be other than previously expected. Significant judgement required in estimating future cash flows associated with the royalty includes future commodity prices, foreign exchange rates, and production volumes.

(ii) *Critical judgments*

The judgments that management has applied in the application of the Company's accounting policies that have the most significant effect on the amounts recognized in these condensed interim consolidated financial statements are discussed below:

Exploration and evaluation properties recoverability

The Company's accounting policy for exploration costs results in certain items being capitalized according to the expected recoverability of the projects. This policy requires management to make certain assumptions as to future events and circumstances, in particular whether an economically viable extraction operation can be established. Any such assumptions may change as new information becomes available. The Company considers at the end of each accounting year, whether or not there has been an impairment of the capitalized exploration and evaluation properties.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

For non-producing exploration and evaluation properties, this assessment is based on whether factors that may indicate the need for a write-down are present.

If the Company has determined that the deferred costs of non-producing properties may not be recovered based on current economics or permitting considerations, the Company would be required to write-down the recorded value of its exploration and evaluation properties which would reduce the Company's earnings and net assets.

Fair value of financial instruments
The individual fair value attributed to the derivative liability (refer to Note 11) is determined using valuation techniques. The Company uses judgment to select the methods used to make certain assumptions and in performing the fair value calculations in order to determine (a) the values attributed to each component of a transaction at the time of their issuance; (b) the fair value measurements for certain instruments that require subsequent measurement at fair value on a recurring basis; and (c) for disclosing the fair value of financial instruments subsequently carried at amortized cost. These valuation estimates could be significantly different because of the use of judgment and the inherent uncertainty in estimating the fair value of these instruments that are not quoted in an active market.

Convertible debentures with derivative liabilities
In determining the fair value for the convertible debenture conversion feature considered to be a derivative liability, the Company uses the Black-Scholes pricing model and makes estimates of the expected volatility of the shares, risk-free interest rate, effective discount rate, share price, and major event expected date and probability, as the conversion feature is dependent on these estimates.

Functional currency
The functional currency of the Company and its subsidiaries have been assessed by management based upon consideration of the currency and economic factors that influence costs, financing, and similar items. Changes to these factors may have an impact on the judgment applied in the determination of the functional currency.

(c) Changes in IFRS accounting policies and future accounting pronouncements

The following accounting standards were effective for annual periods beginning on or after December 1, 2023 and did not have a material impact on the Company's condensed interim consolidated financial statements:

<u>Amendments to IAS 12 – Income Taxes</u>
In May 2021, the IASB issued an amendment to IAS 12 Income Taxes to clarify the accounting for deferred tax on transactions such as leases and decommissioning obligations. The scope of the recognition exemption in IAS 12 no longer applies to transaction that, on initial recognition, give rise to equal taxable and deductible temporary differences. The amendments are effective for annual periods beginning on or after January 1, 2023, with early adoption permitted.

The Company plans to adopt the following amendment to the accounting standards, issued by IASB, on their respective effective dates; however, it is not expected to have a material impact on the condensed interim consolidated financial statements.

<u>Amendments to IAS 1 – Presentation of Financial Statements</u>
In January 2020, the IASB issued amendments to IAS 1 Presentation of Financial Statements, to clarify its requirements for the presentation of liabilities as current or non-current in the statement of financial position. This will be effective on January 1, 2024.

(Expressed in Canadian dollars)

4. CASH, CASH EQUIVALENTS AND RESTRICTED CASH EQUIVALENTS

Cash comprised of cash held at reputable financial institutions. Cash equivalents of $1,638,792 (November 30, 2023 - $Nil) are funds invested in guaranteed investment certificates cashable on demand after 30 days. Restricted cash equivalents of $40,000 (November 30, 2023 - $40,000) are funds invested in guaranteed investment certificates as security for corporate credit cards. The funds securing the corporate credit cards are restricted and cannot be withdrawn while the credit cards are outstanding.

5. TAXES AND OTHER RECEIVABLE

As at August 31, 2024 and November 30, 2023, taxes and other receivable consists of sales tax receivable of $19,364 (2023 - $63,718) from Canadian taxation authorities and $51,937 (2023 - $Nil) of other receivable in connection with royalty interest (Note 9).

6. MARKETABLE SECURITIES

The Company's marketable securities are as follows:

		August 31, 2024		November 30, 2023
FVTPL				
Leeuwin Metal PTY Ltd. ("Leeuwin")				
1,000,000 Shares (November 30, 2023 – 2,500,000 shares)	$	74,002	$	170,487
2,500,000 Options (November 30, 2023 – 2,500,000 options)		39,327		196,500
Murchison Minerals Limited				
500,000 Shares (November 30, 2023 – 500,000 shares)		10,000		12,500
Poko Innovative Inc. ("Poko")		32,764		32,764
1,310,561 Shares (November 30, 2023 – 1,310,561 shares)				
Total	$	**156,093**	$	**412,251**

The Company's marketable securities consist of common shares held in publicly traded companies. Fair values of shares were determined at the closing price on August 31, 2024, and are included in the Level 1 of the fair value hierarchy. The options held in Leeuwin are included in Level 3 of the fair value hierarchy. An increase or decrease of 10% in the volatility assumption used in the Black-Scholes valuation model for the Leeuwin's stock options would result in an increase or decrease in the value of the options by approximately $12,000 and $11,200, respectively. During the nine months ended August 31, 2024, the Company recorded an unrealized loss of $49,063 (2023 – income of $341,300).

