



SOUTH ATLANTIC GOLD INC.

(An Exploration Stage Company)

For the Years Ended February 29, 2024 and February 28, 2023

South Atlantic Gold Inc.

(An Exploration Stage Company)

(Expressed in Canadian Dollars)

February 29, 2024 and February 28, 2023

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INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF SOUTH ATLANTIC GOLD INC.

Opinion

We have audited the consolidated financial statements of South Atlantic Gold Inc. and its subsidiaries (the "Company"), which comprise:

- ◆ the consolidated statements of financial position as at February 29, 2024 and February 28, 2023;
- ◆ the consolidated statements of loss and comprehensive loss for the years then ended;
- ◆ the consolidated statements of changes in shareholders' equity for the years then ended;
- ◆ the consolidated statements of cash flows for the years then ended; and
- ◆ the notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at February 29, 2024 and February 28, 2023, and its consolidated financial performance and consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' 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, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Company incurred a net loss of \$1,275,024 during the year ended February 29, 2024 and, as of that date, an accumulated deficit of \$5,201,822. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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 year ended February 29, 2024. 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 auditors' report.

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Other Information

Management is responsible for the other information. The other information comprises the information included in 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 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 prior to the date of this auditors' 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 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.

Auditors' 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 auditors' 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:

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- ◆ 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 auditors' 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 auditors' 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 Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

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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 auditors' 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 on the audit resulting in this independent auditors' report is Karen Ka Yee Cheng.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia

June 26, 2024

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South Atlantic Gold Inc.

(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at February 29, 2024 and February 28, 2023

(Expressed in Canadian Dollars)

	Note	February 29 2024	February 28 2023
ASSETS			
Current			
Cash		\$ 234,618	\$ 18,634
Prepays		1,970	2,420
Receivables		16,887	12,288
Total current assets		253,475	33,342
Non current			
Equipment	5	1,746	2,144
Reclamation bond	7	7,500	7,500
Prepays and deposits	6	8,559	34,886
Exploration and evaluation assets	6	3,823,891	4,092,954
Total Assets		4,095,171	4,170,826
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Trade and other payables	8, 12	465,621	285,564
Shareholders' Equity			
Subscriptions	9	-	15,000
Share Capital	9	7,410,527	6,569,586
Contributed surplus	9,10	1,420,845	1,227,474
Deficit		(5,201,822)	(3,926,798)
Total Shareholders' Equity		3,629,550	3,885,262
Total Liabilities and Shareholders' Equity		\$ 4,095,171	\$ 4,170,826

Signed on behalf of the Board of Directors by:

"Douglas Meirelles" Director
 Douglas Meirelles

"Adam Davidson" Director
 Adam Davidson

South Atlantic Gold Inc.

(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

For the Years Ended February 29, 2024 and February 28, 2023

(Expressed in Canadian Dollars)

	Note	February 29 2024	February 28 2023
Expenses			
Administrative and general	11,12	\$ 246,014	\$ 232,999
Corporate development		105,500	-
Wages & benefits	12	238,503	187,523
Depreciation	5	398	405
Foreign exchange		29,550	2,480
Property evaluation		471,387	-
Share-based payments	10	187,914	103,592
Total expenses		(1,279,266)	(526,999)
Other income and expenses			
Interest income		4,242	3,505
Net loss and comprehensive loss for the year		\$ (1,275,024)	\$ (523,494)
Loss per share for the year basic and diluted	13	\$ (0.01)	\$ (0.01)

South Atlantic Gold Inc.

(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Years Ended February 29, 2024 and February 28, 2023

Expressed in Canadian Dollars

	Note	Share Capital	Subscriptions	Contributed Surplus	Deficit	Total
Balance at February 28, 2022		\$6,569,586	\$-	\$1,123,882	\$(3,403,304)	\$4,290,164
Net loss for the year		-	-	-	(523,494)	(523,494)
Subscriptions received	9	-	15,000	-	-	15,000
Share-based payments	10	-	-	103,592	-	103,592
Balance at February 28, 2023		6,569,586	15,000	1,227,474	(3,926,798)	3,885,262
Net loss for the year		-	-	-	(1,275,024)	(1,275,024)
Private placement	9	767,040	(15,000)	-	-	752,040
Share issue costs	9	(30,099)	-	-	-	(30,099)
Fair value of agents warrants	9	-	-	5,457	-	5,457
Shares issued for advisory fees	9	104,000	-	-	-	104,000
Share-based payments		-	-	187,914	-	187,914
Balance at February 29, 2024		\$7,410,527	\$-	\$1,420,845	\$(5,201,822)	\$3,629,550

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

South Atlantic Gold Inc.

