



CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

FOR THE THREE AND SIX MONTHS ENDED OCTOBER 31, 2024 AND 2023

TSXV: URZ
OTCQB: NVDEF

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED 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 consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying condensed consolidated 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 Chartered Professional Accountants of Canada for a review of condensed consolidated interim financial statements by an entity's auditor.

URZ3 ENERGY CORP. (FORMERLY NEVADA EXPLORATION INC.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)
AS AT

	October 31, 2024	April 30, 2024
ASSETS		
Current assets		
Cash and cash equivalents	\$ 837,808	\$ 307,736
Other receivables (Note 3)	23,318	9,210
Prepaid expenses (Note 4)	5,167	21,390
Total current assets	866,293	338,336
Non-current assets		
Deposits and bonds (Note 8)	88,038	87,103
Total non-current assets	88,038	87,103
Total assets	\$ 954,331	\$ 425,439
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Notes 5 and 9)	\$ 459,924	\$ 286,357
Total liabilities	459,924	286,357
Equity		
Capital stock (Note 10)	41,033,375	40,577,845
Reserves (Note 10)	2,710,937	2,214,185
Deficit	(43,249,905)	(42,652,948)
Total equity	494,407	139,082
Total liabilities and equity	\$ 954,331	\$ 425,439

Nature of operations, continuance of operations and going concern (Note 1)

Commitments (Note 7)

Event after the reporting period (Note 16)

Approved and authorized on behalf of the Board on: December 20, 2024

“Darcy Higgs” Director “John Larson” Director

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

URZ3 ENERGY CORP. (FORMERLY NEVADA EXPLORATION INC.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Three months ended October 31, 2024	Three months ended October 31, 2023	Six months ended October 31, 2024	Six months ended October 31, 2023
EXPENSES				
Amortization (Note 6)	\$ -	\$ 16,782	\$ -	\$ 33,360
Equipment and vehicles	811	-	811	47
Exploration and evaluation expenditures (Note 7)	185,042	294,667	185,042	313,852
Filing fees	34,924	29,311	47,478	40,839
Foreign exchange	1,307	3,561	2,432	4,037
Interest and bank charges	660	2,786	1,266	11,181
Office expenses and other	12,125	37,467	23,025	56,427
Professional fees and consultants (Note 5)	111,917	135,235	241,382	224,840
Rent	2,467	30,758	4,940	72,765
Salaries (Note 5)	-	-	-	1,090
Share-based payments (Note 5 and 10)	27,818	3,661	126,492	7,322
Software	-	-	1,404	10,141
Travel	2,560	4,744	2,981	6,337
Total operating expenses	(379,631)	(558,972)	(637,253)	(782,238)
OTHER ITEMS				
Consulting income	-	-	-	-
Impairment of capital assets (Note 6)	-	(43,821)	-	(43,821)
Interest income	247	206	247	206
Gain on disposal of equipment (Note 6)	-	4,589	-	4,589
Total other items	247	(39,026)	247	(39,026)
Net loss for the period	(379,384)	(597,998)	(637,006)	(821,264)
OTHER COMPREHENSIVE LOSS				
Item that may be reclassified to profit or loss:				
Currency translation adjustment	376	(683)	512	(2,110)
Total comprehensive loss for the period	\$ (379,008)	\$ (598,681)	\$ (636,494)	\$ (823,374)
Basic and diluted loss per common share	\$ (0.01)	\$ (0.03)	\$ (0.02)	\$ (0.07)
Weighted average number of common shares				
Outstanding	25,953,049	17,362,691	25,612,703	12,063,778

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

URZ3 ENERGY CORP. (FORMERLY NEVADA EXPLORATION INC.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Capital Stock		Reserves					
	Shares (Note 10)	Amount (Note 10)	Options (Note 10)	Warrants (Note 10)	Currency Translation	Total Reserves	Deficit	Total Equity
Balance, May 1, 2023	6,764,865	\$ 36,460,330	\$ 1,656,042	\$ 3,142,376	\$ 67,092	\$ 4,865,510	\$ (41,988,404)	\$ (662,564)
Private Placement	13,000,000	1,430,000	-	-	-	-	-	1,430,000
Relative fair value of unit warrants issued		(657,614)	-	657,614	-	657,614	-	-
Fair value finders' warrants		(26,850)	-	26,850	-	26,850	-	-
Warrants expired	-	1,368,785	-	(1,368,785)	-	(1,368,785)	-	-
Share-based payments	-	-	7,322	-	-	7,322	-	7,322
Share issuance costs (Note 11)	-	(73,973)	-	-	-	-	-	(73,973)
Options forfeited	-	-	(366,781)	-	-	(366,781)	366,781	-
Currency translation adjustment	-	-	-	-	(2,110)	(2,110)	-	(2,110)
Net loss for the period	-	-	-	-	-	-	(821,264)	(821,264)
Balance, October 31, 2023	19,764,865	\$ 38,500,678	\$ 1,296,583	\$ 2,458,055	\$ 64,982	\$ 3,819,620	\$ (42,442,887)	\$ (122,589)
Balance, May 1, 2024	25,264,877	\$ 40,577,845	\$ 1,186,359	\$ 960,979	\$ 66,847	\$ 2,214,185	\$ (42,652,948)	\$ 139,082
Private Placement	8,000,000	880,000	-	-	-	-	-	880,000
Relative fair value of unit warrants issued	-	(409,797)	-	409,797	-	409,797	-	-
Share issuance costs		(14,673)	-	-	-	-	-	(14,673)
Share-based payments	-	-	126,492	-	-	126,492	-	126,492
Options forfeited	-	-	(40,049)	-	-	(40,049)	40,049	-
Currency translation adjustment	-	-	-	-	512	512	-	512
Net loss for the period	-	-	-	-	-	-	(637,006)	(637,006)
Balance, October 31, 2024	33,264,877	\$ 41,033,375	\$ 1,272,802	\$ 1,370,776	\$ 67,359	\$ 2,710,937	\$ (43,249,905)	\$ 494,407

