BASIN URANIUM CORP.
(AN EXPLORATION STAGE COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS END MAY 31, 2024 AND 2023

(EXPRESSED IN CANADIAN DOLLARS)

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INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Basin Uranium Corp.

Opinion

We have audited the consolidated financial statements of Basin Uranium Corp. and its subsidiaries (the "Company") which comprise:

- the consolidated statements of financial position as at May 31, 2024 and 2023;
- the consolidated statements of comprehensive loss for the years then ended;
- the consolidated statements of changes in shareholders' equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at May 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying consolidated financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended May 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our auditors' report:

<u>Assessment of Impairment Indicators on Exploration and Evaluation Assets ("E&E Assets")</u>

As described in Note 7 to the consolidated financials statements, the carrying amount of the Company's E&E Assets was $2,039,120 as of May 31, 2024. As more fully described in Notes 2 and 3 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment at the end of each reporting period.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amounts which are impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Asset.

Our audit response to the key audit matter was as follows:

- Evaluating management's assessment of impairment indicators.
- Evaluating the reasonableness of management's intended plans for the E&E Assets through discussion with management.
- Reviewing the Company's expenditure activity in the past year and expenditure budgets for future periods.
- Assessing the Company's compliance with applicable agreements including option agreements and examining evidence of related cash payments and share issuances.
- Assessing the Company's rights to explore E&E Assets including sending confirmation requests to optionors to ensure good standing of agreements.
- Obtaining evidence that a sample of mineral rights underlying the E&E Assets are in good standing.
- For the impairment loss recognized during the year ended May 31, 2024, we reviewed management's assessment and calculation of the recoverable amount pertaining to the Mann Lake and Wray Mesa projects and assessed the reasonableness of the underlying assumptions used by management in their calculation.

Other Information

Management is responsible for the other information. The other information comprises the Company's Management Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the *consolidated* financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the *consolidated* financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are, therefore, the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Artem Valeev.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, British Columbia

October 1, 2024

BASIN URANIUM CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	Note	As at May 31, 2024	As at May 31, 2023
		$	$
ASSETS			
Current Assets			
Cash and cash equivalents		468,197	729,539
Prepaid expenses and other receivables	6	132,818	225,419
		601,015	954,958
Exploration and evaluation assets	7	2,039,120	6,663,785
TOTAL ASSETS		2,640,135	7,618,743
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Trade payables and accrued liabilities	8, 11	134,583	109,207
TOTAL LIABILITIES		134,583	109,207
Shareholders' Equity			
Share capital	9	12,599,807	10,777,417
Reserves	10	1,446,970	1,132,504
Deficit		(11,541,225)	(4,400,385)
		2,505,552	7,509,536
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		2,640,135	$7,618,743

Nature of operations and going concern (note 1)
Commitments (note 14)
Subsequent event (note 16)

Approved on behalf of the Board of Directors

"Michael Blady" — Director

"Desmond Balakrishnan" — Director

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

BASIN URANIUM CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Note	For the Year Ended May 31, 2024	May 31, 2023
		$	$
OPERATING EXPENSES			
Advertising and promotion		993,233	544,778
Consulting fees		179,430	288,980
Filing fees		53,725	45,289
Insurance expense		7,274	10,058
Management fees	11	185,500	144,000
Office and administration		4,620	2,784
Professional fees		164,103	127,604
Rent		19,853	18,643
Share based payments	10	316,626	19,015
Travel and entertainment		35,258	8,178
LOSS FROM OPERATIONS		(1,959,622)	(1,209,329)
Settlement of flow-through share premium liability		-	13,925
Interest income		2,718	-
Impairment of exploration and evaluation assets	7	(5,265,346)	-
Realized gain on sale of marketable securities	5	81,410	-
NET AND COMPREHENSIVE LOSS		(7,140,840)	(1,195,404)
BASIC AND DILUTED LOSS PER SHARE		$(0.43)	$(0.13)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING		16,482,508	9,282,625

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

BASIN URANIUM CORP.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Expressed in Canadian Dollars)

	Common Shares				
	Number of shares	**Amount**	**Reserves**	**Accumulated Deficit**	**Total**
		$	**$**	**$**	**$**
Balance at May 31, 2022	**7,212,141**	**8,776,238**	**1,048,065**	**(3,204,981)**	**6,619,322**
Shares issued for cash, net of issuance costs	2,642,559	1,464,034	86,815	-	1,550,849
Shares issued through warrant exercise	75,125	51,441	(21,391)	-	30,050
Stock options granted	-	-	19,015	-	19,015
Property option agreements	918,555	485,704	-	-	485,704
Comprehensive loss for the year	-	-	-	(1,195,404)	(1,195,404)
Balance at May 31, 2023	**10,848,380**	**10,777,417**	**1,132,504**	**(4,400,385)**	**7,509,536**
Stock options granted	-	-	215,976	-	215,976
Stock options exercised	25,000	8,687	(4,187)	-	4,500
Shares issued for cash, net of issuance costs	5,416,667	624,743	22,677	-	647,420
Shares issued through warrant exercise	4,084,862	1,188,960	(20,650)	-	1,168,310
Restricted stock units granted	-	-	100,650	-	100,650
Comprehensive loss for the year	-	-	-	(7,140,840)	(7,140,840)
Balance at May 31, 2024	**20,374,909**	**12,599,807**	**1,446,970**	**(11,541,225)**	**2,505,552**

BASIN URANIUM CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	For the Year Ended	
	May 31, 2024	**May 31, 2023**
	$	**$**
CASH PROVIDED BY (USED IN)		
OPERATING ACTIVITIES		
Net loss	(7,140,840)	(1,195,404)
Adjustments for items not affecting cash:		
Share-based payments	316,626	19,015
Settlement of flow-through share premium liability	-	(13,925)
Impairment of exploration and evaluation assets	5,265,346	-
	(1,558,868)	(1,190,314)
Changes in non-cash working capital items:		
Prepaid expenses and other receivables	92,602	300,987
Trade payables and accrued liabilities	25,376	(15,099)
Cash used in operating activities	(1,440,890)	(904,426)
INVESTING ACTIVITIES		
Acquisition of exploration and evaluation assets	-	(209,464)
Mineral property expenditures	(640,682)	(2,083,377)
Cash used in investing activities	(640,682)	(2,292,841)
FINANCING ACTIVITIES		
Issuance of shares pursuant to private placements	624,743	1,564,774
Issuance of shares pursuant to warrant exercise	1,190,987	30,050
Issuance of shares pursuant to option exercise	4,500	-
Cash provided by financing activities	1,820,230	1,594,824
Change in cash during the year	(261,342)	(1,602,443)
Cash – beginning of year	729,539	2,331,982
Cash – end of year	468,197	729,539
Supplemental Cash Flow Information		
Income tax paid	-	-
Interest paid	-	-

