MEDARO MINING CORP.
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three months ended December 31, 2023 and 2022

(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

NOTICE OF NO AUDITOR REVIEW OF THE
CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the condensed interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company for the three months ended December 31, 2023, and 2022, have been prepared by and are the responsibility of the Company's management, and have not been reviewed by the Company's auditors.

MEDARO MINING CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at December 31, 2023 and September 30, 2023
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

As at			**December 31, 2023**		September 30, 2023
ASSETS	**Note**				
Current assets					
Cash		**$**	**128,779**	$	157,835
Receivables	7		**941,762**		1,289,715
Investments	5(a)		**15,000**		17,500
Prepaid expenses			**72,135**		186,409
Total current assets			**1,157,676**		1,651,459
Exploration and evaluation assets	5		**1,875,521**		1,875,521
Property and equipment			**59,475**		70,629
Total assets		**$**	**3,092,672**	$	3,597,609
LIABILITIES					
Current liabilities					
Accounts payable and accrued liabilities	6,9	**$**	**934,321**	$	1,075,261
Flow-through liability	8		**216,350**		156,895
Total liabilities			**1,150,671**		1,232,156
EQUITY					
Share capital	8		**21,417,079**		20,047,472
Reserves	8		**1,101,855**		2,001,562
Non-controlling interest			**(130,534)**		(100,838)
Accumulated other comprehensive loss			**(3,828)**		(3,086)
Deficit			**(20,442,571)**		(19,579,657)
Total equity			**1,942,001**		2,365,453
Total liabilities and equity		**$**	**3,092,672**	$	3,597,609

Going concern (Note 2)
Commitments (Notes 5 and 8)
Subsequent events (Notes 5(a), 5(e) and 5(f))

APPROVED ON BEHALF OF THE BOARD:

"Faizaan Lalani" Director *"Charles Hugh Maddin"* Director

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MEDARO MINING CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the three months ended December 31, 2023, and 2022
(Expressed in Canadian Dollars, except for the number of shares)
(Unaudited – Prepared by Management)

	Note	2023	2022 Restated (Note 12)
Operating and administrative expenses			
Consulting fees		**$ 9,340**	$ 38,789
Depreciation		**10,061**	-
Exploration expenditures	5	**468,625**	2,560,722
Filing fees		**8,560**	12,563
Management fees	9	**82,800**	82,800
Marketing and development		**5,315**	106,738
Office and general		**29,516**	22,605
Professional fees	9	**104,078**	46,931
Seed research and development		**56,956**	222,058
Share-based compensation	8,9	**-**	112,943
Total operating and administrative expenses		**(775,251)**	**(3,206,149)**
Other items:			
Foreign exchange loss		**(12,977)**	-
Changes in fair value of investment	5(a)	**(2,500)**	-
Flow through tax expense		**(305,423)**	-
Flow-through premium liability recovery	8	**103,045**	80,508
Other income		**100,990**	-
Net loss for the period		**(892,116)**	**(3,125,641)**
Foreign currency translation		**(1,236)**	(220)
Total comprehensive loss		**$ (893,352)**	**$ (3,125,861)**
Net loss attributable to:			
Owners of the company		**$ (862,914)**	$ (3,038,445)
Non-controlling interest		**(29,202)**	(87,196)
		$ (892,116)	$ **(3,125,641)**
Total comprehensive loss attributable to:			
Owners of the company		**$ (863,656)**	$ (3,038,577)
Non-controlling interest		**(29,696)**	(87,284)
		$ (893,352)	$ **(3,125,861)**
Basic and diluted loss per share	8	**$ (0.01)**	$ (0.05)
Weighted average number of common shares outstanding – basic and diluted	8	**89,566,257**	67,868,166

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MEDARO MINING CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the three months ended December 31, 2023, and 2022
(Expressed in Canadian Dollars, except for the number of shares)
(Unaudited – Prepared by Management)

