NEVADA ORGANIC PHOSPHATE

Nevada Organic Phosphate Inc.

(Formerly "Silver Eagle Mines Inc.")

Consolidated Financial Statements

For the Years ended April 30, 2024 and 2023

(Expressed in Canadian Dollars)

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INDEPENDENT AUDITORS' REPORT

To the Shareholders of Nevada Organic Phosphate Inc.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Nevada Organic Phosphate Inc. (formerly "Silver Eagles Mines Inc.") (the "Company"), which comprise the consolidated statements of financial position as at April 30, 2024 and April 30, 2023 and the consolidated statements of loss 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 material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Company as at April 30, 2024 and April 30, 2023, and its consolidated financial performance and its consolidated cash flows for the year 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 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, and 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

Without qualifying our opinion, we draw attention to Note 1 to the consolidated financial statements which indicates the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the current year. 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 are no other key audit matters to communicate in our report.

Information other than the Consolidated Financial Statements and the Auditor's Report thereon

Management is responsible for the other information. The other information comprises the information, other than the consolidated financial statements and our auditor's report thereon, included in Management's Discussion and Analysis report.

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 identified above 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 report prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. 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 to 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 the 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 judgment 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 risk 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the financial statements.

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.

The engagement partner on the audit resulting in this independent auditor’s report is Junaid Hassam.

Buckley Dodds

Vancouver, British Columbia
August 26, 2024

Buckley Dodds CPA
Chartered Professional Accountants

Nevada Organic Phosphate Inc.
(Formerly "Silver Eagle Mines Inc.")
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

	April 30, 2024	April 30, 2023
	$	$
Assets		
Current Assets		
Cash	**39,176**	334,802
GST receivable	**8,186**	14,028
Prepaid expenses	**23,756**	118,413
Total Current Assets	**71,118**	467,243
Deposit on exploration and evaluation assets (Note 4)	**53,212**	22,371
Total Assets	**124,330**	489,614
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities	**115,698**	45,454
Subscription received in advance (Note 5)	**50,000**	-
Total Liabilities	**165,698**	45,454
Shareholders' Equity (Deficiency)		
Share capital (Note 6)	**1,974,965**	1,725,015
Reserve for warrants (Note 8)	**70,600**	-
Reserve for options (Note 9)	**130,175**	76,994
Accumulated deficit	**(2,217,108)**	(1,357,849)
Total Shareholders' Equity (Deficiency)	**(41,368)**	444,160
Total Liabilities and Shareholders' Equity	**124,330**	489,614

Nature of operations and going concern (Note 1)
Subsequent events (Note 15)

Approved and authorized for issue by the Board of Directors

On behalf of the Board:

"Robin Dow" Director *"Eric Szustak"* Director

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

Nevada Organic Phosphate Inc.
(Formerly "Silver Eagle Mines Inc.")
Consolidated Statements of Loss and Comprehensive Loss
For the Years ended April 30, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
	$	$
Expenses		
Bank charges and interest	**1,959**	2,241
Consulting fees (Notes 6 and 11)	**135,186**	9,206
Contract fees	**43,838**	11,160
Directors' fees (Note 11)	**11,000**	8,250
Exploration and evaluation expenses	**143,326**	235,860
Insurance expenses	**11,213**	-
Investor relations contract fees	**125,771**	132,932
Management fees (Note 11)	**91,000**	61,279
Office and general	**10,277**	9,224
Other expenses	**5,333**	-
Professional fees	**66,890**	240,956
Regulatory fees	**31,112**	57,312
Stock-based compensation (Notes 9 and 11)	**90,881**	98,785
Travel and promotion	**130,973**	62,738
Total Expenses	**(898,759)**	(929,943)
Gain on debt settlement (Notes 6 and 11)	**1,800**	-
Net Loss and Comprehensive Loss	**(896,959)**	(929,943)
Weighted Average Number of Outstanding Shares		
- Basic and diluted (Note 7)	**39,775,683**	34,043,843
Net Loss per Share		
- Basic and diluted (Note 7)	**(0.023)**	(0.027)

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

Nevada Organic Phosphate Inc.
(Formerly “Silver Eagle Mines Inc.”)
Consolidated Statements of Cash Flows
For the Years ended April 30, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
	$	$
Operating Activities		
Net loss for the year	**(896,959)**	(929,943)
Adjustments for non-cash items:		
Services paid in shares	**45,850**	20,000
Gain on debt settlement	**(1,800)**	-
Stock-based compensation	**90,881**	98,785
	(762,028)	(811,158)
Net change in non-cash working capital items:		
GST receivable	**5,842**	(11,364)
Prepaid expenses	**94,657**	(1,107)
Exploration and evaluation deposit	**(30,841)**	18,874
Accounts payable and accrued liabilities	**79,244**	88,874
Cash Flow (used in) Operating Activities	**(613,126)**	(716,481)
Financing Activities		
Proceeds from issuance of common shares	**277,500**	889,980
Share issuance costs	**(10,000)**	-
Proceeds from share subscription received in advance	**50,000**	-
Proceeds from issuance of special warrants	**-**	41,311
Cash Flow provided by Financing Activities	**317,500**	931,291
(Decrease) increase in cash	**(295,626)**	214,810
Cash, beginning of year	**334,802**	119,992
Cash, end of year	**39,176**	334,802

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

Nevada Organic Phosphate Inc.

