TROILUS GOLD CORP.

CONDENSED INTERIM CONSOLIDATED
FINANCIAL STATEMENTS

For the three and six months ended
January 31, 2025 and 2024

(expressed in Canadian dollars)

TROILUS GOLD CORP.

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

As at	Notes		January 31, 2025		July 31, 2024
ASSETS					
Current assets					
Cash and cash equivalents		$	18,536,938	$	6,863,619
Tax credit receivable	15		5,724,277		7,742,224
Amounts receivable	5		646,619		1,154,171
Investments	6		2,012,145		639,286
Prepaid expenses			929,441		672,131
Total current assets			27,849,420		17,071,431
Investment in associate	7		1,270,057		1,472,984
Reclamation deposits	8		844,595		844,595
Tax credit receivable	15		963,499		-
Property and equipment	9		6,598,024		5,542,660
TOTAL ASSETS		$	37,525,595	$	24,931,670
LIABILITIES AND EQUITY					
Current liabilities					
Accounts payable and accrued liabilities		$	3,503,176	$	5,489,091
Current portion of lease liabilities	10		777,896		349,741
Flow-through share premium liability	11		998,785		-
Current portion of reclamation provision	8		224,621		174,191
Total current liabilities			5,504,478		6,013,023
Long-term portion of lease liabilities	10		809,329		667,954
Reclamation provision	8		2,534,211		2,660,915
Total liabilities			8,848,018		9,341,892
SHAREHOLDERS' EQUITY					
Share capital	11		235,214,119		210,885,750
Share purchase warrant reserve	12		2,804,331		506,110
Share-based payment reserve	13		3,369,736		4,655,116
Accumulated deficit			(212,710,609)		(200,457,198)
Total shareholders' equity			28,677,577		15,589,778
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		$	37,525,595	$	24,931,670

Nature of operations	1
Commitments and contingencies	20
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Approved on behalf of the Board of Directors:

"Tom Olesinski"	*"Justin Reid"*
Director	Director

-- see accompanying notes to the condensed interim consolidated financial statements --

TROILUS GOLD CORP.

Condensed Interim Consolidated Statements of Operations and Comprehensive Loss

(Expressed in Canadian dollars)

		Three months ended January 31,		Six months ended January 31,	
		2025	2024	2025	2024
Expenses	Note				
Exploration and evaluation expenses	15	$ 5,206,181	$ 3,381,130	$ 9,282,492	$ 10,943,149
Reclamation estimate	8	(26,384)	156,850	(73,760)	183,844
General and administrative expenses	16	2,483,107	1,507,773	3,838,203	2,801,846
Share-based payments	13	812,967	698,347	1,047,179	1,461,164
Total expenses before other items		(8,475,871)	(5,744,100)	(14,094,114)	(15,390,003)
Other income/(expenses)					
Camp rental income		6,900	88,685	124,974	171,566
Interest income		190,747	81,686	328,052	138,847
Interest on lease liabilities	10	(64,743)	(23,531)	(132,626)	(53,038)
Flow-through share premium recovery	11	506,419	640,255	729,001	686,767
Accretion of reclamation provision	8	(22,681)	(18,228)	(45,929)	(44,315)
Gain on sale of mineral claims	6	-	30,000	337,500	30,000
Realized gain/(loss) on sale of investment	6	13,758	(2,129,988)	13,758	(8,171,616)
Unrealized gain on investments	6	449,638	1,135,045	776,081	784,470
(Loss) from investment in associate	7	(67,703)	-	(202,927)	-
Other gains/(losses)	17	(56,918)	11,900	(87,181)	69,812
Net (loss) and comprehensive (loss) for the period		$ (7,520,454)	$ (5,928,276)	$ (12,253,411)	$ (21,777,510)
Net (loss) per share					
Basic and diluted		$ (0.02)	$ (0.02)	$ (0.04)	$ (0.09)
Weighted average common shares outstanding					
Basic and diluted		363,827,336	268,362,790	330,776,287	251,578,936

-- see accompanying notes to the condensed interim consolidated financial statements --

TROILUS GOLD CORP.

Condensed Interim Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

	Notes	Six months ended January 31, 2025	2024
CASH FLOWS FROM:			
Operating activities			
Net (loss) for the period		$ (12,253,411)	$ (21,777,510)
Items not involving cash			
Share-based payments	13	1,047,179	1,461,164
Payments related to tax withholdings on share-based compensation	13	(297,625)	-
Depreciation	9	660,255	751,362
Value of shares received on sale of mineral claims	6	(337,500)	(30,000)
Flow-through share premium recovery	11	(729,001)	(686,767)
Reclamation estimate adjustment	8	(73,760)	183,844
Reclamation costs incurred	8	(48,443)	(204,629)
Realized and unrealized (gains)/losses on investment	6	(789,839)	7,387,146
Loss from investment in associate	7	202,927	-
Other (gains)	17	-	(118,976)
Accretion of reclamation estimate	8	45,929	44,315
		(12,573,289)	(12,990,051)
Net change in non-cash working capital items:			
Amounts receivable and prepaid expenses		250,242	(432,693)
Tax credit receivable		1,054,448	(5,162,000)
Accounts payable and accrued liabilities		(1,985,917)	2,645,128
		(681,227)	(2,949,565)
Cash flows used in operating activities		(13,254,516)	(15,939,616)
Financing activities			
Financing proceeds	11	28,506,000	16,508,000
Share issue costs	11	(2,186,557)	(1,445,857)
Lease payments	10	(324,566)	(568,371)
Cash flows provided by financing activities		25,994,877	14,493,772
Investing activities			
Property and equipment	9	(821,522)	(270,529)
Acquisition of investment	6	(350,000)	-
Proceeds from sale of investment	6	104,480	4,663,241
Cash flows provided by investing activities		(1,067,042)	4,392,712
Net change in cash and cash equivalents		11,673,319	2,946,868
Cash and cash equivalents, beginning of the period		6,863,619	3,901,133
Cash and cash equivalents, end of the period		$ 18,536,938	$ 6,848,001
CASH AND CASH EQUIVALENTS CONSIST OF:			
Cash		$ 18,456,938	$ 3,268,001
Cash equivalents		80,000	3,580,000
		$ 18,536,938	$ 6,848,001
SUPPLEMENTARY INFORMATION			
Property and equipment leases	9,10	$ 894,096	$ 390,028