		Share capital						
	Note	**Number of shares**	**Capital stock**	**Reserves**	**Non-controlling interest**	**Accumulated other comprehensive loss**	**Deficit**	**Total equity**
Balance, September 30, 2022		**56,113,677**	**$ 15,796,079**	**$ 1,723,855**	**$ -**	**$ -**	**$ (13,704,203)**	**$ 3,815,731**
Shares issued for Global Lithium (Restated)	5,12	400,000	72,000	-	72,000	-	-	144,000
Shares issued for Yurchison Uranium Property	5,8	2,400,384	500,000	-	-	-	-	500,000
Shares issued for flow-through private placement	8	16,080,078	2,894,414	-	-	-	-	2,894,414
Shares issued for non-flow-through private placement	8	7,350,433	1,102,565	-	-	-	-	1,102,565
Flow-through premium liability	8	-	(482,402)	-	-	-	-	(482,402)
Share issuance costs	8	-	(535,592)	327,861	-	-	-	(207,731)
Share-based compensation	8	-	-	112,943	-	-	-	112,943
Foreign currency translation		-	-	-	(88)	(132)	-	(220)
Net loss for the period		-	-	-	(87,196)	-	(3,038,445)	(3,125,641)
Balance, December 31, 2022		**82,344,572**	**$ 19,347,064**	**$ 2,164,659**	**$ (15,284)**	**$ (132)**	**$ (16,742,648)**	**$ 4,753,659**
Balance, September 30, 2023		**84,819,572**	**$ 20,047,472**	**$ 2,001,562**	**$ (100,838)**	**$ (3,086)**	**$ (19,579,657)**	**$ 2,365,453**
Shares issued for flow-through private placement	8	8,125,000	650,000	-	-	-	-	650,000
Shares issued for non-flow-through private placement	8	500,000	30,000	-	-	-	-	30,000
Flow-through premium liability	8	-	(162,500)	-	-	-	-	(162,500)
Share issuance costs		-	(69,595)	21,995	-	-	-	(47,600)
Shares issued for exercised RSUs	8	1,070,000	921,702	(921,702)	-	-	-	-
Foreign currency translation		-	-	-	(494)	(742)	-	(1,236)
Net loss for the period		-	-	-	(29,202)	-	(862,914)	(892,116)
Balance, December 31, 2023		**94,514,572**	**$ 21,417,079**	**$ 1,101,855**	**$ (130,534)**	**$ (3,828)**	**$ (20,442,571)**	**$ 1,942,001**

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

MEDARO MINING CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
For the three months ended December 31, 2023, and 2022
(Expressed in Canadian Dollars)
(Unaudited – Prepared by Management)

	Note		2023		2022
					Restated (Note 12)
OPERATING ACTIVITIES					
Net loss for the period		**$**	**(892,116)**	$	(3,125,641)
Adjustments for non-cash items:					
Share-based compensation	8		**-**		112,943
Depreciation			**10,061**		-
Changes in fair value of investment	5		**2,500**		-
Flow-through premium liability recovery	8		**(103,045)**		(80,508)
Seed research			**-**		111,305
Changes in non-cash working capital items related to operations:					
Receivables			**347,953**		(251,751)
Prepaid expenses			**114,273**		(15,828)
Accounts payable and accrued liabilities			**(140,939)**		(422,365)
Cash used in operating activities			**(661,313)**		(3,671,845)
INVESTING ACTIVITIES					
Exploration and evaluation assets	5		**-**		(150,000)
Cash used in investing activities			**-**		(150,000)
FINANCING ACTIVITIES					
Proceeds from private placements			**680,000**		3,996,542
Share issuance costs			**(47,600)**		(207,731)
Cash provided by financing activities			**632,400**		3,788,811
Impact of currency translation on cash			**(143)**		(220)
Change in cash during the year			**(29,056)**		(33,254)
Cash, beginning of the period			**157,835**		2,579,910
Cash, end of the period		**$**	**128,779**	$	2,546,656

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Non-cash investing and financing transactions:				
Shares issued for exploration and evaluation assets	**$**	-	$	500,000
Fair value of RSRs exercised	**$**	**927,702**	$	**-**
Warrants issued for share issuance costs	**$**	**21,995**	$	327,861

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Medaro Mining Corp. (the "Company") was incorporated on June 19, 2020, in British Columbia. The registered and records office and head office of the Company is located at 220 – 333 Terminal Avenue, Vancouver, BC, V6A 4C1.

On March 24, 2021, the Company received a receipt from the British Columbia Securities Commission for its long-form prospectus dated March 24, 2021, was listed on April 6, 2021, and commenced trading on the Canadian Securities Exchange ("CSE") on April 7, 2021 under the trading symbol "MEDA".

The Company is in the business of acquiring, exploring, and evaluating mineral resource properties in Canada.

2. BASIS OF PREPARATION

(a) Statement of compliance

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with IAS 34 "Interim Financial Reporting", as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB have been condensed or omitted and these unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended September 30, 2023.

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on February 28, 2024.

(b) Basis of measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis and are presented in Canadian dollars which is the functional currency of the Company. All amounts are rounded to the nearest dollar. The condensed interim consolidated financial statements of the Company have been prepared on an accrual basis, except for cash flow information.

(c) Going Concern

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations.

The Company has not generated revenue from operations. The Company incurred a loss of $892,116 for the three months ended December 31, 2023 (2022 - $3,125,641), and as of that date the Company's accumulated deficit was $20,442,571 (September 30, 2023 - $19,579,657). The Company's continuation as a going concern is contingent on the completion of financing to cover the Company's planned exploration activities.

As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financial resources to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company will periodically have to raise funds to continue operations.

(Expressed in Canadian Dollars)

2. BASIS OF PREPARATION – (continued)

(c) Going Concern – (continued)

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

During the three months ended December 31, 2023, the Company raised $650,000 from a flow-through private placement and $30,000 from a non-flow-through private placement (Note 8).

There can be no guarantee that the Company will be able to continue to secure additional financing in order to be able to continue operations for the foreseeable future, and if so, on terms that are favorable. These factors comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. These condensed interim consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate.

