Consolidated Financial Statements

AVIDIAN GOLD CORP.

For the years ended June 30, 2024 and 2023

(Expressed in US dollars)

McGovern Hurley

Audit. Tax. Advisory.

Independent Auditor's Report

To the Shareholders of Avidian Gold Corp.

Opinion

We have audited the consolidated financial statements of Avidian Gold Corp. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at June 30, 2024 and 2023, and the consolidated statements of operations and comprehensive loss, consolidated statements of changes in shareholders' equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at June 30, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss during the year ended June 30, 2024 and, as of that date, the Company has an accumulated deficit. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material uncertainty related to going concern section, we have determined that there were no additional key audit matters to communicate in our report.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated]financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner of the audit resulting in this independent auditor's report is Jessica Glendinning.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
October 28, 2024

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AVIDIAN GOLD CORP.
Consolidated Statements of Financial Position
As at June 30, 2024 and 2023
(Expressed in US Dollars)

	2024	2023
	$	$
Assets		
Current		
Cash	**73,367**	48,492
Due from associate	**-**	27,857
Amounts receivable and prepaid expenses	**13,626**	9,847
Total current assets	**86,993**	86,196
Non-current assets		
Equipment (Note 5)	**-**	34,069
Investment in associate (Note 8)	**1,026,984**	1,169,120
Total assets	**1,113,977**	1,289,385
Liabilities		
Current		
Trade payables and accrued liabilities (Note 10)	**798,946**	621,950
Convertible debenture (Note 12)	**74,850**	-
Warrant liability (Note 7)	**12,205**	-
Total current liabilities	**886,001**	621,950
Non-current liabilities		
Warrant liability (Note 7)	**-**	99,221
Total liabilities	**886,001**	721,171
Shareholders' Equity		
Share capital (Note 6(b))	**19,932,362**	19,932,362
Share-based payment reserve (Note 6(c))	**2,183,862**	2,161,283
Deficit	**(21,888,248)**	(21,525,431)
Total equity	**227,976**	568,214
Total liabilities and shareholders' equity	**1,113,977**	1,289,385

DESCRIPTION OF BUSINESS AND GOING CONCERN (Note 1)
COMMITMENTS AND CONTINGENCIES (Notes 12 and 13)
SUBSEQUENT EVENTS (Note 16)

APPROVED BY THE BOARD OF DIRECTORS

Original signed by James Polson, Director

Original signed by Dino Titaro, Director

See accompanying notes to the consolidated financial statements

AVIDIAN GOLD CORP.
Consolidated Statements of Operations and Comprehensive Loss
Years ended June 30, 2024 and 2023
(Expressed in US Dollars)

	2024	2023
	$	$
Operating Expenses		
Exploration and evaluation expenditures (Note 13)	**156,107**	854,205
General and administrative (Note 11)	**210,945**	428,404
Accretion (Note 12)	**527**	-
Share-based compensation (Note 6(c))	**22,579**	124,623
Net loss before other losses (gains)	**390,158**	1,407,232
Foreign exchange (gain) loss	**(14,546)**	4,353
Loss from equity accounting in associate (Note 8)	**142,136**	349,043
Unrealized (gain) on warrant revaluation (Note 7)	**(84,631)**	(20,322)
Unrealized (gain) on derivative liability (Note 12)	**(70,300)**	-
Total other losses (gains)	**(27,341)**	333,074
Net loss and comprehensive loss for the year	**362,817**	1,740,306
Net loss per share - basic and diluted (Note 9)	**0.03**	0.15
Weighted average number of shares outstanding - basic and diluted (Note 9)	**12,360,716**	11,797,088

See accompanying notes to the consolidated financial statements

AVIDIAN GOLD CORP.
Consolidated Statements of Change in Shareholders' Equity
Year ended June 30, 2024 and 2023
(Expressed in US Dollars)

	Number of shares[1]	Share capital	Share-based payment reserve	Deficit	Total Equity
		$	$	$	$
Balance June 30, 2022	**11,183,750**	**19,536,485**	**2,033,015**	**(19,785,125)**	**1,784,375**
Net loss and comprehensive loss for the year	-	-	-	(1,740,306)	(1,740,306)
Private placement, net of issue costs (Note 6(b))	769,956	280,882	-	-	280,882
Value of warrants issued under private placement (Note 7)	-	(86,420)	-	-	(86,420)
Broker warrants issued (Note 7)	-	(3,645)	3,645	-	-
Shares for property acquisition (Note 13)	407,010	205,060	-	-	205,060
Share-based compensation (Note 6(c))	-	-	124,623	-	124,623
Balance June 30, 2023	**12,360,716**	**19,932,362**	**2,161,283**	**(21,525,431)**	**568,214**
Net loss and comprehensive loss for the year	-	-	-	(362,817)	(362,817)
Share-based compensation (Note 6(c))	-	-	22,579	-	22,579
Balance June 30, 2024	**12,360,716**	**19,932,362**	**2,183,862**	**(21,888,248)**	**227,976**

[1] Effective September 11, 2024, the Company's issued and outstanding common shares were consolidated on a one post-consolidation share for every fifteen pre-consolidation shares (1:15) basis. All share and per share information has been retroactively adjusted to reflect the share consolidation. Refer to Note 16.

