Orecap Invest Corp.

Condensed Consolidated Interim Financial Statements

For the three and six months ended April 30, 2024 and 2023

(Unaudited - *Expressed in Canadian Dollars)*

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102, Part 4, subsubsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying condensed consolidated interim financial statements of the company have been prepared by and are the responsibility of the company's management. The company's independent auditor has not performed an audit or review of these condensed consolidated interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants.

Orecap Invest Corp.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian dollars)

As at	*Notes*	**April 30, 2024**	**October 31, 2023**
ASSETS			
Current			
Cash		**$1,722,105**	$1,140,181
Restricted cash	5	**1,017,029**	1,015,812
Investments in public companies	6	**16,534,422**	3,492,620
Amounts receivable		**88,896**	148,820
Due from related parties	10	**83,770**	83,770
Prepaid expenses		**35,914**	19,717
Total current assets		**$19,482,136**	$5,900,920
Property and equipment		**32,908**	36,320
TOTAL ASSETS		**$19,515,044**	$5,937,240
LIABILITIES			
Current			
Accounts payable and accrued liabilities		**$1,301,195**	$1,430,162
Due to related party		**450**	-
Asset retirement obligation	9	**2,154,817**	2,094,088
Flow-through share liability	8,11,15	**95,000**	-
TOTAL LIABILITIES		**$3,551,462**	$3,524,250
SHAREHOLDERS' EQUITY			
Share capital	12	**$26,381,121**	$26,381,121
Share- based reserves	12	**4,793,124**	4,725,730
Other reserves		**540,984**	-
Deficit		**(15,175,218)**	(27,510,810)
TOTAL EQUITY ATTRIBUTABLE TO ORECAP INVEST CORP SHAREHOLDERS'		**$16,540,011**	$3,596,041
Non-controlling interest		**(576,429)**	(1,183,051)
TOTAL SHAREHOLDERS' EQUITY		**$15,963,582**	$2,412,990
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$19,515,044**	$5,937,240

Nature of operations (Note 1)
Going concern (Note 2)
Commitments and contingencies (Note 15)

Approved on behalf of the Directors:

"Stephen Stewart"
Stephen Stewart – Director

"Alex Stewart"
Alex Stewart– Director

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

Orecap Invest Corp.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
(Unaudited - Expressed in Canadian dollars)

	Notes	Three Months Ended April 30, 2024	Three Months Ended April 30, 2023	Six Months Ended April 30, 2024	Six Months Ended April 30, 2023
EXPENSES					
Consulting and management fees	10	**$199,389**	$85,577	**$354,532**	$186,886
Exploration expenses	7	**149,715**	90,134	**253,506**	1,543,953
Share-based payments	12	**33,697**	536	**67,394**	1,340
Amortization of property, and equipment		**1,706**	2,232	**3,412**	4,463
Office, rent and general		**6,813**	5,846	**16,987**	10,941
Accretion expense		**-**	-	**60,729**	-
Professional fees		**8,429**	14,360	**68,224**	36,265
Transfer agent, filing fees and shareholder communications		**62,774**	39,713	**88,480**	48,707
Travel and related costs		**5,119**	5,624	**9,848**	9,369
TOTAL EXPENSES		**$467,642**	$244,021	**$923,112**	$1,841,924
Unrealized (gain)/loss on marketable securities	**6**	**(7,807,938)**	468,702	**(11,541,801)**	(387,895)
Gain on disposition of interest in NAK	**7**	**-**	-	**(1,500,000)**	-
Equity (income)/loss from investments in associate		**-**	(46,416)	**-**	418,652
Interest income		**(10,971)**	(19,497)	**(20,544)**	(138,293)
Income (loss) before tax		**7,351,267**	(646,810)	**12,139,233**	(1,734,388)
Deferred income tax recovery					
Flow-through share premium liability renunciation	8	**-**	-	**-**	376,610
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD		**$7,351,627**	$(646,810)	**$12,139,233**	$(1,357,778)
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:					
Shareholders		**7,423,747**	$(646,810)	**12,335,592**	$(1,357,778)
Non-controlling interest		**(72,480)**	-	**(196,359)**	-
		$7,351,627	$(646,810)	**$12,139,233**	$(1,357,778)
Weighted average number of shares - basic and diluted		**247,714,298**	247,626,907	**247,714,298**	247,388,945
Income (loss) per share attributable to shareholders – basic and diluted		**$ 0.03**	$ -	**$0.05**	$ (0.01)