(Formerly "Silver Eagle Mines Inc.")
Consolidated Statements of Changes in Shareholders' Equity
For the Years ended April 30, 2024 and 2023
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Special Warrants	Share Subscriptions	Reserve for Warrants	Reserve for Options	Accumulated Deficit	Total
	#	$	$	$	$	$	$	$
Balance, April 30, 2022	**13,664,440**	**524,990**	**5,135**	**80,000**	**-**	**-**	**(427,906)**	**182,219**
Shares issued for cash (Note 6)	18,164,000	894,980	-	(80,000)	-	-	-	814,980
Shares issued for costs (Note 6)	911,600	-	-	-	-	-	-	-
Shares issued for services (Note 6)	400,000	20,000	-	-	-	-	-	20,000
Shares issued for debt settlement (Note 6)	2,158,665	141,808	-	-	-	-	-	141,808
Special warrants issued (Note 10)	-	-	71,550	-	-	-	-	71,550
Special warrants cost (Note 10)	-	-	(30,239)	-	-	-	-	(30,239)
Special warrant conversion (Notes 6 and 11)	1,339,000	46,446	(46,446)	-	-	-	-	-
Shares issued on exercise of options (Notes 6 and 11)	750,000	96,791	-	-	-	(21,791)	-	75,000
Stock-based compensation (Note 9)	-	-	-	-	-	98,785	-	98,785
Net loss for the year	-	-	-	-	-	-	(929,943)	(929,943)
Balance, April 30, 2023	**37,387,705**	**1,725,015**	**-**	**-**	**-**	**76,994**	**(1,357,849)**	**444,160**
Balance, April 30, 2023	**37,387,705**	**1,725,015**	**-**	**-**	**-**	**76,994**	**(1,357,849)**	**444,160**
Shares issued for cash (Notes 6 and 8)	5,550,000	204,750	-	-	72,750	-	-	277,500
Shares issued as finders' units (Notes 6 and 8)	200,000	7,850	-	-	2,150	-	-	10,000
Share issue costs (Note 6)	-	(15,700)	-	-	(4,300)	-	-	(20,000)
Shares issued for debt settlement (Note 6)	180,000	7,200	-	-	-	-	-	7,200
Shares issued for services (Note 6)	1,310,000	45,850	-	-	-	-	-	45,850
Stock-based compensation (Note 9)	-	-	-	-	-	90,881	-	90,881
Cancellation of stock options (Note 9)	-	-	-	-	-	(37,700)	37,700	-
Net loss for the year	-	-	-	-	-	-	(896,959)	(896,959)
Balance, April 30, 2024	**44,627,705**	**1,974,965**	**-**	**-**	**70,600**	**130,175**	**(2,217,108)**	**(41,368)**

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

1. Nature of Operations and Going Concern

Nevada Organic Phosphate Inc. ("NOPI" or the "Company") was incorporated as Silver Eagle Mines Inc. in the Province of British Columbia on May 28, 2018. On May 3, 2023, the Company changed its name to Nevada Organic Phosphate Inc. to better reflect its nature of business. The Company's common shares are listed on the Canadian Securities Exchange (the "CSE") under the ticker symbol "NOP". The Company's head office address is located at 408 – 150 24th Street West, Vancouver, British Columbia, V7V 4G8, Canada.

The Company is an exploration stage junior mining company that engages in the identification, acquisition, evaluation and exploration ("E&E") of agricultural minerals, precious and base metals with mineral properties in the United States (the "U.S."). E&E efforts are dependent on the ability of the Company to obtain the necessary financing to acquire claims, complete the E&E of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these reserves, and upon attaining future profitable production from any acquired properties or sufficient proceeds from disposition of any properties.

Although the Company has taken steps to verify title to the mineral resource properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, undetected defects, unregistered claims, native land claims, and non-compliance with regulatory and environmental requirements.

These consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of operations. During the year ended April 30, 2024, the Company incurred a net loss of $896,959 (2023 – net loss of $929,943), and as of that date, the Company had an accumulated deficit of $2,217,108 (April 30, 2023 – $1,357,849), and a working capital deficiency of $94,580 (April 30, 2023 – working capital of $421,789). The Company's viability depends upon the acquisition and financing of mineral exploration or other projects. If mineral projects are to be successful, additional funds will be required for development and, if warranted, to place them into commercial production. The sources of financing presently available to the Company are equity financing. The ability of the Company to raise new funds will depend, in part, on prevailing market conditions as well as the operating performance of the Company. There can be no assurance that the Company will be successful in securing the necessary financing, if needed, on terms satisfactory to the Company. These conditions may cast significant doubt upon the Company's ability to continue as a going concern.

These consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. Such adjustments could be material.

2. Basis of Presentation

2.1 Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). The accounting policies set out below were consistently applied to the periods presented unless otherwise noted.

These consolidated financial statements were reviewed, approved, and authorized for issuance by the Board of Directors (the "Board") of the Company on August 26, 2024.

2.2 Basis of Measurement

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

2. Basis of Presentation (continued)

2.3 Statement of Consolidation

These consolidated financial statements include the accounts of the Company and its Nevada-based wholly-owned subsidiary, Nevada Phosphate Inc. ("NVP"). 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 consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

2.4 Functional Currency

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Company and its subsidiary. The functional currency is the currency of the primary economic environment in which the Company operates.

2.5 Significant Accounting Judgments, Estimates and Assumptions

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue, and expenses. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. These estimates are reviewed periodically, and adjustments are made as appropriate in the period they become known. Items for which actual results may differ materially from these estimates are described as follows:

Going concern

At each reporting period, management exercises judgment in assessing the Company's ability to continue as a going concern by reviewing the Company's performance, resources, and future obligations. The conclusion that the Company will be able to continue as a going concern is subject to critical judgments of management with respect to assumptions surrounding the short and long-term operating budgets, expected profitability, investment and financing activities and management's strategic planning. The assumptions used in management's going concern assessment are derived from actual operating results along with industry and market trends. Management believes there is sufficient capital to meet the Company's business obligations for at least the next 12 months, after taking into account expected cash flows, capital commitments, future financings, and the cash position at year-end.