See accompanying notes to the consolidated financial statements

AVIDIAN GOLD CORP.
Consolidated Statements of Cash Flows
Years ended June 30, 2024 and 2023
(Expressed in US Dollars)

	2024	2023
	$	$
Operating activities		
Net loss for the year	**(362,817)**	(1,740,306)
Items not involving cash:		
Amortization	**34,069**	36,052
Accretion	**527**	-
Loss from equity accounting in associate	**142,136**	349,043
Unrealized foreign exchange (gain) loss	**(5,535)**	1,541
Unrealized gain on warrant revaluation	**(84,631)**	(20,322)
Unrealized gain on derivative liability	**(70,300)**	-
Shares issued for property acquisition - Golden Zone	**-**	205,060
Share-based compensation	**22,579**	124,623
	(323,972)	(1,044,309)
Changes in non-cash working capital		
(Increase) decrease in amounts receivable and prepaids	**(3,779)**	26,036
Decrease in amount due from associate	**27,857**	43,136
Increase in trade payables and accrued liabilities	**176,996**	477,713
Change in non-cash operating working capital	**201,074**	546,885
Net cash flows used in operating activities	**(122,898)**	(497,424)
Financing activities		
Proceeds from issuance of convertible debentures	**147,773**	-
Proceeds from issuance of units	**-**	296,343
Unit issue costs	**-**	(15,461)
Net cash flows provided by financing activities	**147,773**	280,882
Change in cash	**24,875**	(216,542)
Cash, beginning of year	**48,492**	265,034
Cash, end of year	**73,367**	48,492

See accompanying notes to the consolidated financial statements

1. DESCRIPTION OF BUSINESS AND GOING CONCERN

Avidian Gold Corp. ("Avidian" or the "Company") was incorporated pursuant to the provisions of the British Columbia Business Corporations Act on September 24, 2013. The Company was continued into the Province of Ontario on October 20, 2020. The registered head office of the Company is located at 110 Yonge Street, Suite #1601, Toronto, Ontario, M5C 1T4.

Avidian is in the business of acquiring and exploring gold projects. As of June 30, 2024, the Company has acquired the rights to explore four gold properties in the United States of America and has a 28% ownership of High Tide Resources Corp. which holds the right to explore two properties in Eastern Canada.

The consolidated financial statements of the Company for the year ended June 30, 2024 were reviewed, approved and authorized for issue by the Board of Directors on October 28, 2024. Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory and environmental requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, and currency exchange fluctuations and restrictions.

The Company's property interests are at an early stage of exploration and, in common with many exploration companies, it raises financing for its exploration and appraisal activities in discrete tranches. The Company has incurred a loss for the year ended June 30, 2024 of $362,817 (2023 - $1,740,306), and has an accumulated deficit of $21,888,248 (2023 - $21,525,431) and a working capital deficiency as at June 30, 2024.

Although the Company has been successful in raising funds to date, there can be no assurance that adequate or sufficient funding will be available in the future, or available under terms acceptable to the Company. In the event that the Company is unable to secure further financing, it may not be able to complete the development of a gold, copper and other mineral projects. Material uncertainties as mentioned above cast significant doubt upon the Company's ability to continue as a going concern.

These consolidated financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company's ability to continue as a going concern is dependent on its ability to obtain additional sources of financing to successfully explore, evaluate and develop gold, copper and other mineral projects and ultimately, to achieve profitable operations. The success of these endeavours cannot be predicted at this time. The consolidated financial statements do not reflect adjustments to the carrying values and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments may be material.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Statement of compliance

These consolidated financial statements of the Company and its subsidiaries have been prepared in accordance with IFRS Accounting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") effective for the Company's reporting for the year ended June 30, 2024.

Basis of presentation

These consolidated financial statements have been prepared on an accrual basis except for cash flow information. These consolidated financial statements are based on historical costs except for those financial instruments carried at fair value and, except where otherwise stated, do not take into account changing money values, fair values of assets and liabilities or recoverable amounts. The policies set out below have been consistently applied to all periods presented.

Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are deconsolidated from the date control ceases.

The financial statements include all assets, liabilities, revenues, expenses, and cash flow of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

For non-wholly owned, controlled subsidiaries, the net assets attributable to outside equity shareholders are presented as “non-controlling interests” in the equity section of the consolidated statement of financial position. Loss for the period that is attributable to non-controlling interests is calculated based on the ownership of the minority shareholders in the subsidiary.

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions. Gains or losses on disposals to non-controlling interests are also recorded in equity.

The following companies have been consolidated within the consolidated financial statements:

Company	Registered	Principal activity
Avidian Gold Corp. ("Avidian")	British Columbia, Canada	Parent Company
Avidian Gold Inc. (1) ("Avidian Inc")	Ontario, Canada	Operating Company
Avidian Gold US Inc.(2) ("Avidian US")	Nevada, USA	Operating Company
Avidian Gold Alaska Inc.(2) ("Avidian Alaska US")	Alaska, USA	Operating Company
High Tide Resources Inc. (2) ("HTR")	Nova Scotia, Canada	Dormant Company

(1) 100% owned by Avidian Gold Corp.

(2) 100% owned by Avidian Gold Inc.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Presentation and functional currency

These consolidated financial statements are presented in United States ("US") dollars. The functional currency is the currency of the primary economic environment in which a company is currently operating.

Critical accounting judgments and estimation uncertainties

The preparation of consolidated financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the consolidated financial statements and related notes to the financial statements.

Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

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

<u>Functional currency determination</u>

The functional currency for the Company and its subsidiaries is the currency of the primary economic environment in which the entity operates. This has been determined to be the US dollar for all companies in the group.

Determination of functional currency is conducted through an analysis of the consideration factors identified in IAS 21 The Effects of Changes in Foreign Exchange Rates and may involve certain judgments to determine the primary economic environment. The Company reconsiders the functional currency of its entities if there is a change in events and conditions which determine the primary economic environment. Significant changes to those underlying factors could cause a change to the functional currency.

<u>Assets' carrying values and impairment charges</u>

In the determination of carrying values and impairment charges, management looks at the higher of recoverable amount or fair value less costs to sell in the case of assets and at objective evidence of significant or prolonged decline of fair value on financial assets indicating impairment. These determinations and their individual assumptions require that management make a decision based on the best available information at each reporting period.