(An Exploration Stage Company)

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended February 29, 2024 and February 28, 2023

(Expressed in Canadian Dollars)

	Note	February 29 2024	February 28 2023
OPERATING ACTIVITIES			
Loss for the year		\$ (1,275,024)	\$ (523,494)
Items not affecting cash			
Depreciation	5	398	405
Share-based payments	9,10	291,914	103,592
Changes in non-cash working capital			
Receivables		(4,599)	(3,144)
Prepays		450	27,681
Trade and other payables	8	278,089	69,697
Cash used in operating activities		(708,772)	(325,263)
INVESTING ACTIVITIES			
Purchase of equipment		-	(1,798)
Provision		-	(12,152)
Prepaid exploration expenditure		26,327	17,603
Exploration and evaluation asset expenditures	6	171,031	(941,486)
Cash provided (used) in investing activities		197,358	(937,833)
FINANCING ACTIVITIES			
Subscriptions received	9	-	15,000
Private placement	9	752,040	-
Share issue costs	9	(24,642)	-
Net cash provided by financing activities		727,398	15,000
Increase (decrease) in cash during the year		215,984	(1,248,096)
Cash beginning of year		18,634	1,266,730
Cash end of year		\$ 234,618	18,634

Supplemental cash flow information – Note 15

South Atlantic Gold Inc.

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

(Expressed in Canadian Dollars)

1. CORPORATION INFORMATION

South Atlantic Gold Inc. (the “Company” or “South Atlantic”) was incorporated on October 17, 2006 under the laws of British Columbia, Canada. On November 19, 2020, the Company changed its name from Jiulian Resources Inc. to South Atlantic Gold Inc. Effective November 24, 2020, the Company commenced trading on the TSX Venture Exchange (the “Exchange”) under the new symbol “SAO” as a Tier 2 issuer.

The Company’s corporate office and principal place of business is located at 335 – 1632 Dickson Avenue, Kelowna, BC V1Y 7T2.

The Company is primarily engaged in the acquisition, exploration and development of mineral properties located in Brazil and Canada. To date, the Company has not earned significant revenues and is considered to be in the exploration stage. The Company’s current properties include the Pedra Branca project in Brazil and the Big Kidd project currently under option and located in British Columbia (Note 6).

2. BASIS OF PREPARATION AND GOING CONCERN

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements were authorized for issue by the Board of Directors on June 26, 2024.

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

The consolidated financial statements are presented in Canadian Dollars, which is the functional currency of the Company and its subsidiary.

The preparation of consolidated financial statements in compliance with IFRS requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

Going Concern

The Company has not generated revenues from its operations to date. These consolidated financial statements are prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. For the year ended February 29, 2024, the Company had a net loss of \$1,275,024 (February 28, 2023 - \$523,494), and as of that date, an accumulated deficit of \$5,201,822 (February 28, 2023 - \$3,926,798). The Company will continue to have to raise funds in order to continue the development of its exploration properties and general operations.

As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposition of the properties. The Company has financed its operations to date primarily through the issuance of common shares and exercise of stock options and share purchase warrants.

South Atlantic Gold Inc.

(An Exploration Stage Company)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

(Expressed in Canadian Dollars)

2. BASIS OF PREPARATION AND CONTINUANCE OF OPERATIONS (cont'd)

Management cannot provide assurance that the Company will ultimately achieve profitable operations or positive cash flow. The Company's continuation as a going concern is dependent on its ability to attain profitable operations and raise additional capital. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses and consolidated statements of financial position classifications that would be necessary if the going concern assumption was inappropriate. Such adjustments could be material.

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements:

Basis of Consolidation

These consolidated financial statements include the accounts of:

	% of ownership	Jurisdiction	Principal Activity
South Atlantic Gold Brasil Exploação Mineral Ltda.	100	Brazil	Exploration

A subsidiary is an entity that the Company controls, either directly or indirectly, where control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All inter-company transactions and balances including unrealized income and expenses arising from intercompany transactions are eliminated in preparing consolidated financial statements.

Mineral Exploration and Evaluation Expenditures

Pre-exploration Costs

Pre-exploration costs are expensed in the year in which they are incurred.

Acquisition Costs

The fair value of all consideration paid to acquire an exploration and evaluation asset is capitalized, including amounts arising under option agreements. Consideration may include cash, loans or other financial liabilities, and equity instruments including common shares and share purchase warrants.

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on property and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the year in which they occur.

South Atlantic Gold Inc.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

(Expressed in Canadian Dollars)

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (cont'd)

Mineral Exploration and Evaluation Expenditures (cont'd)

Acquisition Costs (cont'd)

When a project is deemed to no longer have commercially viable prospects to the Company, acquisition costs and exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditures and acquisition costs, in excess of estimated recoveries, are written off to profit or loss.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property will be considered to be a mine under development and will be classified as 'mines under construction'. Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties. As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs.

Farm-Out Arrangements

The Company may occasionally enter into farm-out arrangements, whereby the Company will transfer part of a mineral interest as consideration, for an agreement by the transferee to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the farmee on its behalf. Any consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess accounted for as a gain on disposal.

Equipment

Recognition and Measurement

On initial recognition, property and equipment are valued at cost, being the purchase price and directly attributable cost of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items. The corresponding liability is recognized within provisions.

Property and equipment are subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land which is not depreciated. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items (major components) of property and equipment.

Major Maintenance and Repairs

The cost of replacing part of an item of property and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property and equipment are recognized in profit or loss as incurred. All other repairs and maintenance are charged to profit or loss during the financial year in which they are incurred.

South Atlantic Gold Inc.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

(Expressed in Canadian Dollars)

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (cont'd)

Equipment (cont'd)

Depreciation

Depreciation is recognized in profit or loss using the declining-balance method over their estimated useful lives. The significant classes of equipment and their declining rates are as follows:

Furniture and fixtures	45%
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Impairment of Non-Financial Assets

Impairment tests on non-financial assets, including exploration and evaluation assets, are undertaken whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets.

