NORTHERN LIGHTS RESOURCES CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

JANUARY 31, 2025

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

Head Office
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NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

NORTHERN LIGHTS RESOURCES CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)
AS AT,

	January 31, 2025	April 30, 2024
ASSETS		
Current		
Cash	**$ 6,292**	$ 4,386
Receivables	**3,694**	2,699
Marketable securities (Note 3)	**105,000**	465,000
Prepaid expenses	**2,756**	787
	117,742	472,872
Exploration and evaluation assets (Note 4)	**2,105,626**	2,098,499
	$ 2,223,368	$ 2,571,371
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities (Notes 5 and 9)	**$ 666,502**	$ 616,915
Convertible securities (Note 7)	**411,845**	389,833
	1,078,347	1,006,748
Shareholders' equity		
Share capital (Note 8)	**9,417,381**	9,382,381
Share-based payment reserve (Note 8)	**1,345,298**	1,214,998
Subscriptions receivable (Note 8)	**(34,930)**	(34,930)
Deficit	**(9,582,728)**	(8,997,826)
	1,145,021	1,564,623
	$ 2,223,368	$ 2,571,371

Nature and continuance of operations (Note 1)
Subsequent events (Note 13)

On behalf of the Board:

"Albert (Rick) Timcke" Director

"Jason Bahnsen" Director

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

NORTHERN LIGHTS RESOURCES CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Three months period ended January 31, 2025	Three months period ended January 31, 2024	Nine months period ended January 31, 2025	Nine months period ended January 31, 2024
EXPENSES				
Consulting fees	$ -	$ -	$ 3,187	$ -
Filing and regulatory fees	13,948	5,404	25,173	24,416
Foreign exchange loss (gain)	4,085	(1,902)	6,709	(570)
Interest	-	907	3,950	1,736
Management fees (Note 9)	45,000	45,000	135,000	135,000
Office and miscellaneous	1,429	1,974	6,420	4,839
Professional fees (Note 9)	11,344	12,618	35,541	41,338
Promotion and advertisement	1,604	551	3,494	27,536
Share-based compensation (Notes 8 and 9)	130,300	-	130,300	-
Travel and accommodation	-	49	111	990
	(207,710)	(64,601)	(349,885)	(235,285)
OTHER INCOME (EXPENSES)				
Loss on fair value of convertible securities (Note 7)	(14,623)	(7,004)	(22,012)	(5,790)
Realized loss on marketable securities (Note 3)	(37,250)	(224,122)	(354,265)	(515,639)
Unrealized gain (loss) on marketable securities (Note 3)	(96,000)	140,600	187,500	(16,900)
Write-off of exploration and evaluation assets (Note 4)	-	-	(46,240)	-
	(147,873)	(90,526)	(235,017)	(538,329)
Loss and comprehensive loss for the period	(355,583)	$ (155,127)	$ (584,902)	$ (773,614)
Basic and diluted loss per common share	$ (0.01)	$ (0.00)	$ (0.01)	$ (0.02)
Weighted average number of common shares outstanding	48,988,704	43,658,704	48,814,791	43,658,704

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

NORTHERN LIGHTS RESOURCES CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

	Number of Shares	Share Capital	Share-based Payment Reserve	Subscriptions Receivable	Deficit	Total Shareholders' Equity
Balance, April 30, 2023	**43,658,704**	**$ 9,107,259**	**$ 1,214,998**	**$ (34,930)**	**$ (8,025,937)**	**$ 2,261,390**
Convertible securities – converted	4,830,000	275,122	-	-	-	275,122
Net and comprehensive loss for the period	-	-	-	-	(773,614)	(773,614)
Balance, January 31, 2024	**48,488,704**	**9,382,381**	**1,214,998**	**(34,930)**	**(8,799,551)**	**1,762,898**
Net and comprehensive loss for the period	-	-	-	-	(198,275)	(198,275)
Balance, April 30, 2024	**48,488,704**	**9,382,381**	**1,214,998**	**(34,930)**	**(8,997,826)**	**1,564,623**
Shares issued for exploration and evaluation assets	1,000,000	35,000	-	-	-	35,000
Share-based compensation	-	-	130,300	-	-	130,300
Net and comprehensive loss for the period	-	-	-	-	(584,902)	(584,902)
Balance, January 31, 2025	**49,488,704**	**$ 9,417,381**	**$ 1,345,298**	**$ (34,930)**	**$ (9,582,728)**	**$ 1,145,021**