Fair value of financial assets and financial liabilities

Fair value of financial assets and financial liabilities on the consolidated statements of financial position that cannot be derived from active markets, are determined using a variety of techniques including the use of valuation models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, judgment is required to establish fair values. Judgments include, but are not limited to, consideration of model inputs such as volatility, estimated life and discount rates.

Exploration and evaluation expenditures

E&E expenditures include the costs of acquiring licenses, costs associated with E&E activities, and the fair value (at acquisition date) of E&E assets. E&E expenditures are expensed as incurred except for expenditures associated with the acquisition of the E&E assets. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

2. Basis of Presentation (continued)

2.5 Significant Accounting Judgments, Estimates and Assumptions (continued)

Share-based payments and warrant valuations

Where equity settled share options are awarded to employees, the fair value of the options at the date of grant is charged to the statements of loss and comprehensive loss over the vesting period. Non-market vesting conditions are considered by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. If all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

The Company relies on the fair value obtained by applying the Black-Scholes option pricing model (“Black-Scholes”). This model requires making assumptions related to the risk-free interest rate (with a term that matches the expected life of the options), the expected stock price volatility, the expected life of the options and warrants and the expected dividend yield on the Company’s shares. Management also must estimate the number of options and warrants that will eventually vest. Management relies on experience to make these estimates.

Income taxes

Income taxes and tax exposures recognized in the consolidated financial statements reflect management’s best estimate of the outcome based on facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference. In addition, when the Company incurs losses that cannot be associated with current or past profits, it assesses the probability of taxable profits being available in the future based on its budgeted forecasts. These forecasts are adjusted to take into account certain non-taxable income and expenses and specific rules on the use of unused credits and tax losses. When the forecasts indicate the sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

Provisions

The Company recognizes a provision if there is a present obligation as a result of a past event, it is probable that the Company will be required to settle the obligation, and the obligation can be reliably estimated. The amount recognized as a provision reflects management’s best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Functional currency

The functional currency for the Company and its subsidiary is the currency of the primary economic environment in which they operate. Determination of functional currency involves significant judgments and other entities may make different judgments based on similar facts. The Company reconsiders periodically the functional currency of its businesses if there is a change in the underlying transactions, events or conditions which determine its primary economic environment.

3. Material Accounting Policies

3.1 Financial Instruments

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: (a) those to be measured subsequently at FVTPL; (b) those to be measured subsequently at fair value through other comprehensive income ("FVTOCI"); and (c) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are recorded in the consolidated statements of loss and comprehensive loss.

The Company reclassifies financial assets when its business model for managing those assets changes. Financial liabilities are not reclassified.

Fair value through profit or loss

This category includes derivative instruments as well as quoted equity instruments which the Company has not irrevocably elected, at initial recognition or transition, to classify at FVTOCI. This category would also include debt instruments whose cash flow characteristics fail the solely principal and interest ("SPPI") criterion or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell. Financial assets in this category are recorded at fair value with changes recognized in the consolidated statements of loss and comprehensive loss.

Financial assets at fair value through other comprehensive income

Equity instruments that are not held-for-trading can be irrevocably designated to have their change in FVTOCI instead of through profit or loss. This election can be made on individual instruments and is not required to be made for the entire class of instruments. Attributable transaction costs are included in the carrying value of the instruments. Financial assets at FVTOCI are initially measured at fair value and changes therein are recognized in other comprehensive income (loss) ("OCI").

Amortized cost

This category includes financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. Financial assets classified under this category are measured at amortized cost using the effective interest method.

The Company's classification of financial assets and financial liabilities under IFRS 9 are summarized below:

Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Subscription received in advance	Amortized cost

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss. Financial assets and financial liabilities with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

3. Material Accounting Policies (continued)

3.1 Financial Instruments (continued)

Measurement (continued)

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets, including equity investments, are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or OCI (irrevocable election at the time of recognition). For financial liabilities measured subsequently at FVTPL, changes in fair value due to credit risk are recorded in OCI.

Expected credit loss impairment model

IFRS 9 introduced a single ECL impairment model, which is based on changes in credit quality since initial application. The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts.

Derecognition

<u>Financial assets</u>

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss.

<u>Financial liabilities</u>

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. The difference between the carrying amount of the financial liabilities derecognized and the consideration paid or payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of loss and comprehensive loss.

Determination of fair value

The determination of fair value requires judgment and is based on market information, where available and appropriate. The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 – Quoted prices (unadjusted) 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).

3. Material Accounting Policies (continued)

3.2 Exploration and Evaluation Expenditures

E&E expenditures relate to costs incurred on the exploration and evaluation of potential mineral reserves and resources and includes costs such as exploratory drilling and sample testing and the costs of pre-feasibility studies. E&E expenditures for each area of interest are expensed in the year in which they are incurred. Purchased E&E assets are expensed at their cost of acquisition or at fair value if purchased as part of a business combination.

Incidental revenue and cost recoveries relating to E&E are recorded first as a reduction of the specific E&E assets to which the fees and payments relate, and any excess as a recovery of E&E costs on the consolidated statements of loss and comprehensive loss.

For tax credits and mining rights receivable relating to eligible exploration expenditures, the Company has elected the policy of including them in the period in which it is more likely than not that the Company will be receiving the tax credit or mining rights receivable.

