PROSPER GOLD CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED JANUARY 31, 2025 AND 2024

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a) continuous disclosure requirement, 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 consolidated financial statements 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 Condensed Interim Consolidated Financial Statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

PROSPER GOLD CORP.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	Note	**January 31, 2025 (Unaudited)**	October 31, 2024
		As at	
ASSETS			
Current assets			
Cash		**$ 900,297**	$ 476,515
Amounts receivable		**2,974**	17,772
Marketable securities	4	**28,986**	11,353
Prepaid expenses and deposit	11	**84,699**	116,459
		1,016,956	622,099
Non-current assets			
Reclamation deposit	5	**20,800**	20,800
Equipment	6	**138,134**	175,666
Mineral properties	7	**1,304,203**	1,304,203
		1,463,137	1,500,669
		$ 2,480,093	$ 2,122,768
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	12	**$ 89,606**	$ 122,220
Deferred income taxes payable	9	**108,702**	-
		198,308	122,220
SHAREHOLDERS' EQUITY			
Share capital	9	**30,913,301**	30,422,622
Reserves	10	**5,051,821**	4,965,222
Deficit		**(33,683,337)**	(33,387,296)
		2,281,785	2,000,548
		$ 2,480,093	$ 2,122,768

These consolidated financial statements were approved by the Board of Directors and authorized for issue on March 28, 2025. They are signed on behalf of the Board of Directors by:

/s/ "Peter Bernier"
Peter Bernier
Director

/s/ "Jason Hynes"
Jason Hynes
Director

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

PROSPER GOLD CORP.

Consolidated Statements of Comprehensive Loss
(Expressed in Canadian Dollars)
(Unaudited)

	Note	Three months ended **January 31, 2025**	 January 31, 2024
Expenses			
Exploration expenditures	7,12	**$79,786**	$533,118
General and administrative		**56,536**	41,122
Management salaries and fees	12	**94,062**	96,790
Professional fees		**11,449**	9,454
Share-based payments	10,12	**55,246**	60,876
Transfer agent, listing and filing fees		**9,468**	11,025
		306,547	752,385
Other (income) and expense			
Interest income		**(3,686)**	(3,869)
Unrealized gain on marketable securities	4,7	**(17,633)**	(31,975)
Loss on disposal of equipment	6	**15,736**	-
		(5,583)	(35,844)
Income tax recovery	9	**(4,923)**	(68,000)
Net loss and comprehensive loss for period		**$296,041**	$648,541
Loss per share			
Basic and diluted		**$ 0.01**	$ 0.02
Weighted average number of common shares outstanding		**53,783,401**	37,522,019

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

PROSPER GOLD CORP.
Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)
(Unaudited)

For the three months ended January 31, 2024

	Number of Shares	Share Capital	Reserves: Security Based Compensation	Reserves: Other	Reserves: Total	Deficit	Total
Balance at October 31, 2023	32,211,476	$26,565,032	$6,031,719	$ 853,923	$6,885,642	$(31,741,336)	$ 1,709,338
Private placement - units	3,570,000	357,000	-	-	-	-	357,000
Private placement – flow-through shares	3,400,000	510,000	-	-	-	-	510,000
Premium on flow-through shares	-	(68,000)	-	-	-	-	(68,000)
Share issue costs (note 9)	-	(44,349)	-	8,724	8,724	-	(35,625)
Share-based payments (note 10)	-	-	60,876	-	60,876	-	60,876
Net loss for the period	-	-	-	-	-	(648,541)	(648,541)
Balance at January 31, 2024	39,181,476	$27,319,683	$6,092,595	$ 862,647	$6,955,242	$(32,389,877)	$ 1,885,048

For the three months ended January 31, 2025

	Number of Shares	Share Capital	Reserves: Security Based Compensation	Reserves: Other	Reserves: Total	Deficit	Total
Balance at October 31, 2024	50,394,476	$30,422,622	$4,073,275	$ 891,947	$4,965,222	$(33,387,296)	$ 2,000,548
Private placement – flow-through shares (note 9)	6,362,909	699,920	-	-	-	-	699,920
Premium on flow-through shares (note 9)	-	(113,625)	-	-	-	-	(113,625)
Share issue costs (note 9)	-	(95,616)	-	31,353	31,353	-	(64,263)
Share-based payments (note 10)	-	-	55,246	-	55,246	-	55,246
Net loss for the period	-	-	-	-	-	(296,041)	(296,041)
Balance at January 31, 2025	**56,757,385**	**$30,913,301**	**$4,128,521**	**$ 923,300**	**$5,051,821**	**$(33,683,337)**	**$ 2,281,785**

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

PROSPER GOLD CORP.

Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)
(Unaudited)

	Three months ended	
	January 31, 2025	January 31, 2024
Cash provided by (used in):		
Operating activities		
Net loss	**$ (296,041)**	$ (648,541)
Adjustments for:		
Income tax recovery	**(4,923)**	(68,000)
Amortization of equipment	**7,857**	12,689
Loan payable – forgivable portion	**-**	(10,000)
Unrealized gain on marketable securities	**(17,633)**	(31,975)
Share-based payments	**55,246**	60,876
Loss on disposal of equipment	**15,736**	-
Net change in non-cash working capital		
Amounts receivable	**14,798**	(35,782)
Prepaid expenses and deposit	**31,760**	21,047
Deferred charges	**-**	(114,151)
Accounts payable and accrued liabilities	**(32,614)**	86,306
	(225,814)	(727,531)
Investing activities		
Purchase of equipment	**(3,318)**	-
Proceeds on sale of equipment	**17,257**	-
	13,939	-
Financing activities		
Repayment of loan payable	**-**	(30,000)
Proceeds from private placements	**699,920**	867,000
Share issue costs	**(64,263)**	(35,625)
	635,657	801,375
Increase in cash	**423,782**	73,844
Cash, beginning of period	**476,515**	155,667
Cash, end of period	**$ 900,297**	$ 229,511
Non-cash activities		
Fair value of broker warrants for private placements	**$ 31,353**	$ 8,724