<u>Fair value of financial instruments</u>

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty. Specifically the warrant liability and convertible debenture have significant measurement uncertainty. See Note 7 and 12.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Share-based compensation

Management is required to make certain estimates when determining the fair value of the share-based compensation. These estimates affect the amount recognized as share-based compensation in the consolidated financial statements and are based on expected volatility and the expected lives of the underlying stock options.

Estimation of decommissioning and restoration costs and the timing of expenditure

The cost estimates are updated annually during the life of a project to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations) and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value.

Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Management must make a number of assumptions about the amount and timing of future cash flows, discount rate and inflation rate to be used. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due.

The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Impairment of investment in associate and due from associate

Impairment exists when the carrying value of the investment in associate and due from associate exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Contingencies

See Note 15.

Cash

Cash in the consolidated statement of financial position comprises cash held in approved banks.

Financial instruments

Financial assets and liabilities

Initial recognition and measurement
Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through profit or loss ("FVPL") or fair value through other comprehensive income ("FVOCI"), and "financial assets at amortized costs", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost. Cash, other amounts receivable and amount due from associate held for collection of contractual cash flows are measured at amortized cost.

Subsequent measurement – financial assets at amortized cost
After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the consolidated statements of operations.

Subsequent measurement – financial assets at FVPL
Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of operations. The Company does not have any financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI
Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of operations and comprehensive loss.

When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Derecognition
A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets
The Company's only financial assets subject to impairment are other amounts receivable and due from associate which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, amounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due.

An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities

Initial recognition and measurement
Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost
After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance cost in the consolidated statements of operations and comprehensive loss. The Company's trade payables and accrued liabilities are measured at amortized cost.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Subsequent measurement – Financial liabilities at FVPL
Financial liabilities measured at FVPL include financial liabilities management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial liabilities measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in the consolidated statements of operations. The Company's warrant liability, convertible debenture conversion option and call option are classified as financial liabilities at FVPL.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of operations and comprehensive loss.

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Exploration and evaluation expenditures are expensed as incurred except for expenditures associated with the acquisition of mineral exploration interests through a business combination, which are capitalized as mineral exploration interests.

Equipment

Equipment is carried at cost, less accumulated amortization and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use. Amortization is recognized based on the cost of an item of equipment, over its estimated useful life. Amortization is calculated using the straight line method over six years.

An asset's residual value, useful life and amortization method are reviewed, and adjusted if appropriate, at each reporting date. An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in profit or loss.

Impairment of non-financial assets

At each reporting date the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is an indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss in the consolidated statements of operations and comprehensive loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

At the end of each reporting date, the Company assesses whether there is any indication that previously recognized impairment losses no longer exist. If such an indication exists, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined net of amortization or depreciation, had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Provisions

A provision is recognized in the consolidated statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and the amount can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from such contracts are lower than the unavoidable cost of meeting its obligations under the contracts.

Decommissioning, restoration and similar liabilities

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Decommissioning, restoration and similar liabilities (continued)

Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and included in profit or loss as extraction progresses.

Associates

An associate is an investee over which the Company has significant influence. Significant influence is the ability to participate in the financial and operating policy decisions of the investee without having control or joint control over those policies. In general, significant influence is presumed to exist when the Company has between 20% and 50% of voting power. Significant influence may also be evidenced by factors such as the Company's representation on the board of directors, participation in policy-making of the investee, material transactions with the investee, interchange of managerial personnel or the provision of essential technical information. Associates are equity accounted for from the date of commencement of significant influence until the date that the Company ceases to have significant influence.

Results of associates are equity accounted for using the results of their most recent annual or interim financial statements, as applicable. Losses from associates are recognized in the consolidated financial statements until the investment in the associate is written down to nil. Thereafter, losses are recognized only to the extent that the Company is committed to providing financial support to such associates. When the financial statements of an associate used in applying the equity method are prepared as of a date different from that used by the Company, adjustments are made for the effects of significant transactions or events that occur between that date and the date of the Company's financial statements.

The carrying value of the investment in associates represents the cost of the investment, a share of the post-acquisition/loss of control retained earnings or losses, accumulated other comprehensive income and any impairment losses. At the end of each reporting period, the Company assesses whether there is any objective evidence that its investment in associate is impaired.

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized in "other comprehensive income", in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to taxes payable with regards to previous years.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Income taxes (continued)

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize any asset.

Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares.

Share-based compensation

Management determines costs for share-based compensation using market-based valuation techniques. The fair value of the market-based and performance-based share awards is determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Equity-settled share-based compensation to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the share capital note.

Equity-settled share-based compensation transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

Segment reporting

The Company operates in a single reportable operating segment, namely the acquisition, exploration and development of gold projects.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Issued capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Warrant liability

Under IFRS, when the currency of the exercise price of non-share-based compensation warrants is different than the functional currency of the legal entity in which they were issued, the warrants are accounted for as a derivative warrant liability. For the Company's warrants that have an exercise price denominated in Canadian dollars, the issued Canadian dollar warrants are accounted for as a derivative warrant liability, which is measured at fair value each reporting period using the Black-Scholes valuation model. Gains and losses from changes in fair value are recorded in the consolidated statement of operations.

The Company measures the initial warrant liability and subsequent revaluations of the warrant liability by reference to the fair value of the warrants at the date at which they were granted and subsequently revalues them at each reporting date. Estimating fair value for these warrants requires management to use the Black-Scholes option pricing model. This estimate also requires management to make assumptions about the most appropriate inputs to the valuation model including estimated fair value of the Company's common shares, the expected life of the warrants, volatility and dividend yield.