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

URZ3 ENERGY CORP. (FORMERLY NEVADA EXPLORATION INC.)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)

	Six months ended October 31, 2024	Six months ended October 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (637,006)	\$ (821,264)
Items not affecting cash:		
Amortization	-	33,360
Share-based payments	126,492	7,322
Impairment of capital assets	-	43,821
Changes in non-cash working capital items:		
Accounts receivable	(14,108)	(7,444)
Prepaid expenses	16,223	(30,096)
Accounts payable and accrued liabilities	173,567	(168,846)
Net cash used in operating activities	(334,832)	(943,147)
CASH FLOWS FROM FINANCING ACTIVITIES		
Share issuance costs	(14,673)	(73,973)
Short-term loan proceeds (repayments)	-	(258,464)
Proceeds from private placement	880,000	1,430,000
Net cash provided by financing activities	865,327	1,097,563
Effect of foreign exchange	(423)	(3,794)
Change in cash and cash equivalents for the period	530,072	150,622
Cash and equivalents, beginning of period	307,736	10,523
Cash and equivalents, end of period	\$ 837,808	\$ 161,145

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

1. NATURE OF OPERATIONS, CONTINUANCE OF OPERATIONS AND GOING CONCERN

URZ3 Energy Corp. (formerly Nevada Exploration Inc.) (the “Company” or “URZ”) was incorporated on April 6, 2006 under the Canada Business Corporations Act and on February 5, 2015 the Company was incorporated pursuant to the British Columbia Business Corporation Act. The Company is in the business of acquiring and exploring mineral properties.

The Company is listed on the TSX Venture Exchange (“TSX-V”) under the trading symbol “URZ” and on the OTCQB marketplace under the trading symbol “NVDEF”. The Company’s head office is located at Suite 1480 - 885 West Georgia Street, Vancouver, BC V6C 3E8. The Company’s registered and records office is located at 700 West Georgia St., 25th Floor, Vancouver, BC V7Y 1B3.

These condensed consolidated interim financial statements are authorized for issue on behalf of the Board of Directors on December 20, 2024.

Continuance of operations and going concern

These condensed consolidated interim financial statements have been prepared on a going-concern basis which presumes the realization of assets and discharge of liabilities in the normal course of business. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically and recoverable reserves, the achievement of profitable operations, the ability of the Company to raise additional financing, or alternatively upon the Company’s ability to dispose of its interests on an advantageous basis. The Company has not produced revenues from its exploration activities and does not have a regular source of cash flow. The Company will periodically have to raise funds to continue operations and, although it has been successful thus far in doing so, there is no assurance it will be able to do so in the future. The Company estimates that it will need additional capital to operate for the upcoming year. These material uncertainties cast significant doubt on the Company’s ability to continue as a going concern.

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 exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements, unregistered claims and noncompliance with regulatory and environmental requirements.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting (“IAS 34”), as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the IFRS Interpretations Committee (IFRICs). Accordingly, they do not include all of the information required for full annual financial statements by International Financial Reporting Standards (“IFRS”) for complete financial statements for year-end reporting purposes. These condensed consolidated interim financial statements should be read in conjunction with the Company’s financial statements for the year ended April 30, 2024, which have been prepared in accordance with IFRS as issued by the IASB.

The accounting policies applied by the Company in these condensed consolidated interim financial statements are the same as those applied by the Company in its most recent annual audited consolidated financial statements as at and for the year ended April 30, 2024 as filed on SEDAR+ at www.sedarplus.ca.