(Expressed in Canadian dollars)

7. PROPERTY, PLANT AND EQUIPMENT

	Office equipment	Computer hardware	Field equipment	Vehicle	Total
Cost					
Balance as at November 30, 2022	$ 1,075	$ 38,392	$ 243,367	$ 2,650	$ 285,484
Additions	-	-	-	-	-
Foreign exchange translation	-	-	1,178	66	1,244
Balance as at November 30, 2023	**$ 1,075**	**$ 38,392**	**$ 244,545**	**$ 2,716**	**$ 286,728**
Additions	-	2,160	-	-	2,160
Foreign exchange translation	-	-	(1,638)	(18)	(1,656)
Balance as at August 31, 2024	**$ 1,075**	**$ 40,552**	**$ 242,907**	**$ 2,698**	**$ 287,232**
Accumulated depreciation					
Balance as at November 30, 2022	$ 435	$ 34,978	$ 88,260	$ 1,319	$ 124,992
Depreciation	128	1,025	31,011	278	32,442
Foreign exchange translation	-	-	610	18	628
Balance as at November 30, 2023	**$ 563**	**$ 36,003**	**$ 119,881**	**$ 1,615**	**$ 158,062**
Depreciation	77	561	18,759	167	19,487
Foreign exchange translation	-	-	(821)	(178)	(999)
Balance as at August 31, 2024	**$ 640**	**$ 36,564**	**$ 137,819**	**$ 1,604**	**$ 176,550**
Balance as at November 30, 2022	**$ 640**	**$ 3,414**	**$ 155,107**	**$ 1,331**	**$ 160,492**
Balance as at November 30, 2023	**$ 512**	**$ 2,389**	**$ 124,664**	**$ 1,101**	**$ 128,666**
Balance as at August 31, 2024	**$ 435**	**$ 3,988**	**$ 105,088**	**$ 1,094**	**$ 110,682**

8. EXPLORATION AND EVALUATION PROPERTIES

	Ontario	Idaho	
	West Cache Gold	Golden Trove	**Total**
Balance, November 30, 2023	**$ 26,663,590**	**$ 2,375,612**	**$ 29,039,202**
Acquisition	145,986	-	145,986
Claims and administration	13,827	-	13,827
Equipment rental and software	762	6,962	7,724
Facility and maintenance	76,081	-	76,081
Geological staff, field crew and consulting	57,325	-	57,325
Geophysical, geochemical and assays	2,200	-	2,200
Share-based compensation	44,756	-	44,756
Supplies and materials	9,259	-	9,259
Surveying, permitting, consulting & studies	183,289	-	183,289
Transportation	15,123	814	15,937
Add (less):			
Foreign exchange translation	-	(8,779)	(8,779)
Balance, August 31, 2024	**$ 27,212,198**	**$ 2,374,609**	**$ 29,586,807**

(Expressed in Canadian dollars)

8. EXPLORATION AND EVALUATION PROPERTIES (continued)

	Ontario	Idaho	
	West Cache Gold	Golden Trove	**Total**
Balance, November 30, 2022	**$ 24,437,946**	**$ 704,086**	**$ 25,142,032**
Acquisition	-	1,629,570	1,629,570
Claims and administration	175	15,089	15,264
Drilling	348,567	-	348,567
Equipment rental and software	22,081	9,864	31,945
Facility and maintenance	107,989	929	108,918
Geological staff, field crew and consulting	117,095	-	117,095
Geophysical, geochemical and assays	52,180	2,567	54,747
Share-based compensation	46,127	-	46,127
Supplies and materials	15,395	-	15,395
Surveying, permitting, consulting & studies	1,495,348	-	1,495,348
Transportation	20,687	450	21,137
Add (less):			-
Foreign exchange translation	-	13,057	13,057
Balance, November 30, 2023	**$ 26,663,590**	**$ 2,375,612**	**$ 29,039,202**

(a) West Cache Gold, Ontario

West Cache Gold project is located west of Timmins, Ontario in the Townships of Bristol, and Ogden in the Timmins-Porcupine Mining Camp with mining claims which are subject to a 2% or 3% NSR.

On February 28, 2022, the Company acquired 91 mineral claims and 12 patent claims (the "Patent Claims") contiguous to the Company's existing property position at its West Cache Gold project. Pursuant to the agreement, the Company issued 200,000 common shares valued at $112,000 to obtain 100% interest in the Mineral Claims.

On March 2, 2022, the Company entered into an agreement to acquire 100% interest of 129 mining claims (the "Mining Claims") contiguous to the Company's existing property position at its West Cache Gold project. Pursuant to the agreement, the Company issued 250,000 common shares of the Company and grant a 2% NSR (the "Royalty"). The Company may, at any time, purchase 1% of the Royalty for $1,000,000.

