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**ZONTE METALS INC.**

**CONDENSED INTERIM FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED OCTOBER 31, 2023**

**(Canadian dollars)**  
**(Unaudited)**

**Prepared by Management – see Notice to Reader**

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## **NOTICE TO READER**

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice to this effect. These unaudited condensed interim financial statements have been prepared by management of the Company. The Company's independent auditors have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of these financial statements. Readers are cautioned that these statements may not be appropriate for their intended purposes

(signed) "*Terry Christopher*"  
President & Chief Executive Officer

(signed) "*Brian MacEachen*"  
Chief Financial Officer

**Zonte Metals Inc.**  
**Condensed Interim Statements of Financial Position**  
(Unaudited)  
(Canadian dollars)

|                                                   | 31-Oct<br>2023   | 31-Jan<br>2023   |
|---------------------------------------------------|------------------|------------------|
| <b>ASSETS</b>                                     | <b>\$</b>        | <b>\$</b>        |
| Current assets:                                   |                  |                  |
| Cash and cash equivalents                         | 632,167          | 1,122,172        |
| Prepays and other receivable                      | 21,601           | 9,179            |
|                                                   | 653,768          | 1,131,351        |
| Non-current assets:                               |                  |                  |
| Property and equipment                            | 964              | 6,816            |
| Exploration and evaluation assets (note 5)        | 4,827,921        | 4,343,955        |
| <b>TOTAL ASSETS</b>                               | <b>5,482,653</b> | <b>5,482,122</b> |
| <b>LIABILITIES</b>                                |                  |                  |
| Current liabilities:                              |                  |                  |
| Accounts payable and accrued liabilities (note 6) | 99,663           | 95,994           |
| Amounts due to related party (note 9)             | 13,800           | -                |
| Flow-through premium (note 7)                     | 56,969           | 153,187          |
|                                                   | 170,432          | 249,181          |
| Due to related party (note 10)                    | 1,451,495        | 1,399,783        |
|                                                   | 1,621,927        | 1,648,964        |
| <b>SHAREHOLDERS' EQUITY</b>                       |                  |                  |
| Share capital (note 8)                            | 7,628,511        | 7,549,626        |
| Warrants (note 9)                                 | 226,040          | 208,857          |
| Contributed surplus                               | 1,928,403        | 1,928,403        |
| Deficit                                           | (5,922,228)      | (5,853,728)      |
| <b>TOTAL EQUITY</b>                               | <b>3,860,726</b> | <b>3,833,158</b> |
|                                                   | 5,482,653        | 5,482,122        |

**Going Concern (Note 2)**

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

**Zonte Metals Inc.****Condensed Interim Statements of Profit (Loss) and Comprehensive Income (Loss)****(Unaudited)****(Canadian dollars)**