URZ3 ENERGY CORP. (FORMERLY NEVADA EXPLORATION INC.)
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
(Expressed in Canadian Dollars)
October 31, 2024

3. OTHER RECEIVABLES

The accounts receivable for the Company are as follows:

	October 31, 2024	April 30, 2024
GST receivable	\$ 23,318	\$ 9,210

4. PREPAID EXPENSES

The prepaid expenses for the Company are as follows:

	October 31, 2024	April 30, 2024
Security deposit for rental of premises	\$ -	\$ 7,458
Other prepaid expenses	5,167	13,932
	\$ 5,167	\$ 21,390

5. RELATED PARTY TRANSACTIONS

During the period ended October 31, 2024, the Company:

- i) paid or accrued \$49,000 in consulting fees to a corporation of which the Chief Financial Officer is an employee.
- ii) paid or accrued \$55,000 in consulting fees to a director and a consultant related to a director.
- iii) recorded share-based payments of \$74,598 related to the fair value of stock options vesting through the period to directors and officers of the Company.
- iv) Austin American Corporation is a company with a common director (see Note 7).

During the period ended October 31, 2023, the Company:

- i) paid or accrued \$45,000 in consulting fees to a corporation of which the Chief Financial Officer is an employee.
- ii) paid or accrued \$60,000 in consulting fees to a director and a consultant related to a director.
- iii) recorded share-based payments of \$7,322 related to the fair value of stock options vesting through the period to directors of the Company.
- iv) Austin American Corporation is a company with a common director (see Note 7).

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October 31, 2024

5. RELATED PARTY TRANSACTIONS (cont'd...)

The amounts included in accounts payable and accrued liabilities which are due to related parties are as follows:

	October 31, 2024	April 30, 2024
Due to corporation of which the Chief Financial Officer is an employee	\$ 35,700	\$ 7,875
Due to key management and former management	42,000	102,900
Due to officers, directors, and a consultant related to a director	159,858	46,250
	<u>\$ 237,558</u>	<u>\$ 157,025</u>

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's President and Chief Executive Officer and Chief Financial Officer.

Remuneration of key management of the Company is as follows:

	Six Months Ended October 31, 2024	Six Months Ended October 31, 2023
Consulting fees and salaries	\$ 105,129	\$ 90,000
Share-based payments	29,190	-
	<u>\$ 134,319</u>	<u>\$ 90,000</u>

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October 31, 2024

6. EQUIPMENT AND INTANGIBLE ASSETS

		Vehicles	Exploration Equipment	Software	Total
Cost					
Balance – April 30, 2023	\$	68,273	\$ 255,978	\$ 60,000	\$ 384,251
Disposals		(69,117)	(240,730)	(60,000)	(369,847)
Effect of translation		844	1,005	-	1,849
Balance – April 30, 2024	\$	-	\$ 16,253	\$ -	\$ 16,253
Effect of translation		-	53	-	53
Balance – October 31, 2024	\$	-	\$ 16,306	\$ -	\$ 16,306
Accumulated amortization					
Balance – April 30, 2023	\$	68,273	\$ 175,249	\$ 44,000	\$ 287,522
Amortization		-	32,218	16,000	48,218
Disposals		(69,117)	(192,466)	(60,000)	(321,583)
Effect of translation		844	1,252	-	2,096
Balance – April 30, 2024	\$	-	\$ 16,253	\$ -	\$ 16,253
Amortization		-	-	-	-
Disposals		-	-	-	-
Effect of translation		-	53	-	53
Balance – October 31, 2024	\$	-	\$ 16,306	\$ -	\$ 16,306
Carrying amounts					
As at April 30, 2024	\$	-	\$ -	\$ -	\$ -
As at October 31, 2024	\$	-	\$ -	\$ -	\$ -

7. RESOURCE PROPERTIES

Resource properties expenditures for the period ended October 31,	2024	2023
South Grass Valley	\$ 115,479	\$ 134,879
Bottle Creek	27,218	22,563
Kelly Creek	-	145,352
Awakening	-	11,058
Other	42,345	-
	<u>\$ 185,042</u>	<u>\$ 313,852</u>

South Grass Valley (SGV)

As at October 31, 2024, the Company's South Grass Valley Project consists of unpatented mining claims held directly by the Company.

7. RESOURCE PROPERTIES (cont'd...)

Kelly Creek (KC)

The Company has combined its former Hot Pot Project into its Kelly Creek Project, the combination of which is now together referred to as the Kelly Creek Project.

As of October 31, 2024, the Company's Kelly Creek Project consists of:

- unpatented mining claims held directly by the Company; and
- private land leased by the Company under a Mining Lease Agreement (the "Hot Pot Lease").