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

NORTHERN LIGHTS RESOURCES CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)
FOR THE NINE MONTHS ENDED JANUARY 31,

	2025	2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$ (584,902)	$ (773,614)
Non-cash items:		
Loss (gain) on fair value of convertible securities	22,012	5,790
Foreign exchange loss (gain)	6,709	(3,151)
Realized loss on marketable securities	354,265	515,639
Unrealized loss (gain) on marketable securities	(187,500)	16,900
Interest expense	-	1,736
Share-based compensation	130,300	-
Write-off of exploration and evaluation assets	46,240	-
Changes in non-cash working capital items:		
Receivables	(995)	(94)
Prepaid expenses	(1,969)	51,280
Accounts payable and accrued liabilities	7,499	104,327
Net cash used in operating activities	(208,341)	(81,187)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation expenditures	(14,246)	-
Refund of reclamation bond	31,258	-
Net cash provided by investing activities	17,012	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from marketable securities	193,235	63,768
Net cash provided by financing activities	193,235	63,768
Change in cash for the period	1,906	(17,419)
Cash, beginning of period	4,386	24,183
Cash, end of period	$ 6,292	$ 6,764
SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS		
Taxes paid	$ -	$ -
Interest paid	$ -	$ -
Settlement of convertible debentures – marketable securities	$ -	$ 430,000
Convertible securities converted	$ -	$ 275,122
Shares issued for exploration and evaluation assets	$ 35,000	$ -
Exploration and evaluation assets included in accounts payable and accrued liabilities	$ 95,620	$ 59,480

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Northern Lights Resources Corp. (the "Company") was incorporated under the laws of British Columbia on March 28, 2007. The Company's principal business activities include the acquisition and exploration of resource properties. The Company is listed on the Canadian Securities Exchange ("CSE") under the trading symbol "NLR".

On May 26, 2022, the Company consolidated its common shares on a ten for one basis. These condensed interim consolidated financial statements reflect the share consolidation on a retrospective basis.

These condensed interim consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has a history of losses and an accumulated deficit of $9,582,728 at January 31, 2025, the continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. These conditions indicate a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. The condensed interim consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets and discharge of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. MATERIAL ACCOUNTING POLICIES

Basis of presentation

The condensed interim consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which are at fair value. The condensed interim consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company and its subsidiaries.

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

The policies applied in these condensed interim consolidated financial statements are presented below and are based on IFRS issued and outstanding as of January 31, 2025. Any subsequent changes to IFRS that are given effect in our annual consolidated financial statements for the year ending April 30, 2025 could result in restatements of these condensed interim consolidated financial statements. None of these standards are expected to have a significant effect on the condensed interim consolidated financial statement.

The Board of Directors approved these condensed interim consolidated financial statements on March 31, 2025.

Basis of consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Secret Pass LLC, a company incorporated under the laws of Arizona, USA, and Ruby Valley Minerals LLC, a company incorporated under the laws of Nevada. At January 31, 2025, the principal activity of the Company's subsidiaries was that of holding companies. Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Company controls an investee if and only if the Company has all the following: (a) power over the investee; (b) exposure, or rights, to variable returns from its involvement with the investee; and (c) the ability to use its power over the investee to affect the amount of the investor's returns. All inter-company transactions and balances have been eliminated upon consolidation.

2. MATERIAL ACCOUNTING POLICIES (cont'd…)

Estimates and judgments

The preparation of the Company's condensed interim consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed interim consolidated financial statements and the reported amounts of expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Significant Judgments

a. Economic recoverability and probability of future benefits of exploration and evaluation assets

   Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessment of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

b. Convertible securities

   The Company has issued convertible securities as described in Note 7. The accounting for convertible securities, a complex compound financial instrument, requires the Company to determine the classification of the component parts of the convertible securities, which requires significant judgment on whether there are components of equity, liabilities or embedded derivatives.

c. Functional currency

   Judgment was applied in determining the functional currency of the Company and each of its subsidiaries after considering the primary economic environment in which the Company undertakes its financing activities, retains funds and the currency that influences exploration and administration costs.

Significant Estimates

There are no significant estimates applied in the preparation of these condensed interim consolidated financial statements.

2. MATERIAL ACCOUNTING POLICIES (cont'd…)

Foreign exchange and functional currency

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for all entities within the Company is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in International Accounting Standard ("IAS") 21, *The Effects of Changes in Foreign Exchange Rates.*

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the condensed interim consolidated statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are reflected in profit or loss for the period.