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

1. Nature of operations and going concern

Prosper Gold Corp. ("Prosper" or the "Company") was incorporated under the *Business Corporations Act* (Ontario) on October 11, 2007, continued into British Columbia under the *Business Corporations Act* (British Columbia) and changed its name from Lander Energy Corporation on April 26, 2012. The registered office of the Company is located at Suite 1570 – 200 Burrard Street, Vancouver, British Columbia, V6C 3L6. Effective September 3, 2013, the Company's common shares were listed on the TSX Venture Exchange (the "Exchange"), trading under the symbol "PGX". Effective March 18, 2021, the Company has qualified to trade on the OTCQX Best Market in the United States under the symbol "PGXFF". The Company has moved its US listing on the QTCQX to the QTCCB.

On April 6, 2023, the Company incorporated Prosper Gold USA LLC, a wholly owned subsidiary, to enter into a definitive option agreement for a property located in Mohave County, Arizona in the United States (note 7(c)).

The principal business activity of the Company is the acquisition, exploration, and development of mineral properties. These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will continue its operation in the foreseeable future and will be able to realize its assets and settle its liabilities in the normal course of business. The Company has not yet generated any revenues, has incurred losses of $296,041 (three months ended January 31, 2024 - $648,541) for the three months ended January 31, 2025, negative cash flows from operations since inception and has a deficit of $33,683,337 as at January 31, 2025 (October 31, 2024 - $33,387,296). At January 31, 2025, the Company had cash of $900,297 (October 31, 2024 - $476,515) and working capital of $818,648 (October 31, 2024 - $499,879). The ability of the Company to continue as a going concern over a longer term is dependent on the Company's ability to complete financing to meet administrative overhead and to complete the exploration and development of its mineral property interest, attainment of profitable mining operations or the receipt of proceeds from the disposition of its mineral property interest. However, there is no guarantee that the Company will establish economically recoverable reserves, profitable operations, or positive cash flows from operations. The Company will continue to raise funding through equity financing to continue operations and has been successful to date, but there can be no assurance that adequate financing will be available in the future, or available on terms acceptable to the Company and, therefore, a material uncertainty exists that may cast significant doubt over the Company's ability to continue as a going concern.

These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of preparation

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards 34, Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). Accordingly, these condensed interim consolidated financial statements do not include all information and disclosures required by International Financial Reporting Standards ("IFRS") for annual financial statements and should be read in conjunction with the Company's audited financial statements for the year ended October 31, 2024, which have been prepared in accordance with IFRS.

(b) Basis of consolidation

These consolidated financial statements include the accounts of the Company and its integrated wholly owned subsidiary Prosper Gold USA LLC. All material intercompany balances have been eliminated in these consolidated financial statements. A subsidiary is an entity over which the Company has control. Control is based on whether an investor has power over the investee, exposure of rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of returns.

2. Basis of preparation (continued)

(c) Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are recorded at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(d) Presentation and functional currency

The presentation and functional currency of the Company and its subsidiary is the Canadian dollar. All amounts in these consolidated financial statements are expressed in Canadian dollars, unless otherwise indicated.

(e) Critical accounting judgments and estimates

The preparation of financial statements in accordance with IFRS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosures. Actual results could differ from these judgments and estimates. Estimates and underlying assumptions are reviewed on an ongoing basis based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The impacts of changes to estimates are recognized in the period estimates are revised and in future periods affected. The critical judgment and assumptions applied in the preparation of these condensed interim consolidated financial statements and other major sources of measurement uncertainty are discussed in the Company's audited financial statements for the year ended October 31, 2024.

3. Material accounting policies and critical judgements and key sources of estimation uncertainty

The material accounting policies and critical judgments and key sources of estimation uncertainty applied in the preparation of these condensed interim consolidated financial statements are consistent with those applied and discussed in the Company's audited financial statements for the year ended October 31, 2024.

4. Marketable securities

The Company currently hold the following marketable securities and are adjusted to the market value at each reporting period resulting in unrealized gain or loss recorded in the consolidated statements of comprehensive loss.

	Alpha Copper Corp.		Harfang Exploration Inc.		
	Number of common shares	(Notes 7(b) & 11)	Number of common shares		Total
As at October 31, 2023	87,500	$30,625	18,130	$2,810	$33,435
Sale	(600)	(3,086)	-	-	(3,086)
Unrealized loss	-	(17,546)	-	(1,450)	(18,996)
As at October 31, 2024	86,900	9,993	18,130	1,360	11,353
Unrealized gain (loss)	-	17,814	-	(181)	17,633
As at January 31, 2025	**86,900**	**$ 27,807**	**18,130**	**$1,179**	**$ 28,986**

During the year ended October 31, 2024, the Company sold 600 common shares of Alpha copper Corp. for proceeds of $91 and incurred a realized loss of $2,995.

5. Reclamation deposit

During the year ended October 31, 2024, the Company posted a security deposit of $20,800 (January 31, 2024 - $Nil) in favor of the BC Ministry of Energy, Mines and Low Carbon Innovation for the approval of work and issuance of permit at the Cyprus Project (note 7(d)).