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Basin Uranium Corp. ("BUC" or the Company) was incorporated on October 13, 2017 under the British Columbia Corporations Act. The Company changed its name from ZP Mining Inc. to Black Shield Metals Corp. on February 7, 2020, and again changed its name from Black Shield Metals Corp. to Basin Uranium Corp. on October 31, 2021. The Company's common shares are listed for trading on the Canadian Stock Exchange (the "Exchange") under the symbol "NCLR". The address of the Company and the registered and records office is 503 – 905 Pender St. W., Vancouver, British Columbia V6E 1L6.

The Company is in the exploration stage and its principal business activity is the exploration and evaluation of mineral properties in Canada and the United States of America. The Company is in the process of exploring and evaluating its mineral properties and has not yet determined whether these properties contain reserves that are economically recoverable. As at May 31 2024, the Company has not yet determined whether its property contains ore reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and future profitable production from the properties or realizing proceeds from their disposition.

The Company's consolidated financial statements for the years ended May 31, 2024 and 2023 have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities and commitments in the normal course of business. For the year ended May 31, 2024, the Company incurred a comprehensive loss of $7,140,840 (May 31, 2023 – $1,195,404). As at May 31, 2024, the Company had an accumulated deficit of $11,541,225 (May 31, 2023 - $4,400,385), which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying values are dependent upon obtaining additional financing sufficient to cover its operating costs.

Although management is currently seeking additional sources of equity or debt financing, there is no assurance these activities will be successful. If the Company is unable to raise additional capital in the future, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. Management is aware, in making its assessment, of material uncertainties related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying financial statements.

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN (continued)

Statement of Compliance and Basis of Presentation

The consolidated financial statements, including comparatives, have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of these consolidated financial statements as set out below. These policies have been consistently applied to all period presented, unless otherwise stated.

These consolidated financial statements comprise the accounts of the Company and the following subsidiaries of the Company:

		Percentage owned	
	Country of incorporation	May 31, 2024	May 31, 2023
1353906 B.C. Ltd.	Canada	100%	100%
Clean Energy Nuclear Corp.	United States	100%	100%

A subsidiary is an entity over which the Company has power to govern the operating and financial policies in order to obtain befits from its activities. The consolidated financial statements include all the assets, liabilities, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

The consolidated financial statements were approved and authorized for issuance by the Board of Directors on October 1, 2024.

These consolidated financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The functional and presentation currency of the Company and subsidiaries is the Canadian dollar.

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Critical Estimates

Areas requiring a significant degree of estimation relate to fair value measurements for financial instruments and the valuation of share-based payments, and the recoverability and measurement of deferred tax assets and liabilities. Actual results may differ from these estimates.

Critical Judgments

The following are critical judgments that management has made in the process of applying policies that have the most significant effect on the amount recognized in the financial statements:

Going Concern
The assessment of the Company's ability to continue as a going concern involves critical judgment based on historical experience. Significant judgements are used in the Company's assessment of its ability to continue as a going concern which is described in Note 1.

Impairment of Exploration and Evaluation Assets
The recoverability of amounts shown as exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop the properties, and the ultimate realization of profits through future production or sale of the properties.

Management reviews the carrying values of its mining claims on at least an annual basis, or when an impairment indicator exists, to determine whether an impairment should be recognized. In making its assessment, management considers, among other things, exploration results to date and future exploration plans for a particular property. In addition, capitalized costs related to relinquished property rights are written off in the period of relinquishment. Capitalized costs in respect of the Company's exploration and evaluation assets may not be recoverable and there is a risk that these costs may be written down in future periods.

Marketable Securities
The fair value of marketable securities is determined at each reporting period based on quoted market prices or observable inputs when available. In the absence of such inputs, fair values are determined using valuation models, which may require a high degree of estimation. Any changes in the fair value of marketable securities are reflected in profit or loss or other comprehensive income, depending on the classification of the securities. Given the nature of marketable securities, management must exercise judgment in determining whether there is objective evidence of impairment or other factors that may affect their valuation. Actual outcomes may vary from the estimates made.

3. MATERIAL ACCOUNTING POLICIES

Exploration and Evaluation Assets

All direct costs related to the acquisition of mineral properties held or controlled by the Company are capitalized on an individual basis until the property is put into production, sold, abandoned, or determined to be impaired. Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures are recognized and capitalized. These direct expenditures include such costs as mineral concession taxes, option payments, wages and salaries, surveying, contractor fees and geological fees, laboratory consulting, field supplies, travel and administration. Costs not directly related to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they are incurred. Exploration and evaluation properties are not amortized during the exploration and evaluation stage. Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'.

Impairment
At each reporting date, the Company reviews the carrying amounts of its assets to determine whether there are any indicators of impairment. If any such indicator exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash inflows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit ("CGU") to which the asset belongs. The recoverable amount is determined as the higher of fair value less direct costs to sell and the asset or CGU's value in use. In assessing value in use, the estimated future cash flows are discounted to their present value. Estimated future cash flows are calculated using estimated recoverable reserves, estimated future commodity prices and the expected future operating and capital costs. The pre-tax discount rate applied to the estimated future cash flows reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. Determining the discount rate includes appropriate adjustments for the risk profile of the country in which the individual asset or CGU operates. If the carrying amount of an asset or CGU exceeds its recoverable amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognized in profit or loss. Assets that have been impaired are tested for possible reversal of the impairment whenever events or changes in circumstance indicate that the impairment may have reversed. Where an impairment subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but only so that the increased carrying amount does not exceed the carrying amount that would have been determined (net of amortization or depletion) had no impairment loss been recognized for the asset or CGU in prior periods. A reversal of impairment is recognized as a gain in profit or loss.

Reversal of Impairment
An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of amortization, if no impairment loss had been recognized.