An impairment loss is charged to profit or loss, except to the extent it reverses gains previously recognized in accumulated other comprehensive loss/income.

Financial Instruments

The Company classified its financial instruments as follows:

Financial Assets	
Cash	Fair value through profit and loss
Financial Liabilities	
Trade and other payables	Amortized cost

Financial assets

Initial recognition and measurement

A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost or fair value through profit or loss. A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows, ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and iii) is not designated as fair value through profit or loss.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

South Atlantic Gold Inc.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

(Expressed in Canadian Dollars)

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (cont'd)

Financial Instruments (cont'd)

Financial assets (cont'd)

Financial assets measured at fair value through other comprehensive income ("FVTOCI")

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction cost directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income.

Financial Assets at Fair Value Through Profit or Loss ("FVTPL")

A financial asset is classified as FVTPL when it has been acquired principally for the purpose of selling in the near future, it is a part of an identified portfolio of financial instruments that the Company manages and has an actual pattern of short-term profit-taking or if it is a derivative that is not designated and effective as a hedging instrument. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at FVTPL are measured at fair value, and changes therein are recognized in profit or loss. Cash is included in this category.

Financial assets measured at amortized cost ("Amortized Cost")

A financial asset is subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance, if:

- the asset is held within a business whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

Derecognition

A financial asset or, where applicable a part of a financial asset or part of a group of similar financial assets is derecognized when:

- the contractual rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

(Expressed in Canadian Dollars)

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (cont'd)

Financial Instruments (cont'd)

Financial liabilities (cont'd)

Other financial liabilities are non-derivatives and are initially recognized at fair value net of any transaction costs directly attributable to the issuance of the instrument and subsequently carried at amortized cost using the effective interest rate method. This ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statements of financial position. Interest expense in this context includes initial transaction costs and premiums payable on redemption, as well as any interest or coupon payable while the liability is outstanding. Trade and other payables are included in this category and represent liabilities for goods and services provided to the Company prior to the end of the year that are unpaid.

Rehabilitation Provision

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the year in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation, and re-vegetation of the affected exploration sites.

The rehabilitation provision generally arises when the environmental disturbance is subject to government laws and regulations. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related exploration properties. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks. Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur. As at February 28, 2023, the Company had recognized \$nil (2023 - \$Nil) for rehabilitation provisions.

Income Tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive loss/income.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting, nor taxable profit or loss. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

(Expressed in Canadian Dollars)

3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (cont'd)

Income Tax (cont'd)

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset only to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Share Capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share options and warrants are classified as equity instruments. Incremental costs directly attributable to the issue of new share options and are shown in equity as a deduction, net of tax, from the proceeds. Where the Company issued common shares and warrants together as units, value is allocated first to share capital based on the market value of common shares on the date of issue, with any residual value from the proceeds being allocated to the warrants.

The Company has established a deferred share plan under which deferred share units ("DSUs") are granted to eligible directors, employees, and consultants of the Company as part of long-term incentive compensation. DSUs are classified as equity settled share-based payment transactions as the participants will receive either common shares of the Company or payment of cash, or any combination of the foregoing, as determined by the Company in its sole discretion, following a redemption event. As such, the Company recognizes the expense based on the quoted market price of the Company's common shares at the grant date and a corresponding increase in equity for the eventual redemption when the DSUs are issued.

The Company has established a restricted share plan under which restricted share units ("RSUs") are granted to eligible directors, employees, and consultants of the Company. The RSUs are considered equity-settled and are measured using the quoted market price of the Company's common shares at the grant date and recognized as share-based compensation over the vesting period, with a corresponding amount recognized as equity.

Contributed Surplus

Contributed surplus consists of the fair value of stock options, DSUs and RSUs, and warrants granted since inception, less amounts transferred to share capital for exercised stock options and warrants. If granted options or warrants vest and then subsequently expire or are forfeited, no reversal of contributed surplus is recognized.

Loss Per Share

Basic earnings/loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant year. Escrow shares are excluded from the calculation. Diluted earnings per common share is computed by dividing the net income applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. Diluted loss per common share excludes the effects of any instruments that would be anti-dilutive if they were converted.

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3. SUMMARY OF MATERIAL ACCOUNTING POLICIES (cont'd)

Share-based Payments

The fair value, at the grant date, of equity-settled share option awards is charged to profit or loss over the period for which the benefits of employees and others providing similar services are expected to be received. The corresponding accrued entitlement is recorded in the contributed surplus. Share-based compensation to non-employees is measured at the fair value of goods or services received or 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 amount recognized as an expense is adjusted to reflect the number of share options expected to vest. The fair value of awards is calculated using the Black-Scholes option pricing model which considers the following factors:

- Exercise price
- Expected life of the award
- Expected volatility
- Current market price of the underlying shares
- Risk-free interest rate
- Dividend yield

Foreign Currency Translation

Amounts recorded in foreign currency are translated into Canadian dollars. For monetary assets and liabilities, these are translated at the rate of exchange in effect as at the reporting date, non-monetary assets and liabilities, at the exchange rates prevailing at the time of the acquisition of the assets or assumption of the liabilities, and revenues and expenses (excluding amortization, which is translated at the same rate as the related asset), at the exchange rates in effect on the date of the transaction.