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

Orecap Invest Corp.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited - Expressed in Canadian dollars)

	Note	**Number of shares**	**Amount**	**Share-based Reserve**	**Other reserves**	**Retained Earnings (Deficit)**	**Non-controlling Interest**	**Total Equity**
Balance at October 31, 2022		247,158,745	$26,356,121	$4,662,528	$ -	$(22,760,911)	$ -	$8,257,738
Loss for the period		-	-	-	-	(1,357,778)	-	(1,357,778)
Shares issued for evaluation and exploration		555,556	25,000	-	-	-	-	25,000
Share-based payments		-	-	1,340	-	-	-	1,340
Balance at April 30, 2023		247,714,301	$26,381,121	$4,663,868	$ -	$(24,118,689)	$ -	$6,926,300
Balance at October 31, 2023		**247,714,301**	**$26,381,121**	**$4,725,730**	**$ -**	**$(27,510,810)**	**$(1,183,051)**	**$2,412,990**
Income (loss) for the period		-	-	-	-	12,335,592	(196,359)	12,139,233
Shares issued in Cuprum Corp.	11	-	-	-	540,984	-	802,981	1,343,965
Share-based payments		-	-	67,394	-	-	-	67,394
Balance at April 30, 2024		**247,714,301**	**$26,381,1121**	**$4,793,124**	**$540,984**	**$(15,175,218)**	**$(576,429)**	**$15,963,582**

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

Orecap Invest Corp.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)

For the periods ended	*Note*	**April 30, 2024**	**April 30, 2023**
Operating activities			
Income (loss) for the period		**$12,139,233**	$(1,357,778)
Items not involving cash			
Amortization		**3,412**	4,463
Flow-through share premium renunciation		**-**	(376,610)
Share-based payments		**67,394**	1,340
Unrealized (gain) on marketable securities	6	**(11,541,801)**	(387,895)
Gain on disposition of interest in NAK	7	**(1,500,000)**	-
Shares issued for exploration and evaluation		**-**	25,000
Equity loss from investments in associates		**-**	418,651
Accretion expense	9	**60,729**	-
Accrued interest		**(1,217)**	-
Changes in working capital items			
Prepaid expenses		**(16,197)**	(17,961)
Advances from related party		**450**	-
Amounts receivable		**59,924**	(72,522)
Accounts payable and accrued liabilities		**(129,769)**	(31,587)
Net cash used in operating activities		**$857,076**	$(1,794,898)
Investing activities			
Advances to related parties		**-**	(95,054)
Net cash provided by investing activities		**$ -**	$(95,054)
Financing activities			
Issuance of shares in Cuprum Corp.	11	**1,439,000**	-
Net cash provided by financing activities		**$1,439,000**	$ -
Net increase in cash		**581,924**	(1,699,844)
Cash, beginning of period		**1,140,181**	5,533,174
Cash, end of period		**$1,722,105**	$3,833,330

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

1. NATURE OF OPERATIONS

Orecap Invest Corp. (“Orecap” or the “Company”) formerly Orefinders Resources Inc, was incorporated under the Business Corporations Act (British Columbia) on July 26, 2011 was initially focused on exploration, development and production of exploration and evaluation assets in Canada. On December 17, 2012, the Company completed an Initial Public Offering (“Offering”), and its shares were listed for trading on the TSX Venture Exchange (“TSX-V”). In May 2023, the company changed its name and listing status to an investment and mining issuer. Orecap's new focus is on special situation investments in the natural resources sector, offering shareholders diverse exposure to high returns on investments in precious and critical metal assets and businesses.