(b) Golden Trove (formerly Neal), Idaho, USA

The Golden Trove project consists of five private patented mining claims and another seven unpatented lode claims located on U.S. Forest Service administered public lands in the southeast of Boise, Idaho.

On May 15, 2019, the Company entered into a lease agreement with Daisy Mining & Land LLP ("Daisy") of five patented claims for a period of five years which may be extended for 1-year terms thereafter ("Neal lease"). Annual lease payment consists of a $3 per dry ton for all material it removes from the property and a 3% net smelter return royalty, with a minimum annual payment of US$10,000.

On June 9, 2023, the Company issued 2,000,000 common shares to 2176423 Ontario Ltd. (the "Vendor") to acquire the Vendor's 20% interest in the Neal LP ("Interest"), as well as a 100% interest in a stockpile of mineralized mineral located on the Golden Trove project ("Stockpile"). On the acquisition date, the Company determined that the fair value of the Stockpile was $nil and as a result, the value of the common shares issued was allocated fully to the acquired Interest.

8. EXPLORATION AND EVALUATION PROPERTIES (continued)

On June 17, 2023, the Company, through Golden Trove, entered into a purchase agreement with Daisy to acquire seven (7) patented lode claims in Idaho, with five (5) of those claims, forming the nucleus of the Golden Trove project (the "Purchase agreement"). Pursuant to the Purchase agreement, the Neal lease will immediately be terminated, and the Company will make five (5) yearly payments of US$250,000 to Daisy starting May 1, 2024 and ending May 1, 2028, for a total consideration of US$1,250,000 ("Golden Trove acquisition payable"). As of August 31, 2024, the Company has paid the first payment of the Golden Trove acquisition payable. The Company has the right to accelerate the payments at its discretion and Daisy will receive $3.00 per ton of material removed from the project and a 3% NSR on any ore processed until the total consideration is paid. The Company has renamed the Neal project to Golden Trove project effective July 2023.

The Company had estimated the fair value of the Golden Trove acquisition payable at $1,165,753 (US$861,542) using an interest rate of 10% (13.02% effective interest rate) which reflects management's best estimate of the interest rate that would apply on a comparable debt at inception. In connection with the payable, the Company recognized a total of finance expense of $118,315 (US$86,909) (2023 - $31,277 (US$23,237)) in the condensed interim consolidated statements of loss and comprehensive loss for the nine months ended August 31, 2024.

The Company was required to purchase a reclamation bond of $110,682 (US$87,500) (2023 - $128,666) in respect of its expected site reclamation and closure obligations of the Golden Trove Property as required by the State of Idaho's Department of Lands. The reclamation bond represents collateral for possible reclamation activities necessary on mineral properties in connection with the permits required for exploration activities by the Company, which will be released once the property is restored to satisfactory condition, or as released under the surety bond agreement.

(c) Other properties

On April 24, 2023, the Company sold its 50% interest in PG101 property, located in Holloway, Ontario, for $10,000 in cash. In connection with the sale, the Company recognized a reversal of impairment of exploration and evaluation of $10,000 in the interim condensed consolidated statements of (loss) income and comprehensive (loss) income for the nine months ended May 31, 2023.

On March 1, 2023, the Company closed a sale agreement with a third party (the "Purchaser") to sell data pertaining an abandoned project for $1,000,000 (the "Purchase price"). Pursuant to the purchase agreement, the purchase price will be settled as follows:

- $300,000 cash to be paid on closing date (paid);
- $200,000 cash due on or before the first anniversary of closing date;
- $500,000 to be settled in the Purchaser's shares on or before the first anniversary of the closing date.

On August 14, 2023, the Company amended the Purchase price to $800,000 in which the remainder payment to be paid fully in cash upon the closing of the amendment. In connection with the sale, the Company recognized the sale as other income (sale of exploration and evaluation data) of $800,000 in the consolidated statements of loss and comprehensive loss for the year ended November 30, 2023.

9. ROYALTY INTEREST

Milford Copper Property

The Company holds a 1% net smelter royalty (the "Royalty") on the Milford Copper Property located in Utah. The Milford Copper Property has been transferred through multiple ownerships since the Company first acquired the Royalty and it is currently owned by Milford Mining Company Utah, LLC since early 2024. The operation, including the processing of ore, at the Milford Copper Property was suspended from late 2018 until April 2024.

(Expressed in Canadian dollars)

9. ROYALTY INTEREST (continued)

The royalty is shared with another party on a pro-rata basis, with the Company's royalty capped at US$5,000,000 ($6,745,500) and the other party's royalty capped at US$3,000,000 ($4,047,300). For the nine months ended August 31, 2024, the Company earned a total of $52,745 (US$40,554) (2023 - $Nil), increasing the total royalty payments to date to $877,165 (US$650,185) (November 30, 2023 - $828,001 (US$609,631)). The maximum royalty remaining balance is US$4,349,815 (November 30, 2023 – US$4,390,369) or $5,868,335 (November 30, 2023 - $5,962,999).

10. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		August 31, 2024		November 30, 2023
Accounts payable	$	585,792	$	1,297,354
Accrued liabilities		949,592		937,609
Total	**$**	**1,535,384**	**$**	**2,234,963**

11. CONVERTIBLE DEBENTURES

First Debentures

On April 12, 2024, the Company closed a first tranche of a non-brokered private placement offering of convertible debenture units at a price of $1,000 per Debenture Unit for gross proceeds of $1,032,000. The first tranche consists of the sale of 1,032 Debenture Units. On April 19, 2024, the Company closed a second and final tranche of a non-brokered private placement consisted of 1,968 Debenture Units for proceeds of $1,968,000. Aggregate gross proceeds from the first tranche and together with the second tranche are $3,000,000 from the issuance of 3,000 Debenture Units ("First Debentures").

Each First Debenture Unit consists of $1,000 in principal of convertible debentures and 3,030 common share purchase warrants of the Company. Each Warrant will be exercisable to acquire one common share of the Company for a period of three years from the date of issuance at an exercise price of $0.25 per warrant Share. The First Debentures will bear interest at a rate of 7.5% per annum and payable semi-annually in arrears and will have a three-year term (the "First Term"). Holders have the option to cause the Company to redeem the First Debentures on the 24-month anniversary of the First Debentures by providing written notice to the Company at least 15 days prior to the 24-month anniversary of the First Debentures ("Prepayment option").

At any time during the First Term, each holder of First Debentures may elect to convert any portion of the principal amount of the First Debentures into common shares at a conversion price equal to $0.165 per Common Share.

As security for the First Debentures, the Company grant the holders a security interest in the gold contained in a mineralized stockpile located on the Company's Golden Trove property. In particular, an interest in 0.333 ounces of contained gold for each $1,000 principal amount First Debenture.

The Company has determined that the convertible debentures are in substance a debt instrument with embedded derivative due to prepayment option. The derivative is measured at fair value through profit or loss, and its fair value must be measured at each statement of financial position date. Subsequent changes in fair value are recognized in the consolidated statement of net (loss) income and comprehensive (loss) income.

On the date of issuance, the fair value of the derivative liability was estimated using Black-Scholes Option Pricing Model with the following assumption: expected dividend yield - 0%, expected volatility - 88.1% - 88.24%, risk-free interest rate - 3.96% and an expected average life of 2 years. The fair value of the debentures was established according to the discounted cash flow method based on an estimated market interest rate and a credit spread of 13.41%. The Company then allocated the proceeds on a pro-rata basis relative to the fair value of the debenture, derivative liability, conversion feature and warrants.

11. CONVERTIBLE DEBENTURES (continued)

In connection with the First Debentures, the Company incurred a total of issuance costs of $203,679, including $102,720 in finders' fees in cash and $63,939 related to 622,545 finders' warrants. Each finder warrant entitles the holder to acquire one common share at $0.165 per share over a two-year period. Total issuance costs were allocated proportionately to the debenture, derivative liability, equity conversion features and warrants. Issuance costs allocated to the derivative liability of $36,930 was immediately expensed in the statement of (loss) income and comprehensive (loss) income.

For the nine months ended August 31, 2024, the Company recognized an unrealized loss on the change in fair value of the derivative liability of $791,312. Inputs into the Black-Scholes Option Pricing Model to determine the fair value of the conversion option as of August 31, 2024, were as follows: expected dividend yield - 0%, expected volatility - 92.85% - 92.93%; risk-free interest rate - 3.44% and an expected average life of 1.61 -1.63 years.

For the nine months ended August 31, 2024, the Company recorded accretion expense on the convertible debentures of $199,671 which is included within finance expense.

Second Debentures

On April 29, 2024, the Company closed a non-brokered private placement offering of 1,410 convertible debenture units at a price of $1,000 per Debenture Unit for gross proceeds of $1,410,000 ("Second Debentures").

Each Second Debenture Unit consists of $1,000 in principal of convertible debentures and 3,030 common share purchase warrants of the Company. Each Warrant will be exercisable to acquire one common share of the Company for a period of three years from the date of issuance at an exercise price of $0.25 per Warrant Share. The Second Debentures will bear interest at a rate of 7.5% per annum from the date of issuance until the Maturity Date calculated and payable semi-annually in arrears and will have a three-year term (the "Second Term"). Holders have the option to cause the Company to redeem the Second Debentures on the 24-month anniversary of the Second Debentures by providing written notice to the Company at least 15 days prior to the 24-month anniversary of the Second Debentures ("Prepayment option").

At any time during the Second Term, each holder of Second Debentures may elect to convert any portion of the principal amount of the Second Debentures into Common Shares at a conversion price equal to $0.185 per Common Share.

As security for the Second Debentures, the Company grant the holders a security interest in the gold contained in a mineralized stockpile located on the Company's Golden Trove property. In particular, an interest in 0.333 ounces of contained gold for each $1,000 principal amount Second Debenture.

The Company has determined that the convertible debentures are in substance a debt instrument with embedded derivative due to prepayment option. The derivative is measured at fair value through profit or loss, and its fair value must be measured at each statement of financial position date. Subsequent changes in fair value are recognized in the consolidated statement of net (loss) income and comprehensive (loss) income.