Gains and losses arising from this translation of foreign currency are included in the determination of net loss.

Recent and Future Accounting Pronouncements

There have been no accounting pronouncements with significant impact on the Company's consolidated financial statements.

4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized in the period of the change, if the change affects that period only, or in the period of the change and future years, if the change affects both.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities included in the preparation of these consolidated financial statements are discussed below:

South Atlantic Gold Inc.

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4. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS (cont'd)

Going Concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Impairment of Exploration and Evaluation Assets

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company. If, after exploration and evaluation expenditures are capitalized, information becomes available suggesting that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount, the Company carries out an impairment test at the cash-generating unit or group of cash-generating unit's level in the year the new information becomes available. Such assessments of impairment have a degree of estimation and judgment which may differ in the future.

Valuation of Share-based Payments

The Company uses the Black-Scholes option pricing model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

5. EQUIPMENT

	Furniture & Fixtures
Cost	
Balance at February 28, 2022	\$8,394
Additions	1,798
Balance at February 28, 2023	10,192
Additions	-
Balance at February 29, 2024	10,192
Depreciation and impairment losses	
Balance at February 28, 2022	7,643
Depreciation for the period	405
Balance February 28, 2023	8,048
Depreciation for the period	398
Balance at February 29, 2024	8,446
Carrying amounts	
Carrying value at February 28, 2023	\$2,144
Carrying value at February 29, 2024	\$1,746

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6. EXPLORATION AND EVALUATION ASSETS

	Brazil Pedra Branca	Big Kidd	Total
Balance at February 28, 2022	\$2,353,399	\$973,057	\$3,326,456
Exploration costs	771,773	14,725	786,498
Option payment received	-	(20,000)	(20,000)
Balance at February 28, 2023	3,125,172	967,782	4,092,954
Exploration costs	97,788	3,149	100,937
Option payment received	-	(370,000)	(370,000)
Balance at February 29, 2024	\$3,222,960	\$600,931	\$3,823,891

Included in non-current prepaids is \$8,559 (February 28, 2023 - \$34,886) of prepaid exploration and evaluation expenditures.

BRAZIL

Pedra Branca Property

The Company entered into a definitive agreement (the "Option Agreement") with Jaguar Mining Inc. ("Jaguar") effective July 29, 2020 to acquire up to a 100% interest in the Pedra Branca property (the "Pedra Branca Property") tenement package, located in Ceará State, North-eastern Brazil (the "Acquisition").

Pursuant to the Option Agreement the Company has acquired a 100% interest in the Pedra Branca Property by completing exploration expenditures totalling a minimum of US\$1 million and delivering a National Instrument 43-101 ("NI 43-101") technical report on the Pedra Branca Property (delivered) subject to underlying royalties to the original vendors which include:

- i. Base Metal – 1.0% on gross revenues over any production for as long as there is effective production and sales; and
- ii. Gold ("Au") Deposit:
 - a. In the case of Measured and Indicated Resources of up to 200,000 Au oz = 0.5% royalty on gross revenues and a US\$500,000 payment due within 3 months after commercial production; and
 - b. In the case of Measured and Indicated Resources in excess 200,000 Au oz = 1.0% royalty on gross revenues and in this scenario 0.5% of the royalty may be purchased for US\$750,000.

CANADA

Big Kidd Property

The Company, on March 30, 2011, pursuant to a purchase agreement (the "Agreement"), acquired a 100% interest in the Big Kidd Property, located in British Columbia, subject to net smelter royalty of 2.5% (the "Royalty"). Upon commencement of commercial production, the Company has the right to purchase a 60% interest in the Royalty for \$500,000 and the remaining 40% Royalty for \$1,000,000 at any time within three years following the commencement of commercial production.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)

CANADA (cont'd)

Big Kidd Property (cont'd)

Effective November 4, 2022, the Company entered into an option agreement, further amended on January 4, 2023 ("First Amendment") and February 28, 2023 ("Second Amendment"), to divest its 100% interest of the Big Kidd Project, British Columbia, to Quetzal Copper Limited ("Quetzal"), a British Columbia corporation, for a total consideration of \$4.8 million and a 2% net smelter royalty ("NSR") upon completion of the required milestones (the "Transaction").

Option Terms

Cash Payments

- Cash payments of \$10,000 within 10 days of November 4, 2022 and January 4, 2023, (pursuant to the First Amendment) totaling \$20,000 (received as at February 28, 2023);
- Cash payments of \$20,000 within 10 days of February 28, 2023 pursuant to the Second Amendment (received as at February 29, 2024);
- A cash payment totaling \$130,000 to South Atlantic, subject to undertaking of equity financing for aggregate gross proceeds of at least \$500,000 to be completed on or prior to January 3, 2023 (the "Qualifying Financing") by Quetzal (balance due on or before May 29, 2023 subject to Quetzal completing a Qualifying Financing (received as at February 29, 2024);
- \$200,000 per year on or before the 1st, 2nd, 3rd, and 4th anniversary of the First Amendment date (January 4, 2023) (\$200,000 received as at February 29, 2024); and
- At the 5-year anniversary of the signing, Quetzal will make a cash payment of \$350,000 or if Quetzal is publicly listed on a recognized stock exchange in North America it may elect to issue common shares with a market value of \$350,000 to South Atlantic.