3. MATERIAL ACCOUNTING POLICIES (continued)

Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, as well as short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Related Party Transactions

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

Current and Deferred Income Taxes

Current Income Tax
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Income Tax
Deferred income tax is recognized, using the asset and liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

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

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

3. MATERIAL ACCOUNTING POLICIES (continued)

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 equity.

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 consolidated statement of financial position subsequent to inception and how changes in value are recorded. The Company measures cash at FVTPL.

Financial Liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities required to be measured at FVTPL or if the Company has opted to measure them 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. Trades payable are measured at amortized cost.

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.

3. MATERIAL ACCOUNTING POLICIES (continued)

Share-Based Payments

The Company may grant stock options to directors, officers, employees and/or consultants. The fair value of stock options is measured on the grant date, using the Black-Scholes option pricing model and is recognized over the vesting period of the related options. Consideration paid for the shares on the exercise of stock options is credited to share capital. Share-based payments to non-employees are measured at the fair value of the goods or services received for the fair value of the equity instruments issued. If it is determined that fair value of the goods or services cannot be reliably measured and are recorded on to the date the goods or services are received. The corresponding amount is recorded to the share-based payment reserve.

Decommissioning, restoration and similar liabilities

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation, and environmental obligations as the disturbance to date is immaterial.

3. MATERIAL ACCOUNTING POLICIES (continued)

Reserves

Reserves record items recognized as share-based compensation until such time that the options or compensatory warrants are exercised, at which time the corresponding amount is reallocated to share capital. Amounts recorded for forfeited or expired options or warrants are transferred to deficit.

The fair value at grant date is determined using the Black-Scholes option pricing model that takes into account the exercise price, the term of the options or compensatory warrants, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option or warrant.

Flow-through shares

Under Canadian income tax legislation, a company is permitted to issue flow-through shares whereby it agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. The proceeds from issuance of these shares are allocated between the offering of shares and the sale of tax benefits. The allocation is made based on the difference between the market price of the existing shares and the amount the investor pays for the flow-through shares. A flow-through share premium liability is recognized for this difference. The Company renounced the deductions for the tax purposes related to the eligible exploration and evaluation expenditures on the date the flow-through shares are issued under the look-back rule.

The flow-through share premium liability is reduced on a pro-rata basis and recorded in profit or loss as the other income based on the corresponding eligible expenditures that have been incurred.

Loss per share

Basic loss per share is computed by dividing the net loss applicable to the common shares by weighted average number of common shares outstanding for the period.

Diluted loss per shares is computed by dividing the net loss applicable to the common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. When loses are incurred, basic and diluted loss per share are the same as the exercise of stock options and purchase warrants is considered to be anti-dilutive.

4. ACCOUNTING PRONOUNCEMENTS ISSUED BUT NOT YET EFFECTIVE

There are no other IFRS or International Financial Reporting Interpretations Committee interpretations that are not yet effective that would be expected to have a material impact on the Company’s consolidated financial statements.

(Expressed in Canadian Dollars)

5. MARKETABLE SECURITIES

During the year ended May 31, 2024, the Company sold 300,000 shares of Nexus Uranium Corp. for net proceeds of $191,304, resulting in a realized gain on marketable securities of $81,410.

The 300,000 shares of Nexus Uranium Corp. were originally received as part of an option agreement related to the Wray Mesa property. The shares were issued as partial consideration for the option to acquire the property. After the sale, the remaining balance of marketable securities related to Nexus Uranium Corp. was $Nil as of both May 31, 2024, and 2023, since all shares were disposed of during the year. (See Note 7 for further details on the option agreement).

6. PREPAID EXPENSES AND OTHER RECEIVABLES

	May 31, 2024	**May 31, 2023**
	$	**$**
Prepaid expenses	15,417	-
GST receivables	117,401	225,419
	132,818	**225,419**

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS

	Chord Project	Mann Lake Project	Wray Mesa Project	CHG Project	Wolf Canyon	South Pass	Total
Acquisition Costs:	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Balance, May 31, 2022	-	850,000	1,401,074	-	-	-	2,251,074
Cash	69,464	125,000	-	15,000	-	-	209,464
Shares Issued	74,645	397,059	-	14,000	-	-	485,704
Balance, May 31, 2023	144,109	1,372,059	1,401,074	29,000	-	-	2,946,242
Cash	-	-	-	-	52,571	207,116	259,687
Shares Issued	-	-	-	-	-	-	-
Balance, May 31, 2024	144,109	1,372,059	1,401,074	29,000	52,571	207,116	3,205,929
Exploration Costs:	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Balance May 31, 2022	-	1,634,166	-	-	-	-	1,634,166
Drilling & Assays	4,115	1,527,522	-	375,000	-	-	1,906,637
Field expenses	-	61,108	-	-	-	-	61,108
Licensing	-	328	115,304	-	-	-	115,632
Balance, May 31, 2023	4,115	3,223,124	115,304	375,000	-	-	3,717,543
Field expenses	342,180	1,805	43,013	70,702	-	-	457,700
Licensing	-	371	80,923	-	-	-	81,294
Balance May 31, 2024	346,295	3,225,300	239,240	445,702	-	-	4,256,537
Property payments and costs recoveries:	**$**	**$**	**$**	**$**	**$**	**$**	**$**
Balance, May 31, 2023	-	-	-	-	-	-	-
Impairment	-	(4,597,359)	(667,987)	-	-	-	(5,265,346)
Option payments received	-	-	(158,000)	-	-	-	(158,000)
Balance May 31, 2024	-	-	(825,987)	-	-	-	(5,423,346)
Total, May 31, 2024	490,404	-	814,327	474,702	52,571	207,116	2,039,120
Total, May 31, 2023	148,224	4,595,183	1,516,378	404,000	-	-	6,663,785

7. EXPLORATION AND EVALUATION ASSETS (continued)

Chord Project (South Dakota, USA)

On February 28, 2023, the company entered an option agreement (the "Option Agreement") with Cowboy Exploration and Development LLC ("Cowboy Exploration"), St. Cloud Trading Corp. and Thomas Byrne pursuant to which Cowboy Exploration has granted the Company the right to acquire a 90% interest (the "Option") in the Chord property located in East Fall River County, South Dakota (the "Property").