(d) Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its subsidiaries. Subsidiaries are fully consolidated from the date the Company obtains control and continue to be consolidated until the date that control ceases. Control is achieved when the Company has the ability or right to cause variable returns from or is exposed to variable returns from its involvement with an entity and can affect those returns through its ability to direct the entity's activities. Details of controlled entities are as follows:

			Percentage Owned	Percentage Owned
Entity	Country of Incorporation	Functional Currency	December 31, 2023	September 30, 2023
Global Lithium Extraction Technologies, Inc. ("Global Lithium")	Canada	United States Dollars	60%	60%
1411409 B.C. Ltd.	Canada	Canadian Dollars	100%	100%

The Company attributes total comprehensive income or loss of the subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited financial statements as at September 30, 2023. Other than the accounting policies included in this section, the accounting policies adopted are consistent with those of the previous financial year.

Accounting Standards and Amendments issued but not yet adopted

• IAS 1, Presentation of Financial Statements ("IAS 1"): In October 2022, the IASB issued amendments to IAS 1 titled Non-current Liabilities with Covenants. These amendments seek to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 do not override but incorporate the previous amendments, Classification of Debt as Current or Non-current, issued in January 2020, which clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period. The amendments are effective January 1, 2024, with early adoption permitted. Retrospective application is required on adoption. The Company does not expect these amendments to have a material effect on its consolidated financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Company’s condensed interim 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 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.

The significant estimates and critical judgements applied in preparing these condensed interim financial statements were the same as those applied to the audited financial statements as at and for the year ended September 30, 2023.

5. EXPLORATION AND EVALUATION ASSETS

The following table represents expenditures incurred on the exploration and evaluation assets:

	Superb Lake Property	CYR South Lithium Property	Yurchison Uranium Property	Lac La Motte Lithium Property	Darlin Li-Be Property	James Bay Pontax Property	Total
Balance as at September 30, 2022	167,500	205,000	650,000	72,800	47,500	-	1,142,800
Options payments - cash	75,000	-	150,000	60,000	45,000	15,580	345,580
Sale of options	(37,500)	-	-	-	-	-	(37,500)
Options payments - shares issued	-	-	500,000	6,000	-	123,641	629,641
Impairment	(205,000)	-	-	-	-	-	(205,000)
Balance as at September 30, 2023 and December 31, 2023	$ -	$205,000	$1,300,000	$138,800	$92,500	$139,221	$ 1,875,521

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – (continued)

The following tables represent exploration expenditures incurred during the three months ended December 31, 2023 and 2022, which have been included in exploration expenditures in the condensed interim consolidated statements of loss and comprehensive loss:

For the three months ended December 31, 2023	Superb Lake Property	CYR South Lithium Property	Yurchison Uranium Property	Rapide Lithium Property	Lac La Motte Lithium Property	Darlin Li-BE Property	James Bay Pontax Property	Total
Consulting	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Community relations	-	-	-	-	-	-	-	-
Drilling	-	141,497	-	-	-	-	-	141,497
Field cost	-	158,505	-	-	-	40,375	-	198,880
Geological	-	-	-	-	-	11,685	-	11,685
Helicopter	-	-	-	-	-	1,500	-	1,500
Reports and admin	-	10,000	-	-	-	12,175	10,000	32,175
Surveys	-	31,878	1,878	1,878	1,878	1,878	29,998	69,388
Travel and accommodations	-	-	-	-	-	13,500	-	13,500
Total	**$ -**	**$ 341,880**	**$ 1,878**	**$ 1,878**	**$ 1,878**	**$ 81,113**	**$ 39,998**	**$ 468,625**

For the three months ended December 31, 2022	Superb Lake Property	Yurchison Uranium Property	Darlin Li-Be Property	Rapide Lithium Property	Total
Community relations	$ -	$ -	$ -	$ -	$ -
Consulting	3,500	3,500	-	-	7,000
Drilling	122,250	-	347,007	773,474	1,242,731
Field cost	80,650	-	218,308	59,900	358,858
Geological	21,175	-	121,300	37,000	179,475
Helicopter	6,000	-	9,000	1,500	16,500
Reports and admin	22,000	-	59,100	10,850	91,950
Surveys	329,780	-	63,000	84,428	477,208
Travel and accommodations	50,000	-	110,000	27,000	187,000
Total	**$ 635,355**	**$ 3,500**	**$ 927,715**	**$ 994,152**	**$ 2,560,722**

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – (continued)

(a) Superb Lake Property

On September 11, 2020 (the "Effective Date"), the Company obtained an option to acquire up to a 100% interest in the Superb Lake Property. This property is located in the Thunder Bay Mining District, Northwestern Ontario. As consideration, the Company must make total cash payments of $165,000, issue 750,000 common shares of the Company and incur $370,000 in exploration expenditures as follows:

	Cash	Common shares	Aggregate exploration expenditures
Within seven days of signing on the Effective Date *(paid)*	$ 40,000	-	$ -
Within one year of the Effective Date *(incurred)*	-	-	120,000
Within one year of the date on which the Company's shares become listed on the CSE (April 6, 2021, the "Listing Date") *(paid, issued)*	50,000	250,000	-
Within two years of the Effective Date *(paid, incurred)*	75,000	-	250,000
Within two years of the Listing Date (*not issued*)	-	500,000*	-
Total	$ 165,000	750,000	$ 370,000

Should the Company acquire 100% of the property, the optionor will retain a 3% net smelter return royalty ("NSR Royalty"). The Company may request a right to purchase from the optionor 1% NSR Royalty for $1,000,000 thereby reducing the NSR Royalty held to 2%.