On the date of issuance, the fair value of the derivative liability was estimated using Black-Scholes Option Pricing Model with the following assumption: expected dividend yield - 0%, expected volatility - 88.52%, risk-free interest rate - 3.96% and an expected average life of 2 years. The fair value of the debentures was established according to the discounted cash flow method based on an estimated market interest rate and a credit spread of 13.41%. The Company then allocated the proceeds on a pro-rata basis relative to the fair value of the debenture, derivative liability, conversion feature and warrants.

(Expressed in Canadian dollars)

11. CONVERTIBLE DEBENTURES (continued)

In connection with the Second Debentures, the Company incurred a total of issuance costs of $68,372, including $30,000 in finders' fees in cash and $20,981 related to 622,545 finders' warrants. Each finder warrant entitles the holder to acquire one common share at $0.185 per share over a two-year period. Total issuance costs were allocated proportionately to the debenture, derivative liability, equity conversion features and warrants. Issuance costs allocated to the derivative liability of $12,133 was immediately expensed in the statement of (loss) income and comprehensive (loss) income.

For the nine months ended August 31, 2024, the Company recognized an unrealized loss on the change in fair value of the derivative liability of $382,136. Inputs into the Black-Scholes Option Pricing Model to determine the fair value of the conversion option as of August 31, 2024, were as follows: expected dividend yield - 0%, expected volatility – 93.10%; risk-free interest rate - 3.44% and an expected average life of 1.66 years.

For the nine months ended August 31, 2024, the Company recorded accretion expense on the convertible debentures of $84,687 which is included within finance expense.

The following table summarizes the components and movements of the convertible debts:

Convertible debentures	First Debentures	Second Debentures	Total
Balance November 30, 2023	$ -	$ -	$ -
Issuance of convertible debentures	3,000,000	1,410,000	4,410,000
Derivative liability component	(543,088)	(250,207)	(793,295)
Fair value allocated to warrants issued	(377,957)	(225,043)	(603,000)
Equity component of convertible debentures	(1,025,822)	(451,034)	(1,476,856)
Transaction costs allocated to convertible debentures	(71,617)	(23,454)	(95,071)
Accretion expense	199,671	84,687	284,358
Ending balance, August 31, 2024	**$ 1,181,187**	**$ 544,949**	**$ 1,726,136**

Derivative liabilities	First Debentures	Second debentures	Total
Balance November 30, 2023	$ -	$ -	$ -
Estimated fair value of derivative liabilities at inception	543,088	250,207	793,295
Estimated fair value changes of derivative liabilities	791,312	382,136	1,173,447
Ending balance, August 31, 2024	**$ 1,334,400**	**$ 632,343**	**$ 1,966,742**

12. SHARE CAPITAL

Share capital consists of unlimited authorized common shares without par value.

	Number of shares	Amount
Balance November 30, 2022	**54,355,721**	**$ 77,083,161**
Issued on a private placement, net (i)	7,158,954	1,402,747
Issued on acquisition of 20% interest in Neal LP (Note 8 (b))	2,000,000	460,000
Balance November 30, 2023	**63,514,675**	**$ 78,945,908**
Issued on a private placement, net (ii)	1,833,333	171,398
Balance, August 31, 2024	**65,348,008**	**$ 79,117,306**

12. SHARE CAPITAL (continued)

(i) In December 2022, the Company completed a brokered private placement for total gross proceeds of $1,849,661, consisting of 583,334 units of the Company at a price of $0.24 per unit and 6,575,620 flow-through (‘FT”) units of the Company at a price of $0.26 per FT unit (“2023 Private Placement”). Each unit and FT unit consist of one common share and one-half warrant. Each warrant can be exercised for a period of 24 months after closing at a price of $0.45.

In connection with the private placement, the Company paid issuance costs of a total of $107,348 and issued 354,999 compensation warrants, with each warrant entitling the holder to purchase one common share at a price of $0.24 for a period of 24 months. The estimated fair value of 354,999 compensation warrants is $28,132. The proceeds of the private placement have been allocated as $1,639,387 to share capital, and $210,274 to the warrant reserve.

The Company recognized a flow-through premium liability of $131,512 from this private placement. A pro-rate reduction of flow-through premium liability was recognized as flow-through income as the required expenditures are incurred. As of November 30, 2023, the Company has spent the all of flow-through funds related to this private placement and recognized flow-through premium income of $131,512 in the consolidated statements of loss and comprehensive loss for the year ended November 30, 2023.

(ii) On December 29, 2023, the Company closed a non-brokered private placement for aggregate gross proceeds of $275,000 through the issuance of 1,833,333 flow-through units (the “FT Units “) at a price of $0.15 per FT Unit. Each FT Unit consists of one common share of the Company and one-half of warrant. Each warrant entitles the holder to acquire an additional common share at a price of $0.20 for a period of 24 months expiring on December 29, 2025.

In connection with the private placement, the Company paid issuance costs of a total of $8,072. The proceeds of the private placement have been allocated as $196,863 to share capital, and $78,137 to the warrant reserve.