The head and principal office of the Company is located at 55 University Avenue, Suite 1805 Toronto, Ontario M5J 2H7.

These interim financial statements were authorized for issuance in accordance with a resolution of the Board of Directors on June 27, 2024.

2. GOING CONCERN

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. Accordingly, it does not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than in the normal course of business and at amounts that may differ from those shown in these consolidated financial statements. Such adjustments could be material.

The Company has not raised funds during the three and six months ended April 30th, 2024 and year ended October 31, 2023. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to sell investments, relinquish rights to certain of its interests or terminate its operations.

As at April 30, 2024, the Company had working capital of $16,025,674 excluding flow-through share liability (October 31, 2023 - $2,376,670) and an accumulated deficit of $15,175,218 (October 31, 2023 - $27,510,810). The Company has no proven history of performance, earnings or success. Management believes the Company has sufficient funds or access to sufficient funds to cover planned operations throughout the next twelve-month period. However, management plans on securing additional financing through the issue of new equity, among other things. Nevertheless, there is no assurance that these initiatives will be successful. These factors indicate the existence of material uncertainties that may cast significant doubt as to the Company’s ability to continue as a going concern.

3. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

a) Statement of compliance and basis of measurement

These unaudited condensed consolidated interim financial statements (“interim financial statements”) have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) with interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) which the Canadian Accounting Standards Board has approved for incorporation into Part I of the CPA Canada Handbook – Accounting, as applicable to the preparation of interim financial statements, including International Accounting Standard 34, “Interim Financial Reporting” (“IAS 34”). These interim financial statements should be read in conjunction with the October 31,

2023, consolidated annual financial statements.
These unaudited condensed consolidated interim financial statements follow the same accounting principles and methods of application as disclosed in the consolidated financial statements as at and for the year ended October 31, 2023. The interim consolidated financial statements may condense or omit certain disclosures that otherwise would be present in annual financial statements prepared in accordance with IFRS.

b) Significant accounting judgments and sources of estimation uncertainty

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts and the valuation of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the period reported.

Management uses its best estimates for these purposes, based on assumptions that it believes reflect the most probable set of economic conditions and planned courses of action. However, actual results could differ materially from these estimates.

The significant areas of estimation and uncertainty considered by management in preparing the condensed consolidated interim financial statements are the same as those described in the Company's annual financial statements for the year ended October 31, 2023.

c) Significant accounting policies

The Company's accounting policies applied to all periods presented in these Financial Statements are the same as those applied by the Company in its annual consolidated financial statements as at and for the year ended October 31, 2023, except as details in note 4.

4. ADOPTION OF NEW AND REVISED STANDARDS AND INTERPRETATIONS

At the date of authorization of these consolidated interim financial statements, the IASB has issued new and revised Standards and Interpretations which are not yet effective for the relevant reporting period. Many are not applicable or do not have a significant impact to the Company. Management is currently evaluating the impact of these pronouncements on the Company's consolidated interim financial statements.

5. RESTRICTED CASH

At April 30 2024, restricted cash totaled $1,017,029 (October 31, 2023 - $1,015,812). This is comprised of funds placed by the Company with the Ontario government in the amount of $97,366 (October 31, 2023 - $97,366) to be applied toward the reclamation of the Mirado stockpile area, $521,759 (October 31, 2023 - $521,759) in funds placed by the Company with the Ontario government related to the McGarry Project and $397,905 (October 31, 2023 -$396,687) in a restricted investment towards the Thierry Copper Project (Note 7).

6. INVESTMENTS IN PUBLIC COMPANIES

As at April 30, 2024, the Company held fair value investments with a total carrying value of $16,534,422 (October 31, 2023 - $3,492,620). The Company has determined that it exerts significant influence over all its investments in public companies.