|                                                                                            | For the three<br>months ended |                | For the nine<br>months ended |                |
|--------------------------------------------------------------------------------------------|-------------------------------|----------------|------------------------------|----------------|
|                                                                                            | 31-Oct<br>2023                | 31-Oct<br>2022 | 31-Oct<br>2023               | 31-Oct<br>2022 |
|                                                                                            | \$                            | \$             | \$                           | \$             |
| Operating expenses:                                                                        |                               |                |                              |                |
| Management and consulting fees                                                             | 32,648                        | 43,250         | 105,044                      | 166,750        |
| Office & general                                                                           | 496                           | 378            | 2,973                        | 1,500          |
| Transfer agent, listing & filing fees                                                      | 5,860                         | 5,677          | 25,475                       | 17,060         |
| Insurance                                                                                  | 3,024                         | 3,024          | 8,975                        | 8,975          |
| Travel & entertainment                                                                     | -                             | -              | 2,110                        | 1,363          |
| Communications                                                                             | 865                           | 1,420          | 2,894                        | 3,387          |
| Investor relations &<br>shareholder communications                                         | 1,174                         | 911            | 5,248                        | 8,088          |
| Legal & audit                                                                              | 9,490                         | 6,750          | 27,490                       | 20,640         |
| Depreciation                                                                               | 1,887                         | 2,077          | 5,852                        | 6,233          |
| General exploration and due diligence                                                      | 1,587                         | 1,151          | 4,638                        | 3,451          |
| Stock based compensation                                                                   | -                             | 16,488         | -                            | 80,082         |
|                                                                                            | 57,031                        | 81,126         | 190,699                      | 317,529        |
| Finance income (expenses):                                                                 |                               |                |                              |                |
| Interest income                                                                            | 6,752                         | -              | 20,443                       | 25             |
| Gain on revaluation and accretion expense on<br>long-term related party balances (note 10) | 1,805                         | 2,948          | 5,538                        | 10,468         |
|                                                                                            | 8,557                         | 2,948          | 25,981                       | 10,493         |
| Loss before deferred income tax recovery                                                   | 48,474                        | 78,178         | 164,718                      | 307,036        |
| Deferred income tax recovery                                                               | 44,282                        | -              | 96,218                       | -              |
| Net loss and comprehensive loss                                                            | 4,192                         | 78,178         | 68,500                       | 307,036        |
| Income (loss) per share - basic and diluted                                                | 0.00                          | 0.00           | 0.00                         | 0.01           |
| Weighted average outstanding shares                                                        |                               |                |                              |                |
| - basic and diluted                                                                        | 69,579,961                    | 59,284,961     | 69,340,371                   | 59,266,646     |

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

**Zonte Metals Inc.**
**Condensed Interim Statements of Changes in Equity (Deficiency)**
**(Unaudited)**
**(Canadian dollars)**

|                                                                 | Number of<br>shares | Share capital | Warrants | Contributed<br>surplus | Deficit     | Total        |
|-----------------------------------------------------------------|---------------------|---------------|----------|------------------------|-------------|--------------|
| <b>Balance - February 1, 2022</b>                               | 59,284,961          | 6,878,584     | -        | 1,843,841              | (5,041,996) | \$ 3,680,429 |
| <b>Net loss and comprehensive loss for the period</b>           |                     |               |          |                        | (307,036)   | (307,036)    |
| <b>Stock-based compensation</b>                                 |                     |               |          | 80,082                 |             | 80,082       |
| <b>Transactions with owners, recognized directly in equity:</b> | -                   | -             | -        | -                      | -           | -            |
| <b>Balance - October 31, 2022</b>                               | 59,284,961          | 6,878,584     | -        | 1,923,923              | (5,349,032) | 3,453,475    |
| <b>Net loss and comprehensive loss for the period</b>           | -                   | -             | -        | -                      | (504,696)   | (504,696)    |
| <b>Stock-based compensation</b>                                 | -                   | -             | -        | 4,480                  | -           | 4,480        |
| <b>Transactions with owners, recognized directly in equity:</b> |                     |               |          |                        |             |              |
| Issue of common share and flow-through share units for cash     | 9,273,000           | 720,447       | 206,853  | -                      | -           | 927,300      |
| Common share and flow-through share unit issue costs            |                     | (49,405)      | (14,185) | -                      | -           | (63,590)     |
| Broker warrants issued                                          | -                   | -             | 16,189   | -                      | -           | 16,189       |
| <b>Balance - January 31, 2023</b>                               | 68,557,961          | 7,549,626     | 208,857  | 1,928,403              | (5,853,728) | 3,833,158    |
| <b>Balance - February 1, 2023</b>                               | 68,557,961          | 7,549,626     | 208,857  | 1,928,403              | (5,853,728) | 3,833,158    |
| <b>Net loss and comprehensive loss for the period</b>           |                     |               |          |                        | (68,500)    | (68,500)     |
| <b>Stock-based compensation</b>                                 |                     |               |          | -                      |             | -            |
| <b>Transactions with owners, recognized directly in equity:</b> |                     |               |          |                        |             |              |
| Issue of Common Share Units for cash                            | 1,022,000           | 85,182        | 17,018   |                        |             | 102,200      |
| Common Share Units issue costs                                  |                     | (6,297)       | (1,258)  |                        |             | (7,555)      |
| Broker warrants issued                                          |                     |               | 1,423    |                        |             | 1,423        |
| <b>Balance - October 31, 2023</b>                               | 69,579,961          | 7,628,511     | 226,040  | 1,928,403              | (5,922,228) | 3,860,726    |