Income (loss) per share

The Company computes the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on income (loss) per share is based on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments unless anti-dilutive. It assumes that the proceeds would be used to purchase common shares at the average market price during the year. Basic income (loss) per common share is calculated using the weighted average number of common shares outstanding during the period.

Exploration and evaluation assets

Upon acquiring the legal right to explore an exploration and evaluation asset, costs related to acquisition, exploration and evaluation are capitalized by property. The capitalized costs are presented as either tangible, or intangible exploration and evaluation assets according to the nature of the assets acquired. Expenses related to exploration and evaluation include topographical, geological, geochemical, and geophysical studies, exploration drilling, trenching, sampling and other costs related to the evaluation of the technical feasibility and commercial viability of extracting a mineral resource. The various costs are capitalized on a property-by-property basis pending determination of the technical feasibility and commercial viability of extracting a mineral resource. These assets are recognized as intangible assets and are carried at cost less tax credits related to these expenses and any accumulated impairment losses. No depreciation expenses are recognized for these assets during the exploration and evaluation phase.

If commercially profitable ore reserves are developed, capitalized costs of the related exploration and evaluation assets are reclassified as mining assets and amortized using the unit of production method. If, after management review, it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the exploration and evaluation assets are abandoned, or management deems there to be an impairment in value, the exploration and evaluation assets are written down to their recoverable amount.

Any option payments received by the Company from third parties or tax credits refunded to the Company are credited to the capitalized cost of the exploration and evaluation assets. If payments received exceed the capitalized cost the excess is recognized as income in the year received. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and evaluation, and future profitable production or proceeds from the disposition thereof.

2. MATERIAL ACCOUNTING POLICIES (cont'd…)

Impairment

At the end of each reporting period, the Company's long-lived assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Convertible securities

The Company's convertible securities are segregated into their debt and equity components or derivative liability components at the date of issue, in accordance with the substance of the contractual agreements.

The conversion feature of the convertible securities is presumed to be classified as a derivative financial liability unless it meets all the criteria to be classified as an equity instrument. One criteria is that the conversion option exchanges a fixed amount of shares for a fixed amount of cash ("fixed for fixed"). If the conversion feature meets the fixed for fixed criteria, the conversion option will be classified as equity. The Company has convertible securities which are classified entirely as liabilities because they were issued in a currency other than the functional currency of the Company. As the instrument contains an embedded derivative, it has been designated as at fair value through profit or loss on initial recognition and as such the embedded conversion feature is not separated. All transaction costs related to financial instruments designated as at fair value through profit or loss are expensed as incurred. The component of fair value changes relating to the Company's own credit risk is recognized in other comprehensive income ("OCI"). Amounts recorded in OCI related to credit risk are not subject to recycling to profit or loss but are transferred to deficit when realized. Fair value changes relating to market risk are recognized in profit or loss.

Share-based payments

In situations where equity instruments are issued to non-employees and the fair value of some or all of the goods or services received by the Company as consideration cannot be reliably estimated, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

The fair value of stock options granted to employees is recognized as an expense over the vesting period with a corresponding increase in the equity settled share-based payments reserve account. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. The fair value includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods.

The fair value is measured at the grant date using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At each condensed interim consolidated statement of financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

2. MATERIAL ACCOUNTING POLICIES (cont'd…)

Share-based payments (cont'd...)

All share options and warrants are included in reserves, a component of shareholders' equity, until exercised. Upon exercise, the consideration received plus the amounts in reserves attributable to the options and/or warrants being exercised are credited to share capital. If the options and warrants expire or are forfeited, the corresponding amount previously recorded remains in reserves.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement or is otherwise beneficial to the employee as measured at the date of modification.

Income taxes

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

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

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Valuation of Equity Units Issued in Private Placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the most easily measured component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in a private placement is determined to be more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

2. MATERIAL ACCOUNTING POLICIES (cont'd…)

Share Issue Costs

Costs directly identifiable with the raising of capital are charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs, and are deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Financial instruments

Financial assets and financial liabilities are recognized on the condensed interim consolidated statement of financial position when the Company becomes a party to the contractual provisions of the financial instrument.

The following is the Company's accounting policy for financial instruments:

Classification

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

Measurement

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

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

Debt investments at FVOCI
These assets are subsequently measured at fair value. Interest income is calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI
These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

2. MATERIAL ACCOUNTING POLICIES (cont'd…)

Financial instruments (cont'd…)

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

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

Financial liabilities
The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expired. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are recognized in profit or loss.