(Expressed in Canadian dollars)

The Company's investments as at April 30, 2024 included the following:

Company	Security	Quantity	Fair Value	Unrealized gain/(loss) three months ended April 30, 2024	Unrealized gain/(loss) six months ended April 30, 2024
American Eagle Gold Corp.[1]	Shares	11,683,748	$7,594,436	$1,869,400	$5,247,175
American Eagle Gold Corp[2,3]	Warrants	100,000	35,402	13,583	32,134
QC Copper and Gold Inc.[1]	Shares	5,059,752	657,768	(101,195)	25,299
Awalé Resources Limited[1]	Shares	8,333,332	5,166,666	4,166,666	4,083,333
Awalé Resources Limited[4,5]	Warrants	4,166,666	2,091,790	1,859,484	1,783,225
Mistango River Resources[1]	Shares	24,708,975	988,359	-	370,635
			$16,534,421	**$7,807,938**	**$11,541,801**

[1]Investment valued based on the quoted market price at April 30, 2024.

[2] Investment valued using Black Scholes for the warrants with the following inputs: $0.65 share price, $0.30 exercise price, 120% volatility based on historical trading, 4.34% risk-free rate and a life of 1 month.

[3]After April 30, 2024, the warrants were exercised, and $30,000 in cash was paid.

[4]Initial investment valued using Black Scholes for the shares with the following inputs: $0.13 share price, $0.20 exercise price, 115% volatility based on historical trading, 3.87% risk-free rate and a life of 3 years.

[5]Investment valued using Black Scholes for the warrants with the following inputs: $0.62 share price, $0.20 exercise price, 119% volatility based on historical trading, 4.23% risk-free rate and a life of 2.06 years.

The Company's investments in 2023 included the following:

Company	Security	Quantity	Fair Value as at October 31, 2023	Unrealized gain/(loss) three months ended April 30, 2023	Unrealized gain/(loss) six months ended April 30, 2023
American Eagle Gold Corp.[1,5]	Shares	4,707,004	$847,261	$(494,000)	$312,000
American Eagle Gold Corp[2]	Warrants	100,000	3,268	-	-
QC Copper and Gold Inc.[1]	Shares	5,059,752	632,469	25,298	75,895
Awalé Resources Limited[1]	Shares	8,333,332	1,083,333	-	-
Awalé Resources Limited[3,4]	Warrants	4,166,666	308,565	-	-
Mistango River Resources[1,]	Shares	24,708,975	617,724	-	-
			$3,492,620	**$(468,702)**	**$387,895**

[1]Investment valued based on the quoted market price at October 31, 2023.

[2] Investment valued as at October 31, 2023, using Black Scholes for the warrants with the following inputs: $0.18 share price, $0.30 exercise price, 120% volatility based on historical trading, 4.73% risk free rate and a life of 6 months.

[3]Initial investment valued using Black Scholes for the shares with the following inputs: $0.13 share price, $0.20 exercise price, 115% volatility based on historical trading, 3.87% risk free rate and a life of 3 years.

(Expressed in Canadian dollars)

[4]Investment valued as at October 31, 2023, using Black Scholes for the warrants with the following inputs: $0.13 share price, $0.20 exercise price, 119% volatility based on historical trading, 4.41% risk free rate and a life of 2.5 years.

[5]As at October 31, 2023, the Company recognized a realized gain on sale of American Eagle securities for $125,360.