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

**Zonte Metals Inc.**  
**Condensed Interim Statements of Cash Flows**  
**(Unaudited)**  
**(Canadian dollars)**

|                                                                                        | For the nine months ended |                |
|----------------------------------------------------------------------------------------|---------------------------|----------------|
|                                                                                        | 31-Oct<br>2023            | 31-Oct<br>2022 |
| <b>Cash (Used In) Provided By:</b>                                                     | \$                        | \$             |
| <b>Operating Activities:</b>                                                           |                           |                |
| Net profit (loss) and comprehensive income (loss) for the period                       | <b>(68,500)</b>           | (307,036)      |
| Adjustments for:                                                                       |                           |                |
| Depreciation                                                                           | 5,852                     | 6,233          |
| Stock-based compensation                                                               | -                         | 80,082         |
| Deferred Income tax recovery                                                           | <b>(96,218)</b>           | -              |
| Interest income                                                                        | <b>(20,443)</b>           | (25)           |
| Deferral of related party salaries                                                     | 71,050                    | 185,249        |
| Gain on revaluation and accretion expense on long-term related party balances (note 9) | <b>(5,538)</b>            | (10,468)       |
| Changes in items of working capital:                                                   |                           |                |
| Prepays and accounts receivable                                                        | <b>(12,422)</b>           | 27,242         |
| Accounts payable and accrued liabilities                                               | <b>(38,689)</b>           | (1,911)        |
|                                                                                        | <b>(164,908)</b>          | (20,634)       |
| <b>Financing Activities:</b>                                                           |                           |                |
| Issuance of shares and warrants for cash, net of cash issuance costs                   | <b>96,068</b>             | -              |
|                                                                                        | <b>96,068</b>             | -              |
| <b>Investing Activities:</b>                                                           |                           |                |
| Purchases of and expenditures on exploration & evaluation assets                       | <b>(441,608)</b>          | (36,853)       |
| Interest income                                                                        | 20,443                    | 25             |
|                                                                                        | <b>(421,165)</b>          | (36,828)       |
| <b>Change in cash and cash equivalents</b>                                             | <b>(490,005)</b>          | (57,462)       |
| <b>Cash and cash equivalents, opening</b>                                              | <b>1,122,172</b>          | 177,859        |
| <b>Cash and cash equivalents, closing</b>                                              | <b>632,167</b>            | 120,397        |

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

**Zonte Metals Inc.**  
**Notes to the Condensed Interim Financial Statements**  
**For the period ended October 31, 2023**  
**(Unaudited)**  
**(Canadian dollars)**

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**1. Nature of Business**

Zonte Metals Inc. (the “Company”) is a company incorporated and domiciled in Canada. The address of the Company’s registered office is 20 Fielding Ave, Dartmouth, Nova Scotia, B3B 1E1. The Company’s common shares are listed on the TSX Venture Exchange (the “Exchange”) under the trading symbol ZON. The Company is a mineral exploration company engaged in locating and acquiring high quality projects and exploring for gold and has not yet determined whether its exploration and evaluation assets contain mineral reserves that are economically recoverable.

**2. Going Concern and Basis of Presentation**

**Going Concern**

The Company's continuing operations and the underlying value and recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its exploration property interests, and on future profitable production or proceeds from the disposition of the exploration property interests. To date, the Company has not earned any revenue.

These condensed interim financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes continuity of operations and realization of assets and settlement of liabilities and commitments in the normal course of business as they become due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the entity’s ability to continue as a going concern, as described in the following paragraph. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption inappropriate. These adjustments could be material.