During the year ended February 29, 2024, as Quetzal had not completed the Qualifying Financing on or before May 29, 2023, under the terms of the Second Amendment the parties agreed to a further 60 day period for Quetzal to complete the Qualifying Financing wherein Quetzal shall pay to the Company an additional \$10,000 per each 30 day period as further consideration (\$20,000 received as at February 29, 2024).

Further Milestone payments

- Following the completion of 40,000 meters of drilling at Big Kidd, Quetzal will make a payment of \$300,000 in cash or shares, at its election (if listed on a recognized stock exchange in North America);
- Following the filing of a Pre-Feasibility Study on Big Kidd, Quetzal will make a cash payment of \$1,200,000 in cash or shares, at its election (if listed on a recognized stock exchange in North America); and
- Following the filing of a Feasibility Study on Big Kidd, Quetzal will make a payment of \$2,000,000 (if listed on a recognized stock exchange in North America).

Net Smelter Royalty

- South Atlantic Gold will retain a net smelter royalty of 2% over asset, of which 1% may be bought back by Quetzal for \$2 million. In the event that there is a third party offer for such 1% royalty, Quetzal will retain a right of first refusal to purchase the royalty on terms no less favourable than the third party offer to South Atlantic. The remaining 1% royalty will be at South Atlantic's discretion.

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6. EXPLORATION AND EVALUATION ASSETS (cont'd)

Realization

The Company's investment in and expenditures on exploration and evaluation assets comprise a significant portion of the Company's assets. Realization of the Company's investment in the assets is dependent on establishing legal ownership of the property interest, on the attainment of successful commercial production or from the proceeds of its disposal. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of the property interest, and upon future profitable production or proceeds from the disposition thereof.

Title

Although the Company has taken steps to ensure the title to exploration and evaluation assets in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures may not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Environmental

Environmental legislation is becoming increasingly stringent, and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the exploration and evaluation assets, the potential for production on the property may be diminished or negated.

7. RECLAMATION BOND

The Company is required to make reclamation deposits in respect of its expected rehabilitation obligations. The reclamation deposits represent collateral for possible reclamation activities necessary on mineral properties in connection with the permits required for exploration activities by the Company on its Big Kidd Property. The reclamation deposits are held with the Minister of Energy and Mines in British Columbia. The reclamation bond includes a guaranteed investment certificate with a maturity date of December 3, 2024 and an interest rate of prime less 2.7%.

8. TRADE AND OTHER PAYABLES

	February 29, 2024	February 28, 2023
Trade payables	\$456,775	\$232,582
Due to related parties (Note 12)	8,846	52,982
Total	\$465,621	\$285,564

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9. SHARE CAPITAL AND RESERVES

a) Common Shares

The Company's authorized share capital is an unlimited number of common shares with no par value.

	Number	Issue Price	Total
Balance at February 28, 2023 and 2022	94,331,667	-	\$6,569,586
Shares issued for private placement	5,100,000	\$0.050	255,000
Shares issued for private placement	8,533,999	\$0.060	512,040
Shares issued for advisory services	1,600,000	\$0.065	104,000
Share issue costs	-	-	(30,099)
Balance at February 29, 2024	109,565,666	-	\$7,410,527

The following is a summary of changes in share capital from March 1, 2022 to February 29, 2024:

On March 21, 2023, the Company completed a non-brokered private placement financing wherein the Company issued 5,100,000 common shares (the "Shares") at a price of \$0.05 for gross proceeds of \$255,000 (the "March 2023 Offering").

In connection with the March 2023 Offering, the Company has paid aggregate finders' fees of \$12,000 in cash and issued 240,000 finders warrants ("Agent Warrants"). Each Agent Warrant entitles the holder to acquire one additional Common Share at a price of \$0.055 per share until March 21, 2025.

The fair value of the non-cash share issuance costs of \$5,457 for the Agent Warrants was estimated using the Black-Scholes option pricing model based on the following assumptions: share price on issuance date of \$0.04, exercise price of \$0.055, risk-free interest rate of 3.75%, average projected volatility of 123.4%, dividend yield of nil, average expected life of the options of 2 years and the fair value of the Agent Warrants of \$0.02.

Additional transfer agent and filing fees in the amount of \$5,198 were incurred in connection with the March 2023 Offering.

On July 31, 2023, the Company completed a non-brokered private placement financing wherein the Company issued 8,533,999 common shares (the "Shares") at a price of \$0.06 for gross proceeds of \$512,040 (the "July 23 Offering").

Share issue costs for transfer agent and filing fees in the amount of \$7,444 were incurred in connection with the July 2023 Offering.

On August 4, 2023, the Company issued 1,600,000 common shares in connection with an advisory agreement (the "Advisory Shares"). The Advisory Shares were valued at \$104,000 as determined by the market price when issued being \$0.065 per share.

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9. SHARE CAPITAL AND RESERVES (cont'd)

a) Common Shares (cont'd)

During the year ended February 28, 2023, there were no shares issued.