3.3 Decommissioning and Reclamation Obligations

The Company recognizes provisions for statutory, contractual, constructive or legal obligations associated with the reclamation of E&E properties and retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future cost estimates arising from the decommissioning of plant, site restoration work and other similar retirement activities is added to the carrying amount of the related asset, and depreciated on the same basis as the related asset, along with a corresponding increase in the provision in the period incurred. Discount rates using a pre-tax rate that reflect the current market assessments of the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the provision.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period. The net present value of reclamation costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred. The costs of reclamation projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are accounted for in accordance with the Company's accounting policy for exploration and evaluation properties.

As at April 30, 2024 and 2023, the Company had no material reclamation obligations.

3.4 Impairment

The carrying amount of the Company's assets is reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the Company makes an estimate of the asset's recoverable amount. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. The recoverable amount of an asset group is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are adjusted for the risks specific to the asset group and are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money.

Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in profit or loss.

3. Material Accounting Policies (continued)

3.4 Impairment (continued)

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

3.5 Provisions

Provisions are recorded when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation 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 a contract are lower than the unavoidable cost of meeting its obligations under the contract.

3.6 Income Taxes

Income tax comprises current and deferred income tax expenses. Current and deferred taxes are recognized in profit or loss, except to the extent that it relates to items recognized directly in equity or in OCI.

Current income taxes

Current income taxes are recognized and measured at the amount expected to be recovered from, or payable to, the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred income taxes

Deferred income taxes are recorded for temporary differences at the date of the consolidated statements of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of a deferred income tax asset is reviewed at the end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Unrecognized deferred income tax assets are reassessed at the end of the reporting period and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, they relate to income taxes levied by the same taxation authority and the Company has the legal rights and intent to offset.

3.7 Share Capital

In situations where the Company issues units, the value of units is bifurcated, and the value of warrants is included as a separate reserve for warrants of the Company's equity. The proceeds from the issuance of units are allocated between common shares and warrants using residual value method. The fair value of the common shares is determined using the share price at the date of issuance of the units. The fair value of the warrants is determined as the residual value from the total financing amount.

3. Material Accounting Policies (continued)

3.8 Share Issuance Costs

Costs incurred in connection with the issuance of share capital are netted against the proceeds received. Costs related to the issuance of share capital and incurred prior to issuance are recorded as deferred share issuance costs and subsequently netted against proceeds when they are received.

3.9 Loss Per Share

The basic loss per share is computed by dividing the net loss by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, in the weighted average number of common shares outstanding during the period, if dilutive. The "treasury stock method" is used for the assumed proceeds upon the exercise of stock options and warrants that are used to purchase common shares at the average market price during the period.

3.10 Share-Based Payments

The Company operates an employee stock option plan, which allows eligible participants to acquire shares of the Company. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received, or at the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The fair value of stock options is determined using Black-Scholes. The fair value of equity-settled share-based transactions is recognized as a stock-based compensation expense with a corresponding increase in contributed surplus.

The number of stock options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount ultimately recognized for services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest.

If share-settled payments are modified, as a minimum an expense is recognized as if the modification has not been made. An additional expense is recognized, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

Amounts recorded for cancelled or expired unexercised options are transferred to retained earnings (accumulated deficit) in the period of which the cancellation or expiry occurs.

3.11 Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

3.12 Foreign Currency Translation

Monetary assets and liabilities denominated in currencies other than the functional currency are translated into the functional currency at the rate of exchange in effect at the consolidated statements of financial position date. Non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the transaction exchange rate. Foreign currency gains or losses resulting from translation are reflected in net comprehensive income (loss) for the year.

3. Material Accounting Policies (continued)

3.13 Adoption of New Accounting Policies

The Company adopted the following amendments, effective May 1, 2023. The changes were made in accordance with the applicable transitional provisions. The Company had assessed that there was no material impact upon the adoption of these following amendments on its consolidated financial statements:

Amendments to IAS 1 – Presentation of Financial Statements ("IAS 1")

In January 2020, the IASB issued amendments to IAS 1 which clarify the requirements for classifying liabilities as either current or non-current by: (i) specifying that the conditions which exist at the end of the reporting period determine if a right to defer settlement of a liability exists; (ii) clarifying that settlement of a liability refers to the transfer to the counterparty of cash, equity instruments, other assets or services; (iii) clarifying that classification is unaffected by management's expectation about events after the balance sheet date; and (iv) clarifying the classification requirements for debt an entity may settle by converting it into equity.

The amendments clarify existing requirements, rather than make changes to the requirements. However, the clarifications may result in reclassification of some liabilities from current to non-current or vice versa, which could impact an entity's loan covenants.

Amendments to IAS 8 – Accounting Policies, Changes in Accounting Estimates and Errors ("IAS 8")

In February 2021, the IASB issued *Definition of Accounting Estimates*, which amended IAS 8. The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally also applied retrospectively to past transactions and other past events.

Amendments to IAS 12 – Deferred Tax Assets and Liabilities ("IAS 12")

In May 2012, the IASB issued amendments to IAS 12 to clarify the accounting for deferred tax on transactions such as leases and decommissioning obligations by removing the initial recognition exemption for transactions in which equal amounts of deductible and taxable temporary differences arise on initial recognition.