The Company is in the exploration stage and is subject to the risks and challenges similar to other companies in a comparable stage of exploration. These risks include, but are not limited to, dependence on key individuals, successful exploration results and the ability to secure adequate financing to meet the minimum capital required to successfully complete the project and continue as a going concern. For the nine months ended October 31, 2023, the Company incurred a loss before deferred income tax recovery of \$0.2 million (2022 - \$0.3 million) and as at October 31, 2023 had an accumulated deficit of approximately \$5.9 million (January 31, 2023 - \$5.9 million). The Company has no income or cash flows from operations and at October 31, 2023 had working capital of \$483,336 (January 31, 2023 - \$882,170). The ability of the Company to fulfill its commitments, meet its planned business objectives and continue as a going concern is dependent upon the ability of the Company to raise additional financing and upon successful results from its mineral property acquisitions and exploration activities. There is no assurance that these initiatives will be successful.

**Statement of compliance**

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting (“IAS 34”).

These condensed interim financial statements should be read in conjunction with the Company’s financial statements for the year ended January 31, 2023. The policies applied in these condensed interim financial statements are consistent with the policies disclosed in Notes 4 and 5 of the financial statements for the year ended January 31, 2023.

**Zonte Metals Inc.**  
**Notes to the Condensed Interim Financial Statements**  
**For the period ended October 31, 2023**  
**(Unaudited)**  
**(Canadian dollars)**

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The condensed interim financial statements were authorized for issue by the Board of Directors on December 14, 2023.

**Basis of Presentation**

These unaudited condensed interim financial statements have been prepared on the historical cost basis, except for share-based payments measured at fair value. Items included in the financial statements are measured using the Canadian dollar which is the currency of the primary economic environment in which the Company operates (the “functional currency”). The financial statements are presented in Canadian dollars.

**Use of Estimates and Judgments**

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and revenue and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

**3. Significant Accounting Policies**

These condensed interim financial statements have been prepared using the same policies and methods of computation as the annual financial statements of the Company for the year-ended January 31, 2023. Refer to note 4, *Summary of Significant Accounting Policies*, and note 6, *Financial Instruments and fair values*, of the Company’s annual financial statements for the year-ended January 31, 2023 for information on the accounting policies as well as new accounting standards not yet effective.

**4. Capital Management**

The Company’s capital structure consists of share capital, warrants and contributed surplus, which at October 31, 2023 totalled \$9.8 million (January 31, 2023 - \$9.7 million). The Company’s objective when managing capital is to maintain adequate levels of funding to support the acquisition and exploration of resource properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions, and there can be no assurance the Company will be able to raise funds in the future.

The Company invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid, high-grade financial instruments. There were no changes to the Company’s approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

**Zonte Metals Inc.**  
**Notes to the Condensed Interim Financial Statements**  
**For the period ended October 31, 2023**  
**(Unaudited)**  
**(Canadian dollars)**

**5. Exploration and evaluation assets**

The following is a summary of exploration and evaluation expenditures for the periods ended October 31, 2023 and January 31, 2023:

|                                                | <b>Wings Point</b> | <b>McConnel's Jest</b> | <b>Cross Hills</b> | <b>Total</b>     |
|------------------------------------------------|--------------------|------------------------|--------------------|------------------|
|                                                | <b>\$</b>          | <b>\$</b>              |                    | <b>\$</b>        |
| <b>Beginning balance, February 1, 2022</b>     | <b>621,461</b>     | <b>1,133,824</b>       | <b>2,993,504</b>   | <b>4,748,789</b> |
| Additions during the period:                   |                    |                        |                    |                  |
| Acquisition costs                              | -                  | -                      | 12,750             | 12,750           |
| Assays & analysis                              | 1,216              | -                      | 6,437              | 7,653            |
| Consulting fees                                | -                  | -                      | -                  | -                |
| Exploration support                            | 5,000              | -                      | 38,681             | 43,681           |
| Field supplies                                 | -                  | 935                    | 1,225              | 2,160            |
| Transportation & travel                        | 61                 | -                      | 6,599              | 6,660            |
|                                                | 6,277              | 935                    | 65,692             | 72,904           |
| Refund of Security deposits                    | (12,150)           | -                      | -                  | (12,150)         |
| Write-off of exploration and evaluation assets | (465,588)          | -                      | -                  | (465,588)        |
| <b>Ending balance, January 31, 2023</b>        | <b>150,000</b>     | <b>1,134,759</b>       | <b>3,059,196</b>   | <b>4,343,955</b> |
| Acquisition costs                              | -                  | -                      | 2,875              | 2,875            |
| Assays & analysis                              | -                  | -                      | 87,495             | 87,495           |
| Exploration support                            | -                  | -                      | 164,699            | 164,699          |
| Consulting fees                                | -                  | -                      | 1,676              | 1,676            |
| Drilling                                       | -                  | -                      | 54,150             | 54,150           |
| Field supplies                                 | -                  | 935                    | 7,840              | 8,775            |
| Geophysics                                     | -                  | -                      | 120,624            | 120,624          |
| Transportation & travel                        | -                  | -                      | 43,672             | 43,672           |
|                                                | -                  | 935                    | 483,031            | 483,966          |
|                                                | -                  | 935                    | 483,031            | 483,966          |
| <b>Ending balance, October 31, 2023</b>        | <b>150,000</b>     | <b>1,135,694</b>       | <b>3,542,227</b>   | <b>4,827,921</b> |

***Wings Point***

The Company has reduced the size of its Wings Point Project ("Wings Point") to 73 claims and granted an option to Southern Sky Resources Corp. (Southern) to acquire a 100% interest in the 73 remaining claims.

The option agreement provides that subject to Southern receiving the necessary regulatory approvals and commencement of trading on a Canadian stock exchange prior to February 15, 2024, Southern will be deemed to have earned a 100% interest in the claims by paying the Company \$100,000 and issuing 750,000 Southern shares to the Company over a two-year period in addition to carrying out a minimum annual amount of \$100,00 of exploration and evaluation work on Wings Point until the aforementioned cash and shares are paid to the Company. The Company will retain a 2% net smelter return (NSR) on one of the claim blocks.

During the year ended January 31, 2023, the Company considered that the option agreement with Southern

**Zonte Metals Inc.**  
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**(Unaudited)**  
**(Canadian dollars)**

constituted an indicator of impairment. The Company recorded an impairment loss to reduce the carrying amount of Wings Point to an estimated recoverable amount of \$150,000 (Level 3 measurement). In determining the recoverable amount, a fair value less costs of disposal method was used whereby the expected sale scenario represents the transfer of Wings Point to Southern upon completion of the steps described above. Management considered the cash and shares consideration from the option agreement and weighted the probabilities of outcomes, using a discount rate of 10% to reflect the expected consideration to be received over a two-year period.

***McConnell's Jest Project***

The McConnell's Jest Project ("MJ Project") is located in the Yukon Territory about 65 kilometres northeast of the town of Mayo and is comprised of 172 contiguous quartz claims covering approximately 3,371 hectares. During June 2019, the Company amended the terms of the MJ Project option agreement and acquired a 100% interest in the MJ Project, subject to a 3% NSR, two-thirds of which can be bought back by the Company for \$2,000,000.

***Cross Hills Project***

The Cross Hills Project ("Cross Hills") is located on the island portion of Newfoundland and Labrador, approximately 20 kilometres from the town of Terrenceville and is comprised of 605 claims covering approximately 15,125 hectares, including 90 claims optioned from the property vendor and 515 claims staked by the Company. The Company has earned a 100% interest in the Project pursuant to an option agreement by:

- Making aggregate cash payments of \$55,000 over a three-year period, of which the final \$25,000 was paid in February 2021;
- Issuing 1,500,000 common shares of the Company over a three-year period, of which the final 500,000 common shares were issued in February, 2021; and
- Granting a 3% NSR on production from the Cross Hills Project, two-thirds of which can be bought back by the Company for \$2,000,000.

