Condensed Interim Consolidated Financial Statements

Three and Nine Months Ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

Notice of No Auditor Review of Interim Financial Statements

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

The accompanying condensed interim consolidated financial statements of **Aston Bay Holdings Ltd.** (the **"**Company") have been prepared by and are the responsibility of the Company's management ("Management").

The Company's independent auditor has not performed an audit or review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada.

ASTON BAY

Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at	December 31, 2024	March 31, 2024
ASSETS		
Current assets		
Cash	**$1,753,931**	$552,894
Sales tax recoverable	**26,762**	17,191
Prepaid expenses	**43,967**	95,149
Total assets	**$1,824,660**	$665,234
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	**$88,871**	$413,895
Loan payable *(note 4)*	**—**	644,778
Deferred premium on flow-through shares *(note 5)*	**22,582**	—
Total current liabilities	**111,453**	1,058,673
Shareholders' equity		
Share capital *(note 6)*	**24,392,921**	22,331,458
Contributed surplus	**7,304,741**	6,227,535
Accumulated other comprehensive income	**(73,950)**	(75,911)
Deficit	**(29,910,505)**	(28,876,521)
Total shareholders' equity	**1,713,207**	(393,439)
Total liabilities and shareholders' equity	**$1,824,660**	$665,234

Going concern *(note 1)*
Commitments (*note 9*)

Approved by the Board
Signed:

"Thomas Ullrich"	***"Jessie Liu-Ernsting"***
Director	Director

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

ASTON BAY

Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share Capital		Reserve	Equity		
	Number of Shares	**Amount**	**Contributed Surplus**	**Accumulated Other Comprehensive Loss**	**Deficit**	**Total Shareholders' Equity**
Balance - March 31, 2023	**178,453,594**	**$19,581,934**	**$4,004,262**	**$(64,335)**	**$(25,588,060)**	**$(2,066,199**
Private placement	31,297,375	2,503,790	—	—	—	2,503,790
Share issuance costs	—	(432,967)	55,154	—	—	(377,813)
Issuance of warrants	—	(1,096,841)	1,096,841	—	—	—
Options exercise	7,375,000	976,668	(421,168)	—	—	555,500
Warrants exercise	4,376,000	555,842	(30,722)	—	—	525,120
Currency translation adjustment	—	—	—	(8,412)	—	(9,426)
Loss for the period	—	—	—	—	(872,667)	(872,667)
Balance - December 31, 2023	**221,501,969**	**$22,088,426**	**$4,704,367**	**$(72,747)**	**$(26,460,727)**	**$259,319**
Warrants exercise	500,000	77,523	(17,523)	—	—	60,000
Share issuance costs	—	165,509	(165,509)	—	—	—
Share-based compensation	—	—	1,706,200	—	—	1,706,200
Currency translation adjustment	—	—	—	(3,164)	—	(3,164)
Loss for the period	—	—	—	—	(2,415,794)	(2,415,794)
Balance - March 31, 2024	**222,001,969**	**$22,331,458**	**$6,227,535**	**$(75,911)**	**$(28,876,521)**	**$(393,439)**
Issuance of shares	17,056,333	2,046,760	—	—	—	2,046,760
Warrant valuation	-	(868,145)	868,145	—	—	—
Issuance of flow-through shares	13,891,333	2,083,700	—	—	—	2,083,700
Deferred premium on	—	(985,790)	—	—	—	(985,790)
Issuance costs	—	(215,061)	28,891	—	—	(186,171)
Share-based compensation	—	—	180,170	—	—	180,170
Currency translation adjustment	—	—	—	1,961	—	1,961
Loss for the period	—	—	—	—	(1,033,984)	(1,033,984)
Balance - December 31, 2024	**252,949,635**	**$24,392,921**	**$7,304,741**	**$(73,950)**	**$(29,910,505)**	**$1,713,207**

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

Condensed Interim Consolidated Statements of Operations and Comprehensive Profit (Loss)
(Expressed in Canadian Dollars)