*During the year ended September 30, 2023, an impairment loss amounting to $205,000 (2022-$Nil) was recognized in respect of the Superb Lake property. The impairment loss was recognized as a result of the Company's rights to continue exploring the property became doubtful.

On November 29, 2022, the Company entered into a property option agreement with Rock Edge Resources Ltd. ("Rock Edge") to option 70% interest in the Superb Lake Property. The Company holds an option to acquire 100% of the property from the optionor and this option agreement is dependent upon the Company earning its interest. To earn its 70% interest in the property, Rock Edge is required to do the following over a two year period:

- Pay an aggregate of $200,000 to the Company;
- Issue an aggregate of 2,200,000 of Rock Edge common shares to the Company; and
- Perform mining exploration and incur qualified expenditures on the property in an aggregate amount of $700,000.

Upon earning its 70% interest, the Company and Rock Edge will enter into a joint venture with the goal of advancing the exploration and potential development of the property.

During the year ended September 30, 2023, the Company received 500,000 shares of Rock Edge valued at $37,500. The investment in Rock Edge is summarized as shown below:

Balance as at September 30, 2022 and 2021	**$**	**-**
Receipt of 500,000 shares on November 29, 2022		37,500
Fair value loss on investment		(20,000)
Balance as at September 30, 2023		17,500
Fair value loss on investment		(2,500)
Balance as at December 31, 2023	**$**	**15,000**

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – (continued)

(a) Superb Lake Property – (continued)

Subsequent to period end, the agreement between the Company and Rock Edge was terminated.

(b) CYR South Lithium Property

On April 13, 2021 (the "Effective Date"), the Company obtained an option to acquire up to a 100% interest in the CYR South lithium property located in James Bay area of Quebec. As consideration, the Company agrees to pay the optionor cash of $30,000, issue 250,000 common shares of the Company and incur $250,000 in exploration expenditures as follows:

	Cash	Common shares	Aggregate exploration expenditures
Within five days of signing on the Effective Date *(paid)*	$ 30,000	-	$ -
Subject to a pooling agreement providing for the release of the shares 8 months after the Company's shares become DTC eligible *(issued)*	-	250,000	-
Within one year of the Effective Date *(incurred)*	-	-	250,000
Total	$ 30,000	250,000	$ 250,000

Should the Company acquire 100% of the property, the optionor will retain a 3% NSR Royalty. The Company may request a right to purchase from the optionor 1% NSR Royalty for $1,000,000 thereby reducing the NSR Royalty held to 2%.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – (continued)

(c) Yurchison Uranium Property

On November 1, 2021 (the "Effective Date"), the Company obtained an option to acquire up to a 70% interest in the Yurchison Uranium Property. This property is located in the Wollaston Domain, Northern Saskatchewan. As consideration, the Company must make total cash payments of $800,000, issue common shares having a total value of $3,000,000, and incur $5,000,000 in exploration expenditures as follows:

	Cash	Common shares	Aggregate exploration expenditures
Within five days of signing on the Effective Date *(paid and issued)*	$ 150,000	$ 500,000	$ -
Within one year of the Effective Date *(paid, issued and incurred)*	150,000	500,000	500,000
Within two years of the Effective Date (due date amended to May 1, 2024)	250,000	1,000,000	1,500,000
Within three years of the Effective Date	250,000	1,000,000	3,000,000
Total	$ 800,000	$ 3,000,000	$ 5,000,000

The Company can acquire an additional 30% for a total 100% interest, subject to the NSR Royalty and an underlying NSR Royalty of 2% on one of the mining claims, by making an additional cash payment of $7,500,000 and issuing common shares with a total value of $7,500,000.

The optionor will retain a 2% NSR Royalty. The Company may request a right to purchase from the optionor 1% NSR Royalty for $1,000,000 thereby reducing the NSR Royalty held to 1%.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – (continued)

(d) Lac La Motte Lithium Property

On May 6, 2022 (the "Effective Date"), the Company obtained an option to acquire up to a 100% interest in the Lac La Motte Lithium Property. This property is located in northwestern Quebec, Canada. As consideration, the Company must make total cash payments of $160,000, to issue 350,000 common shares of the Company, and incur an aggregate of $800,000 in exploration expenditures on the Property as follows:

	Cash	Common shares	Aggregate exploration expenditures
On Effective Date *(paid and issued)*	$ 20,000	100,000	$ -
Within one year of the Effective Date *(Paid, issued and, incurred)*	45,000	50,000	150,000
Within two years of the Effective Date *(incurred)*	45,000	50,000	150,000
Within three years of the Effective Date	50,000	150,000	500,000
Total	$ 160,000	350,000	$ 800,000

The optionor will retain a 2% NSR Royalty. The Company may request a right to purchase from the optionor 1% NSR Royalty for $1,500,000 thereby reducing the NSR Royalty held to 1%. The Company has agreed to make a one-time payment of $1,000,000 in the event a 43-101 compliant mineral resource of 1 megatonne or more is established with respect to the Property, which may be satisfied through payment of cash or issuance of shares of the Company, at the Company's discretion.