**6. Accounts payable and accrued liabilities**

|                  | <b>October 31<br/>2023</b> | <b>January 31<br/>2023</b> |
|------------------|----------------------------|----------------------------|
|                  | <u>\$</u>                  | <u>\$</u>                  |
| Trade payables   | 31,319                     | 62,201                     |
| Accrued expenses | 68,344                     | 33,793                     |
|                  | <u>99,663</u>              | <u>95,994</u>              |

**Zonte Metals Inc.**  
**Notes to the Condensed Interim Financial Statements**  
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**(Unaudited)**  
**(Canadian dollars)**

**7. Flow-through premium**

|                                                                                                     | \$             |
|-----------------------------------------------------------------------------------------------------|----------------|
| <b>Opening balance – February 1, 2022</b>                                                           | -              |
| Flow-through share premium liability recorded on issuance of flow-through shares                    | 154,500        |
| Pro rata reduction of flow-through premium liability to related to qualifying expenditures incurred | (1,313)        |
| <b>Closing balance – January 31, 2023</b>                                                           | <b>153,187</b> |
| Pro rata reduction of flow-through premium liability to related to qualifying expenditures incurred | (96,218)       |
| <b>Closing balance – October 31, 2023</b>                                                           | <b>56,969</b>  |

In connection with the issuance of flow-through shares as part of the Fiscal 2023 Private Placement, the Company is required to incur and renounce an additional \$284,845 of qualifying expenditures prior to December 31, 2023.

**8. Share capital**

Authorized

The Company has authorized an unlimited number of common shares without par value.

Issued and outstanding

|                                    | Number<br># | Amount<br>\$ |
|------------------------------------|-------------|--------------|
| <b>Balance at February 1, 2022</b> | 59,284,961  | 6,878,584    |
| Transactions in the period         |             |              |
| Issue of shares for cash (ii)      | 9,273,000   | 720,447      |
| Share issue costs (ii)             | -           | (49,405)     |
| <b>Balance at January 31, 2023</b> | 68,557,961  | 7,549,626    |
| <b>Balance at February 1, 2023</b> | 68,557,961  | 7,549,626    |
| Transactions in the period         |             |              |
| Issue of shares for cash (i)       | 1,022,000   | 85,182       |
| Share issue costs (i)              | -           | (6,297)      |
| <b>Balance at October 31, 2023</b> | 69,579,961  | 7,628,511    |

- i. During April 2023, the Company completed a non-brokered private placement consisting of 1,022,000 common share units at a price of \$0.10 (the “April 2023 Offering”) for total proceeds of \$102,200. Each unit consisted of one common share and one common share purchase warrant (the “April 2023 Warrants”), expiring April 5, 2026, entitling the holder to acquire one additional common share at a price of \$0.18. The proceeds of the offering were allocated pro rata between the common shares and the warrants based on the relative fair value of each with \$17,018 allocated to the April 2023 Warrants. The following assumptions were used in the Black-Scholes option pricing model valuation of the April 2023 Warrants: risk-free interest rate of 3.39%, expected dividend yield of nil%, expected stock volatility of 62% and an expected life of 2.8 years.

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**(Unaudited)**  
**(Canadian dollars)**

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In connection with the April 2023 Offering, the Company issued 61,320 Finders' Warrants (the "April 2023 Finders' Warrants") and paid cash finders' fees aggregating \$6,132. Each Finders' Warrant is exercisable until April 5, 2028 and entitles the holder to purchase the common share of the Company at an exercise price of \$0.20 per share. The Fiscal 2023 Finders Warrants are valued at \$1,423 with \$237 being allocated as Fiscal 2023 Warrant issue costs. The fair value of the Fiscal 2023 Finders Warrants issued was determined to be \$0.023 per warrant using the Black-Scholes option pricing model based on the following assumptions: risk-free interest rate of 2.99%, expected dividend yield of nil%, expected stock volatility of 60% and an expected life of 4.7 years.