7. EXPLORATION EXPENSES

The following are details of the Company's exploration and evaluation expenses for the period ended April 30, 2024, and 2023:

	Three months ended		Six months ended		Accumulated From Property Inception
	April 30, 2024	April 30, 2023	**April 30, 2024**	April 30, 2023	
Mirado Property, Ontario	**$ -**	**$ -**	**$ -**	**$ -**	**$5,444,737**
MZ Claims Property, Ontario	**-**	**-**	**-**	**-**	**680,879**
Gold Hill Property, Ontario	**-**	**-**	**-**	**-**	**68,841**
Knight Property, Ontario	**-**	**21,531**	**3,307**	**316**	**3,657,607**
McGarry Property, Ontario	**30,880**	**5,215**	**51,201**	**5,215**	**1,316,914**
NAK Property, BC	**-**	**-**	**-**	**1,000,000**	**1,000,000**
Pickle Lake, Ontario	**118,835**	**-**	**198,998**	**-**	**5,412,590**
Grizzly Gold Property, Quebec	**-**	**63,388**	**-**	**538,422**	**600,459**
	$149,715	**$90,134**	**$253,506**	**$1,543,953**	**$18,182,027**

As of April 30, 2024 and 2023, the Company has projects located in Ontario, British Columbia, and Quebec. These projects are subject to various NSRs ranging from 1.5% to 4%.

<u>American Eagle's NAK Copper-Gold Porphyry Project.</u>

In October 2022, the Company entered into an option agreement with American Eagle to acquire a 20% interest (except the NSR as defined below) (the "Interest") in American Eagle's NAK Copper-Gold Porphyry project (the "Project"), consisting of 5 mineral claims located northeast of Smithers, British Columbia.

Pursuant to the option agreement and subsequent to October 31, 2022, Orecap has carried out an aggregate of $1,000,000 in work obligations to enable the carrying out of exploration work on the Project (the "Work Obligations"). The completion of the Work Obligations on December 21, 2022 has resulted in the granting of the Interest to Orecap.

American Eagle had the right to re-acquire the Interest from Orecap at any time after February 28, 2023, but before April 30, 2024 (the "Call Option"). The purchase price payable by American Eagle to Orecap for the Interest on the Closing Date is $1,500,000, which may be paid, at the sole option of American Eagle, in cash or in common shares of American Eagle. In November 2024, American Eagle exercised its right to re-acquire the Interest in the Nak Project, issuing 6,976,744 common shares of American Eagle at a value of $1,500,000 to Orecap. American Eagle is a related party of Orecap.

<u>Grizzly Gold Project ("Grizzly")</u>

In April 2024, the Grizzly Gold Project option agreement was terminated.

(Expressed in Canadian dollars)

8. FLOW-THROUGH SHARE LIABILITY

Flow-through common shares require the Company to incur an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. The Company may be required to indemnify the holders of such shares for any tax and other costs payable by them in the event the Company has not incurred the required exploration expenditures. Under the IFRS framework, the increase to share capital when flow-through shares are issued is measured based on the current market price of the common shares. The incremental proceeds, or "premium", are recorded as a flow-through liability. During the three and six months ended April 30, 2024, the Company recognized a flow-through share premium renunciation of $Nil and $Nil, respectively (three and six months ended April 30, 2023 – $Nil and $376,610, respectively). As of April 30, 2024, the flow-through liability was $95,000 related to Cuprum Corp. financing (year ended October 31, 2023 - $Nil). Refer to note 11.

9. ASSET RETIREMENT OBLIGATION ("ARO")

The Company has recognized a provision of $113,202 (October 31, 2023 - $110,012) for environmental rehabilitation in relation to previous mining activities at the Mirado stockpile area, $591,574 (October 31, 2023 - $574,902) related to its McGarry project, and $1,450,040 relating to Cuprum Corp.'s Thierry Project. The provision is estimated based on management's estimates of projected reclamation costs. The Company is currently unable to reliably estimate when the reclamation activities will be completed.