(Expressed in Canadian Dollars)

6. Equipment and leasehold improvements

	Computer Equipment	Office Furniture	Field Equipment	Leasehold Improvements	Vehicles	Total
Cost						
As at October 31, 2023	$ 32,484	$ 2,236	$ 356,480	$ 12,970	$ 88,721	$ 492,891
Additions	-	-	1,193	-	-	1,193
Disposal	-	-	-	-	(25,000)	(25,000)
As at October 31, 2024	**$ 32,484**	**$ 2,236**	**$ 357,673**	**$ 12,970**	**$ 63,721**	**$ 469,084**
Addition	**3,318**	**-**	**-**	**-**	**-**	**3,318**
Disposal	**-**	**-**	**(71,599)**	**-**	**-**	**(71,599)**
As at January 31, 2025	**$ 35,802**	**$ 2,236**	**$ 286,074**	**$ 12,970**	**$ 63,721**	**$ 400,803**
Accumulated Amortization						
As at October 31, 2023	$ 29,599	$ 1,897	$ 159,267	$ 12,970	$ 56,519	$ 260,252
Disposal	-	-	-	-	(17,711)	(17,711)
Amortization	1,586	68	39,562	-	9,661	50,877
As at October 31, 2024	**31,185**	**1,965**	**198,829**	**12,970**	**48,469**	**293,418**
Disposal	**-**	**-**	**(38,606)**	**-**	**-**	**(38,606)**
Amortization	**406**	**14**	**6,293**	**-**	**1,144**	**7,857**
As at January 31, 2025	**$ 31,591**	**$ 1,979**	**$ 166,516**	**$ 12,970**	**$ 49,613**	**$ 262,669**
Carrying value						
As at October 31, 2024	$ 1,299	$ 271	$ 158,844	$ -	$ 15,252	$ 175,666
As at January 31, 2025	**$ 4,211**	**$ 257**	**$ 119,558**	**$ -**	**$ 14,108**	**$ 138,134**

During the period ended January 31, 2025, the Company sold camp equipment for $2,500 and incurred a gain on sale of $657.

7. Mineral properties

The Company capitalizes costs of mineral property option payments for cash and share issuances and the related transaction costs for the Ontario Projects in Ontario, Canada, Cyprus Project in British Columbia, Canada and the Mohave Project in Arizona, United States.

	Ontario Projects				
Costs	**Matachewan**	**Golden Sidewalk**	**BC Project Cyprus**	**Mohave Gold Project**	**Total**
Balance, October 31, 2023	$ 10,692	$ 1,091,207	$ -	$ 211,022	$ 1,312,921
Share issuances	-	-	18,750	-	18,750
Option payment	-	-	60,000	-	60,000
Additions	565	-	130,726	-	131,291
Disposal	(7,737)	-	-	(211,022)	(218,759)
Balance, October 31, 2024 and January 31, 2025	**$ 3,520**	**$ 1,091,207**	**$ 209,476**	**$ -**	**$ 1,304,203**

(a) Ontario Projects, Ontario, Canada

Matachewan Land Package

During the year ended October 31, 2024, the Company sold certain mineral claims in the Matachewan Land Package for gross proceeds of $200,000. The Company wrote off accumulated cost of $7,737 including legal fees of $565 for the transaction.

7. Mineral properties (continued)

(a) Ontario Projects, Ontario, Canada (continued)

Golden Sidewalk Project

Sabina Agreement
On August 9, 2020 ("Sabina Effective Date"), the Company entered into an option agreement with Sabina Gold & Silver Corp. ("Sabina") to acquire a 100% interest in the Golden Sidewalk Properties. The Company completed the acquisition of the 100% interest with the payment of $50,000 in cash, issuance of 1,500,000 common shares and incurred exploration expenditures of $2,600,000.

Upon the exercise of the first option by the Company, Sabina and the Company will enter in a royalty agreement ("Golden Sidewalk Royalty") whereby Sabina will retain and the Company will pay to Sabina 2.0% NSR on the proceeds from the production or sale of products produced or derived from the Golden Sidewalk property. The Company can elect to purchase 1.0% of the NSR by payment of $1,000,000.

During the year ended October 31, 2023, Sabina completed the transfer of the title of the claims to the Company and legal fees of $1,988 were incurred.

In addition to the Sabina Agreement, the Company also entered into various transactions from August 2020 to November 2022 to acquire 100% interest in certain mineral claim, land purchase and purchase for 100% rights, title and interest in 2% net smelter return royalty on the Skinner Gold Property located in Ontario. The cost of these transactions totaled $215,618 and required the issuance of 285,000 common shares. The acquisitions in 100% interest of the mineral claims are subject to NSR from 1% to 2% with the option to purchase of 50% of the NSR from $500,000 to $1,000,000.

During the year ended October 31, 2024, the Company received $200,000 from the Ministry of Northern Development, Mines, Natural Resources and Forestry under an Ontario Transfer Payment Agreement. Under this agreement, the Company received $200,000 to conduct exploration work and activities on the Golden Sidewalk Project. This is recorded as a reduction of exploration expenditures in the consolidated statements of comprehensive loss.

(b) Star Property, British Columbia, Canada

During the year ended October 31, 2022, the Company entered into a definitive option agreement with CAVU Mining Corp. ("CAVU") to grant CAVU the exclusive right and option to acquire 51% interest in the Star Project. Under the terms of the Option Agreement, CAVU may exercise the option by issuing 1,250,000 common shares on or before May 23, 2022 (received) and making aggregate cash payments of $1,155,000 with the first payment of $100,000 due on May 23, 2022 (received), $285,000 due by July 1, 2022 (received), $385,000 due by May 23, 2023 (received on May 11, 2023), and $385,000 due by May 23, 2024 (received on May 24, 2024). Legal fees of $12,898 were incurred in prior years relating to this transaction.