On May 27, 2022, in connection with the agreement, the Company issued 10,000 common shares with a fair value of $5,300 as finder's fees.

On September 7, 2023, the Company expanded its Lac La Motte property in Quebec (the "Property") through the acquisition of 15 additional claims contiguous to its original western and northern boundaries. $15,000 cash was paid for these additional claims.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – (continued)

(e) Darlin Li-Be Property

On July 18, 2022 (the "Effective date"), the Company entered into an option agreement to acquire up to a 100% interest in and to the Darlin Li-Be property in northwestern Quebec, Canada. The Darlin Property is located in Abitibi, Quebec. Pursuant to the agreement, the Company may acquire up to a 100% interest in and to the Darlin Property by (i) making aggregate cash payments of $160,000; (ii) issuing an aggregate of 350,000 common shares of the Company; and (iii) incurring an aggregate of $800,000 in exploration expenditures on the Darlin Property. On February 20, 2024, the Company and the Optionor agreed to amend the agreement and defer payments. According to the amended agreement, the Company's obligations are as follows:

		Cash	**Common shares**		**Aggregate exploration expenditures**
On Effective Date *(paid, issued)*	$	20,000	100,000	$	-
Within one year of the Effective Date *(paid, incurred)*		45,000	50,000*		150,000
Within two years of the Effective Date		-	50,000		150,000
Within three years of the Effective Date		95,000	150,000		500,000
Total	$	160,000	350,000	$	800,000

Upon exercise of the Option by the Company, the Optionor will retain a 2.0% net smelter returns royalty on the Darlin Property, 1.0% of which may be purchased by the Company for $1,500,000. Further, in the event a 43-101 compliant mineral resource of 1 megatonne or more is established with respect to the Darlin Property, the Company has agreed to make a one-time payment of $1,000,000 to the Optionor, which may be satisfied through payment of cash or issuance of shares of the Company, at the Company's discretion.

*The Company is in the process of issuing these common shares.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – (continued)

(f) Rapide Lithium Beryllium Property

On October 17, 2022 (the “Effective Date”), the Company entered into an option agreement (the “Agreement”) to acquire a 100% interest in and to the Rapide Li-Be Property (the “Option”) in northwestern Quebec, Canada (the “Rapide Property”).

Pursuant to the Agreement, the Company will acquire a 100% interest in and to the Rapide Property by (i) making aggregate cash payments of $160,000 over the first three years of the Agreement; (ii) issuing an aggregate of 350,000 common shares of the Company over the first three years of the Agreement; and (iii) incurring an aggregate of $800,000 in exploration expenditures on the Rapide Property over the first three years of the Agreement. On February 20, 2024, the Company and the Optionor agreed to amend the agreement and defer some of the payments. According to the amended agreement, the Company’s obligations are as follows:

	Cash	Common shares	Aggregate exploration expenditures
On Effective Date	$ -	100,000*	$ -
On the earlier of: (i) the date on which the Company completes an outside equity financing for gross proceeds of at least $1,000,000; and (ii) December 31, 2022 (the "Cash date")	20,000	-	-
1st anniversary of agreement date (October 17, 2023)	-	50,000*	150,000
1st anniversary of Cash Date	-	-	-
2nd anniversary of agreement date (October 17, 2024)	-	50,000	150,000
2nd anniversary of Cash Date	-	-	-
3rd anniversary of agreement date (October 17, 2025)	-	150,000	500,000
3rd anniversary of Cash Date	140,000	-	-
Total	**$ 160,000**	**350,000**	**$ 800,000**

Upon exercise of the Option by the Company, the optionor will retain a 2.0% net smelter returns royalty on the Rapide Property, 1.0% of which may be purchased by the Company for $1,500,000. Further, in the event a 43-101 compliant mineral resource of 1 megatonne or more is established with respect to the Rapide Property, the Company has agreed to make a one-time payment of $1,000,000 to the Optionor, which may be satisfied through payment of cash or issuance of shares of the Company, at the Company’s discretion.

*The Company is in the process of issuing these common shares.

(Expressed in Canadian Dollars)

5. EXPLORATION AND EVALUATION ASSETS – (continued)

(g) James Bay Pontax Property

During the year ended September 30, 2023, the Company entered into a share purchase agreement to acquire 100% of the issued and outstanding shares of 1411409 B.C. Ltd., a company holding a 100% interest in the mining claims comprising the James Bay Pontax Property in Quebec, Canada. The shares of 1411409 B.C. Ltd were issued to the Company on August 17, 2023 (the "Closing date"), and from that date the Company obtained control over 1411409 B.C. Ltd which became its subsidiary.