	Three months ended December 31,		Nine months ended December 31,	
	2024	2023	**2024**	2023
Expenses				
Exploration and evaluation expenditures (*note 3)*	**$299,787**	$9,026	**$2,361,618**	$(3,725)
Investor relations and business development	**103,068**	181,902	**328,949**	303,928
Salaries *(note 4)*	**84,375**	75,331	**216,667**	199,701
Consulting fees *(note 4)*	**30,000**	31,330	**91,741**	73,933
Professional and legal fees	**29,501**	40,303	**78,207**	61,809
Office and administrative expenses	**19,056**	16,790	**77,133**	53,918
Travel	**25,225**	5,000	**52,033**	14,000
Regulator and transfer agent fees	**1,800**	19,634	**41,989**	58,193
Share-based compensation *(note 6)*	**27,358**	—	**180,170**	—
Loss before other items	**620,170**	380,680	**3,428,507**	761,757
Other items				
Foreign exchange (gain) loss	**(53,284)**	1,364	**(50,668)**	1,585
Interest (income) expense	**(8,537)**	27,169	**(447)**	109,325
Royalty income (*note 3)*	**(1,380,200)**	—	**(1,380,200)**	—
Premium on flow-through shares *(note 5)*	**(70,696)**	—	**(963,208)**	—
Net (income) loss	**(892,547)**	407,849	**1,033,984**	872,667
Currency translation adjustment	**35**	(1,014)	**1,961**	8,412
Comprehensive (profit) loss	**$(892,512)**	$406,835	**$1,035,945**	$881,079
Loss per share				
- basic and diluted	**$(0.00)**	$0.00	**$0.00**	$0.00
Weighted average number of common shares outstanding	**252,949,635**	219,801,025	**249,387,900**	194,094,494

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

ASTON BAY

Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

For the nine months ended	December 31, 2024	2023
Cash flow generated used in operating activities		
Net loss for the period	**$(1,033,984)**	$(872,667)
Items not affecting cash:		
Premium on flow-through shares expenditures	**(963,208)**	—
Share-based compensation	**180,170**	—
Loan interest	**15,562**	89,309
	(1,801,460)	(783,358)
Non-cash working capital items *(note 10)*	**(283,413)**	(1,331,440)
	(2,084,873)	(2,114,798)
Cash flow from financing activities		
Proceeds from the issuance of units	**2,046,760**	2,053,790
Proceeds from the issuance of flow-through shares	**2,083,700**	—
Proceeds from the exercise of options and warrants	**—**	1,080,620
Proceeds from subscription to shares to be issued	**—**	—
Share issuance costs	**(186,171)**	(377,813)
Loan repayment *(note 4)*	**(660,340)**	(250,000)
	3,283,949	2,956,597
Effects of changes in foreign exchange	**1,961**	(9,426)
Increase in cash	**1,201,037**	832,373
Cash, beginning of year	**552,894**	3,751
Cash, end of period	**$1,753,931**	$836,124

1. Nature of the Company and Going Concern

Aston Bay Holdings Ltd. ("Aston Bay" or the "Company") is a publicly listed company incorporated in British Columbia, Canada. The Company's registered address is #530, 355 Burrard Street, Vancouver, British Columbia, V6C 2G8 and the head office is located at Suite 1800, 8 King St. East, Toronto, Ontario, M5H 1B5. The Company is engaged in the acquisition, exploration and development of mineral properties.

For the nine months ended December 31, 2024, the Company recorded a comprehensive loss of $1,035,945 and had an accumulated deficit of $29,910,505 at December 31, 2024 and has yet to achieve revenue from operations. At December 31, 2024, the Company had working capital of $1,713,207. These factors indicate the existence of material uncertainties that may cast significant doubt regarding the Company's ability to continue as a going concern. In order to meet future expenditures, cover administrative costs and replenish its working capital, the Company will need to raise additional financing. These consolidated financial statements for the nine months ended December 31, 2024 and 2023 (the "Interim Financial Statements") have been prepared on the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. These Interim 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.

These Interim Financial Statements were authorized for issuance by the Board of Directors on February 28, 2025.