During the year ended October 31, 2023, CAVU was acquired by Alpha Copper Corp. ("ALCU"). As CAVU shareholders received 0.7 of ALCU a common share for each CAVU share previously held, the Company received 875,000 ALCU common shares in exchange for 1,250,000 CAVU shares previously held. On October 18, 2023, ALCU consolidated it common shares with every 4 old shares for 1 new share. As at October 31, 2023, the Company holds 218,750 common shares of ALCU. On February 21, 2024, ALCU further consolidated its shares with every 2.5 old shares for 1 new share. During the year ended October 31, 2024, the Company sold 600 shares of ALCU resulting in 86,900 shares remaining (note 4).

(Expressed in Canadian Dollars)

7. Mineral properties (continued)

(c) Mohave Gold Project, Nevada, United States

On April 21, 2023, the Company entered into an option agreement to acquire 100% interest, including all beneficial right, title, and interest into the Mohave Gold Project by making the following cash payments and expenditures:

	Cash Payments (US$)	Expenditures (US$)
Within 10 days of the execution of the agreement (paid)	$ 50,000	$ -
On the earlier of a) the Bureau Land Management casefile AZA037992 being in the name of the Company, or b) June 30, 2023 (paid June 28, 2023)	100,000	-
(*) On or before 12 months after the effective date of the agreement	150,000	250,000
On or before 24 months after the effective date of the agreement	150,000	250,000
On or before 36 months after the effective date of the agreement	150,000	400,000
On or before 48 months after the effective date of the agreement	1,100,000	400,000
On or before 60 months after the effective date of the agreement	1,650,000	400,000
Total	$ 3,350,000	$ 1,700,000

Upon the payment of US$1,650,000 on or before 60 months after the effective date and the vesting in title to the claims and delivery of quitclaims and any necessary transfers, the Company will grant 1.5% of NSR to the optionors.

During the year ended October 31, 2023, the Company paid $67,625 (US$50,000) for the first option payment required and the second option payment on June 28, 2023 of $133,000 (US$100,000). Legal fees and transaction costs of $10,398 were also paid to complete the transaction.

(*) During the year ended October 31, 2024, no cash payments or expenditures were made and the Company returned the Mohave Gold Project to the vendors. The cost of $211,022 has been recorded as an impairment expense in the consolidated statements of comprehensive loss for the year ended October 31, 2024 to reduce the carrying value to $nil, its estimated recoverable value, in accordance with Level 3 of the fair value hierarchy.

(d) Cyprus Project, British Columbia, Canada

(I) On February 20, 2024, the Company entered into a definitive option agreement (the “Option Agreement”) with several individuals (collectively, the “Optionors”), whereby the Optionors have granted the Company the option to acquire a 100% interest (the “Option”) in the Kaza and Northstar properties (collectively, the “Cyprus Project”) located in British Columbia.

(Expressed in Canadian Dollars)

7. Mineral properties (continued)

(d) Cyprus Project, British Columbia, Canada (continued)

To exercise the Option, the Company must pay an aggregate of $725,000 cash, issue an aggregate of 1,650,000 common shares in the capital of the Company and incur work expenditures totaling $2,000,000 over a period of four years as follows:

	Cash Payments	Share Issuances	Expenditures
On the effective date [(1)]		150,000	
On or before the date that is 3 months after the effective date [(2)]	$50,000		
On or before the first anniversary of the effective date [(3)]	$75,000	150,000	$100,000
On or before the second anniversary of the effective date	$150,000	300,000	$400,000
On or before the third anniversary of the effective date	$200,000	450,000	$500,000
On or before the fourth anniversary of the effective date	$250,000	600,000	$1,000,000
Total	$725,000	1,650,000	$2,000,000

Upon the exercise of the Option, the Company will grant a 2.0% net smelter royalty to the Optionors, subject to the terms of the Option Agreement.

A director of the Company is one of the Optionors and constitute a related party transaction.

(1) On March 21, 2024, 150,000 common shares with a fair value $18,750 were issued to the Optionors subject to a statutory hold period of four months and one day.
(2) Paid October 11, 2024.
(3) Cash payment not paid and shares not issued due to delay of TSX approval.

(II) On March 8, 2024, the Company entered into an option agreement to acquire certain mineral claims known as the "Big Time" property. To obtain 100% interest in the property, the Company is required to complete the following:

	Cash Payments	Expenditures
On the effective date (paid)	$10,000	-
On or before the first anniversary (*)	$20,000	$20,000
On or before the second anniversary	$100,000	$30,000
Total	$130,000	$50,000

Upon the exercise of the option, the Company shall grant to the optionor a 3% NSR. The Company can elect to purchase 1% of the NSR upon the payment of $2,000,000 and an additional 1% of the NSR for $3,000,000 to the holder of the NSR. As at October 31, 2024 and January 31, 2025, the Company incurred and capitalized additional acquisition costs of $130,726 which includes fees for filing, legal and title costs for the Cyprus Project.

(*) The payment due on the first anniversary has not been paid yet as the claims are currently being reviewed by management.