As at February 28, 2023, the Company received a total of \$15,000 in subscriptions relating to the private placement, representing commitments from investors to purchase Shares in the Offering described hereinabove.

b) Share Purchase Warrants

There were no share purchase warrants outstanding and exercisable as at February 29, 2024 and February 28, 2023.

c) Agents' Warrants

The following is a summary of changes in agents' warrants from March 1, 2022 to February 29, 2024:

	Number of Agents Warrants	Weighted Average Exercise Price
Balance at February 28, 2022	2,559,050	\$0.080
Expired	(676,250)	\$0.150
Balance at February 28, 2023	1,882,800	\$0.060
Issued	240,000	\$0.055
Expired	(1,882,800)	\$0.060
Balance at February 29, 2024	240,000	\$0.055

As at February 29, 2024, 240,000 (February 28, 2023 - 1,882,800) agent warrants were outstanding and exercisable with a weighted average remaining contractual life of 1.06 (February 28, 2023 - 0.80) years as follow:

Expiry Date	Exercise Price	Number of Warrants
March 21, 2025	\$0.055	240,000

As at February 28, 2023, 1,882,800 agent warrants were outstanding and exercisable with a weighted average remaining contractual life of 0.80 years as follow:

Expiry Date	Exercise Price	Number of Warrants
December 17, 2023	\$0.06	1,882,800

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10. SHARE-BASED PAYMENTS

a) Option Plan Details

On July 9, 2020 the directors adopted a rolling 10% stock option plan further approved by shareholders on December 6, 2022 (the "Option Plan") to grant options to directors, senior officers, employees, and consultants of the Company. The aggregate outstanding options are limited to 10% of the outstanding common shares. The option price under each option shall not be less than the discounted market price as defined in the policies of the Exchange on the grant date. All options shall vest as specified by the Board of Directors and in accordance with the policies of the Exchange.

The following is the summary of changes in options from March 1, 2022 February 29, 2024:

	Number of Options	Weighted Average Exercise Price
Balance, February 28, 2022	7,465,000	\$0.09
Expired	(860,000)	\$0.12
Balance February 28, 2023	6,605,000	\$0.09
Granted	1,810,000	\$0.05
Expired	(355,000)	\$0.07
Balance at February 29, 2024	8,060,000	\$0.08

As at February 29, 2024 the following options were outstanding:

Expiry Date	Exercise Price	Number of Options	Vested and Exercisable	Unvested
July 9, 2025	\$0.05	300,000	300,000	-
November 10, 2025	\$0.14	2,490,000	2,490,000	-
January 5, 2027	\$0.06	3,460,000	2,595,000	865,000
May 11, 2028	\$0.05	1,810,000	452,500	1,357,500
		8,060,000	5,837,500	2,222,500

b) Fair Value of Options Issued During the Year

During the year ended February 29, 2024, the weighted average fair value of the 1,810,000 (February 28, 2023 - Nil) options granted was \$0.035 (February 28, 2023 - \$Nil) per option at grant date. The options granted vest 25% on grant date, and 25% thereafter on each anniversary.

As at February 29, 2024, 8,060,000 (February 28, 2023 - 6,605,000) options were outstanding of which 5,837,500 (February 28, 2023 - 4,825,000) were exercisable under the Plan with a weighted average contractual life of 2.39 (February 28, 2023 - 3.19) years.

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10. SHARE-BASED PAYMENTS (cont'd)

c) Expenses Arising from Share-based Payment Transactions

The total share-based payments recorded in the consolidated statements of loss and comprehensive loss with a corresponding increase in contributed surplus for the year ended February 29, 2024 was \$73,614 (February 28, 2023 - \$103,592) relating to options granted or vested during the year. The Black-Scholes option pricing model inputs for options granted or vested during the year ended February 29, 2024 include:

Grant Date	Expiry Date	Share Price	Exercise Price	Risk-Free Interest Rate	Expected Life	Volatility Factor	Dividend Yield
11-May-23	11-May-28	\$0.05	\$0.05	3.44%	5	1.09%	0

Expected volatility is based on the historical volatility of the Company's market share price. for a length of time equal to the expected life of the options. The risk-free rate of return is the yield on a zero-coupon Canadian Treasury Bill of a term consistent with the assumed option life. The expected average option term is the average expected period to exercise, based on the historical activity patterns for each individually vesting tranche. The expected dividend rate is estimated at 0.00% as the Company does not have a history of issuing and paying dividends.

d) RSUs and DSUs

On October 21, 2022 the Board of Directors adopted a long have adopted a restricted share units ("RSUs") and deferred share units ("DSUs") long term incentive plan (the "LTIP") approved by shareholders on December 6, 2022.

Under the LTIP, RSUs and DSUs are granted to the Company's directors, officers, consultants, and employees as a part of compensation under the terms of the Company's restricted share units plan. Each RSU or DSU entitles the participant to receive the value of one Common Share. The maximum number of RSU or DSU awards and all other security-based compensation arrangements shall not exceed 9,433,166 common shares of the Company.

The number of RSUs or DSUs awarded and underlying vesting conditions are determined by the Board of Directors in its discretion. In accordance with the LTIP, upon each vesting date the Company shall decide, at its sole discretion whether participants receive (a) the issuance of Common Shares equal to the number of RSUs or DSUs vesting; (b) a cash payment equal to the number of vested RSUs multiplied by the fair market value of a Common Share, calculated as the closing price of the Common Shares on the TSX-V for the trading day immediately preceding such payment date; or (c) a combination of (a) and (b).