-- see accompanying notes to the condensed interim consolidated financial statements --

TROILUS GOLD CORP.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

	Note	Number of Shares		Share Capital		Share purchase warrant reserve		Share-based payment reserve		Accumulated Deficit		Total Shareholders' equity
Balance as at July 31, 2023		227,102,195	$	184,023,099	$	539,966	$	12,049,119	$	(166,728,990)	$	29,883,194
Private placement		2,325,581		1,000,000		-		-		-		1,000,000
Cost of issue		-		(72,598)		-		-		-		(72,598)
Unit financing		41,708,570		15,508,000		-		-		-		15,508,000
Value of warrants on unit financing		-		(870,708)		870,708		-		-		-
Cost of issue		-		(1,373,259)		-		-		-		(1,373,259)
Flow-through share premium		-		(1,190,512)		-		-		-		(1,190,512)
Expiry of warrants		-		-		(539,966)		-		539,966		-
Share-based payments		6,365,000		9,547,500		-		(9,547,500)		-		-
Value of share-based compensation		-		-		-		1,461,164		-		1,461,164
Net loss for the year		-		-		-		-		(21,777,510)		(21,777,510)
Balance as at January 31, 2024		277,501,346	$	206,571,522	$	870,708	$	3,962,783	$	(187,966,534)	$	23,438,479
Balance as at July 31, 2024		**285,201,796**	**$**	**210,885,750**	**$**	**506,110**	**$**	**4,655,116**	**$**	**(200,457,198)**	**$**	**15,589,778**
Private placement	11	851,785		477,000		-		-		-		477,000
Cost of issue	11	-		(32,872)		-		-		-		(32,872)
Unit financing	11	76,650,000		28,029,000		-		-		-		28,029,000
Value of warrants on unit finanicng	11	-		(2,298,221)		2,298,221		-		-		-
Cost of issue	11	-		(2,153,686)		-		-		-		(2,153,686)
Flow-through share premium	11	-		(1,727,786)		-		-		-		(1,727,786)
Share-based payments	13	3,621,145		2,034,934		-		(2,332,559)		-		(297,625)
Value of share-based compensation	13	-		-		-		1,047,179		-		1,047,179
Net loss for the period		-		-		-		-		(12,253,411)		(12,253,411)
Balance as at January 31, 2025		**366,324,726**	**$**	**235,214,119**	**$**	**2,804,331**	**$**	**3,369,736**	**$**	**(212,710,609)**	**$**	**28,677,577**

-- see accompanying notes to the condensed interim consolidated financial statements --

1. NATURE OF OPERATIONS

Troilus Gold Corp. (the "Company") was continued under the laws of Ontario, Canada. The Company owns a 100% interest in a past-producing gold mine located near Chibougamau, within the Frotêt-Evans Greenstone Belt in Quebec (the "Troilus project"). The Company acquired additional mineral claims adjacent to the Troilus project through various transactions, including the acquisition of UrbanGold Minerals Inc. ("UrbanGold"). Collectively, these properties are referred to as the "Troilus Gold property". The principal business of the Company is the exploration and development of the Troilus Gold property. The Company's head office is located in Montreal at 715 Square Victoria, Suite 705, Montreal, Quebec, H2Y 2H7. The Company's registered office is located at 36 Lombard Street, 4th Floor, Toronto, Ontario, M5C 2X3. The Company's shares trade on the Toronto Stock Exchange ("TSX") under the symbol "TLG" as well as on the OTCQX under the symbol "CHXMF" and on the Frankfurt Stock Exchange under the symbol "CM5R". All dollar amounts are Canadian dollars unless otherwise noted.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory, environmental and social requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs and pre-development plans will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the achievement of profitable operations, or the ability of the Company to raise additional financing, as necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

These condensed interim consolidated financial statements of the Company for the three and six months ended January 31, 2025 were approved and authorized for issue by the Board of Directors on March 6, 2025.

2. BASIS OF PRESENTATION AND COMPLIANCE

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including International Account Standard ("IAS") 34, "Interim Financial Reporting". The policies set out in the Company's annual consolidated financial statements for the year ended July 31, 2024 were consistently applied to all periods presented unless otherwise noted below.

The preparation of condensed interim financial statements in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. Certain disclosures included in annual financial statements have been condensed or omitted.

2. BASIS OF PRESENTATION AND COMPLIANCE (continued)

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has no current source of operating cash flow, and there can be no assurances that sufficient funding, including adequate financing, will be available to explore and develop its property and to cover general and administrative expenses necessary for the maintenance of a public company. The Company's status as a going concern is contingent upon raising the necessary funds through the issuance of equity or debt. These condensed interim consolidated financial statements do not include any adjustments that may result from the inability to continue as a going concern. Such adjustments could be material.

These condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

3. MATERIAL ACCOUNTING POLICIES

These condensed interim consolidated financial statements reflect the accounting policies described in Note 3 to the Company's audited consolidated financial statements for the years ended July 31, 2024 and 2023, with the exception of any changes set out below.

New and future accounting policies

IAS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments became effective for annual periods beginning on January 1, 2024. The Company adopted this amendment with no material impact to these interim consolidated financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2025 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined; however early adoption is permitted.