Under the terms of the Agreement, the Company is required to make payments and issue shares in accordance with the following schedule in order to earn a 90% interest:

- paying to the Optionor $50,000 on the Effective Date; (Paid)

- issuing:

(i) $50,000 of Shares to the Optionor on the Effective Date; (Paid)
(ii) $100,000 of Shares to the Optionor on the later of the First Anniversary or the receipt of the Phase 1 Permits,
(iii) $200,000 of Shares to the Optionor on the second Business Day following the public announcement of the Phase 1 Drilling results;
(iv) $100,000 of Shares to the Optionor on the Second Anniversary;
(v) $200,000 of Shares to the Optionor on the receipt of the Phase 2 Permits;
(vi) $100,000 of Shares to the Optionor on the second Business Day following the public announcement of the Phase 2 Drilling results; and
(vii) $100,000 of Shares to the Optionor on the Third Anniversary; and

- incurring Exploration Expenditures on the Property in the following amounts:

(i) $200,000 within one year of receipt of the Phase 1 Permits; and
(ii) a further $1,000,000 within one year of receipt of the Phase 2 Permits. (The company is still in the process of obtaining Phase 1 and Phase 2 Permits).

Contingent Payments:

- Basin will issue to the Optionor:

(i) $100,000 in Shares if the announcement of an aggregate 3,000,000- 3,999,999 lbs of U3O8 resource in the measured mineral resource or indicated mineral resource categories, as defined in the CIM Definition Standards (2014) is identified prior to the Third Anniversary Date;
(ii) $200,000 in Shares if the announcement of an aggregate 4,000,000- 4,999,999 lbs of U3O8 resource in the measured mineral resource or indicated mineral resource categories, as defined in the CIM Definition Standards (2014) is identified prior to the Third Anniversary Date; or
(iii) $300,000 in Shares if the announcement of an aggregate 5,000,000 lbs of U3O8 or greater resource in the measured mineral resource or indicated mineral resource categories, as defined in the CIM Definition Standards (2014) is identified prior to the Third Anniversary Date;

7. EXPLORATION AND EVALUATION ASSETS (continued)

(iv) $400,000 in Shares following the announcement of the completion of a positive "preliminary economic assessment", as defined in the CIM Definition Standards (2014), and in accordance with NI43-101 if such preliminary economic assessment is completed by Basin.

Mann Lake Project (SASK, Canada)

On October 14, 2021, the Company entered into an option agreement with Skyharbour Resources Ltd. ("Skyharbour"), an unrelated company, to acquire up to a 75-per-cent option of the Mann Lake uranium project, located in the Athabasca basin in Northern Saskatchewan, Canada.

Under the terms of the Option Agreement, the Company is committed to the following:

- paying to the Optionor a total of $850,000 and issuing to the Optionor the total number of common shares (" Shares ") of the Company equivalent to a value of $1,750,000 based on the 20 day VWAP at the time of issuance, as follows:
    - i) within five days of the signing of the Option Agreement, pay $100,000 and issue Shares equivalent to $250,000 at the 20 day VWAP at the time of issuance; the "First Option Payment" **(Paid)**
    - ii) on the first anniversary of the signing of the Option Agreement, pay $250,000 and issue Shares equivalent to $500,000 at the 20 day VWAP at the time of issuance; **(Amended see below)**
    - iii) on the second anniversary of the signing of the Option Agreement, pay $250,000 and issue Shares equivalent to $500,000 at the 20 day VWAP at the time of ssuance; **(Amended see below)**
    - iv) on the third anniversary of the signing of the Option Agreement, pay $250,000 and issue Shares equivalent to $500,000 at the 20 day VWAP at the time of issuance; **(Amended see below)**

- incur a minimum of $4,000,000 in exploration expenditures on the Property as follows:
    - $1,000,000 in exploration expenditures on or before the first anniversary of the signing of the Option Agreement;
    - an additional $1,000,000 in exploration expenditures on or before the second anniversary of the signing of the Option Agreement; and
    - an additional $2,000,000 in exploration expenditures on or before the third anniversary of the signing of the Option Agreement.

7. EXPLORATION AND EVALUATION ASSETS (continued)

On November 13, 2022, the agreement originally signed October 14, 2021, was amended and the following terms were agreed upon replacing ii to iv in the original agreement as stated above:

i) on or before November 13, 2022, pay $125,000 and issue shares equivalent to $500,000 at a price being $0.17 per share (the "Second Option Payment"); **(Paid)**
ii) on the second anniversary of the signing of this Agreement, pay $300,000 and issue Shares equivalent to $500,000 at the 20 day VWAP at the time of issuance (the "Third Option Payment"); **(Amended see below)**
iii) on the third anniversary of the signing of this Agreement, pay $325,000 and issue Shares equivalent to $500,000 at the 20 day VWAP at the time of issuance (the "Forth Option Payment");

On August 15, 2024, the agreement was further amended and the following terms were agreed upon replacing ii to iv in the amended agreement above:

iv) Skyharbour's agreement with Basin Uranium to extend the due date on the $300,000 cash payment and $500,000 Share issuance, as set out in subsection 3.1(a)(ii) of the Agreement, from October 14, 2023 to September 30, 2024.

In the event that the Company spends, in any of the above periods, less than the specified sum, it may pay to the Optionor the difference between the amount it actually spent and the specified sum before the expiry of that period in full satisfaction of the exploration expenditures to be incurred. In the event that the Company spends, in any period, more than the specified sum, the excess shall be carried forward and applied to the exploration expenditures to be incurred in succeeding periods.

Immediately on the Company satisfying all of the conditions, the Company will be deemed to have exercised the Option and to have earned a 75% interest in and to the Property which will vest to the Company, subject to the net smelter returns royalty (" NSR Royalty "). A NSR Royalty of two and a half percent (2.5%) is payable to a third party of net smelter returns from minerals mined and removed from the Property (payable pro-rata based on ownership interest in the Property).

The Company recorded an impairment of exploration and evaluation assets of $4,597,359 during the year ended May 31, 2024, reducing the capitalized cost of the project to $Nil. The impairment was recorded based on management's decision to fully impair the asset due to current financial commitments and the Company's focus on other high-priority projects. The impairment of $4,597,359 was recognized on the Company's statement of comprehensive loss for the year ended May 31, 2024.