The Company recognized a flow-through premium liability of $27,500 from this private placement. A pro-rate reduction of flow-through premium liability will be recognized as flow-through income as the required expenditures are incurred. As of August 31, 2024, the Company has spent $180,483 of flow-through funds related to this private placement and recognized flow-through premium income of $18,048 in the condensed interim consolidated statements of loss and comprehensive loss for the nine months ended August 31, 2024.

13. RESERVES

SHARE-BASED COMPENSATION

The Company has a common share 10% Rolling Plan (the “Plan”) for designated directors, officers, employees, and consultants. Pursuant to the Plan, option awards are recommended by the Compensation Committee of the Board and then reviewed by the Board of Directors. Under the Plan, options on common shares may be issued for up to a cumulative amount that may not exceed 10% of shares outstanding at any given time. As at August 31, 2024, the Company had 874,800 options reserved on common shares.

The exercise price for each option granted under the Plan is based upon the five-day weighted average market price at the date of the grant but shall not be lower than the discounted market price, as defined by the TSX Venture Exchange Corporate Finance Manual. The term may not exceed ten years from the date of the grant of the option. The specific terms including vesting year and term of the option are set by the board of directors.

(Expressed in Canadian dollars)

13. RESERVES (continued)

Stock option activity is presented below:

	Number of options	Weighted average exercise price $
Outstanding, November 30, 2022	**3,465,000**	**0.66**
Issued	915,000	0.23
Expired	(285,000)	0.89
Outstanding, November 30, 2023	**4,095,000**	**0.55**
Issued	1,950,000	0.07
Expired	(385,000)	0.08
Outstanding, August 31, 2024	**5,660,000**	**0.44**

On January 27, 2023, the Company granted a total of 815,000 stock options to directors, officers, employees and consultants of the Company. The options are exercisable at $0.23, vest immediately and expire on January 27, 2028.

On June 14, 2023, the Company granted 100,000 stock options to a consultant of the Company. The options are exercisable at a price of $0.22 per common share, vest immediately and expire on June 14, 2028.

On January 10, 2024, the Company granted a total of 1,800,000 stock options to directors, officers, employees and consultants of the Company. The options are exercisable at $0.19, vest immediately and expire on January 10, 2029.

On April 12, 2024, the Company granted a total of 150,000 stock options to a consultant of the Company. The options are exercisable in common shares at a price of $0.19, vested immediately and expire on April 12, 2029.

The fair value of the options granted or issued was estimated on the date of the grant using the Black-Scholes option pricing model, with the following assumptions:

	For the nine months ended August 31, 2024	For the year ended November 30, 2023
Volatility	142-155%	169-175%
Expected life	5 years	5 years
Risk-free interest rate	3.36-3.69%	2.74-3.72%
Forfeiture rate	0%	0%
Expected dividend yield	0%	0%

(Expressed in Canadian dollars)

13. RESERVES (continued)

The following stock options are outstanding and exercisable at August 31, 2024:

Options outstanding and exercisable			
Exercise price $	Number of options	Weighted average remaining contractual life in years	Weighted average exercise price $
0.50	1,035,000	0.11	0.09
1.20	60,000	0.01	0.01
1.05	60,000	0.01	0.01
0.90	640,000	0.18	0.10
0.65	40,000	0.02	0.00
0.60	200,000	0.08	0.02
0.60	760,000	0.35	0.08
0.23	815,000	0.49	0.03
0.22	100,000	0.07	0.00
0.19	1,800,000	1.39	0.06
0.19	150,000	0.12	0.01
	5,660,000	**2.83**	**0.43**

<u>WARRANTS</u>
Warrants activity is presented below:

	Number of Warrants	Weighted average exercise price $
Outstanding, November 30, 2022	**12,828,207**	**1.22**
Issued on a private placement (Note 12 (i))	3,934,476	0.43
Expired warrants	(8,963,515)	1.43
Outstanding, November 30, 2023	**7,799,168**	**0.59**
Issued on a private placement (Note 12 (ii))	916,667	0.20
Issued on debenture convertibles (Note 11)	14,147,007	0.17
Expired warrants	(3,864,692)	0.75
Outstanding, August 31, 2024	**18,998,150**	**0.22**

The fair values of the issued warrants were calculated using the Black-Scholes option pricing model with the following assumptions:

	For the nine months ended August 31, 2024	For the year ended November 30, 2023
Volatility	88-92.15%	86%
Expected life	2-3 years	2 years
Risk-free interest rate	3.88-4.30%	3.72%
Forfeiture rate	0%	0%
Expected dividend yield	0%	0%

(Expressed in Canadian dollars)

13. RESERVES (continued)

The following warrants are outstanding and exercisable at August 31, 2024:

Warrants outstanding and exercisable			
Exercise price $	Number of Warrants	Weighted average remaining contractual life in years	Weighted average exercise price $
0.45	291,667	0.00	0.01
0.45	3,247,810	0.05	0.08
0.45	40,000	0.00	0.00
0.24	350,199	0.01	0.00
0.24	4,800	0.00	0.00
0.20	916,667	0.06	0.01
0.25	3,126,960	0.43	0.04
0.25	5,963,040	0.83	0.08
0.25	4,272,300	0.60	0.06
0.165	231,636	0.02	0.00
0.165	390,909	0.03	0.00
0.185	162,162	0.01	0.00
	18,998,150	**2.05**	**0.28**

14. ADMINISTRATION AND GENERAL EXPENSES

For the nine months ended		August 31, 2024		August 31, 2023
Consulting	$	618,156	$	596,116
Depreciation		19,512		24,255
Investor relations		309,660		235,025
Occupancy costs		9,979		(15,339)
Office and miscellaneous		81,149		90,423
Professional services		60,797		56,975
Promotion and advertising		54,056		118,577
Regulatory, filing and transfer agent fees		47,311		64,612
Salaries and benefits		206,939		195,150
Share-based compensation		331,379		170,270
Travel		30,173		35,888
Total	$	1,769,111	$	1,571,952

15. LOSS PER SHARE

The weighted average number of shares outstanding used in the computation of loss per share for the nine months ended August 31, 2024, was 65,154,674 (2023 – 60,960,909).

For the nine months ended		August 31, 2024		August 31, 2023
Loss for the period	$	(3,695,595)	$	(249,072)
Weighted average number of common shares outstanding		65,154,674		61,752,684
Loss per share basic and diluted	**$**	**(0.06)**	**$**	**(0.00)**

The outstanding and exercisable options and warrants (Note 13) were excluded from the computation of diluted weighted average shares outstanding for the nine months ended August 31, 2024 and 2023, as their effect would be anti-dilutive.

(Expressed in Canadian dollars)

16. RELATED PARTY TRANSACTIONS

The Company has defined key management personnel as senior executive officers, as well as the Board of Directors. The total remuneration of key management personnel and the Board of Directors for the nine months ended August 31, 2024 and 2023 are as follows:

For the nine months ended		August 31, 2024		August 31, 2023
Salaries, consulting, and other benefits	$	632,686	$	689,139
Share-based compensation		293,834		145,663
Total	**$**	**926,520**	**$**	**834,802**

Included in the accounts payable and accrued liabilities as of August 31, 2024, was $1,241,039 (November 30, 2023 - $1,420,497) due to officers of the Company.

For the nine months ended August 31, 2024, key management participated in the Second Debentures (Note 11) with the total purchase of 185 Units for $185,000.

During the year ended November 30, 2023, key management participated in the 2023 Private Placement (Note 12 (i) and (ii) with the purchase of 500,000 Units and 50,000 FT Units for $133,000.

The transaction described in Note 8(b) to acquire the remaining interest in the Neal LP was completed with 2176423 Ontario Ltd. The individual who controlled 2176423 Ontario Ltd. is also a shareholder of the Company, and on completion of the transaction, had significant influence over the Company.

17. SEGMENTED INFORMATION

The Company operates in one segment being the acquisition, exploration and development of exploration and evaluation properties. The Company has exploration and evaluation properties located in two geographical areas, Canada, and the United States of America.

As at August 31, 2024		Canada		United States		Total
Current assets	$	2,107,147	$	54,951	$	2,162,098
Property, plant, and equipment		15,597		95,085		110,682
Royalty interest		–		1		1
Exploration and evaluation properties		27,212,198		2,374,609		29,586,807
Reclamation bond		–		118,046		118,046
	$	29,334,942	$	2,642,692	$	31,977,634
Current liabilities	$	3,666,308	$	436,738	$	4,103,046
Golden Trove acquisition payable		–		711,678		711,678
Convertible debentures		1,726,136		–		1,726,136
Derivative liabilities		1,966,742		–		1,966,742
	$	7,359,186	$	1,148,416	$	8,507,602

(Expressed in Canadian dollars)

17. SEGMENTED INFORMATION (continued)

As at November 30, 2023		Canada		United States		Total
Current assets	$	832,019	$	8,286	$	840,305
Property, plant, and equipment		16,047		112,619		128,666
Royalty interest		–		1		1
Exploration and evaluation properties		26,663,597		2,375,605		29,039,202
Reclamation bond		–		118,843		118,843
	$	27,511,663	$	2,615,354	$	30,127,017
Current liabilities	$	4, 351,401	$	320,221	$	4,671,622
Golden Trove acquisition payable		–		935,167		935,167
	$	4,351,401	$	1,255,388	$	5,606,789

18. FINANCIAL INSTRUMENTS

(a) Classification of financial instruments

Financial assets and liabilities in the statements of financial position are as follows:

August 31, 2024		Financial assets at fair value through profit or loss		Financial assets at amortized cost		Financial liabilities at amortized cost
Cash and cash equivalents	$	–	$	1,829,330	$	–
Restricted cash equivalents		–		40,000		–
Other receivable		–		51,937		–
Marketable securities		156,093		–		–
Reclamation bond		–		118,046		–
Accounts payable and accrued liabilities		–		–		1,535,384
Accrued penalties and Part XII.6 taxes		–		–		2,265,384
Golden Trove acquisition payable		–		–		1,012,787
Convertible debentures		–		–		1,726,136
Derivative liabilities		1,966,742		–		–