Convertible debenture

The components of the convertible debenture are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. The conversion option of the convertible debentures and the call option issued do not meet the criteria for equity classification and accordingly, are accounted for as embedded derivative liabilities. These liabilities are measured first using the Black-Scholes option pricing model, and the residual value is assigned to the debt component. Subsequent to initial recognition, the liability components are re-measured at fair value at each reporting period with the changes in fair value recognized in operations.

Subsequent to initial recognition, the liability components are accounted for at amortized cost using the effective interest rate method until the instrument is converted or the instrument matures. The liability component accretes up to the principal balance at maturity. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Estimating fair value for the conversion option and call option requires management to determine the most appropriate valuation model. This estimate also requires management to make assumptions about the most appropriate inputs to the valuation model including estimated fair value of the Company's common shares, the expected life of the instruments and volatility.

2. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Foreign currency translation

Foreign currency transactions are translated into the respective functional currencies of the Company and its subsidiaries using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of operations.

Recent accounting pronouncements

During the year ended June 30, 2024, the Company adopted a number of amendments and improvements to existing standards including those made to IAS 1 and 8. These new standards and changes did not have any material impact on the Company's consolidated financial statements.

3. CAPITAL MANAGEMENT

When managing capital, the Company's objective is to ensure the entity continues as a going concern as well as to achieve optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of gold resource assets.

The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business. The Company considers its capital to be equity, which comprises issued capital, share-based payment reserve and deficit, which at June 30, 2024, totaled $227,976 (2023 - $568,214).

The Company invests all capital not required for its immediate needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term guaranteed deposits, all held with select major Canadian financial institutions.

The Company is currently attempting to identify an economic gold resource and as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned acquisitions and exploration, as well as pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management has chosen to mitigate the risk and uncertainty associated with raising additional capital in current economic conditions by:

a. maintaining a liquidity cushion in order to address any potential disruptions or industry downturns;
b. minimizing discretionary disbursements; and
c. exploring alternative sources of liquidity.

In light of the above, the Company will continue to assess new properties if the Company believes there is sufficient potential and if it has adequate financial resources to do so.

3. CAPITAL MANAGEMENT (continued)

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There were no significant changes in the Company's approach to capital management during the years ended June 30, 2024 and 2023.

4. FINANCIAL RISK FACTORS

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (specifically commodity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

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 attributable to cash. Cash is held with a reputable financial institution, from which management believes the risk of loss to be remote.

Included in amounts receivable is sales tax receivable from government authorities in Canada. Management believes that the credit risk concentration with respect to financial instruments included in amounts receivable and the amount due from associate is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they become due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company.

The Company generates cash flow primarily from its financing activities. As at June 30, 2024, the Company had cash of $73,367 (2023 - $48,492) to settle current liabilities of $886,001 (2023 - $621,950). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance and liquidity.

All of the Company's current financial liabilities as at June 30, 2024, except for the convertible debenture and warrant liability, have contractual maturities of less than 30 days and are subject to normal trade terms. See Note 16(d).

Market risk

<u>Interest rate risk</u>

The Company has cash balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in money market funds traded by its banking institutions.

The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Management believes that interest rate risk is remote as investments are short-term, and the Company currently does not carry interest bearing debt at floating rates.

4. FINANCIAL RISK FACTORS (continued)

Foreign currency risk

The Company primarily incurs expenditures in US dollars and Canadian dollars. As at June 30, 2024, the Company holds in cash the following amounts (reported in US$ currency) in Canadian ("CDN") and US funds respectively: $26,328 and $47,039 (2023 - $46,392 and $2,100).

Commodity price risk

The Company is exposed to price risk with respect to gold prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to gold price movements and volatilities. The Company closely monitors gold prices to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis

As of June 30, 2024 and 2023, both the carrying and fair value amounts of the Company's current financial instruments are approximately equivalent due to their short-term nature. The sensitivity analysis shown in the notes below may differ materially from actual results. Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible for the year ended June 30, 2024:

(i) As at June 30, 2024, if foreign exchange rates had decreased/increased by 10% with all other variables held constant, the loss for the year ended June 30, 2024 and shareholders' equity would have changed by approximately $45,000 as a result of lower/higher foreign exchange gains and losses on funds held in foreign currencies.

(ii) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of gold. Gold prices have fluctuated significantly in recent years. There is no assurance that, even as commercial quantities of gold may be produced in the future, a profitable market will exist for them. As of June 30, 2024, the Company was not a gold producer. As a result, gold price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Fair value hierarchy and liquidity risk disclosure

The three levels of the fair value hierarchy are as follows:

Level 1	Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2	Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
Level 3	Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

At June 30, 2024 and 2023, the Company did not hold any financial assets in the fair value hierarchy.

(Expressed in US dollars – except where otherwise indicated)

4. FINANCIAL RISK FACTORS (continued)

Sensitivity analysis (continued)

At June 30, 2024 and June 30, 2023, the fair value of the Company's conversion option and call option component of the convertible debenture and the warrant liability were held at fair value are based on Level 2 measurements.

Level 2 Hierarchy

The key assumptions used in the valuation of the conversion option component of convertible debenture and warrant liability include (but are not limited to) the Company's quoted market price and share price volatility of comparable publicly traded companies.

For the conversion option and call option component of the convertible debenture and warrant liability valued based on market-based valuation techniques, the inputs can be judgmental (See Notes 7 and 12). A +/- 25% change in the fair value of these Level 2 liabilities as at June 30, 2024 will result in approximately a corresponding +/- $19,000 change in the net loss for the year.