The Company entered into the Genesis Agreement on October 1, 2009 and as amended on December 29, 2014, August 25, 2015 and July 25, 2019, to acquire a 100% interest in the Genesis' Hot Pot claims. Under the Genesis Agreement, the Company is the Operator and has the option to purchase 100% of the Genesis claims for 100,000 common shares (issued) and USD\$1,500,000, subject to a 1.5% Net Smelter Return Royalty ("Royalty"), and the following advance royalty payments :

1 st anniversary (October 1, 2010)	\$	5,000 USD	(paid)
2 nd anniversary (October 1, 2011)	\$	10,000 USD	(paid)
3 rd anniversary (October 1, 2012)	\$	10,000 USD	(paid)
4 th anniversary (October 1, 2013)	\$	10,000 USD	(paid)
5 th to 8th anniversary (October 1, 2014 to October 1, 2017)	\$	10,000 USD	i) & ii)
9 th anniversary (October 1, 2018)	\$	50,000 USD	(paid)
10 th anniversary (October 1, 2019)		Nil	iii)
11 th to 13 th anniversaries (October 1, 2020 – October 1, 2022)	\$	20,000 USD	iii) (paid by Austin as detailed below)
14 th anniversary (October 1, 2023)	\$	15,000 USD	iv) (paid)
15 th and subsequent anniversaries (October 1 st annually)	\$	50,000 USD	v)

- i) During the year ended April 30, 2015, the Company issued 80,000 Common shares, plus agreed to pay \$10,000 USD to satisfy the October 1, 2014 payment (paid).
- ii) On August 25, 2015, the Company and Genesis agreed to amend the terms of the Genesis Agreement to reduce the annual payments due on October 1, 2015 (paid); October 1, 2016 (paid); and October 1, 2017 (paid), from \$50,000 USD to \$10,000 USD, subject to each party's rights under the Genesis Agreement.
- iii) On July 25, 2019, the Company and Genesis agreed to amend the terms of the Genesis Agreement to reduce the annual payment due on October 1, 2019 from \$50,000 USD to \$Nil. Additionally, the annual payments due October 1, 2020 to October 1, 2022 have been reduced from \$50,000 USD to \$20,000 USD, whereby the Company may elect to deliver up to half of this payment in common shares of the Company. The payments due October 1, 2020, October 1, 2021 and October 1, 2022 were paid by Austin.
- iv) During the year ended April 30, 2024, the Company and Metalla agreed to an amendment of the Genesis Agreement to reduce the annual payment due on October 1, 2023 from \$50,000 USD to \$15,000 USD (paid).
- v) During the period ended October 31, 2024, the Company terminated the Genesis Agreement.

7. RESOURCE PROPERTIES (cont'd...)

Kelly Creek (KC) (cont'd...)

The Company entered into the Hot Pot Lease on September 16, 2004, for an initial term of 10 years, as amended on May 29, 2009, September 2, 2011, February 25, 2016, February 16, 2017, June 8, 2020, and June 6, 2024. Any mineral production on the project is subject to a 3% Net Smelter Return Royalty (the “NSR”) to the property owner, subject to the Company’s right to reduce the Royalty from 3% to 2% for \$2,000,000 USD. Under the February 25, 2016, amendment, the term of the Hot Pot Lease was extended to 20 years, until September 16, 2024 and under the June 8, 2020, amendment, the term was extended to 25 years. Under the February 16, 2017, amendment, additional lands were added to the Hot Pot Lease, subject to the following payments:

Amendment Date (February 16, 2017)	\$	5,000 USD	(paid)
September 16, 2017	\$	25,000 USD	(paid)
October 8, 2018	\$	30,000 USD	(paid)
September 16, 2019	\$	30,000 USD	(paid)
September 16, 2020	\$	30,000 USD	(paid by Austin as detailed below)
September 16, 2021	\$	30,000 USD	(paid by Austin as detailed below)
September 16, 2022	\$	30,000 USD	(paid by Austin as detailed below)
September 16, 2023	\$	30,000 USD	(paid by Austin as detailed below)
September 16, 2024	\$	20,000 USD	(paid by Austin as detailed below)
September 16, 2025	\$	20,000 USD	(as amended below)
September 16, 2026	\$	25,000 USD	(as amended below)
Subsequent Anniversaries (September 16 th annually)	\$	30,000 USD	

On July 8, 2020, as amended March 3, 2021, and May 3, 2023, the Company entered into an Exploration and Option to Enter Joint Venture Agreement (the “Agreement”) with Austin American Corporation (“Austin”), for an earn in and joint venture agreement on its district-scale Kelly Creek Project (the “Project”) within the Kelly Creek Basin in north-central Nevada. Pursuant to the original agreement, Austin has the right to earn a 51% interest in the joint venture by spending \$5,000,000 by June 1, 2024, with the election to earn an additional 19% by incurring additional yearly expenditures in the amount of \$1,500,000 on or before each of June 1, 2025, June 1, 2026, and June 1, 2027, and by completing a pre-feasibility study on or before June 1, 2028. At the Company’s election, which must be made within 120 days of the approval by the joint venture of a feasibility study, Austin will be obligated to provide the Company’s portion of any debt financing or arrange for third party financing of the Company’s portion of any debt financing required to construct a mine on the project described in a feasibility study in consideration for the transfer by the Company to Austin of a 5-per-cent interest in the joint venture. If a party is diluted to a 10% interest in the joint venture, its interest will be converted to a 10% net profits interest.