IFRS 9 and IFRS 7 -- In May 2024, the IASB issued amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments – Disclosures*. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required, and early adoption is permitted.

IFRS 10 – Consolidated Financial Statements ("IFRS 10") and IAS 28 – Investments in Associates and Joint Ventures ("IAS 28") were amended in September 2014 to address a conflict between the requirements of IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture, the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. The effective date of these amendments is yet to be determined; however early adoption is permitted.

IFRS 18 – In April 2024, the IASB issued IFRS 18 *Presentation and Disclosure in Financial Statements* to improve reporting of financial performance. The new standard replaces IAS 1 *Presentation of Financial Statements*. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required, and early adoption is permitted.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these condensed interim consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. These condensed interim consolidated financial statements include estimates, which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed interim consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, on a prospective basis. The revision may affect current or both current and future periods.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Information about critical judgments and estimates in applying accounting policies, and areas where assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in the following areas:

Mineral resource estimates and mineral reserves
The figures for mineral resources and mineral reserves are determined in accordance with National Instrument 43-101, "Standards of Disclosure for Mineral Projects", issued by the Canadian Securities Administrators. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral reserve or mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Differences between management's assumptions, including economic assumptions such as metal prices and market conditions could have a material effect in the future on the Company's financial position and results of operation.

Estimation of decommissioning and reclamation costs and the timing of expenditure
Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements and constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities. Cost estimates are updated annually to reflect known developments and are subject to review at regular intervals.

Share-based payments and warrants
Management determines costs for share-based payments and warrants using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments for share-based payments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Assumptions and judgements for determining the value of warrants include estimating the future volatility of the share price, expected dividend yield and expected risk-free rate of return. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Leases under IFRS 16
Critical judgements are required in the application of IFRS 16, including identifying whether a contract (or part of a contract) includes a lease and determining whether it is reasonably certain that an extension or termination option will be exercised. Sources of estimation uncertainty include estimation of the lease term, determination of an appropriate discount rate and assessment of whether a ROU asset is impaired. Such judgments, estimates and assumptions are inherently uncertain, and changes in these assumptions affect the fair value estimates.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Fair value of investment in securities not quoted in an active market or private company investments

Where the fair values of financial assets recorded on the consolidated statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values.

Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

(Expressed in Canadian dollars)

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (continued)

Valuation of the refundable mining duties credit and the refundable tax credit for resources
The refundable mining duties credit and the refundable tax credit for resources for the current and prior periods are measured at the amount expected to be recovered from the taxation authorities using the tax rates and tax laws that have been enacted or substantively enacted at the statement of financial position date. Uncertainties exist with respect to the interpretation of tax regulations, including the mining duties credit and the tax credit for resources for which certain expenditures could be disallowed by the taxation authorities in the calculation of credits, and the amount and timing of their collection. The calculation of the Company's mining duties credit and tax credit for resources necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until a notice of assessments and payments has been received from the relevant taxation authority. Differences arising between the actual results following the final resolution of some of these items and the assumptions made, or future changes to such assumptions, could necessitate adjustments to the mining duties credit and tax credit for resources and the exploration and evaluation expenses in future periods.

Contingencies
Refer to Note 20.

The amounts recognized in the condensed interim consolidated financial statements are derived from the Company's best estimation and judgement as described above. However, the inherent uncertainty regarding the outcome of these items means that eventual resolution could differ from the accounting estimates and therefore impact the Company's financial position and its financial performance and cash flows.

5. AMOUNTS RECEIVABLE

	January 31, 2025	July 31, 2024
Input tax credits receivable	$ 544,803	$ 853,076
Camp rental income	-	250,145
Other miscellaneous receivables	101,816	50,950
	$ 646,619	$ 1,154,171

6. INVESTMENTS

Fair market value as at:	January 31, 2025	July 31, 2024
Public companies		
Other (shares)	$ 1,750,587	$ 582,276
Other (warrants)	251,308	46,760
	$ 2,001,895	$ 629,036
Private companies - Other	10,250	10,250
TOTAL INVESTMENTS	$ 2,012,145	$ 639,286

(Expressed in Canadian dollars)

6. INVESTMENTS (continued)

During the three and six months ended January 31, 2025, the Company sold 3 of its non-core mineral property claims to a Comet Lithium Corporation ("Comet") for consideration of 1,500,000 common shares. The value of the shares was estimated to be $337,500 based on the fair market value of the shares of this public entity on the date of acquisition. This was recorded as a gain on sale of mineral claims on the consolidated statement of operations and comprehensive loss. The Company retains a 2% Net Smelter Royalty on these mineral claims and the public entity has the right to repurchase the Net Smelter Royalty for $3,000,000 on each of the projects. The Company's VP of Exploration is also a director of Comet.

On November 12, 2024, the Company acquired 1,785,714 units of Delta Resources Limited ("Delta") for a cash payment of $250,000. The Company's CEO and director is also a director of Delta. Each unit consisted of one common share of Delta and one common share purchase warrant which entitles the Company to purchase a common share of Delta upon exercise at an exercise price of $0.25 for a period of three years. These warrants were measured on acquisition using the Black Scholes option pricing model with the following assumptions:

Share price	Strike price	risk-free rate	volatility	time to expiry (yrs)
0.13	0.25	3.13%	108.59%	3.00

During the three and six months ended January 31, 2025, the Company exercised warrants held in one of its public company investments for consideration of $100,000. As well, investments were sold for proceeds of $104,480. And previous Delta warrants held expired unexercised during the three and six months ended January 31, 2025. These generated an aggregate gain on sale of investment of $13,758 for both the three and six months ended January 31, 2025.