November 30, 2023		Financial assets at fair value through profit or loss		Financial assets at amortized cost		Financial liabilities at amortized cost
Cash	$	–	$	260,490	$	–
Restricted cash equivalents		–		40,000		–
Marketable securities		412,251		–		–
Reclamation bond		–		118,843		–
Accounts payable and accrued liabilities		–		–		2,234,963
Accrued penalties and Part XII.6 taxes		–		–		2,130,697

18. FINANCIAL INSTRUMENTS (continued)

(b) Fair value

Fair value is the price that would be received to sell a financial asset or paid to transfer a financial liability in an orderly transaction between arm's length market participants at the measurement date.

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly
- Level 3: unobservable inputs for the asset or liability.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs.

The Company designated its marketable securities as fair value through profit and loss, which is measured at fair value and classified as level 1, except for shares in Leeuwin, which is classified as level 2 and marketable securities – options, which is classified as level 3. The carrying value of the marketable securities - options is determined using the Black-Scholes option pricing model.

(c) Credit risk

The Company has no trade accounts. The exposure to credit risk for cash and restricted cash equivalents is considered immaterial. The Company maintains all of its cash and restricted cash equivalents invested in guaranteed investment certificate at a major Canadian financial institution. The Company believes that exposure to credit risk is low.

(d) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows required by operations and anticipated investing and financing activities. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or as a result of conditions specific to the Company. As at August 31, 2024, the Company had cash and cash equivalents of $1,829,330 (November 30, 2023 - $260,490) to settle current liabilities of $4,103,046 (November 30, 2023 - $4,671,622).

(e) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's accrued penalties and part XII.6 taxes bear interest at the rate prescribed by CRA, which is revised quarterly. As at August 31, 2024, the Company had no hedging agreements in place with respect to floating interest rates.

(f) Currency risk

As the Company operates in the United States, some of the Company's assets, liabilities, and transactions are denominated in United States funds. Fluctuation in the exchange rates between the United States dollar and the Canadian dollar could have a material effect on the Company's business, financial condition, and results of operations.

As at August 31, 2024, the Company had net monetary liabilities denominated in United States funds of approximately $983,055 (US$728,675). Based upon the balance as at August 31, 2024, an increase of 15% in the U.S. to Canadian dollar exchange would result in a decrease in the net loss and comprehensive loss of $147,000, and a reduction of 15% would result in an increase in the net loss and comprehensive loss of $147,000. Management believes that it is not likely, but it is possible that the exchange rate could fluctuate by more than 15% within the next 12 months.

19. CAPITAL MANAGEMENT

The Company considers all of the components of shareholders' equity to be capital, the balance of which is $23,470,032 (November 30, 2023 – $24,520,228). The Company's objectives in managing capital are to safeguard its ability to operate as a going concern and to generate a superior return to shareholders. The Company expects to finance exploration activity through joint ventures, sales of property interests, entering into debt financing and by raising additional share capital when market conditions are suitable. The Company and its subsidiaries are not subject to externally imposed capital requirements. There were no changes to the Company's approach to capital management during the year.

20. COMMITMENTS, CONTINGENT LIABILITIES AND PROVISIONS

Flow-through obligations

As a result of the amalgamation with Explor in December 2019, the Company has assumed certain liabilities and contingent liabilities. Canada Revenue Agency ("CRA") has disallowed the eligibility of certain Canadian Exploration Expenses ("CEE") previously renounced and reassessed a shortfall of CEE spending obligations of approximately $3,800,000 and $2,300,000 on flow-through financings completed in 2011–2013 taxation years ("2011-2013 FT") and 2016–2017 taxation years ("2016-2017 FT"), respectively. As a result of the reassessments, the Company has recorded a provision for penalties, taxes, and interests of $2,265,384 (2023 - $2,130,697) as of August 31, 2024. The Company recognized an interest expense of $134,687 on the outstanding amounts owing to CRA calculated based on CRA's prescribed rates for the nine months ended August 31, 2024.

In connection with the 2011-2013 FT, the Company filed a Notice of Appeal to the Tax Court of Canada in the fourth quarter of 2021 and currently, the Company is in the litigation discovery stage. The Company intends to file an objection to the penalties related to the 2016-2017 FT. The Company remains confident in the appropriateness of the tax filing positions and intends to vigorously defend it.

As of August 31, 2024, the Company has a remaining total of $11,686 of flow-through funds, originated from private placement completed in December 2023, which are required to be spent by December 31, 2024.

First Nations Agreement

The Company has Memorandum of Understanding ("MOU") with the Flying Post First Nation and Mattagami First Nation (collectively "First Nations") pursuant to which the Company will pay 2% of all direct exploration costs incurred on the West Cache Gold property to First Nations.

21. SUBSEQUENT EVENTS

In September and October 2024, a combined total of $150,000 in principal of convertible debentures (Note 11) at a price of $0.165 was converted, resulting in issuance of 909,090 common shares.