7. EXPLORATION AND EVALUATION ASSETS (continued)

Wray Mesa Project (UTAH, USA)

On March 30, 2022, the Company announced that Basin's wholly-owned subsidiary, 1353906 B.C. Ltd., had completed a definitive agreement to amalgamate with 1290945 B.C. Ltd. 1290945 B.C. Ltd.'s principal asset is a 100% interest in the Wray Mesa project in San Juan County, Utah. The Property is comprised of 301 unpatented lode claims located in San Juan County, Utah. The acquisition had a completion date of May 10, 2022. Under the executed Definitive Agreement, Basin Uranium Corp. acquired all of the issued and outstanding securities of 1290945 B.C. Ltd. for 4,250,003 million shares of Basin Uranium Corp. as well as 250,000 shares to the original property vendor. The shares issued in conjunction to the acquisition will be subject to the following restrictions on transfer:

50% will be free trading on issuance with further tranches of 10% to be released monthly starting on the fifth month anniversary of closing. Basin will be required within 18-months of closing to complete a minimum $1.0 million exploration program on the Property. The property is subject to a 1.25% net smelter return (the "NSR") royalty on future production of which sixty percent of the royalty (being 0.75%) can be repurchased for $500,000 and the remaining forty percent of the royalty (being 0.5%) can be repurchased for $750,000.

On April 7, 2022, the Company entered into an option agreement to acquire a 100% interest in ten claims which lie inside of the Wray Mesa project in order to consolidate the land position.

The Dylan, Ajax, and Tessy Claims are part of the broader Wray Mesa Project. In exchange for the option to acquire a 100% undivided interest in these specific claims, the Company paid US$30,000 in cash and issued US$20,000 worth of shares. The Company will have 24 months of unencumbered access to these claims for exploration activities, provided the claims are maintained in good standing. The Company also holds the option to purchase these claims for US$250,000, payable in cash or shares, at the election of the vendor.

On October 16, 2023 the company announced that it has entered into an option agreement (the "Option Agreement") with Nexus Uranium Corp. (CSE: NEXU) ("Nexus Uranium") for Nexus Uranium to acquire up to a 90%-interest in the Wray Mesa uranium project in Utah, USA.

Under the terms of the Option Agreement between Basin Uranium Corp. and Nexus Uranium Corp., Nexus Uranium is committed to the following:

Nexus Uranium will have the right to acquire up to a 90% interest in the project through staged cash, share, and work commitments, as follows:

i) To earn an initial 51% interest in the project, Nexus Uranium must pay C$50,000 in cash and issue 300,000 shares within five days of approval from the Canadian Securities Exchange and incur US$250,000 in exploration expenses within the first year. (received)
ii) Additionally, by the end of the second year, Nexus Uranium must pay C$100,000 in cash, issue C$250,000 worth of stock, and incur US$500,000 in exploration expenses.

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS (continued)

iii) Once the 51% earn-in has been completed, Nexus Uranium has the option to earn an additional 20% interest (for a total of 71%) through an additional payment of C$75,000 in cash, issuing C$250,000 worth of stock, and incurring US$1,000,000 in exploration expenses by the end of the third year.
iv) Assuming the completion of a 71% earn-in, Nexus Uranium can earn a further 19% interest (for a total of 90%) through the payment of C$75,000 in cash, issuing C$250,000 worth of stock, and incurring US$1,000,000 in exploration expenses by the end of the fourth year.

The Company entered into an option agreement with JL Energy LLC on April 7, 2022, to acquire a 100% interest in the Skeet Claims, which total ten claims within the Wray Mesa project. This agreement aimed to consolidate the broader Wray Mesa land package in San Juan County, Utah. However, as of May 31, 2024, the Company has determined that the Skeet Claims no longer align with its strategic objectives, leading to the decision not to renew the option agreement with JL Energy LLC. The decision was influenced by several factors, including a challenging economic climate and the Company's redirection of resources toward higher-priority claims, such as the Dylan, Ajax, Carlin & Whiskey claims out of 301 claims only 47 claims are being renewed.

The Company recorded an impairment of exploration and evaluation assets of $667,987 during the year ended May 31, 2024, including of $132,188 on the Skeet portion of the Wray Mesa property and an additional impairment of $535,799 as per the option agreement with Nexus Uranium reducing the capitalized cost of the project to $814,327. The impairment of $667,987 was recognized on the Company's statement of comprehensive loss for the year ended May 31, 2024.

CHG Project (BC, Canada)

On March 23, 2020, the Company entered into an option agreement (the "Agreement") with Cariboo Rose Resources Ltd. ("CRR"), an unrelated company. Under the terms of the Agreement, the Company can earn a 60% interest and up to 10% additional interest in CRR's carbonate hosted gold ("CHG") project.

Under the terms of the Agreement, the Company is required to make payments and incur the minimum required expenditures in accordance with the following payment schedule in order to earn a 60% interest:

Payment Period	Expenditures	Cash Payment	Status
	$	**$**	
Closing Date	-	20,000	*Paid*
On or before October 29, 2021	100,000	30,000	*Paid*
On or before October 29, 2022	200,000	30,000	*Amended*
On or before October 29, 2023	300,000	70,000	*Amended*
On or before October 29, 2024	400,000	70,000	*Amended*
On or before October 29, 2025	500,000	80,000	*Amended*
Total	**1,500,000**	**285,000**	

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS (continued)

At the option of the Company, any of the cash payments noted above or below for the 10% additional interest may be satisfied by the issuance of common shares of the Company.

In order to obtain the 10% additional interest, the Company must do the following:

- pay $100,000 within 60 days of exercising the option;
- commission a feasibility study within 60 days of exercising the option; the feasibility study is to be completed within 24 months following the exercise of the option;
- pay $200,000 on or before October 29, 2026; and
- pay $200,000 on or before October 29, 2027.

The CHG project is subject to a 0.5% net smelter royalty on commercial production from the mineral claims.

On November 9, 2022, the Company amended the option terms noted above as follows:

Payment Period	Expenditures	Cash Payment	Shares	Status
	$	**$**	**#**	
Closing Date	-	20,000	-	*Paid*
On or before October 29, 2021	100,000	30,000	-	*Paid and incurred*
On or before November 15, 2022	-	15,000	100,000	*Paid and issued*
On or before March 30, 2023	100,000	-	-	*Incurred*
On or before September 30, 2023	100,000	70,000	-	*Only cash paid*
On or before September 30, 2024	500,000	70,000	-	*Not paid nor incurred*
On or before September 30, 2025	700,000	80,000	-	*Amended*
Total	**1,500,000**	**285,000**	**100,000**	

All other items in the agreement dated March 23, 2020 remain unchanged.