3.14 Recent Accounting Pronouncements

At the date of authorization of these consolidated financial statements, the IASB and the IFRIC have issued the following amendments which are effective for annual periods beginning on or after May 1, 2024. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company had assessed that the adoption of the following amendments will not have any material impact on its consolidated financial statements:

Amendments to IFRS 7 – Financial Instruments: Disclosures ("IFRS 7") and IAS 7 – Statements of Cash Flows ("IAS 7")

In May 2023, the IASB issued disclosure-only amendments to IFRS 7 and IAS 7. The amendments require entities to disclose sufficient information necessary for users of financial statements to understand the effects of supplier finance arrangements on an entity's liabilities and cash flows, as well as on its liquidity risk and risk management.

4. Exploration and Evaluation Assets

In 2019, the Company acquired a conditional 100% undivided interest in the 1,813-acre Murdock Mountain Property (the "Murdock Property") located in Elko County, Nevada, U.S., covered by Prospecting Permit Application NVNV106197277 (NVN90747), via the acquisition of NVP for $1. A remaining term of the acquisition is payment of USD $150,000 and issue of 250,000 shares upon receipt by NVP of a lease on the Murdock Property from the Nevada State Bureau of Land Management ("BLM").

The process to get a lease is firstly to obtain an exploration permit which requires the completion by the applicant of an environmental survey and a cultural survey. The completed surveys would be assessed by the BLM who would determine (not guaranteed) if an exploration permit is to be granted. Upon receipt of the exploration permit, the applicant is permitted to perform drilling, trenching, etc. on the subject property. If the results of such work support an applicant's decision to proceed to mining, the applicant would then apply to the BLM for a lease on the subject property. Such a lease would provide the right to exploit the phosphate minerals on / under the property. The BLM has very far-reaching discretion whether or not to grant a lease. It is by no means a certainty and is therefore conditional – accordingly, no liability for the payment of USD $150,000 nor the issuance of 250,000 shares had been recorded in these financial statements.

As at April 30, 2024, the Company had a deposit of $53,212 (April 30, 2023 – $22,371) with the BLM.

Environmental and reclamation obligations

As at April 30, 2024, to the best knowledge of its management, the Company was in conformity with the laws and regulations in effect regarding environment protection and the requirements regarding reclamation of mineral properties and retirement of long-term assets. The Company does not believe it has material reclamation obligations regarding the rehabilitation and restoration as it holds no claims.

5. Subscription Received in Advance

As at April 30, 2024, the Company had received proceeds of $50,000 from a non-brokered private placement (the "Private Placement") which closed subsequent to year-end.

6. Share Capital

The Company is authorized to issue an unlimited number of common shares. During the years ended April 30, 2024 and 2023, the Company had the following share capital transactions:

Share capital transactions for the year ended April 30, 2024

On September 11, 2023, the Company entered into debt settlement agreements to settle certain outstanding balances owed to certain former directors (the "Debt Settlement"). An aggregate of 180,000 common shares were issued as full settlement in the amount of $9,000 owed by the Company. These common shares were valued at $7,200 based on the closing share price on the day of issuance, and as a result of the Debt Settlement, a gain of $1,800 was recorded on the consolidated statements of loss and comprehensive loss.

On December 6, 2023, the Company closed the first tranche (the "First Tranche") of a Private Placement for gross aggregate proceeds of $105,000 through the issuance of 2,100,000 units (each a "Unit") at a price of $0.05 per Unit. Each Unit consists of one common share in the capital of the Company and one share purchase warrant (each a "Warrant"), with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.10 for a period of 60 months following the date of issuance. Fees of $8,500 were paid and 170,000 finder's units (each a "Finder's Unit") were issued to certain finders in connection with the First Tranche. Each Finder's Unit consists of one common share and one finder's share purchase warrant (each, a "Finder's Warrant"), with each Finder's Warrant entitling the holder thereof to purchase one common share at a price of $0.10 for a period of 60 months following the date of issuance.

6. Share Capital (continued)

Share capital transactions for the year ended April 30, 2024 (continued)

On January 2, 2024, the Company closed the second tranche (the "Second Tranche") of the Private Placement for gross aggregate proceeds of $172,500 through the issuance of 3,450,000 Units at a price of $0.05 per Unit. Each Unit consists of one common share and one share purchase warrant (each a "Warrant"), with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.10 for a period of 60 months following the date of issuance. Fees of $1,500 were paid and 30,000 Finder's Units were also issued to certain finders in connection with the Second Tranche. Each Finder's Unit consists of one common share and one Finder's Warrant exercisable at a price of $0.10 for a period of 60 months following the date of issuance.

On February 20, 2024, the Company issued 1,060,000 common shares to certain consultants for services provided to the Company. These common shares were valued at $37,100 based on the closing share price on the day of issuance and were included in consulting fees on the consolidated statements of loss and comprehensive loss.

On March 11, 2024, the Company also issued 250,000 common shares to a consultant for services provided to the Company. These common shares were valued at $8,750 based on the closing share price on the day of issuance and were included in consulting fees on the consolidated statements of loss and comprehensive loss.

Share capital transactions for the year ended April 30, 2023

On May 11, 2022, the Company issued 4,000,000 Units at $0.05 per Unit for cash consideration of $200,000. A Unit consists of one common share and one warrant to acquire a common share at $0.10 per share until May 11, 2027. The Company issued 400,000 Units valued at $20,000 for share issue costs. The Company further issued 648,000 Units at $0.10 per Unit for cash consideration of $64,800, with each Unit consisting of one common share and one Warrant to acquire a common share at $0.20 per share until May 10, 2024. The Company also issued 200,000 common shares valued at $10,000 to certain of its officers in settlement of account payable.