The Company's financial assets and liabilities are recorded and measured as follows:

Asset or liability	Category	Measurement
Cash	FVTPL	Fair value
Marketable securities	FVTPL	Fair value
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Convertible securities	FVTPL	Fair value
Subscriptions receivable	Amortized cost	Amortized cost

New accounting standards and interpretations

Effective May 1, 2023, amendments to IAS 1 Presentation of Financial Statements were adopted with respect to disclosure of the Company's accounting policies. The adoption of the amendments did not result in any changes to the Company's accounting policies, the only impact was to the accounting policy information disclosed in the condensed interim consolidated financial statements. Where management determined necessary, clarifying language was applied in order to enhance focus on the materiality of a policy, and immaterial policy language was deleted.

Effective May 1, 2023, amendments to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors were adopted with respect to the new definition of "accounting estimates". The amendments clarify how measurement techniques and inputs are used to develop accounting estimates, and also clarify changes in accounting estimates (now defined), changes in accounting policies, and correction of prior period errors. The adoption of the amendments did not result in any impact to the Company's condensed interim consolidated financial statements.

(Expressed in Canadian Dollars)

2. MATERIAL ACCOUNTING POLICIES (cont'd…)

New accounting standards and interpretations (cont'd...)

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published but are only effective for accounting periods beginning on or after May 1, 2024 or later periods. The new and amended standards are not expected to have a material impact on the Company.

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements. This standard aims to improve the consistency and clarity of financial statement presentation and disclosures by providing updated guidance on the structure and content of financial statements. Key changes include enhanced requirements for the presentation of financial performance, financial position, and cash flows, as well as additional disclosures to improve transparency and comparability. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027. The Company is currently assessing the impact that the adoption of IFRS 18 will have on its condensed interim consolidated financial statements.

3. MARKETABLE SECURITIES

During the year ended April 30, 2023, the Company received 6,000,000 shares (valued at $2,190,000) of Reyna Silver Corp. ("Reyna Silver") as consideration for the sale of the Company's remaining interest in the Medicine Springs Property (Note 4) and subsequently recorded an unrealized loss of $630,000 from changes in the fair value. These common shares are subject to contractual resale restrictions over a twenty-four month period, of which 25% will be released every six months, as follows:

i) 1,500,000 common shares are to be released on June 22, 2023 (released).
ii) 1,500,000 common shares are to be released on December 22, 2023 (released).
iii) 1,500,000 common shares are to be released on June 22, 2024 (released).
iv) 1,500,000 common shares are to be released on December 22, 2024 (released).

During the year ended April 30, 2024, the Company sold 600,000 shares of Reyna Silver for gross proceeds of $96,621 and recognized a loss of $568,379 and transferred 2,400,000 shares to settle a portion of the convertible securities (Note 7).

During the period ended January 31, 2025, the Company sold 1,500,000 shares of Reyna Silver for gross proceeds of $193,235 and recognized a loss of $354,265 and recorded an unrealized gain of $187,500 from changes in the fair value.

	Common shares		Total
Reyna Silver Corp.			
As of April 30, 2023	6,000,000	$	1,560,000
Sale of securities	(600,000)		(96,621)
Transfer of securities (Note 7)	(2,400,000)		(430,000)
Realized loss on sale of securities	-		(568,379)
As of April 30, 2024	3,000,000		465,000
Sale of securities	(1,500,000)		(193,235)
Realized loss on sale of securities	-		(354,265)
Unrealized gain on change in fair value	-		187,500
As of January 31, 2025	1,500,000	$	105,000

(Expressed in Canadian Dollars)

4. EXPLORATION AND EVALUATION ASSETS

	Secret Pass	Caldera Copper	Horetzky Copper	Total
Acquisition Costs:				
Balance at April 30, 2023	$ 615,779	$ -	$ -	$ 615,779
Addition – cash	798	-	-	798
Balance at April 30, 2024	616,577	-	-	616,577
Addition – cash	-	-	5,000	5,000
Addition – shares	-	-	35,000	35,000
Balance at January 31, 2025	**$ 616,577**	**$ -**	**$ 40,000**	**$ 656,577**
Exploration Costs:				
Balance at April 30, 2023	$ 1,462,368	$ -	$ -	$ 1,462,368
Geo-consulting	19,554	-	-	19,554
Balance at April 30, 2024	1,481,922	-	-	1,481,922
Assays	-	2,261	-	2,261
Field work	3,666	1,483	-	5,149
Geo-consulting	(13,887)	42,496	8,606	37,215
Cost recovery	(31,258)	-	-	(31,258)
Write-off	-	(46,240)	-	(46,240)
Balance at January 31, 2025	$ 1,440,443	$ -	$ 8,606	$ 1,449,049
Balance at April 30, 2024	$ 2,098,499	$ -	$ -	$ 2,098,499
Balance at January 31, 2025	**$ 2,057,020**	**$ -**	**$ 48,606**	**$ 2,105,626**

<u>Secret Pass Gold Project</u>

During the year ended April 30, 2020, the Company entered into an option agreement, subsequently amended, to acquire a 100% interest in the Secret Pass Gold Project located in northwestern Arizona.