Pursuant to the March 3, 2021, amended agreement, Austin has the right to earn a 51% interest by spending \$4,750,000 by June 1, 2025, with the election to earn an additional 19% to a total of 70% by incurring additional yearly expenditures in the amount of \$1,500,000 on or before each of June 1, 2026, June 1, 2027, and June 1, 2028, and by completing a pre-feasibility study on or before June 1, 2029.

Pursuant to the May 3, 2023, amended agreement, Austin has the right to earn a 51% interest by spending \$2,500,000 by June 30, 2025, with the election to earn an additional 19% to a total of 70% by incurring additional expenditures of \$2,500,000 at any time. The Company no longer has the option to require Austin to provide its portion of any debt financing required to construct a mine.

Austin must continue to pay the underlying property lease payments and BLM and county fees to keep the properties in good standing during the term of the agreement.

During the year ended April 30, 2024, Austin terminated certain leases and claim holdings within the Kelly Creek project, representing approximately 60% of the original claim holdings.

7. RESOURCE PROPERTIES (cont'd...)

Kelly Creek (KC) (cont'd...)

On June 3, 2024, Austin and the Company renegotiated the terms of the Option to Joint Venture Agreement on the Kelly Creek Project by extending the date required to earn a 51% interest by two years. Under the terms of the amended agreement, Austin must spend a cumulative total of \$2,500,000 by June 30, 2027, which total includes the amount already incurred on the project by the Company, which is US\$923,757 (approximately 1,275,600). To earn an additional 19% (for a total of 70% interest for Austin) the Company must spend another \$2,500,000 with no time limit and pay the underlying property lease payments and BLM and county fees to keep the properties in good standing.

On June 6, 2024, the Company amended the terms of the Hot Pot Lease by reducing the 2024 and 2025 payments from USD\$30,000 to USD\$20,000 and reducing the 2026 payment from USD\$30,000 to USD\$25,000.

The Hot Pot Lease property and claims that the Company has an interest in that lie within 2.5 miles of its boundaries are subject to a 1.25% royalty in favour of Royal Gold Inc. During the period ended October 31, 2024, the Company gave notice to Royal Gold and Bronco Creek of its intention to drop certain claims and the Genesis lease.

During the period ended October 31, 2024, the Company relinquished 114 claims and terminated the Genesis lease (209 claims), leaving 99 claims and the Hot Pot Lease remaining.

Awakening (AW)

During the period ended October 31, 2024, the Company relinquished its unpatented mining claims at the Awakening Project.

Athabasca Basin

In April 2024, the Company acquired 35,467 hectares of mineral claims in the southeastern margin of the Athabasca Basin, in one continuous block. In return for 100% ownership of the claims, the Company paid total consideration of \$40,000 during the year ended April 30, 2024, with no further financial commitment.

8. DEPOSITS AND BONDS

	October 31, 2024	April 30, 2024
Security deposits ⁽¹⁾	\$ 11,500	\$ 11,500
Reclamation bond deposits ⁽²⁾	76,538	75,603
	<u>\$ 88,038</u>	<u>\$ 87,103</u>

⁽¹⁾ Security deposits consist of an \$11,500 guaranteed investment certificate ("GIC") and bearing interest at prime less 2% to a minimum of 0%. The GIC was used to secure the credit limit on a credit card.

⁽²⁾ Reclamation bond deposits are required by the U.S. Bureau of Land Management ("BLM") to ensure that any reclamation and clean-up work required on the Company's properties will be completed to the satisfaction of the BLM.

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities for the Company are as follows:

	October 31, 2024	April 30, 2024
Trade payables	\$ 222,366	\$ 91,332
Due to related parties (Note 5)	237,558	157,025
Accrued liabilities	-	38,000
Total	\$ 459,924	\$ 286,357

10. CAPITAL STOCK

a) Authorized share capital:

As at October 31, 2024, the authorized share capital of the Company was:

Unlimited number of common shares without par value;
Unlimited number of preferred shares without par value; and
All issued shares are fully paid.

b) Issued share capital:

During the period ended October 31, 2024, the Company:

- Completed the first tranche of a private placement on October 23, 2024, of 7,400,000 units at a price of \$0.11, for total gross proceeds of \$814,000. Each unit consists of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$0.20 per share for 36 months. If, after four months plus one day from the closing date, the closing price (or closing bid price on days when there are no trades) of the Company's common shares is greater than \$0.40 per share for 10 consecutive trading days, the Company may accelerate the expiry date of the warrants to the 30th day after the date on which it gives notice to the warrant holders of such acceleration, with such notice being the issuance of a news release by the Company announcing the acceleration of the expiry date. The securities issued at closing of the private placement were subject to a four month plus one day hold period, which expires on February 24, 2025.
- Completed the second tranche of a private placement on October 29, 2024, of 600,000 units at a price of \$0.11, for total gross proceeds of \$66,000. Each unit consists of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$0.20 per share for 36 months. If, after four months plus one day from the closing date, the closing price (or closing bid price on days when there are no trades) of the Company's common shares is greater than \$0.40 per share for 10 consecutive trading days, the Company may accelerate the expiry date of the warrants to the 30th day after the date on which it gives notice to the warrant holders of such acceleration, with such notice being the issuance of a news release by the Company announcing the acceleration of the expiry date. The securities issued at closing of the private placement were subject to a four month plus one day hold period, which expires on March 1, 2025.

10. CAPITAL STOCK (cont'd...)

b) Issued share capital (cont'd...)

During the year ended April 30, 2024, the Company:

- Completed a private placement on March 19, 2024, of 5,500,000 units at a price of \$0.11, for total gross proceeds of \$605,000. Each unit consists of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$0.20 per share for 36 months. If, after four months plus one day from the closing date, the closing price (or closing bid price on days when there are no trades) of the Company's common shares is greater than \$0.40 per share for 10 consecutive trading days, the Company may accelerate the expiry date of the warrants to the 30th day after the date on which it gives notice to the warrant holders of such acceleration, with such notice being the issuance of a news release by the Company announcing the acceleration of the expiry date. The securities issued at closing of the private placement were subject to a four month plus one day hold period, which expired on July 20, 2024.
- In connection with the March 19, 2024 private placement, the Company paid finder's fees totaling \$12,449.
- Completed a private placement on August 16, 2023 of 13,000,000 units at a price of \$0.11 for total gross proceeds of \$1,430,000. Each unit consists of one common share and one non-transferable share purchase warrant entitling the holder to purchase one additional common share at an exercise price of \$0.20 per share for 36 months. If, after four months plus one day from the closing date, the closing price (or closing bid price on days when there are no trades) of the Company's common shares is greater than \$0.40 per share for 10 consecutive trading days, the Company may accelerate the expiry date of the warrants to the 30th day after the date on which it gives notice to the warrant holders of such acceleration, with such notice being the issuance of a news release by the Company announcing the acceleration of the expiry date. The securities issued at closing of the private placement were subject to a four month plus one day hold period, which expired on December 17, 2023.
- In connection with the private placement closed on August 16, 2023, the Company paid finders' fees totaling, \$20,405 in cash and 185,500 finder's warrants. The finders' warrants have an exercise price of \$0.20 per common share for 36 months and were subject to a four month plus one day hold period, which expired on December 17, 2023. If, after four months plus one day from the closing date, the closing price (or closing bid price on days when there are no trades) of the Company's common shares is greater than \$0.40 per share for 10 consecutive trading days, the Company may accelerate the expiry date of the warrants to the 30th day after the date on which it gives notice to the warrant holders of such acceleration, with such notice being the issuance of a news release by the Company announcing the acceleration of the expiry date. The finders' warrants granted were estimated to have a fair value of \$26,850 and were accounted for as a share issuance cost.

c) Options

The Company has a stock option plan 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 issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price, minimum price or a discounted price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of ten years.

In the absence of a reliable measurement of the services received from the consultants, the following stock option grants have been measured at the fair value of the stock options issued.

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10. CAPITAL STOCK (cont'd...)

c) Options (cont'd...)

During the period ended October 31, 2024, 1,950,000 stock options were granted to officers, directors and consultants of the Company. The options are exercisable at \$0.125 per share for a period of five years from the date of grant, expiring May 9, 2029. The options vest 1/3 upon grant, 1/3 one year after grant, and 1/3 two years after grant. The total value recorded for options vested throughout the period is \$126,492.

During the period ended October 31, 2024, 8,000 stock options were forfeited/expired.

During the year ended April 30, 2024, no options were granted, and 144,400 stock options were forfeited/expired.

The following weighted average inputs and assumptions were used for the Black-Scholes valuation of the options granted.