The Company was carrying shares of Sayona Mining Limited received from the sale of mineral claims in November 2022. During the comparative three and six months ended January 31, 2024, the Company sold Sayona shares for net proceeds of $1,156,870 and $4,663,241 respectively and recognized a loss on sale of investments of $2,129,988 and $8,171,616 respectively. At January 31, 2025, the Company no longer held Sayona shares.

The Company's investments, which include shares and warrants, were initially measured at Fair Value through Profit and Loss ("FVPL") on the date of the acquisition and were remeasured and recorded at an aggregate value of $2,012,145 at January 31, 2025, which is the estimated fair market value based on the market price on that date for publicly traded securities, or based on other valuation techniques for private companies and warrants. Warrants were remeasured as at January 31, 2025 using the Black Scholes option pricing model with the following assumptions:

Share price	Strike price	risk-free rate	volatility	time to expiry (yrs)
$ 0.02	$ 0.40	2.65%	100%	2.41
$ 0.50	$ 1.50	2.69%	157%	3.87
$ 0.18	$ 0.25	2.64%	110%	2.78

(Expressed in Canadian dollars)

6. INVESTMENTS (continued)

Unrealized gains of $449,638 and $776,081 were recognized for the three and six months ended January 31, 2025 with respect to the Company's investments (three and six months ended January 31, 2024: unrealized gains of $1,135,045 and $784,470).

7. INVESTMENT IN ASSOCIATE

Balance, July 31, 2024	**$**	**1,472,984**
Proportionate share of adjusted net loss and comprensive loss		(202,927)
Balance, January 31, 2025	**$**	**1,270,057**

In March 2024, the Company sold its non-core Mike Lake properties in Yukon to Prospector Metals Corp. ("Prospector"). Prospector is a publicly traded company incorporated in British Columbia, Canada, trading on the TSX Venture Exchange with exploration assets in the Yukon and Ontario. Consideration for these claims included 9,222,164 shares of Prospector valued at a price of $0.20 per share, reflecting the share price on the date of issuance. Additional consideration includes a one-time milestone payment where, upon the public announcement by Prospector of a mineral resource on the Mike Lake properties, a one-time payment shall be paid to the Company in either cash or shares of Prospector (or a combination thereof) at the election of Prospector. The milestone payment shall be either $1,000,000 if Prospector's market capitalization is less than or equal to $20,000,000, or $2,000,000 if Prospector's market capitalization is greater than $20,000,000. As the requirement for this contingent payment has not taken place, the Company has not reflected the milestone payment in the Company's financial statements.

The Company determined that it has significant influence over Prospector based on the following:

a. At the time of the transaction, the Company acquired 19.9% of Prospector's issued and outstanding shares;
b. The Company had the right to nominate a director. The Company's nominee was appointed to the Board of Prospector in March 2024, 1 of 4 board members.

As a result, the Company's interest in Prospector is accounted for using the equity method. Prospector has a December 31 fiscal year-end, which has not been published publicly as at the date of this report. As more recent information is not publicly available at this time, financial information related to Prospector as at September 30, 2024 is presented below. Adjustments to non-current assets, and net loss and comprehensive loss reflect the difference in accounting policies on capitalization of exploration assets.

		As at September 30, 2024
Cash	$	1,791,381
Total Current Assets		2,304,254
Total Non-Current Assets, adjusted		58,360
Total Current Liabilities		(354,176)
Total Non-Current Liabilies		-

7. INVESTMENT IN ASSOCIATE (continued)

Prospector had a flow-through expenditure commitment of $887,899 as at September 30, 2024.

The fair market value of 9,222,164 shares of Prospector at January 31, 2025 was $1,198,881 based on the quoted market price of Prospector's shares. No indications of impairment were noted.

8. RECLAMATION DEPOSITS AND PROVISION

Deposits:
The Company entered into a bonding facility with an insurance company in order to secure a reclamation deposit of $3,972,976 with the government of Quebec. The reclamation deposit served as security against current and future estimated reclamation obligations at the Troilus site from historical mining activity. To purchase this insurance, the Company deposited $794,595 into a Guaranteed Investment Certificate secured by a Letter of Credit and pays an annual fee of 2.5% of the insured amount.

The Company has also provided a $50,000 deposit as security against current and future estimated reclamation obligations on the landfill site on the Troilus Gold property.

Provision:
The Company recognized a provision for future estimated reclamation and water treatment costs of the former Troilus mine. As at January 31, 2025, the estimated future undiscounted liability of approximately $3,033,000 (July 31, 2024: $3,063,000), was adjusted for inflation at an average rate of 2.14% (July 31, 2024: 2.21%), discounted at a rate of 3.24% (July 31, 2024: 3.22%) and recorded as $2,758,832, $224,621 as a current liability and $2,534,211 as a long-term liability (July 31, 2024: $2,835,106, $174,191 as a current liability and $2,660,915 as a long-term liability). This estimate assumes that future mining operations would never resume. As the Company continues its exploration programs, works towards a future mining scenario, and carries out reclamation work, the underlying assumptions to the reclamation provision will be adjusted accordingly. As a result of this remeasurement, for the three and six months ended January 31, 2025, a credit of $26,384 and $73,760 respectively was recorded as an adjustment to the reclamation estimate on the consolidated statements of operations (three and six months ended January 31, 2024: charges of $156,850 and $183,844 respectively). Accretion of $22,681 and $45,929 respectively was recognized for the three and six months ended January 31, 2025 on the consolidated statements of operations (three and six months ended January 31, 2024: $18,228 and $44,315 respectively).