- ii. During December 2022 and January 2023, the Company completed a non-brokered private placement financing (the "Fiscal 2023 Private Placement") and issued 3,093,000 common share units at a price of \$0.10 and 6,180,000 flow-through units at a price of \$0.125 (together, the "Offering") for total proceeds of \$1,081,800. Each unit was comprised of one common share and one common share purchase warrant (the "Fiscal 2023 Warrants"). Each Fiscal 2023 Warrant entitles the holder to acquire one common share of the Company at a price of \$0.18 at any time prior to December 20, 2025. The proceeds of the offering were allocated pro rata between the common shares and the warrants based on the relative fair value of each with \$206,853 allocated to the Fiscal 2023 Warrants. The following assumptions were used in the Black-Scholes option pricing model valuation of the Fiscal 2023 Warrants: risk-free interest rate of 3.39%, expected dividend yield of nil%, expected stock volatility of 63% and an expected life of 2.8 years.

In connection with the Fiscal 2023 Private Placement, the Company issued 384,000 Finder Warrants (the "Fiscal 2023 Finder Warrants") and paid cash finders' fees aggregating \$47,400. Each Fiscal 2023 Finder Warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.20 per share at any time prior to December 20, 2027. The Fiscal 2023 Finders Warrants are valued at \$16,189 with \$3,611 being allocated as Fiscal 2023 Warrant issue costs. The fair value of the Fiscal 2023 Finders Warrants issued was determined to be \$0.042 per warrant using the Black-Scholes option pricing model based on the following assumptions: risk-free interest rate of 2.99%, expected dividend yield of nil%, expected stock volatility of 62% and an expected life of 4.7 years.

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**(Canadian dollars)**

**9. Warrants**

The following is a summary of warrant activity for the periods ended October 31, 2023 and January 31, 2023:

|                                    | Number<br>#       | Amount<br>\$   | Weighted average<br>exercise price<br>\$ |
|------------------------------------|-------------------|----------------|------------------------------------------|
| <b>Balance at February 1, 2022</b> | -                 | -              | -                                        |
| Transactions in the Period:        |                   |                |                                          |
| Issued for cash                    | 9,273,000         | 206,853        | 0.18                                     |
| Warrant issue costs                | -                 | (14,185)       | -                                        |
| Broker warrants issued             | 384,000           | 16,189         | 0.20                                     |
| <b>Balance at January 31, 2023</b> | <b>9,657,000</b>  | <b>208,857</b> | <b>0.18</b>                              |
| <b>Balance at February 1, 2023</b> | <b>9,657,000</b>  | <b>208,857</b> | <b>0.18</b>                              |
| Transactions in the Period:        |                   |                |                                          |
| Issued for cash                    | 1,022,000         | 17,018         | 0.18                                     |
| Warrant issue costs                | -                 | (1,257)        | -                                        |
| Broker warrants issued             | 61,320            | 1,423          | 0.20                                     |
| <b>Balance at October 31, 2023</b> | <b>10,740,320</b> | <b>226,041</b> | <b>0.18</b>                              |

During April 2023, the Company issued 1,022,000 April 2023 Warrants and 61,320 April 2023 Finders' Warrants expiring on April 5, 2026 and April 5, 2028, respectively (see Note 8 i)).

During December 2022 and January 2023, the Company issued 9,273,000 Fiscal 2023 Warrants and 384,000 Fiscal 2023 Finders' Warrants expiring on December 20, 2025 and 2027, respectively (see Note 8 ii)).