On May 25, 2022, the Company issued 13,516,000 Units for of $0.05 per Unit for cash consideration of $675,800, of which $60,000 was received prior to April 30, 2022 and had been reflected as share subscriptions. A Unit consists of one common share and one warrant to acquire a common share at $0.10 per share until May 25, 2024. The Company issued 511,600 Units valued at $25,580 for share issue costs. The Company also issued (a) 641,000 Units and 500,000 shares valued at $57,050 in settlement of accounts payable, and (b) 400,000 Units valued at $20,000 for services.

On June 9, 2022, the Company issued 140,000 common shares in settlement of accounts payable of $7,000.

As a result of the Company's registration on the CSE on February 15, 2023, the Company converted Special Warrants (defined hereafter) into Units of the Company. Of the Units, (a) 1,131,000 consisted of one share and one Warrant to acquire a common share at $0.10 until February15, 2025, and (b) 208,000 consisted of one share and one Warrant to acquire a common share at $0.20 until February15, 2025.

On February 15, 2023 the Company (a) issued 750,000 common shares at $0.10 per share pursuant to the exercise of options, and (b) issued 633,465 Units as settlement for debt in the amount of $63,347. Each Unit consisted of one common share and one Warrant to acquire a common share at $0.10 per share until February 15, 2027.

On March 7, 2023, the Company issued 44,200 Units as settlement for debt in the amount of $4,420. Each Unit consisted of one common share and one Warrant to acquire a common share at $0.10 per share until March 7, 2027.

Escrow shares

As at April 30, 2024, 3,183,000 shares of the Company were held in escrow (April 30, 2023 – 4,774,500 shares).

(Expressed in Canadian Dollars)

7. Loss per Share

Basic and diluted loss per share for the year ended April 30, 2024, is calculated by dividing the net loss of $896,959 (2023 – $929,943) by the weighted average number of common shares outstanding of 39,775,683 (2023 – 34,043,843).

For the year ended April 30, 2024, the basic and diluted loss per share was $0.023 (2023 – basic and diluted loss of $0.027).

8. Warrants

The following summarizes the warrant activity for the years ended April 30, 2024 and 2023:

	2024		2023	
	Number of warrants	**Weighted average exercise price**	Number of warrants	Weighted average exercise price
	#	**$**	#	$
Outstanding, beginning of year	**29,547,705**	**0.10**	7,414,440	0.10
Issued	**5,750,000**	**0.10**	22,133,265	0.10
Outstanding, end of year	**35,297,705**	**0.10**	29,547,705	0.10

Warrants activities for the year ended April 30, 2024

On December 6, 2023, the Company issued 2,100,000 Warrants in connection with the First Tranche of the Private Placement, as disclosed in Note 6. Each Warrant is exercisable at $0.10 to purchase one common share of the Company for a period of 60 months following the date of issuance. The grant date fair value of the Warrants issued was estimated to be $21,000 using the residual value method. In connection to the First Tranche, 170,000 Finder's Warrants were also issued to finders. These Finder's Warrants are exercisable at $0.10 for a period of 60 months following the date of issuance.

On January 2, 2024, the Company issued 3,450,000 Warrants in connection with the Second Tranche of the Private Placement, as disclosed in Note 6. Each Warrant is exercisable at $0.10 to purchase one common share of the Company for a period of 60 months following the date of issuance. The grant date fair value of the Warrants issued was estimated to be $51,750 using the residual value method. In connection to the Second Tranche, 30,000 Finder's Warrants were also issued to finders. These Finder's Warrants are exercisable at $0.10 for a period of 60 months following the date of issuance.

The following table summarizes information of warrants outstanding as at April 30, 2024:

Date of expiry	**Number of warrants outstanding**	**Exercise price**	**Weighted average remaining life**
	#	**$**	**Years**
May 11, 2024	4,400,000	0.10	0.03
May 12, 2024	648,000	0.20	0.03
May 25, 2024	22,527,240	0.10	0.07
January 18, 2025	1,131,000	0.10	0.72
January 18, 2025	208,000	0.20	0.72
February 15, 2025	633,465	0.10	0.80
December 6, 2028	2,270,000	0.10	4.61
January 2, 2029	3,480,000	0.10	4.68
	35,297,705	**0.10**	**0.85**

(Expressed in Canadian Dollars)

9. Reserve for Options

Under the terms of the Company's stock option plan (the "Plan"), all options are granted with an exercise price equal to the closing market price on the day immediately preceding the date of grant. The terms of options are determined by the Board and are typically three or five years with a maximum term of ten years. Options vest at the discretion of the Board. Options issued to consultants who perform investor relations activities will be subject to a vesting schedule whereby no more than 25% of the options granted may vest in any three-month period.

The maximum number of options authorized for issue shall be 10% of the outstanding shares in issue at the date of the option grant.

The following summarizes the options activity for the years ended April 30, 2024 and 2023:

	2024		2023	
	Number of options	**Weighted average exercise price**	Number of options	Weighted average exercise price
	#	**$**	#	$
Outstanding, beginning of year	**2,700,000**	**0.10**	-	-
Granted	**2,925,000**	**0.075**	3,450,000	0.10
Exercised	**-**	**-**	(750,000)	0.10
Cancelled	**(1,300,000)**	**0.10**	-	-
Outstanding, end of year	**4,325,000**	**0.08**	2,700,000	0.10

Options activities for the year ended April 30, 2024

On June 13, 2023, the Company granted 700,000 options to certain directors. The options are exercisable at a price of $0.075 per common share for a period of five years. The options vested immediately on grant and were valued using Black-Scholes with the following assumptions: expected volatility of 100% based on peer comparisons, expected dividend yield of 0%, risk-free interest rate of 3.76% and an expected life of five years. The grant date fair value attributable to these options of $18,894 was recorded as stock-based compensation during the year ended April 30, 2024.