(Expressed in Canadian dollars)

8. RECLAMATION DEPOSITS AND PROVISION (continued)

Balance as at July 31, 2024	$	2,835,106
Accretion of discount		45,929
Adjustments resulting from remeasurement		(73,760)
Incurred costs applied against liability		(48,443)
Balance as at January 31, 2025	$	**2,758,832**
Current portion of liability	$	224,621
Long-term portion of liability		2,534,211
	$	2,758,832

9. PROPERTY AND EQUIPMENT

		Computer and office equipment		Leaseholds, improvements and furniture		Vehicles		Equipment		Exploration Camp		TOTAL
Cost												
Balance, July 31, 2024	$	205,498	$	2,068,074	$	388,124	$	1,359,012	$	6,494,954	$	10,515,662
Additions		-		84,468		-		170,945		1,460,206		1,715,619
Disposals		-		(176,983)		-		-		-		(176,983)
Balance, January 31, 2025	**$**	**205,498**	**$**	**1,975,559**	**$**	**388,124**	**$**	**1,529,957**	**$**	**7,955,160**	**$**	**12,054,298**
Depreciation												
Balance, July 31, 2024	$	(186,865)	$	(1,266,317)	$	(250,914)	$	(460,091)	$	(2,808,815)	$	(4,973,002)
Expense for the period		(2,426)		(142,865)		(69,449)		(82,091)		(363,424)		(660,255)
Disposals		-		176,983		-		-		-		176,983
Balance, January 31, 2025	**$**	**(189,291)**	**$**	**(1,232,199)**	**$**	**(320,363)**	**$**	**(542,182)**	**$**	**(3,172,239)**	**$**	**(5,456,274)**
Net book value, July 31, 2024	$	18,633	$	801,757	$	137,210	$	898,921	$	3,686,139	$	5,542,660
Net book value, January 31, 2025	**$**	**16,207**	**$**	**743,360**	**$**	**67,761**	**$**	**987,775**	**$**	**4,782,921**	**$**	**6,598,024**

An amount of $256,240 and $660,255 was expensed in depreciation for the three and six months ended January 31, 2025, where $210,841 and $563,071 was recorded as exploration and evaluation expenses and $45,399 and $97,184 was recorded as general and administrative expenses (three and six months ended January 31, 2024: $368,429 and $751,362 respectively, where $283,943 and $581,738 was allocated to exploration and evaluation expenses and $84,486 and $169,624 was allocated to general and administrative expenses).

(Expressed in Canadian dollars)

9. PROPERTY AND EQUIPMENT (continued)

The Company recognized $894,096 in assets acquired through leases (Note 10) during the six months ended January 31, 2025 (six months ended January 31, 2024: $390,028). The Company acquired new septic equipment and right-of-use solar panel equipment on lease, and renewed the lease on its Montreal office space during the six months ended January 31, 2025. The termination of former office leases was recorded as a disposal.

10. LEASE LIABILITIES

Balance as at July 31, 2024	$	1,017,695
Assets acquired from leases and financing arrangements		894,096
Payments made during the period		(324,566)
Balance as at January 31, 2025	$	1,587,225
Current portion of lease liabilities	$	777,896
Long-term portion of lease liabilities		809,329
	$	1,587,225

During the six months ended January 31, 2025, the Company's lease additions included a financing agreement for septic equipment with a term of 2 years at an interest rate of 18%. In addition, the Company entered into an agreement to lease solar panel equipment with an indefinite term. This was treated as a right-of-use asset. The Company estimated leasing this equipment for a period of 2 years, and estimated an interest rate of 18%. The Company also renewed its lease for office space in Montreal, for a term of 3 years at an interest rate of 15%. The Company's other leases include right-of-use leases for office space and vehicles, with terms of up to 4.42 years. Interest expense recognized on these leases for the three and six months ended January 31, 2025 was $64,743 and $132,626 respectively (three and six months ended January 31, 2024: $23,531 and $53,038 respectively).

During the three and six months ended January 31, 2025, the Company incurred expenses of $90,287 and $199,723 respectively for short-term rental equipment (three and six months ended January 31, 2024: $130,116 and $403,379 respectively) which was recorded in exploration and evaluation expenses on the consolidated statement of operations. Monthly short-term rentals are expected to amount to approximately $30,000.

(Expressed in Canadian dollars)

11. SHARE CAPITAL

	No. of Shares		Balance
Balance as at July 31, 2024	285,201,796	$	210,885,750
Private placement	851,785		477,000
Cost of issue	-		(32,872)
Unit financing	76,650,000		28,029,000
Value of warrants on unit financing	-		(2,298,221)
Cost of issue	-		(2,153,686)
Flow through share premium	-		(1,727,786)
Share-based payments (Note 13)	3,621,145		2,034,934
Balance as at January 31, 2025	**366,324,726**	**$**	**235,214,119**

In August 2024, the Company closed a flow-through private placement financing issuing 851,785 flow-through common shares of the Company at a price of $0.56 per share for gross proceeds of $477,000. The Company incurred $32,872 in costs related to this financing. The Company was required to spend $477,000 in qualifying exploration expenditures by December 31, 2025 and has met this expenditure commitment as at January 31, 2025.

In October 2024, the Company closed on a bought deal financing whereby the Company issued:

- 57,150,000 units at a price of $0.35 per unit for gross proceeds of $20,002,500;
- 10,900,000 traditional flow-through shares at a price of $0.405 per traditional flow-through share for gross proceeds of $4,414,500; and
- 8,600,000 Québec flow-through shares at a price of $0.42 per Québec flow-through share for gross proceeds of $3,612,000.

The Company incurred $2,153,686 in costs related to this financing, including commissions, legal costs and costs related to filing a prospectus. Each unit consisted of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of the Company at an exercise price of $0.45 per share for a period of 2 years following the closing. The value of the warrants was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield - 0%; expected volatility – 70.35%; risk-free rate – 2.97% and expiry - 2 years. The Company is required to spend $8,026,500 in qualifying exploration expenditures by December 31, 2025 and has spent approximately $2,989,000 as at January 31, 2025.