On the grant date of RSUs or DSUs, the Company determines whether it has a present obligation to settle in cash. If the Company has a present obligation to settle in cash, the RSUs or DSUs are accounted for as liabilities, with the fair value remeasured at the end of each reporting period and at the date of settlement, with any changes in fair value recognized in profit or loss for the period. The Company has a present obligation to settle in cash if the Company has a past practice or a stated policy of settling in cash, or generally settles in cash whenever the counterparty asks for cash settlement. If no such obligation exists, RSUs or DSUs are accounted for as equity settled share-based payments and are valued using the share price of the Common Share on grant date. Since the Company controls the settlement, the RSUs or DSUs are considered equity settled.

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10. SHARE-BASED PAYMENTS (cont'd)

d) RSUs and DSUs (cont'd)

DSUs

During the year ended February 29, 2024, the Company granted 2,360,000 (February 28, 2023 – Nil) DSUs to certain director, officer, and advisor and recorded share-based compensation of \$106,200 (February 28, 2023 - \$Nil) related to the DSUs.

The fair value per DSU granted during the year ended February 29, 2024 was determined to be \$0.045 (February 28, 2023 - \$Nil) which is the share price of the Common Share on the grant date.

At February 29, 2024, the following DSUs were outstanding:

Number of DSUs	Weighted average grant date fair value per DSU
2,360,000	\$0.045

RSUs

During the year ended February 29, 2024, the Company granted 180,000 (February 28, 2023 - Nil) DSUs to an employee and recorded share-based compensation of \$8,100 (February 28, 2023 - \$Nil) related to the RSUs.

The fair value per RSU granted during the year ended February 29, 2024, was determined to be \$0.045 (February 28, 2023 - \$Nil) which is the share price of the Common Share on the grant date.

At February 29, 2024, the following RSUs were outstanding:

Number of RSUs	Weighted average grant date fair value per RSU
180,000	\$0.045

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11. ADMINISTRATIVE AND GENERAL EXPENSES

		For the Years Ended	
		February 29, 2024	February 28, 2023
	Note		
Administrative and General Expenses			
Accounting and legal		\$ 98,058	\$ 87,564
Consulting	12	44,043	9,806
Insurance		17,546	16,536
Office and administration fees	12	38,582	45,776
Regulatory fees		10,684	19,013
Rent	12	14,800	6,500
Transfer agent fees		3,097	2,985
Travel		8,637	4,139
Website, advertising, shareholder communication		10,567	40,680
		\$ 246,014	\$ 232,999

12. RELATED PARTY TRANSACTIONS

a) Key Management Compensation

The Company's related parties include key management personnel and directors. Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist, of members of the Board of Directors and corporate officers, including the Company's Chief Executive Officer and Chief Financial Officer.

Direct remuneration paid to the Company's directors and key management personnel during the years ended February 29, 2024 and February 28, 2023 are as follows:

	February 29, 2024	February 28, 2023
Key management personnel compensation comprised:		
Wages	\$155,476	\$127,408
Consulting fees	39,813	83,073
Administration	13,654	9,438
Share-based payments	170,474	92,258
	\$379,417	\$312,177

Included in trade and other payables are amounts due to officers, directors and related parties for fees and expenses of \$8,846 at February 29, 2024 (February 28, 2023 - \$52,982).

b) Rent

The Company currently pays Golden Ridge Resources Ltd. (a company with a common officer) rent and expenses on a month-to-month basis for shared offices space at approximately \$500 per month effective May 1, 2022 (\$750 per month previously) for a total \$6,000 for the year ended February 29, 2024 (February 28, 2023 - \$6,500).

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13. LOSS PER SHARE

	February 29, 2024	February 28, 2023
Net loss attributable to ordinary shareholders	(\$1,275,024)	(\$523,494)
Weighted average number of common shares	105,019,213	94,331,667
Basic and diluted loss per share	(\$0.01)	(\$0.01)

14. SEGMENT REPORTING

The Company is organized into business units based on mineral properties and has one reportable operating segment, being that of acquisition and exploration and evaluation activities in Canada and Brazil. The Company has exploration and evaluation assets of which \$600,931 (February 28, 2023 - \$967,782) is in Canada and \$3,222,960 (February 28, 2023 - \$3,125,172) is in Brazil.

15. SUPPLEMENTAL CASH FLOW INFORMATION

Investing and financing activities that do not have a direct impact on cash flows are excluded from the consolidated statements of cash flows. During the years ended February 29, 2024 and February 28, 2023 the following transactions were excluded from the consolidated statements of cash flows:

- Included in accounts payable is \$6,786 (February 28, 2023 - \$104,818) of exploration that are capitalized to exploration and evaluation assets; and
- A compensation charge of \$5,457 (February 28, 2023 - \$Nil) associated with the grant of 240,000 (February 28, 2023 - Nil) Agent Warrants was recorded as share issue costs (Note 9).