Pursuant to the option agreement, the Company made the following consideration payments and therefore, acquired a 100% interest in the Secret Pass Gold Project.

a) within 5 working days following the exercise of the option, the Company paid cash consideration of USD $75,000;
b) within 30 days following the exercise of the option, the Company issued 200,000 common shares (valued at $80,000); and
c) under the terms of the agreement, the Company made the following additional payments:
    i) USD $175,000 on or before September 20, 2019; and
    ii) USD $125,000 on or before November 8, 2019.

There are no third-party royalties payable on future production from the project.

4. EXPLORATION AND EVALUATION ASSETS (cont'd…)

Caldera Copper Project

On May 14, 2024, the Company entered into a mineral property option agreement to acquire 100% of the Caldera Copper Project in Lincoln County, Nevada.

Pursuant to the option agreement, the Company is required to make aggregate considerations of cash payment of USD $10,000, equity consideration of 2,000,000 common shares and incurring exploration expenditure of USD $250,000.

i) Cash payments of USD $10,000 to be paid within 10 days of completion of the Company's next equity financing.
ii) Share issuance of 2,000,000 common shares by the earlier of September 1, 2026.
iii) Exploration expenditures
    i) incur USD $100,000 on or before September 1, 2026.
    ii) incur an additional USD $150,000 on or before September 1, 2028.

Advance royalty payments of USD $15,000 per annum from September 1, 2025 to September 1, 2029 increasing to USD $30,000 per annum for September 1, 2030 to September 1, 2034, increasing to USD $60,000 per annum from September 1, 2035. The vendor will retain a Net Smelter Return ("NSR") of 2% with a 1% NSR buyback for USD $1,000,000 until December 31, 2035.

During the period ended January 31, 2025, the Company had no further plan to explore the property, which is an indicator of impairment under IFRS 6, resulting in an assessment of the property's recoverable amount. Due to uncertainty in recoverability, the Company has written off the property in full, recognizing an impairment loss of $46,240.

Horetzky Copper Project

On October 24, 2024, the Company entered into a mineral property option agreement to acquire 100% of the Horetzky Copper Project in Babine Porphyry Copper Belt, British Columbia.

Pursuant to the option agreement, the Company is required to make aggregate considerations of cash payment of $5,000, equity consideration of 7,500,000 common shares and incurring exploration expenditure of $1,000,000.

i) Cash payments of $5,000 to be paid within 90 days of following the exercise of the option. (paid)
ii) Share issuance
    i) 500,000 common shares following the exercise of the option (issued and valued at $17,500);
    ii) 1,000,000 common shares on or before October 15, 2025;
    iii) 2,000,000 common shares on or before October 15, 2026;
    iv) $300,000 or 4,000,000 common shares on or before October 15, 2027;
    v) $125,000 or 1,250,000 common shares by the earlier of the Optionee completing 5,000 metres of drilling or October 15, 2028; and
    vi) $125,000 or 1,250,000 common shares within 30 days of the Company publicly disclosing an inferred or greater category or categories of a mineral resource, in accordance with the CIM definitions of a minimum of 1,000,000 ounces of gold or gold equivalent.
iii) Exploration expenditures
    i) incur $50,000 on or before October 1, 2025.
    ii) incur an additional $200,000 on or before October 15, 2026; and
    iii) incur an additional $750,000 on or before October 15, 2027.

The vendor will retain a NSR of 2.5%.

In connection with the transaction, the Company paid a finder's fee to an arms-length party of $25,000, payable in shares of the Company (500,000 common shares issued and valued at $17,500).

(Expressed in Canadian Dollars)

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	January 31, 2025	April 30, 2024
Trade payables	$ 568,995	$ 525,408
Accrued liabilities	97,507	91,507
	$ 666,502	**$ 616,915**

6. LOAN PAYABLE

On August 7, 2023, the Company entered into a loan agreement with an arm's length company to borrow $20,000. The loan bears interest at 18% per annum and is payable on the earlier of January 31, 2024 or the completion of the next financing. An arrangement fee of $1,000 is due at loan maturity.

