

APOGEE MINERALS LTD.

INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED APRIL 30, 2023

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statements for the period ended April 30, 2023.

APOGEE MINERALS LTD.
INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT

	Note	April 30, 2023	July 31, 2022
ASSETS			
Current			
Cash		\$ 629,979	\$ 751,700
Account receivable		5,978	17,630
Prepaid expenses		6,263	4,607
		642,220	773,937
Exploration and evaluation asset - deposit	4	49,106	49,439
Exploration and evaluation assets	4	267,368	208,970
TOTAL ASSETS		\$ 958,694	\$ 1,032,346
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	5	\$ 15,586	\$ 12,456
Shareholders' equity			
Share capital	6	1,753,484	1,732,484
Reserves	6	100,356	100,356
Deficit		(910,732)	(812,950)
		943,108	1,019,890
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 958,694	\$ 1,032,346

Nature and continuance of operations (Note 1)

Approved and authorized by the by the Board of Directors on June 29, 2023.

"James Pettit" Director

"Jordan Trimble" Director

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

APOGEE MINERALS LTD.
INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
THREE AND NINE MONTHS ENDED APRIL 30,

	3 months ended April 30, 2023	3 months ended April 30, 2022	9 months ended April 30, 2023	9 months ended April 30, 2022
GENERAL AND ADMINISTRATIVE EXPENSES				
Consulting fees	\$ -	\$ 2,000	\$ -	\$ 134,000
Office and administration	27,355	39,412	67,772	62,194
Professional fees	5,252	88,845	28,516	155,669
Shareholder communications	486	7,459	6,965	21,242
Transfer agent and filing fees	699	1,007	6,116	3,274
Travel	-	1,052	-	3,140
	(33,792)	(139,775)	(109,369)	(379,519)
Interest income	2,997	1,047	11,587	2,116
Loss and comprehensive loss for the period	\$ (30,795)	\$ (138,728)	\$ (97,782)	\$ (377,403)
Basic and diluted loss per common share	\$ 0.001	\$ 0.01	\$ 0.004	\$ 0.04
Weighted average number of common shares outstanding	21,284,522	10,050,001	21,284,522	10,175,754

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

APOGEE MINERALS LTD.**INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(Expressed in Canadian Dollars)

	Share Capital		Reserves	Deficit	Total
	Number	Amount			
Balance, July 31, 2021	20,530,001	\$ 1,695,099	\$ 100,356	\$ (398,209)	\$ 1,397,246
Issuance of shares for acquisition of Pine Channel property	300,000	31,500	-	-	31,500
Recovery of share issuance costs	-	5,885	-	-	5,885
Net loss	-	-	-	(414,741)	(414,741)
Balance, July 31, 2022	20,830,001	\$ 1,732,484	\$ 100,356	\$ (812,950)	\$ 1,019,890
Issuance of shares for acquisition of Pine Channel property	300,000	21,000	-	-	21,000
Net loss	-	-	-	(97,782)	(97,782)
Balance, April 30, 2023	21,130,001	1,753,484	100,356	(910,732)	943,108

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

APOGEE MINERALS LTD.
INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
NINE MONTHS ENDED APRIL 30,

	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (97,782)	\$ (377,403)
Changes in non-cash working capital items:		
Accounts receivable	11,652	35,749
Accounts payable and accrued liabilities	3,130	3,000
Prepaid expenses	(1,323)	(71,119)
Cash used in operating activities	(84,323)	(409,773)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of exploration and evaluation asset	(1,200)	(12,500)
Exploration and evaluation costs	(36,198)	(75,995)
Cash used in investing activities	(37,398)	(88,495)
CASH FLOWS FROM FINANCING ACTIVITIES		
Share issuance cost	-	5,885
Cash provided by financing activities	-	5,885
Change in cash	(121,721)	(492,383)
Cash, beginning of year	751,700	1,346,532
Cash, end of year	\$ 629,979	\$ 854,149

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

APOGEE MINERALS LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE NINE MONTHS ENDED APRIL 30, 2023

1. NATURE AND CONTINUANCE OF OPERATIONS

Apogee Minerals Ltd. (the "Company") was incorporated pursuant to the provisions of the British Columbia Business Corporations Act on February 20, 2018. The head office of the Corporation is located at 1610 – 777 Dunsmuir Street, Vancouver, British Columbia V7Y 1K4, and the registered office of the Corporation is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia V6C 2T5. The Company's shares are listed on TSX-Venture Exchange (the "Exchange") under the symbol "APMI".

On July 29, 2021, the Company completed the Qualifying Transaction ("QT") and has changed its name from Tri Capital Opportunities Corp. to Apogee Minerals Ltd. The Company's principal business activity is the acquisition and exploration of mineral property interests in Canada. There has been no determination whether the Company's interests in unproven mineral properties contain mineral reserves which are economically recoverable.