16. INCOME TAXES

Taxation in the Company's operational jurisdictions is calculated at the rates prevailing in the respective jurisdictions. There is no tax charge arising for the Company for the years ended February 29, 2024 and February 28, 2023. The difference between tax expense for the year and the expected income taxes based on the statutory tax rates arises as follows:

	February 29, 2024	February 28, 2023
Loss before tax	\$ (1,275,024)	\$ (523,494)
Income tax recovery at local statutory rates - 27% (February 28, 2023 - 27%)	344,256	141,343
Items not deductible for tax purposes	(50,737)	(27,970)
Change in timing differences	7,299	(120,228)
Impact of foreign tax rates	(428,965)	257,705
Under (over) provided in prior years	81,301	107,925
Unused tax losses and tax offsets not recognized	46,846	(358,775)
Income tax expense	\$ -	\$ -

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16. INCOME TAXES (cont'd)

The Company recognizes tax benefits on losses or other deductible amounts where it is probable the Company will generate sufficient taxable income to utilize its deferred tax assets. The tax effected items that give rise to significant portions of the deferred income tax liabilities at February 29, 2024 and February 28, 2023 are presented below:

	February 29, 2024	February 28, 2023
Deferred tax liability:		
Exploration and evaluation assets	\$ (450,214)	\$ (342,663)
Deferred tax asset:		
Non-capital losses carry-forwards	450,214	342,663
Deferred income tax expense	\$ -	\$ -

The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	February 29, 2024	February 28, 2023
Non-capital losses	\$ 2,485,280	\$ 2,423,059
Property and equipment	33,237	31,041
Share issue costs	83,610	97,950
Total	\$ 2,602,127	\$ 2,552,050

As at February 29, 2024, the Company has approximately \$5,300,000 Canadian and Brazilian non-capital losses that may be carried forward to apply against future years' income for income tax purposes. These losses, if not utilized, will expire through 2044. Subject to certain restrictions, the Company also has foreign resource expenditures available to reduce taxable income in future years. Deferred tax benefits which may arise as a result of these losses, resource expenditures, and share issue costs have not been recognized in these consolidated financial statements.

The potential benefits of these carry-forward non-capital losses and deductible temporary differences has not been recognized in these consolidated financial statements as it is not considered probable that there will be sufficient future taxable profit to utilize the deferred tax assets.

17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed through its operations to the following financial risks:

- Market Risk
- Credit Risk
- Liquidity Risk

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17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies, and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated in the note.

General Objectives, Policies and Processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's management. The effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets are reviewed periodically by the Board of Directors if and when there are any changes or updates required.

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of interest rate and commodity price risk.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has cash balances and non-interest-bearing debt. The Company's current policy is to invest excess cash in guaranteed investment certificates or interest-bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy. Cash is subject to floating interest rates.

Credit Risk

The Company, as at February 29, 2024 and February 28, 2023, does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash held with chartered Canadian financial institutions. The Company considers this risk to be not significant.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities may be subject to risks associated with fluctuations in the market prices of the relevant commodities. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

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17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

General Objectives, Policies and Processes (cont'd)

Foreign Exchange Risk

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar, United States dollar, and Brazil Real and other foreign currencies will affect the Company's operations and financial results.

The functional currency of the parent and its subsidiaries is Canadian dollars. A portion of the Company's operating expenses are in Brazilian Real.

As at February 29, 2024 and February 28, 2023, the Company has not entered into contracts to manage foreign exchange risk.

The Company is exposed to foreign exchange risk through the following assets and liabilities:

	February 29, 2024	February 28, 2023
Cash	\$1,404	\$752
Accounts payable and accrued liabilities	(297,980)	(96,044)
	\$(296,576)	\$(95,292)

As at February 29, 2024, with other variables unchanged, a 5% increase or decrease in value of the Brazilian Real against the currencies to which the Company is normally exposed to Canadian dollars would result in an increase or decrease of approximately \$14,828 to the net loss for the year ended February 29, 2024 (February 28, 2023 - \$4,764).

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to endeavour that it will have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. However, circumstances may arise where the Company is unable to meet those goals. The key to success in managing liquidity is the degree of certainty in the cash flow projections. If future cash flows are fairly uncertain, the liquidity risk increases.

Typically, the Company ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 90 days. To achieve this objective, the Company would prepare annual capital expenditure budgets, which are regularly monitored and updated as considered necessary. Further, when required the Company utilizes authorizations for expenditures on exploration projects to further manage expenditure.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing trade and other accounts payable and option payment commitments. The Company endeavours to not maintain any trade payables beyond a 30-day period to maturity.

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17. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

General Objectives, Policies and Processes (cont'd)

Determination of Fair Value

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The consolidated statements of financial position carrying amounts for trade and other payables and provision approximate fair value due to their short-term nature.

Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

18. CAPITAL MANAGEMENT

The Company monitors its common shares, warrants and stock options as capital. 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. Although the Company has been successful at raising funds in the past through the issuance of share capital, it is uncertain whether it will continue this method of financing due to the current difficult market conditions.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. Management reviews the capital structure on a regular basis to ensure that the above objectives are met. The Company's capital is not subject to any externally imposed capital requirements. There have been no changes to the Company's approach to capital management during the year ended February 29, 2024.

19. EVENTS AFTER THE REPORTING DATE

Share-based Payments

Subsequent to February 29, 2024, on April 5, 2024 1,630,000 options expired without exercise.