In relation to the flow through shares issued in both August and October 2024, a flow-through share premium liability of $1,727,786 was recorded based on the calculated premium per dollar raised determined as the excess issue price over the quoted market price of the Company's shares at the date of issuance. The liability is reduced proportionately as the Company incurs eligible expenses. As at January 31, 2025, the liability was reduced to $998,785 on the statement of financial position with respect to this flow-through premium, and a flow-through share premium recovery of $506,419 and $729,001 was recorded on the consolidated statements of operations and comprehensive loss for the three and six months ended January 31, 2025 (three and six months ended January 31, 2024: $640,255 and $686,767 respectively).

See subsequent events Note 21.

(Expressed in Canadian dollars)

12. SHARE PURCHASE WARRANT RESERVE

	Number of Warrants	Weighted Average Exercise Price	Value
Balance as at July 31, 2024	8,725,035	$0.50	$ 506,110
Issued	28,575,000	$0.45	$ 2,298,221
Balance as at January 31, 2025	**37,300,035**	**$0.46**	**$ 2,804,331**

The following table summarizes the warrants outstanding at January 31, 2025.

						Assumptions				
Exercise Price	**Expiry Date**	**Number Outstanding**	**Number Exercisable**	**Value ($)**	**Weighted Average Remaining Contractual Life (years)**	**Share price**	**Expected Dividend Yield**	**Expected Volatility**	**Risk-free Interest rate**	**Expected Average Life (years)**
$ 0.50	November 20, 2025	8,010,750	8,010,750	465,136	0.80	$ 0.32	0%	57.49%	4.41%	2.00
$ 0.50	December 1, 2025	714,285	714,285	40,974	0.83	$ 0.32	0%	59.48%	4.07%	2.00
$ 0.45	October 18, 2026	28,575,000	28,575,000	2,298,221	1.71	$ 0.31	0%	70.35%	2.97%	2.00
		37,300,035	37,300,035	$ 2,804,331	1.50					

13. SHARE-BASED PAYMENT RESERVE

The Company's Incentive Share Unit Plan ("ISU Plan") authorizes the grant of restricted Share Units ("RSU's") under the plan to directors, officers and employees or Deferred Share Units ("DSU's") under the plan to directors alone. A vested RSU represents the right to receive one common share of the Company. A vested DSU represents the right to receive one common share of the Company upon the date the participant director ceases to be a director of the Company. All Share Units, that is RSU's and DSU's, shall be settled through the issuance of common shares from treasury by the Company, and as such, the value of outstanding RSU's and DSU's is included in share-based payment reserve within equity. As at January 31, 2025, no DSU's have been granted.

The number of common shares reserved for issuance pursuant to the ISU Plan and all other security-based compensation arrangements shall, in aggregate, not exceed 10% of the Company's issued and outstanding capital.

	Number of RSU's	RSU Value
Balance as at July 31, 2024	14,007,269	$ 4,655,116
Granted	8,910,000	1,047,179
Vested, settled in common shares	(3,621,145)	(2,034,934)
Forfeited	(1,033,700)	(297,625)
Balance as at January 31, 2025	18,262,424	$ 3,369,736

(Expressed in Canadian dollars)

13. SHARE-BASED PAYMENT RESERVE (continued)

During the three and six months ended January 31, 2025, the Company granted 8,660,000 and 8,910,000 RSU's respectively to directors, officers and employees of the Company, vesting in three tranches over a period of two or three years. The weighted average fair value of these RSU's was estimated to be $0.34 per unit based on the quoted market price of the Company's shares on the date of grant (three and six months ended January 31, 2024: 7,920,000 and 8,070,000 RSU's granted at a weighted average fair value of $0.45 per unit.)

During the six months ended January 31, 2025, some RSUs were net settled, whereby a portion of the vested shares was forfeited to cover applicable payroll taxes and other statutory withholdings. As a result, a cash payment of $297,625 was made by the Company to cover these withholdings.

For the three and six months ended January 31, 2025, the Company has recorded $812,967 and $1,047,179 respectively as share-based payments expense representing an accrual for unvested RSU's on a front-loaded basis, based on the fair market value on the date of grant (three and six months ended January 31, 2024: $698,347 and $1,461,164 respectively).

14. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities were classified as follows:

	Assets at amortized cost	Assets at fair value through profit or loss	Liabilities at amortized cost	Total
As at January 31, 2025				
Cash and cash equivalents	$ 18,456,938	$ 80,000	$ -	$ 18,536,938
Amounts receivable	101,816	-	-	101,816
Investments	-	2,012,145	-	2,012,145
Reclamation deposit	50,000	794,595	-	844,595
Accounts payable and accrued liabilities	-	-	3,503,176	3,503,176
Lease liabilities	-	-	1,587,225	1,587,225

The carrying values of cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities and lease liabilities approximate fair value due to the short-term nature of the financial instruments. The carrying value of investments is recorded at an estimated fair value based on a valuation technique using both observable and unobservable inputs. The carrying value of reclamation deposit approximates fair value as it is represented by a GIC.

(Expressed in Canadian dollars)

14. FINANCIAL INSTRUMENTS (continued)

A fair value hierarchy prioritizes the methods and assumptions used to develop fair value measurements for those financial assets where fair value is recognized on the statement of financial position. These have been prioritized into three levels.

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly
Level 3 – Inputs for the asset or liability that are not based on observable market data.

The following table sets forth the Company's financial assets and liabilities measured at fair value by level within the fair value hierarchy as at January 31, 2025:

	Level 1	Level 2	Level 3	TOTAL
As at January 31, 2025				
Cash equivalents	$ 80,000	$ -	$ -	$ 80,000
Investments	1,750,587	251,308	10,250	2,012,145
Reclamation deposit	794,595	-	-	794,595

Some of the Company's investments are not publicly traded. Other valuation factors were used to estimate the fair value at January 31, 2025, such as recent financings of the private entities. The fair value of warrants was estimated using the Black-Scholes option pricing model.

Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures for managing risk during the three and six months ended January 31, 2025 and 2024.

Credit risk
The Company's credit risk is primarily attributable to cash and cash equivalents, and reclamation deposit. The Company has no significant concentration of credit risk arising from operations. Cash and cash equivalents consist of bank deposits and guaranteed investment certificates, which have been invested with reputable financial institutions, from which management believes the risk of loss to be remote. Amounts receivable primarily represent input tax credit refunds from government bodies. Management believes that the credit risk concentration with respect to these financial instruments is remote.

Liquidity risk
The Company manages liquidity risk by maintaining adequate cash and cash equivalent balances. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities.

(Expressed in Canadian dollars)

14. FINANCIAL INSTRUMENTS (continued)

As at January 31, 2025, the Company had current assets of $27,849,420 (July 31, 2024: $17,071,431) to settle current liabilities of $5,504,478 (July 31, 2024: $6,013,023). Approximately $1,700,000 of the Company's financial liabilities as at January 31, 2025 have contractual maturities of less than 30 days and are subject to normal trade terms.

			Payments due by period		
Liability	Total	< 1 year	1 - 3 years	4 - 5 years	> 5 years
Accounts payable and accrued liabilities	$ 3,503,176	$ 3,503,176	$ -	$ -	$ -
Lease liabilities	1,587,225	777,896	587,610	221,719	-
Reclamation provision	2,758,832	224,621	433,263	423,700	1,677,248

Market risk - Price risk and currency risk
Some of the Company’s current assets consist of shares acquired from the sale of mineral claims (Note 6), which the Company intends to sell when appropriate. The Company is exposed to price risk as unfavourable market conditions could result in disposition of investments at less than favourable prices.

Based on the investments held at January 31, 2025, a change in the fair value of investments by 5%, all other factors held constant, could result in a corresponding change in net income of approximately $87,500.

15. EXPLORATION AND EVALUATION EXPENSES

The Company owns the Troilus Gold property, consisting of mineral claims and a past-producing mine property located near Chibougamau, within the Frotêt-Evans Greenstone Belt in Quebec, Canada. During the last several years, the Company acquired various claims extending its land package, including the Bullseye and Pallador claims acquired through the acquisition of UrbanGold. The Bullseye claims comprise a 50-50 joint arrangement with a third party, accounted for as a joint operation. As a result, the Company recognizes its proportionate share of any expenses related to this joint arrangement.

Of the claims initially acquired from First Quantum Minerals Inc. (“First Quantum”), a royalty of 1% remains on these claims, held by Sandstorm Gold Ltd.

As of the date of these consolidated financial statements, the Company is subject to the following underlying royalties:

The claims acquired from Emgold in December 2018 are subject to underlying NSR royalties of 1% to Emgold, that the Company has the right to repurchase for $1,000,000. The claims acquired from O3 in November 2019 are subject to royalties of 2% NSR to O3, half of which can be repurchased for $1,000,000, and 2% NSR to an individual, half of which can be repurchased for $1,000,000.

(Expressed in Canadian dollars)

15. EXPLORATION AND EVALUATION EXPENSES (continued)

The claims acquired from O3 in April 2020 are subject to royalties of 2% NSR to O3, of which half can be repurchased at any time for $1,000,000 subject to the terms of the Buy Back agreement entered into between the Company and Sayona. Certain of the O3 claims acquired in April 2020 are subject to underlying royalties of 2% to Vale S.A. One-half of the royalty to Vale S.A. can be repurchased.

The claims acquired from Globex Mining Enterprises Inc. ("Globex") are subject to a 2% Gross Metal Sales royalty ("GMR") to Globex, of which half can be repurchased at any time for $1,000,000 subject to the terms of the Buy Back agreement entered into between the Company and Sayona. The claims acquired from Canadian Mining House ("CMH") are subject to a 1% NSR, of which half can be repurchased for $500,000 and half can be repurchased for $1,500,000 subject to the terms of the Buy Back agreement entered into between the Company and Sayona.

As well, the Company is subject to royalties on certain of the claims acquired through the UrbanGold acquisition, including a 2% NSR to O3 on certain Bullseye claims, of which half can be purchased at any time for $500,000; a 1% NSR to Soquem on 71 Pallador claims, of which half can be purchased at any time for $500,000 subject to the terms of the Buy Back agreement entered into between the Company and Sayona; and a 1% NSR on 55 Pallador claims.

	Three months ended January 31,		Six months ended January 31,	
	2025	2024	2025	2024
Exploration and evaluation expenses:				
Drilling, assaying and geology	$ 410,228	$ 459,474	$ 1,856,120	$ 3,168,632
Salaries, payroll costs and consultants	1,386,100	1,568,722	2,521,385	3,375,219
Site and camp costs	1,079,790	1,342,341	2,191,495	2,549,455
Support and other costs	188,966	240,172	397,482	602,121
Studies	1,845,162	2,643,936	2,483,419	5,627,907
Government and community relations	29,037	37,816	57,998	52,434
Travel	56,057	71,726	175,021	147,643
Depreciation	210,841	283,943	563,071	581,738
Tax credits	-	(3,267,000)	(963,499)	(5,162,000)
	$ 5,206,181	$ 3,381,130	$ 9,282,492	$ 10,943,149

The Company has recorded expected tax credits of $nil and $963,499 respectively against the exploration activity on which they are based for the three and six months ended January 31, 2025 (three and six months ended January 31, 2024: $3,267,000 and $5,162,000 respectively). During the six months ended January 31, 2025, the Company received $2,017,947 in tax credit refunds related to the July 31, 2022 tax year. As at January 31, 2024, the Company is carrying a tax credit receivable balance of $6,687,776, $5,724,277 as a current asset which includes a portion related to the July 31, 2024 tax year and $963,499 as a long-term asset representing amounts accrued for the current year and not expected to be received within 12 months.