5. EQUIPMENT

Cost	**Equipment**
Balance, June 30, 2022	$ 213,002
Additions	-
Balance, June 30, 2023	213,002
Additions	-
Balance, June 30, 2024	**$ 213,002**
Amortization and impairment	**Equipment**
Balance, June 30, 2022	$ 142,881
Amortization	36,052
Balance, June 30, 2023	178,933
Amortization	34,069
Balance, June 30, 2024	**$ 213,002**
Carrying amounts	
Balance, June 30, 2023	$ 34,069
Balance, June 30, 2024	**$ -**

(Expressed in US dollars – except where otherwise indicated)

6. SHARE CAPITAL

(a) Authorized

Unlimited number of common shares, with no par value.

(b) Issued

(i) On December 15, 2022, the Company closed a private placement for gross proceeds of CDN$404,232 ($296,343). A total of 769,956 units were issued at a price of CDN$0.525 ($0.39) per unit. Each unit consists of one common share of the Company and one common share purchase warrant; each warrant is exercisable into a common share at a price of CDN$0.90 ($0.66) for 24 months following the warrant issuance. Officers and directors of the Company subscribed for 92,381 units for gross proceeds of CDN$48,500 ($35,555).

(ii) On January 16, 2023, the Company issued 407,010 shares valued at CDN$0.675 ($0.45) for a total value of CDN$274,732 ($205,060) pursuant to the Golden Zone property agreement. See Note 13.

(c) Share-based payment reserve

Share based payment activity for the years ended June 30, 2024 and 2023 is summarized as follows:

	Number of stock options	Weighted average exercise price (CDN$)
Balance, June 30, 2022	**845,994**	**4.65**
Expired	(33,333)	(1.95)
Balance, June 30, 2023	**812,661**	**4.65**
Expired	(192,333)	8.85
Balance, June 30, 2024	**620,328**	**3.45**

Summary of options outstanding as at June 30, 2024:

							Black-Scholes inputs			
Number outstanding	Number exercisable	Grant date	Expiry date	Exercise price (CDN$)	Share-based compensation amount for the year ended June 30, 2024	Grant date fair value per option	Expected volatility	Expected life (yrs)	Expected dividend yield	Risk-free interest rate
233,327	233,327	26-Aug-19	26-Aug-24	3.00	-	$ 1.35	125%	5	0%	1.24%
3,676	3,676	1-Dec-17	19-Nov-24	4.50	-	$ 3.75	150%	7	0%	1.78%
199,995	199,995	3-Sep-20	3-Sep-25	4.20	9,902	$ 2.55	125%	5	0%	0.35%
73,331	73,331	7-Apr-21	7-Apr-26	3.00	9,445	$ 2.55	125%	5	0%	0.83%
109,999	103,332	19-Jul-21	19-Jul-26	3.00	3,232	$ 1.50	125%	5	0%	0.71%
620,328	613,661				$ 22,579					

The weighted average remaining time to expiry for all outstanding options as of June 30, 2024 is 1.01 years (2023 – 1.58 years).

7. WARRANTS

Warrants issued in connection with the completion of certain private placements are exercisable in Canadian dollars. The fair value of these non-compensatory warrants is recorded as a warrant liability at the date of issuance. These warrants are revalued at each financial position reporting date with the corresponding change recorded as gain on warrant revaluation on the consolidated statement of operations.

At June 30, 2024, the fair values of the Company's warrants were determined using the Black-Scholes option pricing model with the following inputs:

Expiry date	15-Dec-24
Number of warrants	769,956
Exercise price (CDN$)	0.90
Share price (CDN$)	0.15
Expected volatility	208%
Risk free interest rate	4.02%
Expected dividend yield	0%
Remaining life in years	0.46
Fair value	$ 12,205

The following table presents the reconciliation of the beginning and ending balances of the warrant liability:

	Warrant liability **$**
June 30, 2022	**31,582**
Warrant issuance	86,420
Warrant revaluation	(20,322)
Change in foreign exchange	1,541
June 30, 2023	**99,221**
Warrant revaluation	(84,631)
Change in foreign exchange	(2,385)
June 30, 2024	**12,205**

The following is a summary of warrant activity for the years ended June 30, 2024 and June 30, 2023:

	June 30, 2024		June 30, 2023	
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
		CDN$		CDN$
Balance, beginning of year	**1,841,701**	**2.10**	2,729,463	3.30
Granted in connection with private placements	-	-	789,005	0.90
Expired during the year	**(1,052,702)**	**3.00**	(1,676,767)	3.30
Balance, end of year	**788,999**	**0.90**	1,841,701	2.10

(Expressed in US dollars – except where otherwise indicated)

7. WARRANTS (continued)

a) In connection with the December 2022 private placement disclosed in Note 6, the Company issued 769,956 warrants. These warrants were assigned an estimated fair value of $86,420 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 108%, a risk free interest rate of 3.75%, share price of CDN$0.525 and an expected maturity of 2 years.

b) In connection with the December 2022 private placement disclosed in Note 6, the Company issued 19,043 broker warrants. These broker warrants were assigned an estimated fair value of $3,645, which was recorded in equity, using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 108%, a risk free interest rate of 3.75%, share price of CDN$0.525 and an expected maturity of 2 years.

Summary of warrants outstanding as at June 30, 2024:

Warrants	Classification	Exercise price	Grant date fair value of warrants	Expiry date
#		CDN$	$	
769,956	Liability	0.90	86,420	December 15, 2024
19,043	Equity	0.75	3,645	December 15, 2024
788,999			90,065	

8. INVESTMENT IN ASSOCIATE

Summarized financial statements of HTR Corp. as at and for the years ended June 30, 2024 and 2023 are as follows:

		2024		2023
Total assets	$	**64,232**	$	342,929
Total liabilities		**327,191**		304,130
Total net loss and comprehensive loss		**495,158**		1,193,404

The continuity of carrying value of the investment in HTR Corp. is set out below:

		2024		2023
Balance - beginning of year	$	**1,169,120**	$	1,518,163
Less: Equity loss from HTR Corp.		**(142,136)**		(349,043)
Balance - end of year	$	**1,026,984**	$	1,169,120

For the year ended June 30, 2024, the Company recorded a loss from equity accounting of $142,136 (2023 - $349,043) which included a dilution loss of $5,207 (2023 - $48,951 dilution gain).