As at April 30, 2024, the Company fully repaid the loan for $22,519. This includes the arrangement fee and accrued interest of $2,519 that has been included in profit or loss during the year ended April 30, 2024.

7. CONVERTIBLE SECURITIES

On June 4, 2021, the Company issued unsecured zero-coupon non-redeemable convertible securities in the principal amount of $1,075,476 (USD $890,000) for a purchase price of $966,089 (USD $800,000). The securities are zero coupon or interest and mature two years from the date of issuance. The holder can convert, at any point in time, the securities into common shares at a price of $0.06 per share ("Conversion Price").

In the event that the prevailing share price, at the time of a conversion is greater than the Conversion Price, the Company may elect to reduce the number of common shares issuable in that conversion by utilizing the prevailing share price as the conversion price instead of the Conversion Price. The "prevailing share price" will be determined by the investor as 85% of the average of five daily volume-weighted average prices of the common shares on the CSE during 20 consecutive trading days immediately prior to the date of the notice of conversion, rounded down to one tenth of a cent if the prevailing share price is less than $0.20, or half a cent if the prevailing share price is greater than $0.20.

Alternatively, in the event that the prevailing share price is less than the Conversion Price, the conversion will occur at the Conversion Price, and the Company will pay the investor an amount equal to the value of shares foregone as a result of the conversion price being the Conversion Price rather than the prevailing share price. The Company may elect to make this payment in common shares in lieu of cash, in its sole discretion.

The Company will have a cash repayment right in relation to any conversion so that, instead of issuing conversion shares, the Company may, at its option, make a payment to the holder equal to the number of common shares that would have otherwise been issued in the conversion multiplied by the greater of the Conversion Price, the prevailing Share price, and the market value of the shares at that time.

The settlement of the convertible securities requires the issuance of shares that will equal USD $890,000, the principal amount of the debt. As a result, the settlement will result in a variable number of shares and the instrument is a financial liability even though it will be settled by the delivery of common shares and there is no contractual obligation to repay the securities in cash. In addition, the convertible securities are denominated in a currency (USD) that is different from the Company's functional currency (CAD) and therefore the instrument has an embedded derivative. The Company elected to measure the entire instrument at FVTPL and the fair value on initial recognition was $1,075,476 (USD $890,000).

7. CONVERTIBLE SECURITIES (cont'd…)

In connection with the convertible securities, the Company incurred transaction costs of $446,152, recorded as expenses in profit or loss, and inclusive of the following:

- $109,387 (USD $90,000) discount on issuance;
- Issuance of 312,274 common shares (fair valued at $187,365); and
- Issuance of 280,000 broker's warrants (fair valued at $149,400).

Inputs used to calculate the fair value of the 280,000 broker's warrants were a share price of $0.06, expected life of 4 years, volatility of 221% and a discount rate of 0.75%. Each broker's warrant entitles the holder to purchase one common share exercisable at the price of $0.68509 until June 4, 2025.

In accordance with the agreement, on June 4, 2021, the Company issued to the holder 180,000 common shares with a fair value of $108,000. These common shares will be counted towards any future conversions.

On October 6, 2022, as a result of receiving a notice of default, the Company was obligated to record interest on the initial amount of USD $890,000, at a rate of 15% per annum, compounded daily from the first closing date (June 4, 2021). During the year ended April 30, 2023, the Company recorded accrued interest of $278,648 (USD $209,441).

On April 28, 2023, the terms of the agreement were amended to:

- issue 4,830,000 common shares to convert $275,122 (USD $203,000) (issued).
- pay a fixed final interest balance of $278,648 (USD $209,441).
- pay penalties of $352,566 (USD $265,000).

The amendment allows for settlement of the debt by way of transferring a portion of the Reyna Silver common shares held by the Company upon scheduled release and payment of the remaining balance thereof in cash.

The lender will suspend their conversion rights until further notice.

During the year ended April 30, 2023, the Company received notice to settle $477,764 (USD $330,000) of the principal through conversion exercise and issued 24,043,342 common shares.

During the year ended April 30, 2024, the Company received notice to settle $275,122 (USD $203,000) of the principal through conversion exercise and issued 4,830,000 common shares.

During the year ended April 30, 2024, the Company transferred 2,400,000 common shares of Reyna Silver as repayment of $430,000 (USD $321,616) (Note 3).