(Expressed in Canadian dollars)

16. GENERAL AND ADMINISTRATIVE EXPENSES

	Three months ended January 31,		Six months ended January 31,	
	2025	2024	2025	2024
General and administrative expenses:				
Salaries, payroll costs and consultants	$ 1,099,993	$ 830,680	$ 1,603,405	$ 1,450,271
Professional costs	210,650	75,816	337,174	162,228
Shareholder communications	735,045	337,557	1,161,626	691,966
Office and general	167,133	117,916	254,234	208,940
Travel	224,887	61,318	384,580	118,817
Depreciation	45,399	84,486	97,184	169,624
	$ 2,483,107	$ 1,507,773	$ 3,838,203	$ 2,801,846

17. OTHER GAINS AND (LOSSES)

	Three months ended January 31,		Six months ended January 31,	
	2025	2024	2025	2024
Other expenses:				
Fee for reclamation bond	$ (27,574)	$ (26,317)	$ (53,907)	$ (52,700)
Gain on disposal of assets	-	31,779	-	118,976
Miscellaneous	(29,344)	6,438	(33,274)	3,536
	$ (56,918)	$ 11,900	$ (87,181)	$ 69,812

18. CAPITAL MANAGEMENT

The Company manages and adjusts its capital structure based on available funds in order to support the exploration and development of its mineral properties. The capital of the Company consists of share capital, share purchase warrants, and RSU's. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company's properties are in the exploration stage and, accordingly, the Company is dependent upon external financing to fund activities. In order to carry out planned drilling and engineering work, and pay for administrative costs, the Company will spend working capital and expects to raise additional funds from time to time as required.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's capital management objectives, policies and processes have remained substantially unchanged during the three and six months ended January 31, 2025 and 2024.

(Expressed in Canadian dollars)

19. RELATED PARTY DISCLOSURES

The Company entered into the following transactions in the ordinary course of business with related parties that are not subsidiaries of the Company.

Related party balances and transactions
During the three and six months ended January 31, 2025, the Company charged $61,687 and $91,687 respectively in fees and reimbursable expenses related to shared office space to Lithium Ionic Corp. (three and six months ended January 31, 2024: $32,424 and $54,924 respectively). As at January 31, 2025, Lithium Ionic Corp. owed a balance of $22,010. One of the Company's directors, Mr. Tom Olesinski, is an officer of Lithium Ionic Corp. The Company's Senior Vice-President Technical Planning, Mr. Ian Pritchard, is a director of Lithium Ionic Corp.

During the three and six months ended January 31, 2025, the Company charged $9,000 and $18,000 in fees related to shared office space to Emerita Resources Corp. (three and six months ended January 31, 2024: $9,000 and $17,500 respectively). The Company's Vice-President Corporate Affairs and Sustainability, Ms. Catherine Stretch, is a director of Emerita Resources Corp.

Mr. Justin Reid, the Company's CEO, is on the Board of Directors of Delta. At January 31, 2025, the Company held 5,180,714 shares and 1,785,714 warrants of Delta. (Please see Note 6, Investments.)

Mr. Kyle Frank, the Company's VP of Exploration, is on the Board of Directors of Comet. As at January 31, 2025, the Company held 1,500,000 shares of Comet. Note 6.

Compensation of key management personnel of the Company
The remuneration of directors and other members of key management personnel was as follows:

	Three months ended January 31,		Six months ended January 31,	
	2025	2024	2025	2024
Management salaries and fees	$ 1,239,832	$ 829,045	$ 1,724,576	$ 1,380,952
Directors fees	87,618	80,496	173,036	170,362
Share-based payments	497,089	626,158	682,560	1,207,937
	$ 1,824,540	$ 1,535,699	$ 2,580,173	$ 2,759,251

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the Board of Directors of the Company having regard to the performance of individuals and market trends.

20. COMMITMENTS AND CONTINGENCIES

The Company is party to certain management and employment contracts. As at the date of this report, these contracts provide that, in the event services are terminated by the Company, other than for cause, approximately $2,260,000 would be paid out with respect to these contracts. Additional contingent payments of approximately $4,400,000 would be paid upon the occurrence of a change of control. Also, the Company currently has 19,812,424 RSU's outstanding to directors, officers and employees of the Company which will vest over the next three years. Upon a change of control, unvested RSU's would vest immediately. As a triggering event for terminations or a change of control has not taken place, the contingent payments have not been reflected in these consolidated financial statements. Minimum commitments under these contracts due within one year are $2,262,515.

The Company is obligated to make lease payments over the next 5 years. See Notes 10 and 14.

Underlying royalties on the Troilus Gold property are described in Note 15.

A contingent milestone payment shall be due to the Company related to the agreement with Prospector described in Note 7.

As a result of the Company's flow-through financings in August and October 2024, the Company is committed to incur qualifying exploration expenditures. See Note 11. As at January 31, 2025, the Company has an exploration expenditure commitment of approximately $5,037,000 plus related tax credits.

In connection with the flow-through financings, the Company indemnifies the subscribers against certain tax-related amounts that may become payable by the subscribers should the Company not meet its flow-through expenditure commitments.

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

21. SUBSEQUENT EVENTS

In February 2025, the Company completed a non-brokered private placement financing by issuing 16,478,900 common shares at a price of $0.35 per share, generating gross proceeds of $5,767,615.

Subsequent to January 31, 2025, 1,550,000 RSUs were granted to officers and employees of the Company.