Based on the quoted market price at June 30, 2024, the fair value of the Company’s interest in HTR Corp. was $877,702 (2023 - $2,144,646).

(Expressed in US dollars – except where otherwise indicated)

9. BASIC AND DILUTED NET LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended June 30, 2024 was based on the net loss of $362,817 (2023 - $1,740,306) and the weighted average number of common shares outstanding of 12,360,716 (2023 – 11,797,088).

Diluted loss per share did not include the effect of the stock options disclosed in Note 6(c), or the share purchase warrants disclosed in Note 7 as they are anti-dilutive for the years ended June 30, 2024 and 2023.

10. RELATED PARTY TRANSACTIONS

a) The remuneration of key management personnel is comprised of:

		June 30, 2024		June 30, 2023
Wages and benefits	**$**	**-**	$	17,174
Consulting fees		**17,649**		153,074
Share-based compensation		**14,018**		67,004
	$	**31,667**	$	237,252

*Key management personnel include directors, officers and former directors/officers.

b) See Note 6(b), (c), Note 8 and Note 12.

c) Trade payables and accrued liabilities as at June 30, 2024 include $228,703 (2023 - $216,959) owed to current and former officers of the Company. Such amounts are unsecured, non-interest bearing and with no fixed terms of payment.

11. GENERAL AND ADMINISTRATIVE

		June 30, 2024		June 30, 2023
Amortization (Note 5)	**$**	**34,069**	$	36,052
Corporate relations		**-**		13,376
Occupancy costs		**6,000**		2,400
Office supplies, bank charges and telephone		**46,975**		88,888
Professional fees and transfer agent		**123,901**		266,352
Travel and promotion		**-**		4,162
Wages and benefits		**-**		17,174
	$	**210,945**	$	428,404

12. CONVERTIBLE DEBENTURE

On August 8, 2023, the Company entered into loan facility agreements (“Series A”) with certain private lenders (which included two directors for CDN$100,000) (the "Financing") for gross funding of CDN$150,000 (the "Principal Amount"). The Financing was completed through the issuance of unsecured loan facility units (the "Units") issued to the subscribers (the "Subscribers") on a private placement basis. The Principal Amount shall be due and repayable in full, 18 months from the closing of the Financing, or upon the occurrence of a liquidity event (the "Liquidity Event"), whichever is earlier (both such events being the "Maturity Date"). The Liquidity Event shall mean any arms-length financing of the Company or any disposition of assets of the Company.

On the Maturity Date, a commitment fee totalling CDN$22,500 (the "Commitment Amount") shall be due and payable to the Series A Subscribers by the Company in addition to the Principal Amount.

Before the Maturity Date, the Series A Subscribers shall have the option (the "Conversion Option") to convert the Principal Amount and the Commitment Amount into common shares of HTR Corp. owned by the Company (the "High Tide Shares"), on the basis of eight (8) High Tide Shares for every one dollar (CDN$1.00), being an effective price of CDN$0.125 per High Tide Share for an aggregate of CDN$172,500 and a total of 1,380,000 High Tide Shares. In addition, regardless of whether the Conversion Option has been exercised, for a period of two years from the closing of the Financing the Subscribers of Series A shall have the option (the "Call Option") to acquire 1,200,000 High Tide Shares at a price of CDN$0.125 per common share for an aggregate purchase price of CDN$150,000. In connection with the Conversion Option and the Call Option, the Company shall place 2,580,000 High Tide Shares into escrow with their legal counsel.

On December 29, 2023, the Company entered into loan facility agreements (“Series B”) with certain private lenders (which included two directors for CDN$32,000) (the "Financing") for gross funding of CDN$48,000 (the "Principal Amount"). The Financing was completed through the issuance of unsecured loan facility units (the "Units") issued to the subscribers (the "Subscribers") on a private placement basis. The Principal Amount shall be due and repayable in full, 13 months from the closing of the Financing, or upon the occurrence of a liquidity event (the "Liquidity Event"), whichever is earlier (both such events being the "Maturity Date"). The Liquidity Event shall mean any arms-length financing of the Company or any disposition of assets of the Company.

On the Maturity Date, a commitment fee totalling CDN$7,200 (the "Commitment Amount") shall be due and payable to the Series B Subscribers by the Company in addition to the Principal Amount.

The Series B Subscribers shall have the option (the "Conversion Option") to convert the Principal Amount and the Commitment Amount into common shares of HTR Corp. owned by the Company (the "High Tide Shares"), on the basis of twenty eight point five seven (28.57) High Tide Shares for every one dollar (CDN$1.00), being an effective price of CDN$0.035 per High Tide Share for an aggregate of CDN$55,200 and a total of 1,577,143 High Tide Shares.

Under IFRS, when the currency of the conversion price of the conversion option is different than the functional currency of the legal entity in which they were issued, the conversion option component is accounted for as a derivative liability.

12. CONVERTIBLE DEBENTURE (continued)

The Company allocated the net proceeds to liability and derivative liability components based on the fair value of the conversion feature (which is an embedded derivative liability requiring separation) and the convertible debentures using the effective interest rate method.

The fair value of the Conversion Option component of Series A was determined to be $55,104 with a residual amount of $1 allocated to the liability on the date of issuance. The fair value of the Conversion Option component of the debenture at issuance was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 114%, risk-free interest rate of 4.56%, share price of CDN$0.11, and an expected life of 1.5 years.