The James Bay Property is located in the Eeyou Istchee James Bay Territory of Quebec.

Pursuant to the share purchase agreement, the Company acquired 100% of the issued and outstanding shares of the 1411409 B.C. Ltd in exchange for (i)1,200,000 common shares in the capital of the Company (the "Consideration Shares") (ii) a cash payment of $7,500 and (iii) a commitment to incur $150,000 in exploration expenditures over the twelve (12) months following the Closing date. The Consideration Shares are subject to resell restrictions, with 400,000 shares restricted for four months from the Closing date, 400,000 shares restricted for eight months from the Closing date, and 400,000 shares restricted for twelve months from the Closing date.

Furthermore, the Company will also pay a bonus of $150,000 to the vendors of 1411409 B.C. Ltd (the "Contingent Consideration") if, in carrying out exploration on the Project, the Company intersects five (5) intercepts of spodumene-bearing pegmatite dykes grading a minimum of 1.20% Li_2O over a minimum of 1.5 meters (the "Milestone"). The Company has determined that meeting the milestone is not probable, therefore the Contingent Consideration was not recognized on acquisition date.

1411409 B.C. Ltd does not meet the definition of a business as defined under IFRS 3 "Business Combinations". Hence, the Transaction was accounted for as an asset acquisition.

The following table summarizes the estimated fair values of consideration paid which is the value of the asset acquired, as at the acquisition date.

Consideration shares	$	150,000
Discount on consideration shares		(26,359)
Cash payment		7,500
Transaction costs		8,080
Total consideration	**$**	**139,221**

The fair value of the consideration shares was determined using the share price on issue date which was adjusted by a discount of $26,359 as a result of the shares having hold periods. The discount was estimated based on the Black-Scholes Option Pricing Model using the following weighted average assumptions: expected dividend yield – 0%, expected volatility – 105%, risk-free interest rate – 5.27% and an expected remaining life – 0.5 years.

6. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		December 31, 2023		September 30, 2023
Trade payables	$	422,726	$	488,881
Accrued liabilities		511,595		586,380
	$	934,321	$	1,075,261

(Expressed in Canadian Dollars)

7. RECEIVABLES

		December 31, 2023		September 30, 2023
Goods and services tax	$	778,145	$	821,893
Supplier refund receivable*		-		403,951
Other receivable		163,617		63,871
	$	941,762	$	1,289,715

***The supplier refund receivable relates to funds that were initially advanced to a supplier and refunded to the Company in the subsequent period.

8. SHARE CAPITAL

(a) Authorized

Unlimited common shares with no par value.

(b) Issued

As at December 31, 2023, there were 94,514,572 (September 30, 2023 – 84,819,572) common shares issued and outstanding.

During the three months ended December 31, 2023:

On November 8 and November 23, 2023, the Company completed a flow-through and non-flow-through private placements of 8,125,000 flow-through units (“FT Unit”) at a price of $0.08 per FT Unit for gross proceeds of $650,000 and 500,000 non-flow-through units (“NFT Unit”) at a price of $0.06 per NFT Unit for gross proceeds of $30,000. Each FT and NFT Unit consists of one common flow-through share and common non-flow-through share, respectively, and one common share purchase warrant. All proceeds received were allocated to the common shares and no fair value was allocated to the attached warrants based on the residual method. Each warrant will entitle the holder thereof to acquire an additional common share in the capital of the Company at a price of $0.12 per common share for a period of 24 months from the date of the issuance. In addition, the Company issued 603,750 finders’ warrants as finders’ fees with the same terms as the common share purchase warrants with a fair value of $21,995. The Company also incurred cash share issuance costs of $47,600 in connection with this financing. The premium received on the issuance of FT Units was recognized as a liability on the Company’s consolidated statement of financial position. The continuity of flow-through premium liability was as follows:

Balance as at September 30, 2023	$	**156,895**
Flow through premium liability recognized		162,500
Recognized in profit or loss upon incurring qualifying expenditures		(103,045)
Balance as at December 31, 2023	**$**	**216,350**

At December 31, 2023, the Company had a remaining commitment to incur exploration expenditures of approximately $973,000 (September 30, 2023 - $1,879,000).

On November 10, 2023, 1,070,000 common shares were issued as a result of the exercise of RSRs, and as a result $921,702 has been reclassed from reserves.

8. SHARE CAPITAL – (continued)

(b) Issued – (continued)

During the three months ended December 31, 2022:

During October 2022, the Company issued 400,000 common shares with a fair value of $72,000 in accordance with the Global Lithium Agreement (Note 12).