The Company is actively renegotiating the terms of the option agreement with the option holder for the CHG property. As of May 31, 2024, no default notice has been issued, and discussions with the option holder are ongoing to revise the terms of the agreement.

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS (continued)

Wolf Canyon Project, (South Dakota)

On February 7, 2024, Basin Uranium staked 80 unpatented mineral lode claims on the Wolf Canyon Uranium Project, covering 1,600 acres in Fall River County, South Dakota.

South Pass Project, (Wyoming)

The company expanded its portfolio by directly staking 151 unpatented mineral lode claims across 3,775 acres for the South Pass Property Uranium Project, acquired on December 6, 2023. During the year, the Company also staked 104 claims under the GBP region located in the South Pass project.

8. TRADE PAYABLES AND ACCRUED LIABILITIES

	May 31, 2024	May 31, 2023
	$	$
Trade payables	43,767	14,911
Accrued liabilities	90,816	94,296
	134,583	**109,207**

9. SHARE CAPITAL

Authorized Share Capital

The Company is authorized to issue an unlimited number of common shares without par value.

Issued Share Capital

As at May 31, 2024, there were 20,374,909 common shares issued and outstanding.

During the year ended May 31, 2024, a total of 4,085,114 warrants were exercised for gross proceeds of $1,188,960.

On October 12, 2023, the Company announced that it had closed a non-brokered private placement of 5,416,667 units of the Company (the “Units”) at a price of $0.12 per Unit for gross proceeds of $650,000 (the “Offering”). Each Unit is comprised of one common share in the capital of the Company (a “Share”) and one Share purchase warrant (a “Warrant”). Each Warrant entitles the holder thereof to acquire one additional Share (a “Warrant Share”) at a price of $0.25 per Warrant Share for a period of 30 months from the date of issuance. The Offering was completed with no significant transaction costs incurred. The finder warrants were valued using the Black-Scholes option pricing model, taking into account the share price at issuance, exercise price, expected volatility, risk-free interest rate, and the 30-month expiration period.

9. SHARE CAPITAL (Continued)

On June 26, 2023, the Company completed a consolidation of its issued and outstanding common shares on the bases of four (4) pre-consolidation common shares, options and warrants to one (1) post consolidation common share, option, and warrant (the "Share Consolidation"). The share consolidation has been presented throughout the financial statements retroactively and all equity related figures are presented on a post-consolidation basis.

During the year ended May 31, 2023, the following share capital transactions occurred:

On July 7, 2022, the Company issued 75,125 common shares of the Company on exercise of outstanding warrants for gross proceeds of $30,050.

On October 19, 2022, the Company announced it had closed the first tranche of a non-brokered private placement of units of the Company at a price of $0.60 per unit along with non-brokered private placement of flow-through shares of the Company at a price of $0.72 per flow-through share.

The Company issued 1,562,318 units and 139,250 flow-through shares for aggregate proceeds of $1,037,650. Each unit composed of one common share in the capital of the Company and one share purchase warrant. Each warrant is exercisable to purchase one additional share until October 19, 2024 ad $1.00 per share. No fair value is recognized as per residual method.

In connection with the private placements, the Company paid $37,472 finder's fees and issued a total of 75,182 finder's warrants at a fair value of $30,335 to eligible finders. (Note 9) Each finder's warrant is exercisable to purchase one additional share at $1.00 per share until October 19, 2024.

On November 15, 2022 the Company announced it had closed the second and final tranche of a non-brokered private placement of units of the Company at price of $0.60 per share. The Company issued an additional 940,991 units for gross proceeds of $564,595. Each unit issued is comprised of one common share in the capital of the Company and one share purchase warrant. Each warrant is exercisable to purchase one additional share until November 15, 2024, at $1.00 per share. The fair value of $ 56,460 were allocated based on the residual method.

On November 13, 2022, the Company issued 735,290 common shares to Skyharbour Resources Ltd. in accordance with the amended option agreement described in Note 5 above. The fair market value on the date of issuance was $0.54 per common share, resulting in an increase in equity of $397,059.

On February 2, 2023, the Company issued 25,000 common shares to Cariboo Rose Resources in accordance with the option agreement. (Note 9). The fair market value on the date of issuance was $0.56 per common share, resulting in an increase in equity of $14,000.

On March 14, 2023, the Company issued 141,760 common shares to Cowboy Exploration LLC in accordance with the option agreement (Note 9). The fair value on the date of issuance was $0.48 per common share, resulting in an increase in equity of $68,045.

(Expressed in Canadian Dollars)

9. SHARE CAPITAL (Continued)

On March 14, 2023, the Company issued 16,500 common shares to Daphne-Ann Killas in accordance with the option agreement (Note 9). The fair value on the date of issuance was $0.40 per common share, resulting in an increase in equity of $6,600.

Escrow shares

In connection with the Company's IPO completed during the year ended May 31, 2021, the Company entered into an Escrow Agreement whereby 800,000 common shares were held in escrow and are scheduled for release in accordance with the terms of the Escrow Agreement. As of May 31, 2024, there were 120,000 common shares in escrow.

10. RESERVES

Stock Options

The Company has a stock option plan under which the Board of Directors may grant options to acquire common shares of the Company to qualified directors, officers, employees, and other service providers.

The stock options vest according to the provisions of the individual option agreements approved by the directors' resolutions and have a maximum life of 10 years. The plan allows for the issuance up to 10% of the number of issued and outstanding common shares of the Company at any time on a non-diluted basis.

During the year ended May 31, 2024, the following reserve option transactions occurred:

On February 14, 2024, the Company announced that it had granted 267,211 stock options under the Company's stock option plan to directors and consultants of the company. The options vest immediately and are exercisable for a period of five years at an exercise price of $0.33. In association with the grant of options, the Company recorded share-based compensation of $79,520 which have been presented on the consolidated statement of comprehensive loss. The options granted were valued using the Black-Scholes Option Pricing Model with the following assumptions:

	February 14, 2024
Share price at grant date	$0.33
Volatility	144%
Risk-free interest rate	3.57%
Expected life of options	5 years
Dividend yield	0.00%
Exercise price	$0.33
Forfeiture rate	0.00%
Fair value of options	$79,520

(Expressed in Canadian Dollars)

10. RESERVES (continued)

On August 11, 2023, the Company announced that it had granted 750,000 stock options under the Company's stock option plan to directors and consultants of the company. The options vest immediately and are exercisable for a period of five years at an exercise price of $0.18. In association with the grant of options, the Company recorded share-based compensation of $136,546 which have been presented on the consolidated statement of comprehensive loss. The options granted were valued using the Black-Scholes Option Pricing Model with the following assumptions:

	August 11, 2023
Share price at grant date	$0.20
Volatility	145%
Risk-free interest rate	3.85%
Expected life of options	5 years
Dividend yield	0.00%
Exercise price	$0.18
Forfeiture rate	0.00%
Fair value of options	$136,456

During the year ended May 31, 2023, the following reserve option transactions occurred:

On June 30, 2022, the Company granted 25,000 stock options to a director of the Company. The options may be exercised within 5 years from the date of grant at a price of $1.00 and vested on grant date. In association with the grant of options, the Company recorded share-based compensation of $19,015 which is presented on the consolidated interim statement of comprehensive loss. The options granted were valued using the Black-Scholes Option Pricing Model with the following assumptions:

	June 30, 2022
Share price at grant date	$0.21
Volatility	150%
Risk-free interest rate	3.09%
Expected life of options	5 years
Dividend yield	0.00%
Exercise price	$1.00
Forfeiture rate	0.00%
Fair value of options	$19,015

Stock option continuity for the years ended May 31, 2024 and May 31, 2023 was as follows:

	Number of Options		Weighted Average Exercise Price
Balance, May 31, 2022	50,000	$	1.12
Stock options granted	25,000	$	1.07
Balance, May 31, 2023	75,000	$	1.08
Stock options granted	1,017,211	$	0.26
Stock options exercised	(25,000)	$	0.26
Balance, May 31, 2024	1,067,211	$	0.28

(Expressed in Canadian Dollars)

10. RESERVES (continued)

As of May 31, 2024, the following stock options were outstanding and exercisable:

Number Outstanding	Number Exercisable	Exercise Price	Expiry Date
25,000	25,000	$0.40	April 12, 2031
25,000	25,000	$1.80	April 20, 2027
25,000	25,000	$1.00	June 30, 2027
725,000	725,000	$0.18	August 11, 2028
267,211	267,211	$0.33	February 14, 2029
1,067,211	1,067,211		

Warrants

During the year ended May 31, 2024, the following reserve option transactions occurred:

On October 12, 2023, the Company granted 5,416,667 warrants in connection with the closure of its non-brokered private placement. Each warrant entitles the holder to purchase one additional share of the Company, until April 11, 2026, at a price of $0.25. No fair value is recognized as per the residual method.

In connection with the financing closed on October 12, 2023; the Company issued a total of 102,273 finder's warrants to eligible finders. Each finder's warrant is exercisable to purchase one additional share at $0.25 per share until April 11, 2026. The warrants granted were valued using the Black-Scholes Option Pricing Model with the following assumptions:

	October 12, 2023
Share price at grant date	$0.31
Volatility	121%
Risk-free interest rate	4.15%
Expected life of options	2.5 years
Dividend yield	0.00%
Exercise price	$0.25
Forfeiture rate	0.00%
Fair value of warrants	$22,677

During the year ended May 31, 2023, the following reserve warrants transactions occurred:

On October 19, 2022, the company granted 1,562,318 warrants in connection with tranche one of the Corporate financing. Each warrant entitles the holder to purchase one additional share of the Company, until October 19, 2024 at a price of $1.00. No fair value is recognized as per residual method.

In connection with tranche one of the private placements, the Company issued a total of 75,182 finder's warrants to eligible finders. Each finder's warrant is exercisable to purchase one additional share at $1.00 per share until October 19, 2024. The warrants granted were valued using the Black-Scholes Option Pricing Model with the following assumptions:

(Expressed in Canadian Dollars)

10. RESERVES (continued)

	October 19, 2022
Share price at grant date	$0.16
Volatility	150%
Risk-free interest rate	4.14%
Expected life of options	2 years
Dividend yield	0.00%
Exercise price	$1.00
Forfeiture rate	0.00%
Fair value of warrants	$30,355

On November 15, 2022, the company granted 940,992 warrants in connection with tranche two of the Corporate financing. Each warrant entitles the holder to purchase one additional share of the Company, until November 15, 2024 at a price of $1.00. The fair value of $56,460 was allocated based on the residual method.

On July 7, 2022, the Company issued 75,125 common shares of the Company on exercise of outstanding warrants for gross proceeds of $30,050.

Warrant continuity for the year ended May 31, 2024 and May 31, 2023 was as follows:

	Number of Warrants	Weighted Average Exercise Price
Exercisable at May 31, 2022	944,711	2.72
Warrants exercised – agent	(75,125)	
Warrants issued – October 19, 2022	1,562,318	
Warrants issued (agent) – October 19, 2022	75,182	
Warrants issued – November 15, 2022	940,992	
Exercisable at May 31, 2023	3,448,078	1.48
Warrants issued – October 11, 2023	5,518,940	
Warrants exercised	(4,085,114)	
Warrants expired	(869,590)	
Exercisable at May 31, 2024	4,012,314	0.28

As of May 31, 2024, the following warrants were outstanding and exercisable:

Grant Date	Expiry Date		Exercise Price	Number of Warrants	Remaining Life (years)
October 19, 2022	October 19, 2024		0.35	270,750	0.39
October 19, 2022	October 19, 2024		1.00	75,182	0.39
November 15, 2022	November 15, 2024		0.35	757,516	0.46
October 11, 2023	April 11, 2026		0.25	2,908,866	1.86
		$	0.28	4,012,314	

(Expressed in Canadian Dollars)

10. RESERVES (continued)

Restricted Share Units Plan

On September 30, 2021, the Company adopted a 10% rolling Restricted Share Units Plan (the "RSU Plan"). Under the RSU Plan, restricted shares units may be granted to directors, officers, employees, and consultants. The RSU plan permits the Company to either redeem RSU's for cash or issue common shares of the Company from treasury to satisfy all or any portion of a vested RSU award. The maximum number of common shares of the Company which are issuable upon the redemption of all RSU's is 10% of the issued and outstanding common shares of the Company on the date of issuance in accordance with the policies of the Canadian Securities Exchange.

During the year ended May 31, 2024, the following restricted share unit transactions occurred

The Company granted 305,000 restricted stock units on February 14, 2024, the restricted stock units were vested as of February 14, 2024 and are subject to a four month hold.