2. Basis of Presentation and Material Accounting Policies

These Interim Financial Statements include the accounts of the Company and its wholly owned subsidiaries, Blue Ridge Mining Inc., a company incorporated in Delaware, United States of America, and Aston Bay Ventures Ltd., a company incorporated in British Columbia, Canada. The Company is engaged in exploration and development of gold and base metal deposits in Nunavut, Canada and Virginia, USA.

For the three and nine months ended December 31, 2024, the Company incurred net income and losses of $892,547 and $(1,033,984) respectively (2023 – $(407,849) and $(872,667). These Interim Financial Statements have been prepared in accordance with International Financial Reporting Standard ("IFRS") IAS 34 Interim Financial Reporting. As such these statements do not contain all the explanatory notes, descriptions or accounting policies or other disclosures that can be found in the Company's audited annual consolidated financial statements for the years ended March 31, 2024 and 2023 (the "Annual Financial Statements") and thus should be read in conjunction with the Annual Financial Statements. The accounting policies used in the preparation of these Interim Financial Statements are consistent with those more particularly set out in the Annual Financial Statements.

2. Basis of Presentation and Material Accounting Policies, continued

Material Accounting Policies

The accounting policies applied by the Company in these Interim Financial Statements are the same as those applied to the Annual Financial Statements and the corresponding interim reporting period.

Recent accounting pronouncements

Standards issued and effective for annual periods beginning on or after April 1, 2024.

Certain new standards, interpretations, amendments, and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on April 1, 2024, or later. This includes IAS1 and IAS8. These new standards and changes did not have any material impact on the Company's financial statements. Updates that are not applicable or are not consequential to the Company have been excluded.

3. Exploration and Evaluation Expenses and Royalty

The following is a summary of accumulated exploration and evaluation expenses to December 31, 2024:

	Storm Copper and Seal Zinc	Epworth	Virginia Projects Buckingham	Total
March 31, 2024	**$11,530,047**	**$212,508**	**$1,795,368**	**$13,537,923**
Expenditures	205,408	1,865,594	206,866	2,277,868
Option exercise	—	50,000	—	50,000
Claim staking	—	33,750	—	33,750
December 31, 2024	**$11,735,455**	**$2,161,852**	**$2,002,234**	**$15,899,541**

Storm Copper and Seal Zinc Project

The Storm Copper and Seal Zinc Project (the "Project") consists of 173 contiguous mining claims covering an area of approximately 219,256.7 hectares on Somerset Island, Nunavut, Canada. The Company initially had a 100% ownership interest in the property, subject to a 0.875% Gross Overriding Royalty held by Commander Resources Ltd. on a portion of the property.

On May 3, 2021, the Company closed its option agreement transaction ("Option Agreement") with American West Metals Limited ("AWML"), an Australian public company, and Tornado Metals Ltd. ("American West"), a wholly owned subsidiary of AWML, pursuant to which American West has an option to earn an 80% interest in the Storm Copper and Seal Zinc Project. In connection with the closing of the transaction, the Company received a payment of $500,000 from American West.

3. Exploration and Evaluation Expenses and Royalty, continued

American West is the operator of the Project during the term of the Option Agreement, but the parties have established a management committee comprised of three members, two appointed by American West and one appointed by Aston Bay.

American West completed its obligation under the earn-in agreement to spend $10,000,000 and exercised its option to acquire an 80% interest in the Project. Aston Bay now holds a 20% interest in the Project which is carried for all expenditures to the completion of a feasibility study and production decision.

American West and Aston Bay has formed an 80/20 joint venture and entered into a joint venture agreement, the form of which was settled under the Option Agreement. Pursuant to the Option Agreement, Aston Bay shall have a free carried interest until American West has made a decision to mine on completion of a bankable feasibility study. At that point, if the Company chooses not to contribute its proportionate share of expenses and is diluted below 10% ownership, the ownership converts to a 2% Net Smelter Royalty, half of which is purchasable by American West for $5,000,000, at first production.