	2024	2023
ARO – beginning of year	**$ 2,094,088**	$ 570,967
Addition – Cuprum Corp.	**-**	1,409,174
Accretion expense	**60,729**	113,947
ARO – end of year	**2,154,817**	2,094,088
Current portion	**2,154,817**	2,094,088
Non-current portion	**$ -**	$ -

10. RELATED PARTY TRANSACTIONS

Key management personnel compensation

Key management includes directors and executive management. The remuneration of the key management of the Company during the three and six months ended April 30, 2024 and 2023 was as follows:

	Three months ended		**Six months ended**	
	April 30, 2024	**April 30, 2023**	**April 30, 2024**	**April 30, 2023**
Geological consulting included in exploration expenses	**$ -**	$ -	**$ -**	$17,292
Management and consulting fees	**130,167**	66,765	**300,333**	133,530
Share-based payments	**27,528**	536	**55,057**	1,340
	$157,695	$ 67,301	**$355,390**	$152,162

Standard Ore Corporation ("Standard Ore") is a company controlled by a director of Orecap and provides corporate and administrative services to the Company. For the three and six months ended April 30, 2023, Standard Ore charged the Company $30,000 and $60,000 of management fees, respectively (three and six months ended April 30, 2023 - $30,000 and $60,000), which is included in the amounts in the chart above.

(Expressed in Canadian dollars)

Related Party Balances

The following are the balances due from (to) associates and related parties as at April 30, 2024 and October 31, 2023:

	April 30, 2024	October 31, 2023
Due from Standard Ore Corporation	$83,770	$83,770
Due to Mistango River Resources	(450)	-
	$83,320	$83,770

All of the amounts due to and from related parties are unsecured, non-interest bearing with no fixed terms of repayment.

11. CUPRUM CORP.

On October 26, 2023, the Company acquired 45% of Cuprum Corp., a private company that owns 100% of Thierry Copper Project, located in Pickle Lake, Ontario. The Company is also party to a shareholder agreement whereby the Company controls 84% of the voting rights of Cuprum Corp. for a period of 18 months subsequent to the acquisition date. The Company assessed that it controlled Cuprum Corp. at the time of the acquisition and as at April 30, 2024. Cuprum Corp. was a subsidiary of Canadian Critical Minerals Inc. ("CCMI"). The acquisition was for cash of $1,350,000, and as a part of the agreement, CCMI also received 3,000,000 share purchase warrants of Cuprum.

Furthermore, CCMI will receive a $500,000 milestone bonus payment upon the completion of a new NI 43-101 resource on near-surface (300 metres from surface) resources that exceed 100 million tonnes and/or 1.0 billion lbs of copper. There is also an additional $250,000 milestone bonus payment for the completion of a new NI 43-101 resource on near-surface (300 metres from surface) resources that exceed 150 million tonnes and/or 1.5 billion lbs of copper. The Company used judgment to determine that the accrual for the milestone bonus payments could not be reliably estimated at this time, and as a result the amount has not been accrued for in the consolidated financial statements.
In November 2023, Cuprum Corp. issued 9,110,000 shares at $0.05 per share for gross proceeds of $455,500, of which Orecap subscribed to 2,500,000 shares for a total of $125,000. Proceeds from the shares issuance excluding Orecap's subscription totaled $330,500. 3,110,000 shares in Cuprum Corp. for gross proceeds of $155,500 were subscribed to by directors and officers of Orecap and their close family members.

In April 2024, Cuprum Corp. issued 5,349,995 hard-dollar shares at $0.12 per share for gross proceeds of $642,000 and 3,176,666 flow-through shares at $0.15 for gross proceeds of $476,500. The proceeds from the share issuance totalled $1,118,500. The Company has recognized a Flow-through obligation of $95,000 for the financing.

In April 2024, Cuprum Corp. adopted a restricted share unit ("RSU") plan, which allows Cuprum to grant non-transferable restricted share units to its directors, officers, and consultants. In April 2024, Cuprum issued 6.1 million RSUs, which vest 33% after 1 year, 33% after 2 years, and the remaining 34% after 3 years.

Transactions between Orecap and Cuprum are eliminated upon consolidation. Following the share issuance, Orecap's ownership in Cuprum decreased from 45% to 38%, resulting in an adjustment to equity $540,984 recognized in other reserves. The impact of the financings on the non-controlling interest in Cuprum Corp. was $802,981.