(Expressed in Canadian Dollars)

7. Mineral properties (continued)

(III) Takla Nation Exploration Agreement

On January 28, 2025, the Company signed an Exploration Agreement ("Agreement") with the Takla Nation ("Takla") to work together on a work program submitted by the Company on mineral tenure area where Takla holds aboriginal title, rights and interests within and throughout the Takla Territory where the mineral tenures are located. The Agreement includes the following payments:

a) The Company will pay $20,000 (paid March 6, 2025) within 20 working days from the effective date to help offset Tekla's cost of negotiating the Agreement.
b) $5,000 on January 15th of each subsequent year the Agreement is in force to help Takla offset associated administrative costs.
c) $400 per day for each environment monitoring visit conducted by Takla.
d) Annual work payments based on the following:
   i) $8 per meter drilled for depth less than 1,500 meters
   ii) $12 per meter drilled for depth greater than 1,500 meters
   iii) $250 per kilometers for access and construction of roads and trails with a limitation of 10 meters in width
   iv) $500 per hectares for trenching or soil disturbance or clearing
   v) 100 per week for use of land for land use for camp sites, staging, fuel storage and helicopter landing pad

The Agreement will terminate at the earlier of the following:

a) The Company entering into a Impact Benefit Agreement
b) Both parties mutually agree to terminate
c) 15 days after Tekla provides notice to the Company
d) 3 years from the effective date of the Agreement

(e) Exploration and evaluation expenditures

During the periods ended January 31, 2025 and 2024, the Company's exploration expenditures consist of the following:

	Ontario		Cyprus		Mohave		Total	
	January 31, 2025	January 31, 2024	**January 31, 2025**	January 31, 2024	**January 31, 2025**	January 31, 2024	**January 31, 2025**	January 31, 2024
Assay and analysis	**$ -**	$ 96,939	**$ -**	$ -	**$ -**	$ -	**$ -**	$96,939
Drilling	**-**	232,240	**-**	-	**-**	-	**-**	232,240
Equipment rental	**-**	1,760	**-**	-	**-**	-	**-**	1,760
Field costs (note 6)	**6,766**	76,148	**5,320**	-	**-**	-	**12,086**	76,148
Geological (note 12))	**-**	50,350	**40,000**	-	**-**	-	**40,000**	50,350
Property rentals and utilities	**186**	16,818	**-**	-	**-**	-	**186**	16,818
Salaries (note 12)	**-**	40,986	**26,724**	-	**-**	-	**26,724**	40,986
Transportation and freight	**-**	11,472	**790**	-	**-**	-	**790**	11,472
Travel and accommodations	**-**	6,405	**-**	-	**-**	-	**-**	6,405
Total	**$ 6,952**	$533,118	**$72,834**	$ -	**$ -**	$ -	**$79,786**	$533,118

8. Loan payable

The Company received $40,000 for the Canada Emergency Business Account ("CEBA") interest free loan during the 2020 fiscal year. 25% of the loan balance will be forgiven if the balance of 75% of the loan balance is repaid by January 18, 2024. During the year ended October 31, 2024, the Company repaid $30,000 of the loan and received the $10,000 debt forgiveness and recognized as a gain in the consolidated statements of comprehensive loss for the year ended October 31, 2024.

9. Share capital

(a) Authorized

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

(b) Issued

Private placement activity for the period ended January 31, 2025 was as follows:

The Company closed the first tranche of the private placement on December 13, 2024 consisting of 4,544,727 flow-through shares at $0.11 per share for gross proceeds of $499,920. On December 20, 2024, the Company closed the final tranche of the private placement consisting of 1,818,182 flow-through shares at $0.11 per share for gross proceeds of $200,000. In connection with the closing of the private placement, cash finder's fees of $49,000 were paid and 445,452 common share purchase warrants with a fair value of $31,353 were issued. Each finder's warrant is exercisable at $0.20 for a period of 36 months from closing. Additional cash share issue costs for legal, transfer agent, filing fees and bank charges totalled $15,263 were paid. Deferred income taxes payable of $113,625 has been recorded as a result of the premium on the flow-through shares which is the difference between the fair market value of the flow-through shares issued and the issue price. The amount of the deferred income taxes payable has been reduced by $4,923 and an income tax recovery of $4,923 has been recorded in the statement of comprehensive loss during the current quarter.

Private placement activity for the year ended October 31, 2024 was as follows:

On November 22, 2023, the Company closed the first tranche of a private placement consisting of 2,520,000 non-flow-through units at $0.10 per unit and 3,400,000 flow-through shares at $0.15 per flow-through share. Each non-flow-through unit consist of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at an exercise price of $0.20 per unit for a period of 36 months following the closing date. The Company paid an aggregate of $12,100 in cash and issued 84,750 common share purchase warrants to finders in connection with the closing of the first tranche. Each broker warrant is non-transferable and exercisable for one common share for a period of 36 months following the closing at a price of $0.20. The fair value of the 84,750 broker warrants is $5,983.

The 3,400,000 flow-through shares were issued with a premium of $0.02 per share equal to $68,000. The funds raised have been spent as at October 31, 2024. The premium is recognized as an income tax recovery on the consolidated statement of comprehensive loss.

On November 28, 2023, the Company closed the second tranche of the private placement consisting of 1,050,000 non-flow-through units at $0.10 per unit for gross proceeds of $105,000. Each non-flow-through unit consist of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at an exercise price of $0.20 per unit for a period of 36 months following the closing date. The Company paid an aggregate of $5,250 in cash and issued 52,500 common share purchase warrants to finders in connection with the closing of the second tranche. Each broker warrant is non-transferable and exercisable for one common share for a period of 36 months following the closing at a price of $0.20. The fair value of the 52,500 broker warrants is $2,741.