The Company continues to be dependent upon its ability to finance its operations and exploration programs through financing activities that may include issuances of additional debt or equity securities. The recoverability of the carrying value of exploration projects, and ultimately, the Company's ability to continue as a going concern, is dependent upon the existence and economic recovery of reserves, the ability to raise financing to complete the development of the properties, and upon future profitable production or, alternatively, upon the Company's ability to dispose of its interest on an advantageous basis, all of which are uncertain.

While the Company has completed various private placements (Note 6), there is no assurance that such future financing will be available or be available on favourable terms. An inability to raise additional financing may impact the future assessment of the Company as a going concern. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

2. BASIS OF PRESENTATION

Statement of Compliance with International Financial Reporting Standards

These unaudited condensed interim financial statements, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB ("International Accounting Standards Board") applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, 'Interim Financial Reporting'. The accounting policies followed in these condensed consolidated interim financial statements are the same as those applied in the Company's annual financial statements for the year ended July 31, 2022.

The condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The financial statements are presented in Canadian Dollars, which is also the Company's functional currency.

3. SIGNIFICANT ACCOUNTING POLICIES

Critical accounting estimates and judgements

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- i) The recognition of deferred tax assets: The Company considers whether the realization of deferred tax assets is probable in determining whether or not to recognize these deferred tax assets.
- ii) The recoverability of exploration and evaluation assets: The Company has determined that exploration, evaluation and related costs incurred which have been capitalized may have future economic benefits and may be economically recoverable. The Company uses several criteria in its assessment of economic recoverability and probability of future economic benefits including geologic and other technical information.
- iii) The evaluation of the Company's ability to continue as a going concern.

Cash and cash equivalents

Cash is comprised of cash on hand and term deposits with its financial institution.

Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Exploration and evaluation assets

Exploration and evaluation assets are composed of exploration and evaluation expenditures which include the costs related to acquiring rights or licenses for mineral exploration, the costs associated with exploration and evaluation activities, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Costs incurred before the Company has obtained the legal rights to explore for minerals are expensed as incurred. Government tax credits received are recorded as a reduction to the cumulative costs incurred on the related property.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Exploration and evaluation assets (continued)

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain mineral claims, as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral claims. The Company has investigated title to all of its mineral claims and, to the best of its knowledge, title to all of its claims are in good standing.

The Company may enter into earn-in or farm-out arrangements, whereby the Company transfers part of a mineral interest for certain consideration. Any cash consideration received from the agreement is recorded as a reduction to the exploration and evaluation assets and credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for as a gain on disposal.

Impairment of tangible and intangible assets

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

Asset Retirement Obligations

A provision for restoration and environmental obligations is recognized when there is a present obligation as a result of exploration and development activities undertaken, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the provision can be measured reliably. The estimated future obligations include the costs of dismantling and removal of facilities, restoration and monitoring of the affected areas. The provision for future restoration costs is the best estimate of the present value of the expenditure required to settle the restoration obligation at the reporting date. Future restoration costs are reviewed annually and any changes in the estimate are reflected in the present value of the restoration provision at each reporting date.

The initial estimate of the restoration and environmental provision relating to exploration and development activities is capitalized into the cost of the related assets and amortized on the same basis as the related asset. Changes in the estimate of the provision of restoration and environmental obligations are treated in the same manner, except that the unwinding of the effect of discounting on the provision is recognized as a finance cost rather than being capitalized into the cost of the related asset.

APOGEE MINERALS LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE NINE MONTHS ENDED APRIL 30, 2023

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. A corresponding increase in reserves is recorded when stock options are expensed. When stock options are exercised, capital stock is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in reserves. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payments. Otherwise, share-based payments is measured at the fair value of goods or services received.

Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects. Common shares issued for consideration other than cash are valued based on their fair value at the date the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a private placement to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing quoted bid price on the issue date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

Financial Instruments

Financial instruments are accounted for in accordance with IFRS 9, "Financial Instruments: Classification and Measurement".

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The following table shows the classification under IFRS 9:

Financial assets/ liabilities	Classification
Cash	Fair value through profit or loss
Account receivable	Amortized cost
Accounts payable	Amortized cost

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Impairment of financial assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset,

discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized costs. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on de-recognition are generally recognized in profit or loss.

Fair value

The Company provides disclosures that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the date of the statement of financial position, and how the entity manages these risks.

The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting loss or taxable loss and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

APOGEE MINERALS LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE NINE MONTHS ENDED APRIL 30, 2023

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financing charges

Financing charges that reflect the cost to obtain new debt financing are expensed as incurred. Financing charges that reflect the cost to obtain new equity financing are deducted from shareholders' equity.