Royalty

On October 18, 2024, the Company received the initial USD1,000,000 in funding as part of an agreement with the Company's joint venture partner American West Metals Limited and TMRF Canada Inc., a subsidiary of Taurus Mining Royalty Fund L.P. ("Taurus"), whereby Taurus will provide funding of up to USD12,500,000 under a royalty package for the Storm Copper Project. Aston Bay will be allocated 20% of the funding from the royalty package (USD2,500,000) with no use of proceeds restriction.

Epworth Project

The Epworth Property (the "Property") is located approximately 80 kilometres ("km") southeast of the village of Kugluktuk (formerly Coppermine) in the Kitikmeot Region of Nunavut, Canada ("Epworth"). On February 29, 2024, the Company entered into a binding letter of agreement (the "Option Agreement") with Emerald Geological Services ("EGS") pursuant to which it has been granted an option to acquire an undivided 80% beneficial interest in the Epworth property owned by EGS.

Pursuant to the terms of the Option Agreement, Aston Bay can earn an 80% undivided interest in the Property by spending a minimum of $3,000,000 on qualifying exploration expenditures ("Expenditures") over a four-year period. Aston Bay also agreed to make a cash payment of $50,000 to EGS following the signing of the Option Agreement (paid). EGS shall be the operator during the term of the Option Agreement, but the parties shall also establish a technical committee to approve all Expenditures. The technical committee will be composed of two members, one appointed by each of Aston Bay and EGS, with Aston Bay to have a casting vote.

The Option Agreement provides for an 80/20 joint venture (the "JV") to be formed between the parties upon Aston Bay earning its interest in the Property. The Option Agreement is binding, however it also provided for a replacement agreement in the future, (the "Definitive Agreement") and such Definitive Agreement contains the terms that will govern the JV (completed April 23,

3. Exploration and Evaluation Expenses - continued

2024). Pursuant to the Definitive Agreement, EGS will have a carried interest until the JV completes a bankable feasibility study in respect of the Property, with EGS's contributions to the JV to be credited against future revenue from the Property. After completing a bankable feasibility study,

EGS shall be diluted in the event it does not contribute its proportionate share, and its interest will be converted into a 2% net smelter return ("NSR") if its interest is diluted to below 10%. Aston Bay shall have a right to repurchase 50% of such NSR for $1,500,000 during the two-year period after commencement of commercial production from the Property.

During the year, the Company completed staking in the area that significantly expanded the size of the property from 15 claims over 8320 hectares (20,559 acres) to now consisting of 66 claims covering an area of 79,725.43 hectares (197,005 acres) over a trend approximately 74 km by 14 km in lateral extent.

Buckingham Gold Project

The Buckingham Gold Project ("BGP") is located in central Virginia, USA, within a copper-lead-zinc-gold-silver (Cu-Pb-Zn-Au-Ag) mineralized sedimentary and volcanic belt prospective for sedimentary exhalative (SEDEX) or Broken Hill (BHT) type deposits.

The Company operates the BGP under Exploration and Option-to-Lease agreements (the BGP Lease Agreements") with private landowners in Buckingham County, Virginia. On August 23, 2019, the Company entered into a definitive three-year agreement (the "BGP Agreement") with a North American timber company which granted Aston Bay an exclusive option to lease the mineral rights to 10,985 acres (4,445 hectares) of land located within the BGP area. Pursuant to the terms and conditions of the BGP Agreement, the Company is required to pay minimum annual option payments and incur minimum annual expenditures totalling USD450,000 for the commitment period (August 23, 2021 – August 22, 2022).

Pursuant to the terms of the BGP Agreement, the Company has surrendered certain portions of the original land package and there are now 2,235 acres remaining under the BGP Agreement. The BGP Lease Agreement has been converted to a mining lease and annual cash payment of US$100,000 paid to extend the lease period to September 15, 2025.