In aggregate, the total gross proceeds raised under the first and second tranches of the private placement totaled $867,000.

Other share issue costs incurred include filing fees, legal, transfer agent fees, bank charges totaled $18,310.

On July 25, 2024, the Company closed a private placement consisting of 3,875,000 flow-through units at $0.12 per unit. Each unit consists of one common share and one-half of one share purchase warrant with an exercise price of $0.20 per share with expiry of 24 months from the date of issuance. Share issue costs consist of cash finders fee of $6,972 and 58,100 broker warrants with a fair value of $6,240. Each broker warrant is exercisable at $0.20 with an expiry of 24 months from the date of issuance. Additional share issue costs of $16,227 were paid for filing fees, legal, bank charges, transfer agent fees and postage.

9. Share capital (continued)

(b) Issued (continued)

On October 10, 2024, the Company closed a private placement consisting of 5,700,000 non-flow-through units at $0.10 per unit per gross proceeds of $570,000. Each unit consists of one common share and one warrant with an exercise price of $0.20 for 24 months. In connection of the offering, the Company paid cash of $27,650 and issued 276,500 broker warrants with an exercise price of $0.20 for 24 months. The Company incurred share issue costs of $6,351 including legal, filing fees and transfer agent fees. The fair value of the broker warrants was calculated with a fair value of $23,060.

(c) Shares issued for property

During the year ended October 31, 2024, the Company issued 150,000 common shares with a fair value of $18,750 for the Cyprus Project (note 7(d)).

(d) Shares issued for restricted share units

On May 17, 2024, the Company issued 1,488,000 common shares for restricted share units vested during the 2024 fiscal year. The fair value of $2,135,869 in reserves have been reallocated to share capital. Share issue costs of $145 for transfer agent fees were incurred.

10. Share based payments and warrants

(a) Security Based Compensation plan

The Company has a security based compensation plan under which the Board of Directors may from time to time grant to directors, senior officers, consultants, and employees share units and options to acquire common shares, exercisable for a period of up to ten years from the date of grant. The security based compensation plan provides that the maximum number of common shares in the capital of the Company that may be reserved for issuance for all purposes under the security based compensation plan shall not exceed 4,184,814 common shares of which 2,510,888 is reserved for stock options and 1,673,925 is allotted for other share compensation arrangements. During the Company’s 2023 Annual General Meeting, the Company amended the number of shares to be issued under the Company’s stock option plan from 2,510,888 to 4,831,721 being 15% of the outstanding common shares as of the record date and also amended the maximum RSU issuable to 5% of the Company common share as of the record date from 1,673,925 to 1,610,574 shares. The maximum number of common shares that may be reserved for issuance to any individual insider pursuant to security based compensation may not exceed 5% of the common shares issued and outstanding at the time of grant, and the number of common shares that may be reserved for issuance to all technical consultants pursuant to security based compensation may not exceed 2% of the common shares issued and outstanding at the time of grant. Security based compensation become exercisable as long as the optionee holds office or continues to be employed by the Company and 90 days following the cessation of an optionee's position with the Company.

(b) Stock options

During the period ended January 31, 2025, no stock options were granted.

During the year ended October 31, 2024, the following stock options were granted:

a) On July 25, 2024, 1,500,000 stock options were granted with an exercise price of $0.15 for five years with an expiry date of July 25, 2029. These options vest at 25% every six months over two years.

b) On September 18, 2024, 500,000 stock options were granted with an exercise price of $0.15 for five years with an expiry of September 18, 2029. These stock options vest at 25% every six months over two years.

(Expressed in Canadian Dollars)

10. Share based payments and warrants (continued)

(b) Stock options (continued)

In addition, 157,500 stock options with an exercise price of $1.50 expired unexercised during the year ended October 31, 2024.

A continuity schedule of the Company's outstanding stock options under the stock option plan is as follows:

	Number Outstanding	Weighted Average Exercise Price
At October 31, 2023	2,139,000	$1.43
Grant	2,000,000	$0.15
Expired	(157,500)	$1.50
At October 31, 2024 and January 31, 2025	**3,981,500**	**$0.78**

As at January 31, 2025, the Company had the following share purchase options outstanding and exercisable:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (yrs)	Options Exercisable
December 30, 2025	$ 1.35	1,381,500	$ 1.41	0.92	1,381,500
May 10, 2026	$ 1.60	600,000	$ 1.51	1.28	600,000
July 25, 2029	$ 0.15	1,500,000	$ 0.12	4.49	375,000
September 18, 2029	$ 0.15	500,000	$ 0.11	4.64	-
		3,981,500	**$ 0.77**	**2.78**	**2,356,500**

As at October 31, 2024, the Company had the following share purchase options outstanding and exercisable:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (yrs)	Options Exercisable
December 30, 2025	$ 1.35	1,381,500	$ 1.41	1.17	1,381,500
May 10, 2026	$ 1.60	600,000	$ 1.51	1.53	600,000
July 25, 2029	$ 0.15	1,500,000	$ 0.12	4.74	-
September 18, 2029	$ 0.15	500,000	$ 0.11	4.89	-
		3,981,500	**$ 0.77**	**3.03**	**1,981,500**

The total fair value of the incentive options and broker warrants were calculated using the Black-Scholes option pricing model with the following weighted average assumptions and inputs:

	January 31, 2025	October 31, 2024
Risk-free interest rate	**2.98%**	3.12%
Expected volatility	**153%**	153%
Expected life	**4.64 years**	4.48 years
Expected dividend yield	**-**	-
Share price	**$ 0.12**	$ 0.12
Exercise price	**$ 0.16**	$ 0.15
Expected forfeitures	**0.00%**	0.00%

(Expressed in Canadian Dollars)

10. Share based payments and warrants (continued)

(c) Stock options (continued)

Expected stock price volatility was derived from historical movements in the closing prices of the Company's stock for a length of time equal to the expected life of the options. Companies are required to utilize an estimated forfeiture rate when calculating the expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of 0.00% in determining the expense recorded in the accompanying consolidated statements of comprehensive loss.