During the year ended April 30, 2024, the Company triggered a default interest provision totaling $75,237 (US$55,677) due to its inability to fulfill the remaining obligations.

On February 23, 2024, the terms of the agreement were amended to renegotiate the payment of the outstanding principal balance of US$285,502 by way of transfer or Reyna Silver common shares and cash on or before February 23, 2025.

As at January 31, 2025, the fair value of the convertible securities was $411,845, which resulted in a change in fair value of $22,012 that was recognized in profit or loss.

During the period ended January 31, 2025, the Company received notification of default, requesting immediate payment of the amount outstanding, including accrued interest at a rate of 15% per annum, compounded daily and other costs incurred by the lender.

(Expressed in Canadian Dollars)

7. CONVERTIBLE SECURITIES (cont'd…)

		Total
Balance April 30, 2023	$	1,007,505
Conversion into 4,830,000 common shares		(275,122)
Transfer of 2,400,000 Reyna Silver common shares		(430,000)
Interest expenses related to amendment		75,237
Change in fair value of convertible securities		12,213
Balance April 30, 2024		389,833
Change in fair value of convertible securities		22,012
Balance January 31, 2025	**$**	**411,845**

8. SHARE CAPITAL

Authorized: Unlimited common shares, without par value

During the period ended January 31, 2025, the Company:

i) issued 500,000 common shares fair valued at $17,500 pursuant to the option agreement for the Horetzky Copper Project (Note 4).

ii) issued 500,000 common shares pursuant to the finder's fee fair valued at $17,500 of the acquisition of Horetzky Copper Project (Note 4).

During the year ended April 30, 2024, the Company issued 4,830,000 common shares fair valued at $275,122 pursuant to the conversion of convertible securities (Note 7).

Stock options

The Company has a stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the then issued and outstanding common stock of the Company. Under the plan, the exercise price of each option will not be less than the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 10 years.

During the period ended January 31, 2025, the Company granted 3,750,000 stock options exercisable at a price of $0.05 per share, expiring November 07, 2027. The options vested immediately. The estimated fair value of these options was $130,300, and was recorded in share-based compensation during the period ended January 31, 2025.

During the year ended April 30, 2024, the Company granted no stock options.

A summary of changes in stock options is as follows:

	Number of Options		Weighted Average Exercise Price
Outstanding as at April 30, 2023	895,407	$	0.70
Expired	(255,000)		1.00
Outstanding as at April 30, 2024	640,407		0.58
Issued	3,750,000		0.05
Outstanding as at January 31, 2025	4,390,407	$	0.13

(Expressed in Canadian Dollars)

8. SHARE CAPITAL (cont'd…)

Stock options (cont'd…)

As at January 31, 2025, the following options were outstanding and exercisable:

Number of Options	Exercise Price		Expiry Date	Exercisable
390,407	$	0.50	July 23, 2025	390,407
200,000	$	0.70	December 10, 2025	200,000
50,000	$	0.70	January 13, 2026	50,000
3,750,000	$	0.05	November 07, 2027	3,750,000
4,390,407				4,390,407

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted during the period ended January 31:

	2025	2024
Risk-free interest rate	3.03%	-
Expected life of options	5.00 years	-
Expected annualized volatility	243.44%	-
Expected dividend rate	0.00%	-

Warrants

A summary of changes in warrants is as follows:

	Number of Warrants		Weighted Average Exercise Price
Outstanding as at April 30, 2023 and 2024	9,622,178	$	0.54
Expired	(1,604,777)		0.75
Outstanding as at January 31, 2025	8,017,401	$	0.49

Warrants issued and classified as equity are included in the Share-based payment reserve.

As at January 31, 2025, the following warrants were outstanding and exercisable:

Number of Warrants	Exercise Price		Expiry Date
280,000	$	0.685	June 4, 2025
4,373,001	$	0.75	August 19, 2025
214,400	$	0.75	August 19, 2025
3,150,000	$	0.10	July 27, 2027*
8,017,401			

* During the period ended January 31, 2025, the expiry date of these warrants was extended from July 27, 2024 to July 27, 2027.

(Expressed in Canadian Dollars)

9. TRANSACTIONS WITH RELATED PARTIES

		Period ended January 31, 2025		Period ended January 31, 2024
Management fees	$	135,000	$	135,000
Professional fees		-		4,000
Share-based compensation		91,210		-
	$	226,210	$	139,000

Key management personnel are those personnel having the authority and responsibility for planning, directing, and controlling the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel.