	October 31, 2024	April 30, 2024
Share price	\$0.125	\$ -
Risk-free interest rate	3.68%	-
Expected life of options	5 years	-
Annualized volatility based on historical volatility	145.60%	-
Forfeiture rate	0.00%	-
Dividend rate	0.00%	-
Fair value per options	\$0.11	-

A continuity of share purchase options for the period October 31, 2024 is as follows:

Expiry date	Exercise price	April 30, 2024	Granted	Exercised	Expired/ Forfeited/	October 31, 2024	Exercisable			
August 3, 2026	11.75	27,000	-	-	-	27,000	27,000			
November 27, 2027	10.00	14,000	-	-	-	14,000	14,000			
October 1, 2028	6.50	33,000	-	-	(2,000)	31,000	31,000			
October 26, 2028	8.75	6,000	-	-	-	6,000	6,000			
February 21, 2029	7.50	10,000	-	-	-	10,000	10,000			
May 30, 2029	5.75	2,000	-	-	(2,000)	-	-			
October 31, 2029	4.50	8,000	-	-	-	8,000	8,000			
October 20, 2030	4.63	25,000	-	-	-	25,000	25,000			
December 23, 2030	3.25	10,000	-	-	-	10,000	10,000			
March 31, 2031	4.50	52,280	-	-	(4,000)	48,280	48,280			
December 9, 2031	2.50	24,000	-	-	-	24,000	24,000			
May 9, 2029	0.125	-	1,950,000	-	-	1,950,000	650,000			
Total		211,280	1,950,000	-	(8,000)	2,153,280	853,280			
Weighted average exercise price	\$	5.32	\$	0.125	\$	5.31	\$	0.69	\$	1.56

The weighted average remaining time to expiry for all outstanding options as of October 31, 2024 is 4.58 years (April 30, 2024 – 5.49 years).

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10. CAPITAL STOCK (cont'd...)

c) Options (cont'd...)

A continuity of share purchase options for the year ended April 30, 2024 is as follows:

Expiry date	Exercise price	April 30, 2023	Granted	Exercised	Expired/ Forfeited/	April 30, 2024	Exercisable	
August 3, 2026	11.75	37,000	-	-	(10,000)	27,000	27,000	
March 11, 2027	2.50	60,000	-	-	(60,000)	-	-	
November 27, 2027	10.00	14,000	-	-	-	14,000	14,000	
October 1, 2028	6.50	51,000	-	-	(18,000)	33,000	33,000	
October 26, 2028	8.75	6,000	-	-	-	6,000	6,000	
February 21, 2029	7.50	10,000	-	-	-	10,000	10,000	
May 30, 2029	5.75	2,000	-	-	-	2,000	2,000	
October 31, 2029	4.50	8,000	-	-	-	8,000	8,000	
October 20, 2030	4.63	37,000	-	-	(12,000)	25,000	25,000	
December 23, 2030	3.25	10,000	-	-	-	10,000	10,000	
March 31, 2031	4.50	78,680	-	-	(26,400)	52,280	52,280	
December 9, 2031	2.50	42,000	-	-	(18,000)	24,000	24,000	
Total		355,680	-	-	(144,400)	211,280	211,280	
Weighted average exercise price	\$	5.32	\$	-	\$	4.18	\$	6.11

d) Warrants

During the period ended October 31, 2024:

- 8,000,000 warrants were issued in connection with the private placements (Note 10(b)).

During the year ended April 30, 2024:

- 2,645,289 warrants expired without exercise;
- 18,685,500 warrants were issued in connection with the private placements (Note 10(b)).

A continuity of share purchase warrants for the period ended October 31, 2024 is as follows:

Expiry date	Exercise Price	April 30, 2024	Issued	Exercised	Expired	October 31, 2024	Exercisable
August 16, 2026	0.20	13,185,500	-	-	-	13,185,500	13,185,500
March 19, 2027	0.20	5,500,000	-	-	-	5,500,000	5,500,000
October 23, 2027	0.20	-	7,400,000	-	-	7,400,000	7,400,000
October 29, 2027	0.20	-	600,000	-	-	600,000	600,000
Total		18,685,500	8,000,000	-	-	26,685,500	26,685,500
Weighted average exercise price		\$ 0.20	\$ 0.20	\$ -	\$ -	\$ 0.20	\$ 0.20

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10. CAPITAL STOCK (cont'd...)

d) Warrants (cont'd...)

A continuity of share purchase warrants for the year ended April 30, 2024 is as follows:

Expiry date	Exercise Price	April 30, 2023	Issued	Exercised	Expired	April 30, 2024	Exercisable
June 23, 2023	4.50	1,106,821	-	-	(1,106,821)	-	-
December 16, 2023	3.25	76,929	-	-	(76,929)	-	-
December 16, 2023	5.00	1,461,539	-	-	(1,461,539)	-	-
August 16, 2026	0.20	-	13,185,500	-	-	13,185,500	13,185,500
March 19, 2027	0.20	-	5,500,000	-	-	5,500,000	5,500,000
Total		2,645,289	18,685,500	-	(2,645,289)	18,685,500	18,685,500
Weighted average exercise price		\$ 4.74	\$ 0.20	\$ -	\$ 4.74	\$ 0.20	\$ 0.20

11. ROYALTIES

On September 1, 2022, Pediment Gold LLC (“Pediment”), a wholly owned subsidiary of the Company signed Royalty Agreements (collectively the “Royalty Agreements”) with Bronco Creek Exploration Inc, a wholly owned subsidiary of EMX Royalty Corporation (“EMX”).