The fair value of the Call Option was determined to be $56,375 on the date of issuance. The fair value of the Call Option was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 114%, risk-free interest rate of 4.56%, share price of CDN$0.11, and an expected life of 2 years.

The fair value of the Conversion Option component of Series B was determined to be $36,292 with a residual amount of $1 allocated to the liability on the date of issuance. The fair value of the Conversion Option component of the debenture at issuance was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 129%, risk-free interest rate of 3.91%, share price of CDN$0.035, and an expected life of 1.1 years.

The discount on the convertible debentures is amortized using the effective interest method over the term of the debenture. The Company accretes the carrying value of the convertible debentures each month by recognizing an accretion expense in the statement of operations and comprehensive loss and a credit to convertible note. For the year ended June 30, 2024, $527 (2023 - $nil) of accretion expense from the debt discount was recorded by the Company.

The fair value of the Conversion Option of Series A as at June 30, 2024 was estimated as $19,156 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 184%, risk-free interest rate of 4.25%, share price of CDN$0.055, and an expected life of 0.61 years.

The fair value of the Conversion Option of Series B as at June 30, 2024 was estimated as $29,677 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 184%, risk-free interest rate of 4.25%, share price of CDN$0.055, and an expected life of 0.61 years.

The fair value of the Call Option as at June 30, 2024 was estimated as $25,494 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility of 184%, risk-free interest rate of 4.25%, share price of CDN$0.055, and an expected life of 1.10 years.

(Expressed in US dollars – except where otherwise indicated)

12. CONVERTIBLE DEBENTURE (continued)

The following table presents the reconciliation of the beginning and ending balances of the components of the convertible debt:

	Liability $	Conversion Option $	Call Option $	Total $
June 30, 2023	-	-	-	-
Issuance of debenture	2	91,396	-	91,398
Issuance of call option	-	-	56,375	56,375
Accretion of liability	527	-	-	527
Revaluation of conversion option	-	(40,256)	-	(40,256)
Revaluation of call option	-	-	(30,044)	(30,044)
Change in foreign exchange	(6)	(2,307)	(837)	(3,150)
June 30, 2024	**523**	**48,833**	**25,494**	**74,850**

At June 30, 2024, the face value of the outstanding convertible debentures totals CDN$198,000. See Note 16(d).

13. EXPLORATION AND EVALUATION EXPENDITURES

Golden Zone

The Company's 100% owned Golden Zone property is comprised of State of Alaska claims, a Millsite Lease and an Uplands Mining Lease which is valid until 2050. Certain claims are subject to a 3-4% net smelter royalty ("NSR") while the Company has the right to buy back 50% of the claims that are subject to a 3% NSR. On January 15, 2023, the Company made the final issuance of 6,105,154 common shares required under the Golden Zone purchase agreement. The fair value of the shares was estimated based on the quoted market price of the Company's shares.

As a result of the subsequent event transaction described in Note 16(a), the Company disposed of this property through the sale of the Company's wholly-owned Alaskan subsidiary, Avidian Gold Alaska Inc.

Amanita

On October 31, 2016, the Company signed a definitive agreement for a 15-year lease to purchase option pursuant to which the Company can acquire a 100% interest in the Amanita claim block subject to a 3% NSR for cash consideration of $3,000,000. The Amanita claim block is comprised of certain lode claims located within the Fairbanks Mining District northeast of Fairbanks, Alaska.

The Company paid $5,000 at the time of signing a letter of intent and a further $20,000 on the signing of the definitive property agreement. The Company is required to make minimum payments as follows, which are credited against the $3,000,000 purchase price.

a. First anniversary of agreement date: $15,000 (paid)

13. EXPLORATION AND EVALUATION EXPENDITURES (continued)

Amanita (continued)

b. Second anniversary of agreement date: $25,000 (paid)
c. Third anniversary of agreement date: $30,000 (paid)
d. Every subsequent anniversary: payments increase by $10,000 annually (paid $50,000 in July 2020; $60,000 in July 2021; $70,000 in July 2022 and $42,500 in September 2024).

The Company has received an extension to make the 2023 anniversary payment. The Company may acquire the 3% NSR royalty for an additional $3,000,000.

As a result of the subsequent event transaction described in Note 16(a), the Company disposed of this property through the sale of the Company's wholly-owned Alaskan subsidiary, Avidian Gold Alaska Inc.

Amanita NE

On July 21, 2020, the Company acquired a 100% interest in the Amanita NE gold property, located in Alaska. The Company issued 2,500,000 common shares as consideration for the acquisition. The fair value of the shares was estimated based on the quoted market price of the Company's shares. The vendors were granted a 1% NSR on the Amanita NE property and a 0.2% NSR royalty on the Amanita property.

The vendors will also be entitled to receive one-half of any additional royalty granted to a third party in the event of the subsequent disposition by the Company of the Amanita NE property, and to receive 25% of any net profits received from such sale to third party after a deduction of an amount equal to two times the exploration costs expended by the Company on the Amanita NE property and reasonable transactional expenses incurred in connection with sale to the third party.

As a result of the subsequent event transaction described in Note 16(a), the Company disposed of this property through the sale of the Company's wholly-owned Alaskan subsidiary, Avidian Gold Alaska Inc.

Jungo

The Company's Jungo property consists unpatented mining claims held by the Company. Certain claims are subject to a 2% NSR.

(Expressed in US dollars – except where otherwise indicated)

13. EXPLORATION AND EVALUATION EXPENDITURES (continued)

The following table summarizes exploration and evaluation expenditures during 2024 and 2023 for each of the Company's respective properties.