	February 14, 2024
Share price on grant date	$ 0.33
Number of RSUs Granted	305,000
Date fully vested	February 14, 2024
Fair value upon vesting	$ 100,650
Amount vested at year-end	$ 100,650

RSU continuity for the years ended May 31, 2024 and May 31, 2023 was as follows:

	Number of RSU's		Weighted Average Exercise Price
Balance, May 31, 2023 and 2022	231,250	$	0.19
RSU's granted	305,000	$	0.33
RSU's renounced	(143,750)	$	0.19
Balance, May 31, 2024	392,500	$	0.30

The Company has 392,500 restricted stock units issued and outstanding as at May 31, 2024.

11. RELATED PARTY TRANSACTIONS

Key management personnel include the Company's Board of Directors and members of senior management. The Company's related parties include key management personnel, and companies related by way of directors or shareholders in common. Transactions with related parties for goods and services are made on normal commercial terms.

(Expressed in Canadian Dollars)

11. RELATED PARTY TRANSACTIONS (continued)

The remuneration of directors and key management personnel during the year ended May 31, 2024, and 2023 was as follows:

	May 31, 2024 $	May 31, 2023 $
Exploration costs	-	375,000
Management fees	185,500	144,000
Consulting fees	-	30,000
Share based payments	156,525	19,015
Total	$ 342,025	$ 568,015

As at May 31, 2024, accounts payable includes $8,400 (2023 - $7,350) due to a company controlled by the CFO of the Company. The amounts owing are unsecured, non-interest bearing, have no fixed terms of repayment and are due on demand .

As at May 31, 2024, prepaid includes $10,000 (2023 - $Nil) due to a company controlled by the CEO of the Company.

As of May 31, 2024, the share based payments comprises $156,525 (2023 - $19,015) representing the estimated fair value of options and RSU's issued to management and directors of the Company.

The CFO of Basin Uranium also serves as the CFO of Nexus Uranium which is involved in the option agreement with Wray Mesa.

12. FINANCIAL INSTRUMENTS

Financial Assets and Liabilities

Information regarding the Company's financial assets and liabilities as at May 31, 2024 and May 31, 2023 is summarized as follows:

	May 31, 2024	**May, 31, 2023**
	$	**$**
Financial Assets		
FVTPL		
Cash	468,197	729,539
Financial Liabilities		
At amortized cost		
Trade payables	43,767	109,207

12. FINANCIAL INSTRUMENTS (continued)

Financial Instrument Risk Exposure

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

The following table provides an analysis of the Company's financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

Level 1	fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
Level 2	fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;
Level 3	fair value measurements are those derived from inputs that are unobservable inputs for the asset or liability.

Cash and marketable securities is classified as Level 1. The carrying balance of trade payables approximate their fair value due to their short-term nature.

The Company's financial instruments expose it to a variety of financial risk: market risk (including price risk and interest rate risk), credit risk and liquidity risk. These risks arise from the normal course of operations and all transactions are undertaken to support those operations. Risk management is carried out by management under policies approved by the Board of Directors. Management identifies and evaluates the financial risks in co-operation with the Company's operating units.

The Company's overall risk management program seeks to minimize potential effects on the Company's financial performance, in the context of its general capital management objectives.

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 primary exposure to credit risk is in its cash. The Company manages credit risk on liquid financial assets through maintaining its cash with high quality financial institutions.

Liquidity Risk
Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements. The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in Note 13.

12. FINANCIAL INSTRUMENTS (continued)

The Company's ongoing liquidity is impacted by various external events and conditions. The Company expects to repay its financial liabilities in the normal course of operations and to fund future operations and capital requirements through operating cash flows, as well as future equity and debt financing. As of May 31, 2024, the Company had a cash balance of $ 468,197 to settle current liabilities of $ 134,583. The Company's financial liabilities include trade payables which have contractual maturities of 30 days or are due on demand.

Interest Rate Risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on its cash. The interest rate risk on cash is not considered significant due to its short-term nature and maturity.

Currency Risk
Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to currency risk on financial instruments that are denominated in a currency other than the functional currency of the Company. Currently, the Company's exposure to currency risk is considered low, as the majority of its transactions are conducted in its functional currency, and any foreign currency transactions are minimal.

13. CAPITAL MANAGEMENT

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds for the exploration and development of projects. The Company's capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company is not subject to any external capital requirements.

14. COMMITTMENTS

Charity Flow Through Units

The gross proceeds of the private placement of charity flow through units which were received on December 7, 2021, are required to be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through mining expenditures" defined in the Income Tax Act (Canada). The proceeds have been allocated to the Company's Mann Lake uranium project located in Saskatchewan, Canada and must be spent on or before December 31, 2022. All Qualifying Expenditures were renounced in favor of the subscribers effective December 31, 2021. As at December 30, 2023, the Company has completed the expenditure commitment associated with the flow through financing which closed on December 7, 2021.

(Expressed in Canadian Dollars)

14. COMMITMENTS (continued)

On October 19, 2022, the Company closed on additional flow-through financing in the amount of $100,260. All Qualifying Expenditures were renounced in favor of the subscribers effective December 31, 2022. As at May 31, 2024 and 2023, the Company has completed the expenditure commitment associated with the flow through financing.

Exploration and Evaluation Assets Commitments

The Company is committed to certain periodic payments, share issuances and exploration expenditures, as described in Note 7.

15. INCOME TAX

	2024	**2023**
Statutory tax rate	27%	27%
	$	$
Loss for the year before income taxes	(7,140,840)	(1,195,404)
Expected income tax recovery	1,928,027	322,759
Non-deductible items and other differences	(1,123,685)	(8,582)
Change in deferred tax assets not recognized	(804,342)	(314,177)
Income tax expense (recovery)	-	-

The unrecognized deductible temporary differences are as follows:

	2024	2023
	$	$
Non-capital losses carried forward	1,279,423	90,850
Share issuance costs	62,604	88,114
Exploration and evaluation assets	99,535	458,256
Total deferred income tax assets	1,441,562	637,220
Unrecognized deferred income tax assets	(1,441,562)	(637,220)
Net deferred income tax assets	-	-

16. SUBSEQUENT EVENT

Subsequent to the year-end, the company issued a total of 1,069,291 common shares as a result of the exercise of 1,069,291 warrants. This included 366,000 warrants exercised at $0.25, generating proceeds of $91,500, and 703,291 shares issued at $0.35, generating proceeds of $246,152. In total, this generated proceeds of $337,652.