<u>Property Expansion</u>

In March 2022, the Company entered into exploration agreements with an option-to-lease arrangement with two private landowners to lease the mineral rights for land parcels adjacent to the BGP. The combined properties consist of 532 acres (215.3 hectares) of private land adjacent to the existing parcels that host the Buckingham Gold vein. One of the properties, consisting of 41 acres, was subsequently deemed nonessential and the agreement was terminated. The agreement covering the remaining 493.8 acres is for a period of five years and the Company must make option payments totalling US$4,938 on signing and in the first and second years, US$9,876 in the third year, and US$12,345 in the fourth and fifth years to keep the agreement in good standing otherwise it will forfeit the option. The parties are currently in negotiations to amend the terms of the arrangement in order to keep the option in good standing.

Virginia Metals Project

On September 15, 2024, Blue Ridge Mining Inc., a wholly owned subsidiary of Aston Bay (the "Lessee"), entered into a Mining Lease Agreement (the "MLA") with Weyerhaeuser Company, a Washington corporation (the "Lessor") to lease certain lands in Buckingham County Virginia (the "Lease Area"), for the purpose of exploration activities, development and mining operations. This lease shall be for a primary term of fifteen (15) years ("Primary Term") unless terminated in accordance with the terms of the MLA. The Primary Term may be extended by the Lessee, by written notice given to Lessor at least six (6) months prior to the expiration of the Primary Term, for an additional term of fifteen (15) years ("Extension Term").

During the term(s) of the lease, the Lessee shall pay to Lessor the following nonrefundable annual rental payments subject to annual adjustment for inflation:

Lease Year	Annual Rent Payment
Lease Years 1 thru 10	$100,000
Lease Year 11	$200,000
Lease Year 12 and thereafter	$300,000

Additionally, once a Notice of Commitment to Proceed (as defined in the MLA) is delivered by the Lessee to the Lessor, the Lessee shall expend the following minimum amounts of Qualifying Expenditures (as defined in the MLA) in annual work commitments ("Annual Work Commitments"):

Lease Year	Annual Work Commitments
Lease Years 1 thru 10	$225,000
Lease Year 11	$300,000
Lease Year 12 and thereafter	$500,000

Should the Company achieve commercial success during the term(s) of the lease, certain net smelter return ("NSR") royalties shall become due and owing to the Lessor. A portion of the NSR royalties may be repurchased by the Lessee for cash as determined by a valuation mechanism contained in the MLA.

4. Related-Party Transactions and Balances

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the party in making financial or operating decisions or by virtue of common ownership. Related parties include the Board of Directors, officers, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions. In accordance with IAS 24 - Related Party Disclosure, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executives and non-executive) of the Company.

The remuneration of key management personnel during the period is as follows:

	For the three months ended December 31,		For the nine months ended December 31,	
	2024	2023	**2024**	2023
Management fees	**$92,500**	$57,500	**$277,500**	$115,000
Share-based payments	**25,801**	—	**114,180**	—
	$118,301	$ 57,500	**$391,680**	$ 115,000

From September 2020 to March 2022, the Company's CEO made advances to the Company, totaling $670,000, in the form of a short-term step loan, to assist the Company in meeting its financial obligations (the "Loan"). The Loan was interest-bearing at 15% per annum, with interest payable quarterly. At December 31, 2024, the Loan has been fully repaid, including all accrued interest totaling $240,340 (At March 31, 2024, the Loan, together with interest owed totaled $644,778).

5. Deferred Premium on Flow-Through Shares

The premium paid for flow-through shares in excess of the market value of the shares without the flow-through features is initially recognized as a liability. The liability is subsequently reduced and recorded in the consolidated statements of comprehensive loss on a pro-rata basis based on the corresponding eligible expenditures that have been incurred when it is the Company's intention to file the appropriate renunciation forms with the Canadian taxation authorities.

Total premium liability of $985,790 was recognized during the period in respect of flow-through financings *(see note 6)* and, $963,208 of the deferred premium liability was recognized as income in the consolidated statements of comprehensive loss.

In connection with the flow-though financing conducted during the period, the Company incurred an obligation to spend a total of $2,083,700 on qualifying exploration expenditures. During the period, the Company incurred qualifying exploration expenditures totalling $2,035,969 and as at December 31, 2024 it had a remaining commitment to incur $47,731 by December 31, 2025.