The following is a summary of warrants outstanding at October 31, 2023:

| Description                   | Number    | Exercise<br>Price | Expiry<br>Date    |
|-------------------------------|-----------|-------------------|-------------------|
| Fiscal 2023 Warrants          | 9,273,000 | \$0.18            | December 20, 2025 |
| Fiscal 2023 Finders' Warrants | 418,227   | \$0.20            | December 20, 2027 |
| April 2023 Warrants           | 1,022,000 | \$0.18            | April 5, 2026     |
| April 2023 Finders' Warrants  | 61,320    | \$0.20            | April 5, 2028     |

**10. Stock options**

The Company has adopted a stock option plan pursuant to which it may from time to time, at its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants, options (collectively, the "Stock Options") to purchase common Shares, exercisable for a period of up to five years from the date of grant, provided that the number of common shares reserved for issuance does not exceed 10% of the Company's issued and outstanding common shares. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares in any 12-month period, and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares in any 12-month period. Stock Options may be exercised until the earlier of 5-years following the date of grant and 90 days following cessation of an optionee's position with the Company.

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The following is a summary of stock option activity for the periods ended October 31, 2023 and January 31, 2023:

|                                    | <b>Number of<br/>options</b> | <b>Weighted average<br/>exercise price</b> |
|------------------------------------|------------------------------|--------------------------------------------|
| <b>Balance at February 1, 2022</b> | 5,330,000                    | \$0.24                                     |
| Transactions during the period:    |                              |                                            |
| Transactions during the period:    |                              |                                            |
| Expired                            | 2,305,000                    | \$0.24                                     |
| <b>Balance at January 31, 2023</b> | 3,025,000                    | \$0.23                                     |
| <b>Balance at February 1, 2023</b> | 3,025,000                    | \$0.23                                     |
| Transactions during the period:    |                              |                                            |
|                                    | -                            | -                                          |
| <b>Balance at October 31, 2023</b> | 3,025,000                    | \$0.23                                     |

As at October 31, 2023, the Company has outstanding stock options entitling the holders to acquire common shares as follows:

| <b>Weighted average<br/>exercise price<br/>\$</b> | <b>Number of<br/>options<br/>#</b> | <b>Number<br/>exercisable<br/>#</b> | <b>Weighted<br/>average<br/>contractual<br/>life<br/>\$</b> |
|---------------------------------------------------|------------------------------------|-------------------------------------|-------------------------------------------------------------|
| 0.29                                              | 775,000                            | 775,000                             | 0.2                                                         |
| 0.21                                              | 2,250,000                          | 2,250,000                           | 2.6                                                         |
| 0.23                                              | 3,025,000                          | 3,025,000                           | 2.0                                                         |

As at October 31, 2023, 3,932,996 options remained available for future grants under the plan (January 31, 2023 – 3,830,796).

## **11. Related party transactions**

Each of the President and Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”) have contractually agreed to an interest free long-term deferral of a portion of their salary or fees and have also voluntarily agreed to an interest free short-term deferral of a further portion of their salary or fees. The salary deferral component extends to a date to be mutually agreed upon between the CEO, the CFO and the Board of Directors and may be settled through a combination of cash and shares. The salary deferral components owed are considered to be interest-free loans provided to the Company.

Included in amounts due to related parties at October 31, 2023 is \$1,144,225 (January 31, 2023 - \$1,102,975) payable to the CEO related to a long-term deferral agreement and included in long-term liabilities.

Included in amounts due to related parties at October 31, 2023 is \$466,050 (January 31, 2023 - \$435,250) payable to the CFO, including \$451,250 (January 31, 2023 - \$435,250) related to a long-term deferral agreement and included in long-term liabilities and \$13,800 (January 31, 2023 - \$nil) related to current amounts due and included in current liabilities.

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The amounts subject to the long-term deferral agreement are not expected to be paid within the next 12 months. Accordingly, these amounts have been re-measured to reflect the fair value resulting in a gain on revaluation of amounts due to related parties, net of accretion expense, of \$5,538 for the nine months ended October 31, 2023 (2022 \$10,468). The difference between the carrying value and the principal value of amounts due to related parties will be accreted as an expense over the expected term of the deferrals using the effective interest rate method with an implied interest rate of 10%.