Golden Zone		**June 30, 2024**		June 30, 2023
Acquisition and holding costs	**$**	**36,713**	$	434,258
Evaluation expenditures		**8,557**		241,654
	$	**45,270**	$	675,912
Amanita				
Acquisition and holding costs	**$**	**98,086**	$	88,136
Evaluation expenditures		**-**		36,695
	$	**98,086**	$	124,831
Amanita NE				
Acquisition and holding costs	**$**	**5,305**	$	5,305
Evaluation expenditures		**-**		-
	$	**5,305**	$	5,305
Jungo				
Acquisition and holding costs	**$**	**7,446**	$	48,157
Evaluation expenditures		**-**		-
	$	**7,446**	$	48,157
TOTAL EXPLORATION AND EVALUATION EXPENDITURES	**$**	**156,107**	$	854,205

(Expressed in US dollars – except where otherwise indicated)

14. INCOME TAXES

The Company utilizes the asset and liability method of accounting for incomes taxes. The estimated taxable income for the years ended June 30, 2024 and 2023 is $Nil. Based upon the level of historical taxable income, it cannot be reasonably determined if the Company will realize deferred income tax assets.

(a) Provision for income taxes

Major items causing the Company's effective income tax rate to differ from the combined statutory rate of 26.5% (2023 – 26.5%) were as follows:

	2024 $	2023 $
(Loss) before income taxes	(362,817)	(1,740,306)
Expected income tax recovery based on statutory rate	84,000	411,000
Adjustment to expected income tax benefit:		
Other	(16,000)	(558,000)
Change in benefit of tax assets not recognized	(68,000)	147,000
Deferred income tax provision (recovery)	-	-

(b) Deferred income taxes

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

Canada	2024 $	2023 $
Non-capital loss carry-forwards	8,886,000	9,849,000
Share issue costs	46,000	103,000
Mineral exploration property costs	498,000	561,000
Investment in associate	1,016,000	-
Total	10,446,000	10,513,000
United States		
Non-capital loss carry-forwards	14,517,000	14,102,000
Other	3,000	(27,000)
Total	14,520,000	14,075,000

The Company has approximately $8,886,000 (CDN$12,116,000) (2023 - $9,849,000, CDN $13,107,000) of non- capital losses in Canada, $14,517,000 (2023 - $14,102,000) of non-capital losses in the United States as at June 30, 2023, which under certain circumstances can be used to reduce the taxable income of future years. The non-capital losses in the United States do not expire.

(Expressed in US dollars – except where otherwise indicated)

14. INCOME TAXES (continued)

(b) Deferred income taxes (continued)

The non-capital losses in Canada will expire as follows:

2032	$	115,000
2033		140,000
2034		213,000
2035		293,000
2036		1,769,000
2037		253,000
2038		473,000
2039		1,429,000
2040		740,000
2041		2,135,000
2042		760,000
2043		355,000
2044		211,000
Total	$	8,886,000

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

(c) Canadian development and exploration expenditures

The Company has approximately $498,000 (CDN$566,000) of Canadian development and exploration expenditures as at June 30, 2024 (2023 - $665,000, CDN$881,000) which under certain circumstances can used to reduce taxable income in future years.

15. COMMITMENTS AND CONTINGENCIES

Environmental contingencies

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.

16. SUBSEQUENT EVENTS

(a) On August 6, 2024, the Company closed the sale of the Company's wholly-owned Alaskan subsidiary, Avidian Gold Alaska Inc. to Contango Ore Inc. ("Contango"), for initial consideration of $2,400,000, plus a potential future upside consideration of $1,000,000 for a total consideration of up to $3,400,000. Contango will pay the Company an initial purchase price of $2,400,000 consisting of (i) $400,000 in cash and (ii) $2,000,000 in shares of Contango common stock (the "equity consideration"). The cash consideration shall be paid in the following tranches: (i) a deposit of $50,000 (that has been received in April 2024); (ii) $150,000 due on the closing date; and (iii) $200,000 due on or before the six-month anniversary of the closing date. The number of shares of common stock constituting the equity consideration will be determined based on Contango's NYSE American, 10-day volume-weighted average price immediately prior to the closing date.

If Contango makes a positive production decision on either of the Amanita or Golden Zone properties within 120 months of the closing date, Contango will pay the Company an additional $1,000,000 within 30 days of such decision (the "deferred purchase price"). The deferred purchase price can be paid in either cash or shares of Contango, at Contango's sole discretion. If, at any time prior to this production decision, within the 120-month period, Contango enters into a third party transaction on either of the Amanita or Golden Zone properties, the Company will receive 20 per cent of the consideration received by Contango (capped at $500,000 per property), to be credited against the total deferred purchase price.

(b) Subsequent to June 30, 2024, following approval by the Company's Board of Directors and the TSXV, the Company's issued and outstanding common shares were consolidated on a one post-consolidation share for every fifteen pre-consolidation shares (1:15) basis. The common shares commenced trading on a post-consolidated basis on the TSXV at market open on September 11, 2024. The Company's name and trading symbols remained unchanged. All references in these consolidated financial statements to loss per share, weighted average number of common shares outstanding, common shares issued and outstanding and authorized common shares have been adjusted to reflect the share consolidation. As a result of the consolidation, as at June 30, 2024, after rounding of fractional shares, there were 12,360,716 common shares issued and outstanding on a post-consolidation basis.

(c) Subsequent to June 30, 2024 a total of 233,327 options with an exercise price of CDN$3.00 expired. Refer to Note 6(c).

(d) In October 2024 the Company repaid the convertible debentures. The total cash payment for the face value and the commitment fee was CDN$227,200. The debenture holders retain the Call Option to acquire 1,200,000 High Tide Shares at a price of CDN$0.125 per common share for an aggregate purchase price of CDN$150,000 until August 8, 2025. Refer to Note 12.