6. Share Capital

Authorized share capital
The Company is authorized to issue an unlimited number of common shares without par value.

a) During the nine months ended December 31, 2024, the Company completed a private placement, in three tranches, on May 9, June 6, and June 20, 2024. The Company issued 17,056,333 non-flow-through units ("NFT Units") at a price of $0.12 per NFT Unit and 13,891,333 flow-through ("FT") shares at a price of $0.15 per FT share, for gross proceeds of $4,130,460. Each NFT Unit consists of one common share of the Company and one common share purchase warrant entitling the holder thereof to acquire an additional common share of the Company at price of $0.18 per share purchase warrant, for a period of 24 months from the date of issuance. The premium recorded on the FT Shares was $985,790. In connection with the financing, the Company paid aggregate cash finder's fees of $160,629 and legal and regulatory fees of $25,542.

The following table summarizes the common shares activity for the year ended March 31, 2024 and the nine months ended December 31, 2024:

	Number of Shares	Amount
Balance – March 31, 2023	**178,453,594**	**$19,581,934**
Private placement	31,297,375	2,503,790
Share issue costs	—	(267,458)
Warrants issued	—	(1,096,841)
Options exercise	7,375,000	976,668
Warrants exercise	4,876,000	633,365
Balance – March 31, 2024	**222,001,969**	**$22,331,458**
Private placement	30,947,666	2,276,524
Share issue costs	—	(215,061)
Deferred premium liability	—	(985,790)
Balance – December 31, 2024	**252,949,635**	**$24,392,921**

Stock Options

The Corporation has a stock option plan (the "SOP"). The purpose of the SOP is to equip the board of directors to be able to attract, retain and motivate management, staff, and consultants by providing them with the opportunity, through share options and share issuances, to acquire a proprietary interest in the Company and benefit from its growth. The maximum number of options to be issued under the SOP shall not exceed 10% of the total number of common shares issued and outstanding.

a) On April 23, 2024, the Company granted 500,000 stock options to consultants of the Company. The options have an exercise price of $0.13 per share and expire on April 23, 2031. The stock options were assigned a value of $59,100 using the Black-Scholes option-pricing model with the following assumptions: expected life of five years, risk-free rate of 3.79%, expected dividend yield of 0%, and expected volatility of 147.2%. The fair value amount of $59,100 is included in share-based compensation for the period.

6. Share Capital, continued

Stock Options, continued

b) On August 2, 2024, the Company granted 2,300,000 stock options to directors, officers and consultants of the Company. These options have an exercise price of $0.105 per share and expire five years from the date of the grant. The options vest 1/3 on the date of grant, 1/3 on August 2, 2025 and the final 1/3 vest on August 2, 2026. The stock options were assigned a value of $228,503 using the Black-Scholes option-pricing model with the following assumptions: expected life of five years, risk-free rate of 2.88%, expected dividend yield of 0%, and expected volatility of 169.6%. During the nine months ended December 31, 2024, a total of $180,170 has been charged as share-based compensation expense.

c) On December 8, 2024, 400,000 stock options expired, unexercised.

The following table summarizes the stock option activity during the nine months ended December 31, 2024:

	Number of Options	Weighted average exercise price
Balance – March 31, 2023	**13,052,500**	**$0.11**
Granted	16,225,000	0.12
Exercised	(7,375,000)	(0.08)
Expired	(1,877,500)	(0.28)
Balance – March 31, 2024	**20,025,000**	**$0.11**
Granted	2,800,000	0.11
Expired	(400,000)	(0.15)
Balance – December 31, 2024	**22,425,000**	**$0.11**

As at December 31, 2024 the following options were outstanding and exercisable:

Exercise Price ($)	Number of Options Outstanding	Weighted Average Remaining Contractual Life – Years	Number of Options Exercisable	Expiry Date
0.10	1,425,000	1.06	1,425,000	January 22, 2026
0.06	725,000	2.19	725,000	March 10, 2027
0.05	1,250,000	3.19	1,250,000	March 10, 2028
0.105	2,300,000	4.59	766,666	August 2, 2029
0.115	16,225,000	6.07	16,225,000	January 25, 2031
0.13	500,000	6.32	500,000	April 23, 2031
0.11	**22,425,000**	**5.32**	**20,891,666**	