The fair value of the incentive options recognized as share-based payments for the period ended January 31, 2025 was $55,246 (3 months ended January 31, 2024 - $Nil). The balance consists of $48,723 (3 months ended January 31, 2024 - $Nil) to directors and officers, and $6,523 (3 months ended January 31, 2024 - $Nil) to consultants.

(c) Restricted share units

On May 10, 2021, the Company issued 1,513,000 restricted share units ("RSUs") to certain officers, employees, and consultants of the Company. The RSUs are payable in common shares of the Company or the cash equivalents at the option of the Company, on the redemption date, being three years from the date of grant. These RSUs vest in three equal instalments over three years. Prior to the end of the 2021 fiscal year, 25,000 restricted share units were cancelled due to the departure of an employee. During the year ended October 31, 2024, the RSU vested and 1,488,000 common shares were issued on May 17, 2024. Share issue costs of $145 were incurred for transfer agent fees. The total fair value of the 1,488,000 restricted share units of $2,135,869 in reserves has been reallocated to share capital during the 2024 fiscal year.

The fair value of the RSUs calculated as share-based payments for the year 3 months ended January 31, 2024 equals $60,876. For the period ended January 31, 2024, the balances consist of $58,549 to directors and officers and $2,327 to consultants. The total fair value of the 1,488,000 restricted share units of $2,135,869 in reserves has been reallocated to share capital during the 2024 fiscal year.

(d) Warrants

During the quarter, the 2,366,750 warrants with the expiry date of November 2, 2024 and 3,442,800 warrants with an expiry date of November 18, 2024 expired unexercised.

A continuity schedule of the Company's outstanding warrants is as follows:

	Number Outstanding	Weighted Average Exercise Price
At October 31, 2023	5,809,550	$0.30
Issued – warrants for private placements	11,207,500	$0.20
Issued – broker warrants	471,850	$0.20
At October 31, 2024	17,488,900	$0.23
Issued – broker warrants	445,452	$0.20
Expired	(5,809,550)	(0.30)
At January 31, 2025	**12,124,802**	**$0.20**

(Expressed in Canadian Dollars)

10. Share based payments and warrants (continued)

(d) Warrants (continued)

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

Expiry Date	Exercise Price	Warrants Outstanding	Remaining Contractual Life (yrs)
July 25, 2026	$0.20	1,995,600	1.48
October 10, 2026	$0.20	5,976,500	1.69
November 22, 2026	$0.20	2,604,750	1.81
November 28, 2026	$0.20	1,102,500	1.82
December 13, 2027	$0.20	318,180	2.87
December 20, 2027	$0.20	127,272	2.88
		12,124,802	**1.86**

As at October 31, 2024, the Company had the following warrants outstanding and exercisable:

Expiry Date	Exercise Price	Warrants Outstanding	Remaining Contractual Life (yrs)
November 2, 2024	$0.30	2,366,750	0.01
November 18, 2024	$0.30	3,442,800	0.05
July 25, 2026	$0.20	1,995,600	1.73
October 10, 2026	$0.20	5,976,500	1.94
November 22, 2026	$0.20	2,604,750	2.06
November 28, 2026	$0.20	1,102,500	2.08
		17,488,900	**1.43**

11. Financial instruments

The Company's financial instruments consist of cash, amounts receivable (other than GST receivable), marketable securities, deposit, accounts payable and accrued liabilities, and loan payable.

The fair values of the Company's cash, amounts receivable (other than GST receivable), deposit, and accounts payable and accrued liabilities approximate their carrying amounts due to the short-term maturities of these instruments.

These are classified as level 1 financial instruments. The Company's marketable securities are classified as level 1 financial instruments and the loan payable is classified as a level 2 financial instrument.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, interest rate risk, and foreign currency risk.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge its obligation and cause the other party to incur a financial loss. The Company considers its exposure to credit risk to be low, as its cash, deposit, and reclamation deposit are deposited with a large financial institution with a strong credit rating. Amounts receivable consists of GST receivable.

11. Financial instruments (continued)

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet obligations associated with its financial instruments. The Company manages liquidity risk by maintaining adequate cash and managing its capital. At January 31, 2025, the Company had accounts payable and accrued liabilities of $89,606 (October 31, 2024 - $122,220), deferred income taxes payable of $108,702 (October 31, 2024 - $Nil) and cash of $900,297 (October 31, 2024 - $476,515).

(c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. Floating interest earned on the Company's cash balances are considered to be at market interest rates. The deposit of $16,829 at January 31, 2025 (October 31, 2024 - $11,442) earns no interest and is deposited with a major bank for the Company's corporate credit card. Assuming that all variables remain constant, a change representing a 1% increase or decrease in the interest rate would not have a significant effect for the Company.

(d) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities are denominated in foreign currency. At January 31, 2025 and October 31, 2024, the Company's monetary assets and liabilities are primarily denominated in Canadian dollars.

There has been no change to the Company's approach to risk management during the periods ended January 31, 2025 and October 31, 2024.