During the period ended January 31, 2025, the Company:

i) paid or accrued management fees of $67,500 (2024 - $67,500) to the Chief Financial Officer ("CFO") of the Company.

ii) paid or accrued management fees of $67,500 (2024 - $67,500) to the Chief Executive Officer ("CEO") of the Company.

iii) paid or accrued professional fees of $Nil (2024 - $4,000) to the former CFO of the Company.

iv) recorded share-based compensation of $91,210 (2024 - $Nil) related to options granted to officers and directors of the Company.

Included in accounts payable and accrued liabilities as at January 31, 2025 is $302,880 (April 30, 2024 - $260,395) owed to officers of the Company.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has applied a three-level hierarchy to reflect the significance of the inputs used in making fair value measurements. The three levels of fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 – Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
Level 3 – Inputs for assets or liabilities that are not based on observable market data.

The Company's financial instruments consist of cash, marketable securities, accounts payable and accrued liabilities, convertible securities, and subscriptions receivable. The fair value of the accounts payable and accrued liabilities approximates their carrying values due to the short-term nature of these instruments. Cash and marketable securities are measured at fair value using level 1 inputs. Convertible securities are measured using level 2 inputs as it uses observable inputs other than quoted prices included within level 1.

The Company is exposed to a variety of financial risks by virtue of its activities including credit, liquidity, currency, interest rate, and other price risk. The Company's exposure to and management of these risks has not changed materially from that of the prior year.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

a) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. A portion of the Company's expenses are denominated in US dollars. As the Company's functional and presentation currency is the Canadian dollar, the Company is exposed to risk from changes in the US dollar exchange rate.

At January 31, 2025, the Company had Canadian dollar equivalent cash of $425 (April 30, 2024 - $4,386), accounts payable and accrued liabilities of $97,982 (April 30, 2024 - $616,915), and convertible securities of $411,845 (April 30, 2024 - $389,833) which were denominated in US dollars.

Sensitivity Analysis
Management has completed a sensitivity analysis to estimate the impact on profit or loss for the period which a change in foreign exchange rates. A 10% change in the exchange rate would result in a $50,940 (April 30, 2024 - $47,770) change in profit or loss.

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 is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company exposure to price risk primarily attributed to marketable securities at January 31, 2025. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

b) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and subscriptions receivable. The Company limits its exposure to credit risk by placing its cash with a high credit quality financial institution in Canada. The maximum exposure to credit risk is the aggregate carrying amount of cash and subscriptions receivable.

(Expressed in Canadian Dollars)

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd…)

c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity risk is to ensure it has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company ensures that sufficient funds are raised from private placements, option exercises and warrant exercises to meet its working capital requirements, after taking into account existing cash and expected exercise of share purchase warrants and options.

Management believes that it will be successful in raising the necessary funds however, given the current market conditions, management believes that the raising of the required funds will take longer than is normal and will be at prices that may be less than desirable. There are no assurances that additional funds will be available on terms acceptable to the Company or at all. The Company does not have significant liquidity risk as all of its financial liabilities are current in nature.

11. CAPITAL MANAGEMENT

The Company defines capital that it manages as its shareholders' equity, which totaled $1,145,021 as at January 31, 2025 (April 30, 2024 - $1,564,623). When managing capital, the Company's objective is to ensure it continues as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition and exploration of exploration and evaluation assets. 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 property in which the Company currently has an interest is in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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 did not change its approach to capital management during the period ended January 31, 2025.

12. SEGMENTED INFORMATION

The Company's primary business activity is the acquisition and exploration of exploration and evaluation assets. Geographic information is as follows:

	January 31, 2025	April 30, 2024
Exploration and evaluation assets		
Canada	$ 48,606	$ -
United States	$ 2,057,020	$ 2,098,499

13. SUBSEQUENT EVENTS

Subsequent to January 31, 2025, the Company:

i) completed a non-brokered private placement in connection of debt settlement of convertible securities for 4,000,000 subscription receipts for $0.025 per subscription receipt for aggregate gross proceeds of $100,000. Each subscription receipt entitles the investor to receive, upon completion of a debt settlement agreement between the Company and the convertible securities holder, and without payment of any additional consideration, one unit in the capital of the Company. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable into one common share at a price of $0.05 for a period of 24 months from the issuance of the units.

ii) reached an agreement with the convertible securities holder for the settlement of US$285,502 by payment of $100,000 cash and transfer of 1,500,000 common shares of Renya Silver Corp. as full repayment of all outstanding balance.