On November 21, 2022, the Company completed a flow-through and non-flow-through private placements of 16,080,078 flow-through units ("FT Unit") at a price of $0.18 per FT Unit for gross proceeds of $2,894,414 and 7,350,433 non-flow-through units ("NFT Unit") at a price of $0.15 per NFT Unit for gross proceeds of $1,102,565. Each FT and NFT Unit consists of one common flow-through share and common non-flow-through share, respectively, and one-half of one common share purchase warrant. All proceeds received were allocated to the common shares and no fair value was allocated to the attached warrants. Each warrant will entitle the holder thereof to acquire an additional common share in the capital of the Company at a price of $0.30 per common share for a period of 24 months from the date of the issuance. In addition, the Company issued 1,194,829 finders' warrants as finders' fees with the same terms as the common share purchase warrants with a fair value of $327,861. The Company also incurred cash share issuance costs of $207,731 in connection with this financing. The premium received on the issuance of FT Units was recognized as a liability on the Company's consolidated statement of financial position.

(c) Options

The Company has a stock option plan included in the Company's Equity Incentive Plan (the "Plan") where the Board of Directors can grant stock options to directors, officers, employees, and consultants of the Company as performance incentives. The aggregate number of shares allocated and made available for issuance pursuant to stock options and RSRs granted under the Plan shall not exceed 20% of the issued and outstanding shares as at the date of the grant. The Plan shall remain in effect until it is terminated by the Board.

As at December 31, 2023 there were 500,000 stock options outstanding and exercisable (September 30, 2023- 500,000), with the weighted average life of stock options outstanding being 1.02 years. There was no stock option activity during the three months ended December 31, 2023 and 2022.

(d) Share Purchase Warrants

During the three months ended December 31, 2023:

During November 2023, the Company issued 8,625,000 share purchase warrants in connection with its November 2023 Private Placement. Each warrant is exercisable at a price of $0.12 expiring in 24 months. No value was allocated to these warrants based on the residual method. An additional 603,750 finders' warrants were issued in connection with the November 2023 Private Placement under the same terms. These warrants have a fair value of $21,995 which has been recorded to reserves as a share issuance cost.

During the three months ended December 31, 2022:

On November 21, 2022, the Company issued 11,715,256 share purchase warrants in connection with its November 2022 Private Placement. Each warrant is exercisable at a price of $0.30 expiring on November 22, 2024, no value was allocated to these warrants based on the residual method. An additional 1,194,829 finders' warrants were issued in connection with the November 2022 Private Placement under the same terms. These warrants have a fair value of $327,861 which has been recorded to reserves as a share issuance cost.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL – (continued)

(d) Share Purchase Warrants – (continued)

The fair value of the finders' warrants was determined by using the Black-Scholes method with the following weighted average assumptions:

	November 2023 Private Placement	November 2022 Private Placement
Risk-free interest rate	4.36%	3.87%
Estimated life	2 years	2 years
Expected volatility	147.55%	131.05%
Expected dividend yield	0.00%	0.00%
Forfeiture rate	0.00%	0.00%
Fair value of warrants issued	$0.04	$0.08

Expected stock price volatility was estimated based on stock price volatility of a group of publicly listed companies involved in mineral exploration.

The changes in share purchase warrants are summarized as follows:

	Number		Weighted Average Exercise Price
Balance as at September 30, 2022	5,092,900		0.88
Issued	12,910,085		0.30
Expired	(1,593,257)		0.84
Balance as at September 30, 2023	16,409,728	$	0.43
Issued	9,228,750		0.12
Expired	(3,499,643)		0.90
Balance as at December 31, 2023	22,138,835	$	0.22

As at December 31, 2023, the following warrants were outstanding and vested, entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Outstanding	Exercise Price	Expiry Date	Vested
12,910,085	$0.30	November 22, 2024	12,910,085
3,878,750	$0.12	November 8, 2025	3,878,750
5,350,000	$0.12	November 23, 2025	5,350,000
22,138,835			22,138,835

As at December 31, 2023, there were 22,138,835 warrants outstanding and vested with the weighted average life of warrants outstanding of 1.30 years.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL – (continued)

(e) Restricted Share Rights ("RSR")

The Company has RSRs included in the Plan where the Board of Directors can grant RSRs to directors, officers, employees, and consultants of the Company as performance incentives.

During the three months ended December 31, 2023:

On November 10, 2023, 1,070,000 common shares were issued as a result of the exercise of RSRs, and as a result $921,702 has been reclassed from reserves.

During the three months ended December 31, 2022:

On November 22, 2022, the Company granted 500,000 RSRs with a fair value of $195,000. The RSRs vested three months from the grant date and were exercised.

Share-based payments relating to RSRs vesting during the three months ended December 31, 2023, was $Nil (2022 - $112,943).

The changes in RSRs are summarized as follows:

	Number
Balance as at September 30, 2022	870,000
Issued	700,000
Settled	(500,000)
Balance as at September 30, 2023	1,070,000
Settled	(1,070,000)
Balance as at December 31, 2023	-

As at December 31, 2023, there were Nil (September 30, 2023 - 1,070,000) RSRs outstanding and fully vested.