6. Share Capital, continued

Warrants

a) In connection with the private placement tranches that closed on June 6, 2024 and June 20, 2024, the Company issued 17,056,333 private placement warrants exercisable at $0.18 per common share for 24 months from the date of issuance, and finders' warrants to acquire 334,230 common shares of the Company at an exercise price of $0.18 per common share until June 6, 2026. The aggregate fair value for the private placement warrants of $868,145 and $28,891 for the finders' warrants were determined using the Black Scholes pricing model with the following assumptions: volatility of 191.6.7%; an expected life of 2 years, a dividend yield of 0%, and a risk-free interest rate of 3.97%. The share price at the time of the issuance was $0.11.

The following table summarizes the warrants activity for the year ended March 31, 2024 and the nine months ended December 31, 2024:

	Weighted Number of Warrants	Weighted average exercise price ($)
Balance – March 31, 2023	**14,960,600**	**$0.12**
Issued	31,297,375	0.12
Broker warrants issued	1,502,843	0.08
Exercised	(4,876,000)	(0.12)
Expired	(10,414,600)	(0.12)
Balance – March 31, 2024	**32,470,218**	**0.12**
Issued	17,056,333	0.18
Broker warrants issued	334,230	0.18
Expired	(170,000)	(0.12)
Balance – December 31, 2024	**49,690,781**	**0.14**

As at December 31, 2024, the following warrants were outstanding and exercisable:

	Number of Warrants	Exercise Price ($)
October 5, 2025	30,797,375	0.12
October 5, 2025	1,502,843	0.08
June 6, 2026	17,160,563	0.18
June 20, 2026	230,000	0.18
	49,690,781	**0.14**

7. Capital Management

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the nine months ended December 31, 2024. The Company is not subject to externally imposed capital requirements.

8. Financial Risk Factors

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

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial end of the reporting period is the carrying value of its financial assets. Cash and cash equivalents are held with large financial institutions in Canada, and management believes that exposure to credit risk is not significant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. As of December 31, 2024, the Company had working capital of $1,713,207 (March 31, 2024 – deficit of $393,439). The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operational requirements as well as the growth and development of its mineral property interests. The Company coordinates this planning and budgeting process with its financing activities through the capital management process in normal circumstances.

The Company is currently in the exploration stage and has not commenced commercial operations. As at December 31, 2024, the Company has an accumulated deficit of $29,910,505 (March 31, 2024 - $28,876,521) and is not yet generating operating cash flows (see note 1).

Market risk

• Interest rate risk

The Company has no significant exposure to interest rate risk through its financial instruments.

• Price risk

The Company is indirectly exposed to price risk with respect to the price of base metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken. Price risk is remote since the Company is not a producing entity.

Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken.

8. Financial Risk Factors, continued

Fair value

The fair values of the Company's cash and cash equivalents, accounts receivable, loan payable, and accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of these instruments.

9. Commitments and Contingencies

Environmental

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations.

Contingencies

The Company is a party to certain employment/consultant contracts. These contracts contain clauses requiring that up to $377,300 be paid on termination for other than cause or pursuant to a change of control. Neither of these conditions have occurred therefore no provision has been made in these Interim Financial Statements.

10. Additional Cash Flow Information

	December 31, 2024	December 31, 2023
Accounts receivable	$—	$98,700
Sales tax recoverable	(9,571)	(68,596)
Prepaid expenses	51,182	(188,794)
Accounts payable and accrued liabilities	(325,024)	(1,172,750)
	$(283,413)	**$(1,331,400)**

11. Subsequent Event

Effective February 27, 2025, the Board of Directors has appointed Ms. Donna McLean as Interim Chief Financial Officer. Ms. McLean has been appointed to fill the vacancy in this position resulting from the recent sudden passing of Dwight Walker. *See Q3 MD&A.*