(Expressed in Canadian dollars)

12. SHARE CAPITAL

Authorized share capital
Unlimited number of voting common shares without par value.

Issued share capital

On February 13, 2023, the Company closed an option agreement to acquire the Grizzly Gold Project and issued 555,556 shares at a price of $0.045 per shares for a fair value of $25,000 in accordance with the agreement.

Stock options

The Board of Directors of the Company has adopted a stock option plan which permits the Company to grant to directors, officers and consultants of the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares and be exercisable for a period of up to five years from the date of grant. 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 and the number of common shares reserved for issuance to any one consultant or individual conducting investor relations activities will not exceed 2% of the issued and outstanding shares. Otherwise specified otherwise by the Board of Directors options vest on the date of grant.

A summary of the changes in the Company's share-based payment reserve is set out as follows:

For the period and year ended	**April 30, 2024**			**October 31, 2023**		
	Number of options	**Weighted average exercise price**	**Weighted average life (years)**	**Number of options**	**Weighted average exercise price**	**Weighted average life (years)**
Outstanding, beginning of period	**11,575,000**	**$0.09**	**1.66**	10,160,000	$0.10	1.84
Granted	**-**	**-**	**-**	4,875,000	0.05	5.00
Expired	**-**	**-**	**-**	(3,460,000)	0.13	-
Outstanding, end of period	**11,575,000**	**$0.07**	**2.46**	11,575,000	$0.07	2.96
Exercisable, end of period	**6,700,000**	**$0.09**	**1.16**	6,700,000	$0.09	1.66

The weighted average fair value of all grants in the period ended April 30, 2024 was $0.07 per share (2023 - $0.03).

On August 3, 2023, the Company granted 4,875,000 stock options with an exercise price of $0.05 and a term of five years, all of these options vesting in 12 months. The fair value of $137,474 was estimated using the Black-Scholes option pricing model assuming an expected life of 5 years, share price of $0.035, a risk-free interest rate of 3.97%, dividend yield of $nil and expected volatility of 120% based on historical company share data.

During the three and six months ended April 30, 2024 the Company recorded share-based compensation of $33,697 and $67,394, respectively (three and six months ended April 30,2023 - $536 and $1,340I, respectively).

(Expressed in Canadian dollars)

The following incentive stock options were outstanding and exercisable at April 30, 2024:

Number of options outstanding	Number of options exercisable	Exercise Price	Expiry Date
3,125,000	3,125,000	$0.07	09-Jul-24
1,725,000	1,725,000	$0.13	14-Aug-25
50,000	50,000	$0.17	21-Oct-25
1,400,000	1,400,000	$0.10	20-Dec-26
400,000	400,000	$0.06	01-Apr-27
4,875,000	-	$0.05	03-Aug-28
11,575,000	**6,700,000**	**$0.07**	

13. FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's exposure to credit risk is on its cash held in bank accounts, restricted cash, related parties and investments in Public Companies. Cash is held with major banks in Canada. Restricted cash is on deposit with an Ontario government agency. All marketable securities are held in a brokerage account. Management assesses the credit risk of cash and related party receivables as remote.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company strives to ensure that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows from operations and its holdings of cash. The Company's accounts payable and accrued liabilities are due in 30 days and are subject to normal trade terms. Refer to note 2.

Market risk

Market risk incorporates a range of risks. Movements in risk factors, such as interest rate risk, currency risk, market price risk, and commodity price risk, affect the fair value of financial assets and liabilities.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk is minimal as there are no outstanding loans or interest-bearing debt. The Company's current policy is to deposit excess cash in interest-bearing accounts at its Canadian banking institutions.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's functional currency is the Canadian dollar as the majority of its transactions and operations are in Canada. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

(Expressed in Canadian dollars)

Market price risk

The prices of metals and minerals fluctuate widely and are affected by many factors outside of the Company's control. The prices of metals and minerals and future expectation of such prices have a significant impact on the market sentiment for investment in mining and mineral exploration companies. This in turn may impact the Company's ability to raise equity financing for its long-term working capital requirements.