4. EXPLORATION AND EVALUATION ASSETS

		Fiscal 2023
Acquisition costs:		
Balance, beginning of the year	\$	129,000
Cash payment		1,200
Share issuance		21,000
Balance, end of the year		151,200
Exploration costs:		
Balance, beginning of the year		79,970
Incurred during the year		
Consulting		2,438
Filing		10,604
Geology		449
Geophysics		22,672
Supplies		35
Balance, end of the year		116,168
Total costs	\$	267,368

		Fiscal 2022
Acquisition costs:		
Balance, beginning of the year	\$	45,000
Cash payment		65,000
Share issuance		31,500
Agreement amendment		(12,500)
Balance, end of the year		129,000
Exploration costs:		
Balance, beginning of the year		9,450
Incurred during the year		
Camp		233
Field		365
Geology		34,763
Geophysics		33,880
Travel		1,279
Balance, end of the year		79,970
Total costs	\$	208,970

APOGEE MINERALS LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
FOR THE NINE MONTHS ENDED APRIL 30, 2023

4. EXPLORATION AND EVALUATION ASSETS (continued)

Pine Channel Gold Property

On May 11, 2021, the Company entered into an option agreement with Eagle Plains Resources Ltd. (the “Optionor”) to acquire an undivided 80% interest in and to certain mineral claims in northern Saskatchewan (the “Pine Channel Property”).

On September 17, 2021, the Company entered into an amendment whereby the Optionor acquired back a mineral tenure with a cash payment of \$12,500.

On January 24, 2023, the Company entered into an amendment whereby the cash payment due December 31, 2022 has been extended to June 30, 2023. The schedule below reflects the updated payment schedule.

Pursuant to the terms of the option agreement, the following consideration is payable:

Date for Completion	Cash Payment	Number of Common Shares to be Issued
Completion of QT	\$25,000 (paid)	200,000 (issued)
On or before, December 31, 2021	25,000 (paid)	300,000 (issued)
On or before, June 30, 2023	50,000	300,000 (issued)
On or before, December 31, 2023	50,000	500,000
On or before, December 31, 2024	-	700,000
TOTAL	\$150,000	2,000,000

The Company is required to incur a total of \$3,000,000 in exploration expenditures. On February 18, 2022, the Company entered into an amendment whereby the Company was granted an extension on the timing of certain exploration expenditures incurred with a cash payment of \$40,000. In addition, the Company was granted an additional extension on the timing of certain exploration expenditures. The Company satisfied the \$100,000 minimum exploration expenditures commitment in the three months ended October 31, 2022.

The amended exploration expenditure schedule is as follows:

Date for Completion	Minimum Exploration Expenditures to be Incurred
On or before, June 30, 2022	\$100,000 (incurred)
On or before, June 30, 2023	500,000
On or before, June 30, 2024	800,000
On or before, June 30, 2025	1,600,000
TOTAL	\$3,000,000

The Optionor retains a 2% net smelter returns royalty on the Pine Channel Property and 1% may be purchased by the Company at any time for \$1,000,000.

As of April 30, 2023, the balance of prepayment for the Pine Channel property is \$49,106 (2022 - \$nil).

APOGEE MINERALS LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
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FOR THE NINE MONTHS ENDED APRIL 30, 2023

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	April 30, 2023	July 31, 2022
Accounts payable	\$ 1,586	\$ 2,456
Accrued liabilities	14,000	10,000
	\$ 15,586	\$ 12,456

6. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Common shares issued

Issued during fiscal 2023:

On January 24, 2023, the Company issued 300,000 common shares with a fair value of \$21,000 in relation to acquisition of the Pine Channel Property (Note 4).

Issued during fiscal 2022:

On December 30, 2021, the Company issued 300,000 common shares with a fair value of \$31,500 in relation to acquisition of the Pine Channel Property (Note 4).

Escrowed Shares

On May 16, 2019, the Company entered into an escrow agreement whereby 5,050,001 common shares are held in escrow and are not transferred without the consent of the Exchange. The escrow agreement provides that 10% of such common shares will be released from escrow upon receipt the notice from the Exchange that the Company completes the QT and 15% of common shares will be released every six months thereafter. As of April 30, 2023, 2,272,500 shares of the Company remained in escrow.

Reserves

The reserves consist of the value of share-based compensation, agent options, and finder warrants.

During the nine months ended April 30, 2023, the Company issued Nil (Year ended July 31, 2022 – Nil) finder warrants. The fair value of finder warrants recognized in the reserves was \$Nil (Year ended July 31, 2022 – \$Nil).