(e) 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 other price risk associated with the Company's current investments primarily relates to the change in the market price of the investments in Harfang Exploration Inc. ("Harfang") and Alpha Copper Corp. common shares. As at January 31, 2025, the Company owns 18,130 (October 31, 2024 - 18,130) Harfang common shares and 86,900 (October 31, 2024 - 86,900) Alpha Copper Corp. common shares. Each Harfang common share has a fair value of $0.07 (October 31, 2024 - $0.08) and each Alpha Copper Corp. share has a fair value of $0.32 (October 31, 2024 - $0.12). A 10% change in the market price of Harfang common shares would have an impact of approximately $118 (October 31, 2024 - $136) on profit or loss and a 10% change in the market price of Alpha Copper Corp. common shares would have an impact of approximately $2,781 (October 31, 2024 - $999) on profit or loss. Management believes there is other price risk related to this investment. While the Company will seek to maximize the proceeds it receives from the sale of its investment, there is no assurance as to the timing of disposition or the amount that will be realized. The Company's exposure to and management of other price risk has not changed materially during the period ended January 31, 2025.

(Expressed in Canadian Dollars)

12. Related party transactions and balances

The Company's related parties consist of its key management personnel, including its directors and their close family members, and entities controlled by key management personnel. During the periods ended January 31, 2025 and 2024, the Company had the following related party transactions:

Key management compensation for the three months periods ended January 31, 2025 and 2024 were as follows:

	Three months ended January 31, 2025	Three months ended January 31, 2024
Short-term benefits [(i)]	**$ 159,760**	$ 162,426
Share-based payments [(ii, iii)]	**48,723**	58,549
	$ 208,483	$ 220,975

(i) Short-term benefits for the period ended January 31, 2025 include $94,062 (3 months ended January 31, 2024 - $96,790) in management fees, $40,000 (3 months ended January 31, 2024 - $40,000) in geological exploration expenditures, and $25,698 (3 months ended January 31, 2024 - $25,636) for exploration salaries.

(ii) Share-based payments include the calculated fair values of stock options and restricted share units granted. As at January 31, 2025, stock options vested have not been exercised. Therefore, no common shares have been issued and no cash has been paid to related parties for stock option. Share-based payment expense for stock options granted to related parties totaled $48,723 (3 months ended January 31, 2024 - $Nil).

(iii) During the year ended October 31, 2024, the Company issued 1,309,000 common shares for the restricted share units to directors and officers. The market value of the common shares on the date if issuance was $0.10 per share. Share-based payment expense totaled $58,549 for the period ended January 31, 2024..

As at January 31, 2025, accounts payable and accrued liabilities include $23,606 (October 31, 2024 - $31,646) due to officers of the Company of which $23,302 (October 31, 2024 - $31,192) is for management salaries and fees and $304 (October 31, 2024 - $454) is for expense reimbursement. Interest is not charged on outstanding balances and there are no specified terms of repayment.

During the year ended October 31, 2024, the Company entered into a mineral property option agreement for the Cyprus Project where one of the directors of the Company is one of the optionors of the property (note 7(d)). 50,000 of the common shares of the Company were issued and option payment of $16,667 were paid to the director.

13. Segmented information

The Company has one reportable operating segment in three geographical locations, being the exploration and development of the Cyprus Project in British Columbia, Canada, the exploration and development of the Ontario Projects in Ontario, Canada, and the exploration and development of the Mohave Project in Arizona, United States.

(Expressed in Canadian Dollars)

13. Segmented information (continued)

The following table details the allocation of assets included in the accompanying consolidated statement of financial position at January 31, 2025:

	Canada	United States	Total
Cash	$ 900,000	$ -	$ 900,000
Amounts receivable	3,000	-	3,000
Marketable securities	30,000	-	30,000
Prepaid expenses and deposit	105,000	-	105,000
Equipment and leasehold improvements	138,000	-	138,000
Minerals properties	1,304,000	-	1,304,000
	$ 2,480,000	$ -	$ 2,480,000

The following table details the allocation of assets included in the accompanying consolidated statement of financial position at October 31, 2024:

	Canada	United States	Total
Cash	$ 476,000	$ -	$ 476,000
Amounts receivable	18,000	-	18,000
Marketable securities	11,000	-	11,000
Prepaid expenses and deposit	130,000	7,000	137,000
Equipment and leasehold improvements	176,000	-	176,000
Minerals properties	1,304,000	-	1,304,000
	$ 2,115,000	$ 7,000	$ 2,122,000

14. Management of capital

The Company's capital includes all amounts attributable to its shareholders. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure that optimizes the cost of capital within a framework of acceptable risk. The Company manages its capital structure and make adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may issue additional shares or debt. The Company is dependent on the capital markets as its primary source of operating capital, and the Company's capital resources are largely determined by the strength of the junior resource markets.

The Company is not subject to any capital requirements imposed by regulators or other third parties.

At January 31, 2025, the Company had cash of $900,297 (October 31, 2024 - $476,515) and working capital of $818,648 (October 31, 2024 - $499,879). The Company will require additional capital to fund its total obligations under the Option Agreement to purchase the Ontario Projects, the Cyprus Project, and general and administrative costs. However, there is no guarantee that such financing will be available to the Company or on suitable terms.

There were no changes in the Company's approach to capital management during the periods ended January 31, 2025 and October 31, 2024.

15. Subsequent event

On March 21, 2025, the Company announced a non-brokered private placement for 5,000,000 flow-through shares at a price pf $0.10 for gross proceeds of $500,000. The net proceeds will be used to fund exploration activities for the Cyprus Project.