The Company was also exposed to market risk relating to its investments in public companies and unfavourable market conditions could result in dispositions of marketable securities at less than favourable prices. The Company's marketable securities were comprised of investments in publicly traded corporations.

Commodity price risk

The value of the Company's exploration and evaluation assets are related to the price of gold and other mineral commodities, and the outlook for this mineral. Adverse changes in the price of gold can also significantly impair the economic viability of the Company's projects, along with the ability to obtain future financing.

Based on management's knowledge and experience of the financial markets, the Company believes that movements at ± 10% are "reasonably possible" over a one-year period:

(iii) The Company does not hold significant balances in foreign currencies to give rise to significant exposure to foreign exchange risk.

(ii) Price risk is remote since the Company is a non-producing entity.

(iii) The Company's investments in Public Companies are subject to fair value fluctuations. As at April 30, 2024, if the fair value of the marketable securities fluctuated by 10% all other factors held constant, net loss would have changed by approximately $1.6 million (October 31, 2023 - $360,780).

The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. The carrying value of the Company's financial instruments approximates fair value due to their short-term or demand nature.

Classification of financial instruments

Financial assets included in the consolidated statement of financial position are as follows:

	April 30, 2024	October 31, 2023
Financial assets at amortized cost:		
Cash	**$ 1,722,105**	$ 1,140,181
Restricted cash	**1,017,029**	1,015,812
Due from related parties	**83,770**	83,770
Financial assets at FVPL:		
Investments in Public Companies	**16,534,422**	3,492,620
	$ 19,357,326	$ 5,732,383

Financial liabilities included in the consolidated statement of financial position are as follows:

	April 30, 2024	October 31, 2023
Financial liabilities at amortized cost:		
Due from Related Parties	**$ 450**	$ -
Accounts payable and accrued liabilities	**1,301,195**	1,430,162
	$ 1,364,798	$ 1,430,162

(Expressed in Canadian dollars)

The Company held financial instruments as level 1 and level 2, as noted below:

	April 30, 2024	October 31, 2023
Level 1	**$ 14,407,229**	$ 3,180,955
Level 2	**2,127,192**	311,665
	$ 16,534,421	$ 3,492,620

14. OPERATING SEGMENTS

As of April 30, 2024, the Company has allocated expenses between Exploration and Evaluation and Investments as follows:

	E&E[1]	Investments[2]
Consulting and management fees	-	354,532
Exploration expenses	253,506	-
Share-based payments	-	67,394
Amortization of property and equipment	3,412	-
Office, rent and general	-	16,987
Accretion expense	60,729	-
Professional fees	-	68,224
Transfer agent, filing fees and shareholder communications	-	88,480
Travel and related costs	-	9,848
TOTAL EXPENSES	**317,647**	**605,465**
Unrealized (gain) on marketable securities	-	(11,541,801)
Gain on disposition of NAK	(1,500,000)	-
Interest income	-	(20,544)
NET INCOME BEFORE TAX	**1,182,353**	**10,956,880**

[1] E&E - The Company has projects in the exploration and evaluation stages located in Ontario, British Columbia, and Quebec.

[2] Investments - Investment activities primarily include holding interests in junior resource companies.

15. COMMITMENTS AND CONTINGENCIES

(i) Flow-through common shares require Cuprum to spend an amount equivalent to the proceeds of the issued flow-through common shares on Canadian qualifying exploration expenditures. Certain interpretations are required to assess the eligibility of flow-through expenditures that, if changed, could result in the denial of renunciation.

Curpum has indemnified the subscribers of the flow-through share offerings against any tax-related amounts that become payable by the shareholder as a result of the Curpum not meeting its expenditure commitments.

(ii) The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(iii) The Company is party to certain management and consulting agreements. These agreements contain minimum commitments of approximately $45,000 per month.