7. WARRANTS AND STOCK OPTIONS

On January 28, 2019, the Company adopted a stock option plan. The stock option plan provides that, subject to the requirement of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of common shares of the Company issued and outstanding from time to time. In addition, the number of common shares which may be reserved for issuance on a yearly basis to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued shares calculated at the time of grant. All options granted under the stock option plan will expire not later than the date that is ten years from the date that such options are granted.

APOGEE MINERALS LTD.
NOTES TO THE INTERIM FINANCIAL STATEMENTS
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FOR THE NINE MONTHS ENDED APRIL 30, 2023

7. WARRANTS AND STOCK OPTIONS (continued)

The option transactions are summarized as follows:

	Number	Weighted Average Exercise Price
Outstanding, July 31, 2021 and 2022	1,000,000	\$ 0.10
No transactions	-	-
Outstanding, April 30, 2023	1,000,000	\$ 0.10

The options outstanding and exercisable at April 30, 2023 were as follows:

Number of Options Outstanding	Number of Options Exercisable	Exercise Price	Expiry Date
1,000,000	1,000,000	\$ 0.10	May 28, 2030

On May 28, 2020, the Company granted 1,000,000 options to the directors and officers of the Company which entitle the holder to purchase shares of the Company at \$0.10 per share till May 28, 2030. The fair value of the stock options was \$69,984 using the Black-Scholes option pricing model with the following assumptions: an expected life of 10 years, volatility of 100%, a risk-free rate of 0.29% and a dividend rate of 0%.

Finder Warrants

The finder warrant transactions are summarized as follows:

	Number	Weighted Average Exercise Price
Outstanding, July 31, 2021 and 2022	112,000	\$ 0.15
No transactions	-	-
Outstanding, April 30, 2023	112,000	\$ 0.15

The finder warrants outstanding and exercisable at April 30, 2023 were as follows:

Number of Finder Warrants Outstanding	Number of Finder Warrants Exercisable	Exercise Price	Expiry Date
112,000	-	\$ 0.15	July 29, 2024

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7. WARRANTS AND STOCK OPTIONS (continued)

Share Purchase Warrants

The share purchase warrant transactions are summarized as follows:

	Number		Weighted Average Exercise Price
Outstanding, July 31, 2021 and 2022	5,135,000	\$	0.15
No transactions	-		-
Outstanding, April 30, 2023	5,135,000	\$	0.15

The share purchase warrants outstanding and exercisable at April 30, 2023 were as follows:

Number of Warrants Outstanding and Exercisable	Exercise Price	Expiry Date
5,135,000	\$ 0.15	July 29, 2024

8. RELATED PARTY TRANSACTIONS

Key management personnel includes 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 consists of member of the Board of Directors and corporate officers.

During the nine months ended April 30, 2023, the following amounts were paid and or accrued to related parties. All comparative amounts are for the nine months ended April 30, 2022.

- (a) Consulting fees of \$Nil (2022 – \$112,000) were paid to Companies controlled by directors and officers of the Company.
- (b) Geological fees of \$Nil (2022 – \$6,000) were paid to Companies controlled by directors and officers of the Company.
- (c) Legal fees of \$Nil (2022 - \$2,500) were paid to a Company controlled by an officer of the Company.

APOGEE MINERALS LTD.
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9. INCOME TAXES

A reconciliation of current income taxes at statutory rates with the reported taxes is as follows:

	Nine months ended April 30, 2023	Nine months ended April 30, 2022
Loss before income taxes	\$ (97,782)	\$ (377,403)
Combined Canadian federal and provincial statutory rate	27%	27%
Expected income tax recovery at statutory tax rates	26,401	101,899
Change in unrecognized deductible temporary differences	(26,401)	(101,899)
Total deferred tax recovery	\$ -	\$ -

Significant components of the Company's temporary differences and unused tax losses include losses available for future periods as at April 30, 2023 of \$893,502 expiring in 2039.

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

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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

Cash is measured at fair value on a recurring basis using a level 1 fair value measurement. The fair values of accounts receivable and accounts payable to related approximate their carrying values due to the short-term nature of the instruments.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. The Company does not believe it is currently exposed to any significant credit risk.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

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10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Financial risk factors (continued)

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. On April 30, 2023, the Company had a cash balance of \$629,979 and \$15,586 in current liabilities to settle. The Company does not believe it is currently exposed to any significant liquidity risk.

(a) Interest rate risk

The Company has cash balances held with financial institutions. The Company's current policy is to invest excess cash in short-term demand treasury bills issued by the Government of Canada and its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk

The Company is not currently exposed to significant foreign currency risk as most transactions are denominated in Canadian dollars.

11. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as shareholders' equity.

The property in which the Company currently has an option interest is in the exploration stage as such the Company intends to rely on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential, and it is has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to any externally imposed capital restrictions.