Under the terms of the Royalty Agreements:

- i. Pediment will sell a 2% net smelter return royalty (“NSR”) covering its current portfolio of Nevada gold projects (the “Royalty”) to EMX for a purchase price of \$500,000 USD. The Kelly Creek NSR is effective if Austin does not exercise its option to earn in and joint venture the property and is subject to any third party right of first refusal that may exist.
- ii. Pediment has the right to buy back half of EMX’s 2% NSR by purchasing a 0.5% NSR interest for \$1,000,000 USD any time prior to the 7th anniversary of the Agreement and then, if the first NSR interest is purchased, purchasing the second 0.5% NSR interest any time prior to production for \$1,500,000 USD.
- iii. In the case that Pediment options, farms out, or sells a project subject to the Royalty to a third party, Pediment shall be required to pay EMX annual advance royalties as follows: \$20,000 USD on the first anniversary, \$30,000 USD on the second anniversary, \$40,000 USD on the third anniversary, and \$50,000 USD on the fourth and subsequent anniversaries.
- iv. Subject to complying with notice provisions in the Royalty Agreements, Pediment may abandon claims and such abandonment will not require payment of advance royalties.

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12. SEGMENTED INFORMATION

The Company operates in one industry segment, being the acquisition, exploration, and development of resource properties. Geographic information is as follows:

	October 31, 2024	April 30, 2024
Current assets:		
United States	\$ 6,591	\$ 30,878
Canada	859,702	307,458
	<u>\$ 866,293</u>	<u>\$ 338,336</u>
Non-current assets:		
United States		
Deposits and bonds	\$ 76,538	\$ 75,603
Canada		
Deposits and bonds	11,500	11,500
	<u>\$ 88,038</u>	<u>\$ 87,103</u>

13. FINANCIAL RISK MANAGEMENT

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the 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 the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Short term investments are measured at level 1 of the fair value hierarchy. The fair value of short-term investments is measured at the market price of the common shares held at the measurement date. The carrying value of cash and cash equivalents, other receivables, deposits and bonds, accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

13. FINANCIAL RISK MANAGEMENT (cont'd)

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and cash equivalents and deposits and bonds. Management believes that the credit risk concentration with respect to cash and cash equivalents, deposits and bonds is remote as it maintains accounts with highly rated financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage. It also manages liquidity risk by continuously monitoring actual and projected cash flows. The Board of Directors reviews and approves the Company's operating and capital budgets, as well as any material transactions out of the normal course of business.

As at October 31, 2024, the Company had a cash and cash equivalent balance of \$837,808 (April 30, 2024 - \$307,736) to settle current liabilities of \$459,924 (April 30, 2024 - \$286,357). The Company will need to raise additional funds to meet its obligations as they come due.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and equity prices.

(a) Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash and cash equivalents maintained at the financial institutions is subject to floating rate of interest. The interest rate risks on cash and cash equivalents, deposits and bonds and on the Company's finance lease obligations are not considered significant.

(b) Foreign currency risk

The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates. A significant portion of the Company's expenses are denominated in US dollars. Consequently, certain assets, liabilities and operating expenses are exposed to currency fluctuations. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. Net assets denominated in foreign currency and the Canadian dollar equivalents as at October 31, 2024 are as follows:

	USD		CDN	
Current assets	\$	4,737	\$	6,591
Non-current assets		55,000		76,538
Current liabilities		(32,583)		(45,343)
	\$	27,154	\$	37,786

Based on the above net exposures as at October 31, 2024, and assuming all other variables remain constant, a 10% change in the value of the US dollar against the Canadian dollar would result in an increase/decrease of \$3,779 in comprehensive loss.

14. CAPITAL MANAGEMENT

In order to maintain its capital structure, the Company is dependent on equity funding and, when necessary, raises capital through the issuance of equity instruments, primarily comprised of common shares and share purchase warrants, as well as incentive stock options. In the management of capital, the Company includes the components of equity as well as cash and cash equivalents.

The Company prepares annual estimates of exploration expenditures and monitors actual expenditures compared to the estimates to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to invest any excess cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated after thirty days without interest penalty. The Company currently has insufficient capital to fund its exploration programs and is reliant on completing equity financings to fund further exploration. The Company is not subject to any externally imposed capital requirements.

There were no changes in the Company's approach to capital management during the period ended October 31, 2024.

15. COMPARATIVE FIGURES

Certain 2023 comparative figures have been updated to conform to current presentation.

16. EVENT AFTER THE REPORTING PERIOD

Subsequent to October 31, 2024, 33,333 stock options at a price of \$0.125 were exercised for total proceeds of \$4,167.