On June 20, 2023, the Company granted 225,000 options to an officer and a consultant. The options are exercisable at a price of $0.075 per common share for a period of five years. The options vested immediately on grant and were valued using Black-Scholes with the following assumptions: expected volatility of 100% based on peer comparisons, expected dividend yield of 0%, risk-free interest rate of 3.69% and an expected life of five years. The grant date fair value attributable to these options of $6,069 was recorded as stock-based compensation during the year ended April 30, 2024.

On January 18, 2024, the Company also granted 2,000,000 options to various directors, officers, and consultants. The options are exercisable at a price of $0.075 per common share for a period of five years. The options vested immediately on grant and were valued using Black-Scholes with the following assumptions: expected volatility of 100% based on peer comparisons, expected dividend yield of 0%, risk-free interest rate of 3.54% and an expected life of five years. The grant date fair value attributable to these options of $62,126 was recorded as stock-based compensation for the year ended April 30, 2024.

During the year ended April 30, 2024, 1,300,000 stock options previously granted to certain former directors and officers of the Company, exercisable at $0.10 per common share, were cancelled. An amount of $37,700 representing the grant date fair value of these cancelled options, was reallocated to accumulated deficit.

(Expressed in Canadian Dollars)

9. Reserve for Options (continued)

Options activities for the year ended April 30, 2023

On June 2, 2022, the Company granted 3,400,000 options to certain officers, directors, and consultants. The options are exercisable at a price of $0.10 per common share for a period of five years. The options vested immediately on grant and were valued using Black-Scholes with the following assumptions: expected volatility of 90%, expected dividend yield of 0%, risk-free interest rate of 1.39% and an expected life of five years. The grant date fair value attributable to these options of $98,785 was recorded as stock-based compensation during the year ended April 30, 2023.

On February 15, 2023, the Company granted 50,000 options to a consultant. The options are exercisable at a price of $0.10 per common share for a period of five years. The options vested immediately on grant and were valued using Black-Scholes with the following assumptions: expected volatility of 100%, expected dividend yield of 0%, risk-free interest rate of 3.43% and an expected life of five years. The grant date fair value attributable to these options of $3,792 was recorded as stock-based compensation during the year ended April 30, 2024.

The following table summarizes information of stock options outstanding and exercisable as at April 30, 2024:

Date of expiry	Number of options outstanding	Number of options exercisable	Exercise price	Weighted average remaining life
June 2, 2027	1,350,000	1,350,000	0.10	3.09
February 15, 2028	50,000	50,000	0.10	3.80
June 13, 2028	700,000	700,000	0.075	4.12
June 20, 2028	225,000	225,000	0.075	4.14
January 18, 2029	2,000,000	2,000,000	0.075	4.72
	4,325,000	**4,325,000**	**0.083**	**4.08**

10. Special Warrants

On May 12, 2022, the Company issued 931,000 special warrants (each a "Special Warrant") at a price of $0.05 for cash consideration of $41,656 and a holdback receivable of $4,655 (subsequently received). The Company paid $5,239 for the Special Warrant issue fees and issued 200,000 Special Warrants as compensation. The Special Warrants were exercisable into Units, with each Unit comprised of a common share and a Warrant which allowed the holder to purchase an additional common share in the authorized capital of the Company for $0.10 for a period of two years following the date of issuance pursuant to the Company becoming a public company or having a corporate event. Upon exercise of the Special Warrants, 1,131,000 Warrants will come into existence with an exercise price of $0.10 per share for 2 years from the date of exercise of the Special Warrants.

On February 15, 2023, all Special Warrants were converted into Units in accordance with the terms of the Special Warrants.

11. Related Party Transactions

In accordance with IAS 24 – Related Party Disclosures, key management personnel include companies controlled by them, are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The Company has determined that key management personnel consist of members of the Board, and its corporate officers, including the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), and companies controlled directly by these parties.

(Expressed in Canadian Dollars)

11. Related Party Transactions (continued)

The remuneration of directors and other members of key management personnel during the years ended April 30, 2024 and 2023 were as follows:

	2024	2023
	$	$
Management fees to CEO	**60,000**	14,000
Management fees to Current CFO	**28,000**	-
Management fees to Former CFO	**4,000**	24,500
Consulting fees paid to directors	**34,371**	-
Directors' fees	**11,000**	8,250
Stock-based compensation to directors	**66,174**	94,428
	203,545	141,178

Included in accounts payable and accrued liabilities as at April 30, 2024, is an amount of $43,008 (April 30, 2023 – $4,994) owing to the Company's CEO, $3,675 (April 30, 2023 – $nil) owing to Branson Corporate Services Ltd. ("Branson") where the Company's CFO was formerly a director, and $8,700 owing to other directors (including accrued directors' fees of $4,000) (April 30, 2023 – $7,750). As of April 30, 2024, no other balances were owed to former officers and directors of the Company (April 30, 2023 – $nil).

Other related party transactions

On September 11, 2023, the Company entered into the Debt Settlement to settle certain outstanding balances owed to certain former directors (see Note 6 for details). As a result of the Debt Settlement, a gain of $1,800 was recorded on the consolidated statements of loss and comprehensive loss.

On March 11, 2024, the Company issued 250,000 common shares to Branson for services provided to the Company. These common shares were valued at $8,750 based on the closing share price on the day of issuance and were included in consulting fees on the consolidated statements of loss and comprehensive loss.