(f) Escrow Shares

Pursuant to the subscription agreements pursuant to which such shares were issued by the Company, the 4,500,001 common shares issued on July 17, 2020 will be pooled for twelve months from the Listing Date. In addition, pursuant to an escrow agreement entered into between the Company and the holders of such shares, such shares will be placed into escrow released as to 10% on the Listing Date with the remaining 90% to be released in equal tranches at six-month intervals over the 36 months following the Listing Date. 675,001 common shares were released during the three months ended December 31, 2023 and as at December 31, 2023, 675,001 (2023- 1,350,001) remained in escrow.

(g) Loss per Share

The calculation of basic and diluted loss per share of $0.01 (2022 - $0.05) for the three months ended December 31, 2023, was based on the total comprehensive loss of $893,352 (2022 - $3,125,861) attributable to the total weighted average number of shares outstanding of 89,566,257 (2022 – 67,868,166).

(Expressed in Canadian Dollars)

9. RELATED PARTY TRANSACTIONS AND BALANCES

The following expenses were incurred by key management personnel of the Company. Key management personnel includes directors and key officers of the Company including the President, Chief Executive Officer ("CEO"), and Chief Financial Officer ("CFO"). During the three months ended December 31, 2023 and 2022, the remuneration of directors and officers was as follows:

	Three months ended	
	December 31, 2023	December 31, 2022
Management fees	**$ 82,800**	$ 82,800
Professional fees	**47,828**	27,142
Share-based compensation	**-**	30,280
	$ 130,628	$ 140,222

As of December 31, 2023, there was a balance of $187,387 (September 30, 2023 - $100,477) owing to related parties, which is included in accounts payable and accrued liabilities. These amounts are unsecured, non-interest bearing and payable on demand.

10. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it to effectively support the acquisition of mineral exploration properties. In the definition of capital, the Company includes, as disclosed on its consolidated statement of financial position: working capital, share capital, and deficit.

The Company is dependent on external financing to fund its activities. In order to carry out the planned development and acquisitions and pay for general administrative costs, the Company will be using its existing working capital and will raise additional amounts as needed. The Company will continue to acquire and explore mineral exploration properties if it feels there is sufficient economic potential and if it 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. There were no changes in the Company's approach to capital management during the three months ended December 31, 2023. The Company is not subject to externally imposed capital requirements and does not have exposure to asset-backed commercial paper or similar products.

11. FINANCIAL INSTRUMENTS AND RISKS

The Company classifies its fair value measurements in accordance with the three-level fair value hierarchy as follows:

Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities; and

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 (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments include investments, cash, receivables, and accounts payable and accrued liabilities. The carrying amounts of these financial instruments are a reasonable estimate of their fair values because of their current nature. The Company's investments are measured using level 1 inputs.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The key to success in managing liquidity is the degree of certainty in the cash flow projections.

The Company monitors its cash flows to meet the Company's normal operating requirements on an ongoing basis and its planned capital expenditures. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. As of December 31, 2023, the Company had a working capital of $223,355 (September 30, 2023 – $576,198).

Credit Risk

Financial instruments that potentially expose the Company to credit risk is cash. To minimize the credit risk on cash the Company places the instrument with a high credit quality financial institution. The maximum exposure to loss arising from these advances is equal to their total carrying amounts.

Interest Rate Risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to floating rate of interest. The interest rate risks on cash and on the Company's obligations are not considered significant.

Price Risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

(Expressed in Canadian Dollars)

12. RETROSPECTIVE RESTATEMENT

On October 18, 2022, the Company obtained control of Global Lithium ("the Transaction"). The purchase consideration and net assets were fair valued as at the acquisition date.

Subsequent to the Transaction it was determined that incorrect values were allocated to some of the net assets acquired and there was an error in the purchase price allocation. This impacted the amount recognized for the impairment of the intangible asset that was written off at acquisition as well as the other income that had been recorded relating to previously unrecognized equity interest. In addition, it was determined that both the impairment of the intangible asset and the other income relating to the previously unrecognized equity interest should be reclassified to seed research and development expense. The condensed interim consolidated financial statements have been restated and the impact is shown below:

Condensed Interim Consolidated Statement of Loss and Comprehensive Loss for the Three Months Ended December 31, 2022

	As previously reported	**Adjustment**	**As restated**
Impairment of intangible asset	$ 111,247	$ (111,247)	$ -
Seed research and development	110,753	111,305	222,058
Other income	(58,000)	58,000	-

Condensed Interim Consolidated Statement of Changes in Equity for the Three Months Ended December 31, 2022

	As previously reported	**Adjustment**	**As restated**
Shares issued for acquisition of Global Lithium	$ 232,000	$ (88,000)	$ 144,000

Condensed Interim Consolidated Statement of Cash Flows for the Three Months Ended December 31, 2022

	As previously reported	**Adjustment**	**As restated**
Net loss for the year	$ (3,067,583)	$ (58,058)	$ (3,125,641)
Changes in Prepaids	180,924	(196,752)	(15,828)
Changes in investing activities	32,455	(182,455)	150,000