12. Income Taxes

The following is a reconciliation of income taxes attributable to operations at the statutory rates to income tax expense (recovery):

	2024	2023
	$	$
Loss before income taxes	**(896,959)**	(929,943)
Statutory tax rate	**27%**	37%
Expected income tax expense (recovery)	**(242,000)**	(251,000)
Adjustment to expected income tax recovery		
Impact of future tax rates and other	**34,000**	(25,000)
Permanent differences	**25,000**	27,000
Change in unrecognized temporary differences	**183,000**	249,000
Income tax expense (recovery)	**-**	-

(Expressed in Canadian Dollars)

12. Income Taxes (continued)

Unrecognized deferred tax assets

The tax effects of temporary differences that give rise to future income tax assets are as follows:

	2024	2023
	$	$
Non-capital losses carry-forward	**459,000**	326,000
Exploration and evaluation properties	**84,000**	33,000
Share issuance costs	**10,016**	11,016
Total deferred tax assets	**553,016**	370,016
Less: Unrecognized deferred tax assets	**(553,016)**	(370,016)
Net deferred tax assets	**-**	-

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom:

	2024	**Expiry Date**	2023
	$		$
Exploration and evaluation properties	**310,000**	No expiry	122,000
Non-capital losses	**1,701,000**	2039-2044	1,206,000
Share issuance costs	**39,000**	2027-2028	41,000

Tax attributes are subject to review and potential adjustment by tax authorities.

13. Capital Management

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. In the management of capital, the Company includes its components of equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets.

To maximize ongoing capital management efforts, the Company does not currently pay out any dividends. Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company.

The Company currently is not subject to externally imposed capital requirements.

14. Financial Instruments and Risk Management

The Company is exposed to various risks as it relates to financial instruments. Management, in conjunction with the Board, mitigates these risks by assessing, monitoring, and approving the Company's risk management process. There have not been any changes in the nature of these risks or the process of managing these risks from the previous reporting periods.

14. Financial Instruments and Risk Management (continued)

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash. The Company deposits cash with a reputable Canadian chartered bank, which is closely monitored by management. As a result, management believes that the credit risk concentration with respect to cash 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 come 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. The Company endeavors to have sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot be reasonably predicted. As at April 30, 2024, the Company had a cash balance of $39,176 (April 30, 2023 – $334,802) to settle current liabilities of $165,698 (April 30, 2023 – $45,454).

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities as they come due. Management believes there is sufficient capital to meet short-term business obligations, after taking into account cash flow requirements from operations and the Company's cash position as at April 30, 2024.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at April 30, 2024, the Company had no financial instruments which are interest-bearing, and had no hedging agreements in place with respect to floating interest rates. Management believes that the interest rate risk concentration with respect to financial instruments is minimal.

Foreign exchange risk

Foreign exchange risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company's operations are based in the U.S., and will have, from time to time, transactions denominated in foreign currencies, primarily in U.S. dollars. The Company's primary exposure to foreign exchange risk is that transactions denominated in foreign currency may expose the Company to the risk of exchange rate fluctuations. Based on its current operations, management believes that the foreign exchange risk remains minimal.

Fair value

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

As at April 30, 2024, the Company's financial instruments consisted of cash, accounts payable and accrued liabilities, and subscription received in advance. The fair value of cash, accounts payables and accrued liabilities, and subscription received in advance are approximately equal to their carrying value due to their short-term nature.

As at April 30, 2024, the Company did not have any financial instruments which were carried at fair value (April 30, 2023 – $nil).

15. Subsequent Events

On May 11, 2024, 4,400,000 Warrants exercisable at $0.10, and on May 12, 2024, 648,000 Warrants exercisable at $0.20, all expired unexercised.

On May 25, 2024, an additional 22,527,240 Warrants exercisable at $0.10, also expired unexercised.

On June 5, 2024, the Company closed the First Tranche of a new non-brokered private placement (the "New Private Placement") for gross aggregate proceeds of $164,000 through the issuance of 3,280,000 Units at a price of $0.05 per Unit. Each Unit consists of one common share in the capital of the Company and one Warrant, with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.10 for a period of 60 months following the date of issuance.

On June 14, 2024, the Company closed the Second Tranche of the New Private Placement for gross aggregate proceeds of $25,000 through the issuance of 500,000 Units at a price of $0.05 per Unit. Each Unit consists of one common share in the capital of the Company and one Warrant, with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.10 for a period of 60 months following the date of issuance.

On July 22, 2024, the Company closed the third tranche of the New Private Placement for gross aggregate proceeds of $65,000 through the issuance of 1,300,000 Units at a price of $0.05 per Unit. Each Unit consists of one common share in the capital of the Company and one Warrant, with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.10 for a period of 60 months following the date of issuance. Fees of $500 were paid and 10,000 Finder's Warrants were issued to finders in connection with the Third Tranche. Each Finder's Warrant is exercisable into one common share at a price of $0.10 for a period of 60 months following the date of issuance.

On July 22, 2024, the Company also issued 105,000 common shares pursuant to a Debt Settlement to settle an outstanding balance of $5,250 owed to a third-party consultant.

On August 20, 2024, the Company closed the fourth tranche of the New Private Placement for gross aggregate proceeds of $75,000 through the issuance of 1,500,000 Units at a price of $0.05 per Unit. Each Unit consists of one common share in the capital of the Company and one Warrant, with each Warrant entitling the holder thereof to purchase one additional common share at a price of $0.10 for a period of 60 months following the date of issuance.

The Company also issued 2,000,000 common shares as bonus compensation (the "Compensation Shares") to certain officers and directors. The Compensation Shares were issued at a deemed price of $0.05 per share, in accordance with policies of the CSE.