D2 LITHIUM CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

SIX MONTHS ENDED MAY 31, 2024 AND MAY 31, 2023

(Stated in Canadian Dollars)

(Unaudited – Prepared by Management)

UNAUDITED FINANCIAL STATEMENTS: In accordance with National Instrument 51-102 of the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statements for the six months ended May 31, 2024 and May 31, 2023.

D2 LITHIUM CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
MAY 31, 2024 AND NOVEMBER 30, 2023
(Stated in Canadian dollars)
(Unaudited – Prepared by Management)

	Note	May 31, 2024 $	November 30, 2023 $
CURRENT ASSETS			
Cash		1,217	20,116
Receivables		27,316	23,889
Prepaid expenses		13,644	11,934
		42,177	55,939
Resource property costs	6	368,109	3,782,553
Reclamation bonds	6	402,117	281,905
Investment in Dajin Resources S.A.	5	32,903	-
TOTAL ASSETS		**845,306**	**4,120,397**
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	8	933,377	936,980
Loans payable	8,9	1,007,626	678,842
CEBA loan payable	10	-	40,000
		1,941,003	1,655,822
TOTAL LIABILITIES		**1,941,003**	**1,655,822**
SHAREHOLDERS' EQUITY			
Share capital	7	44,050,687	44,050,687
Contributed surplus	7	9,107,363	9,107,363
Accumulated deficit		(54,253,747)	(50,693,475)
TOTAL SHAREHOLDERS' EQUITY		(1,095,697)	2,464,575
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**845,306**	**4,120,397**

Approved on behalf of the Board of Directors:

"*Brian Findlay*"
Director

"*Bob Verhelst*"
Director

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

D2 LITHIUM CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
FOR THE SIX MONTHS ENDED MAY 31, 2024 AND MAY 31, 2023
(Stated in Canadian Dollars)
(Unaudited – Prepared by Management)

	Note	For the Three Months Ended May 31, 2024 $	For the Three Months Ended May 31, 2023 $	For the Six Months Ended May 31, 2024 $	For the Six Months Ended May 31, 2023 $
EXPENSES					
Accounting and audit fees		3,500	28,800	7,500	36,400
Administration fees	8	7,250	14,500	14,500	14,500
Bank charges and interest		423	436	19,926	1,712
Consulting fees		-	-	-	50,825
Foreign exchange loss (recovery)		(6,987)	1,073	(13,249)	(1,337)
Legal and professional fees		32,201	86,634	43,422	86,634
Listing, filing and transfer agent fees		8,305	30,716	9,250	31,228
Marketing and advertising		1,347	1,063	3,842	26,026
Office administration and general		7,250	3,904	14,202	18,737
Rent	8	5,035	3,269	10,023	38,872
Travel, conferences and promotion		-	-	-	7,868
Wages and benefits		16,297	15,592	33,620	37,078
LOSS FROM OPERATIONS		(74,621)	(185,987)	(143,036)	(348,543)
OTHER INCOME (LOSS):					
Gain on forgiveness of CEBA loan payable		-	-	10,000	-
Write-down resource property costs		-	-	(3,417,128)	-
Write-off (up) of accounts payable		(2,500)	(2,431)	(10,108)	(2,431)
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		(77,121)	(188,418)	(3,560,272)	(350,974)
BASIC AND DILUTED LOSS PER SHARE		(0.00)	(0.00)	(0.11)	(0.01)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		36,231,804	36,231,804	36,231,804	36,231,804

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

D2 LITHIUM CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE SIX MONTHS ENDED MAY 31, 2024 AND MAY 31, 2023
(Stated in Canadian Dollars)
(Unaudited – Prepared by Management)

	Common Stock				
	Issued Shares	Amount $	Contributed Surplus $	Accumulated Deficit $	Total $
Balance, November 30, 2022	36,231,804	44,050,687	9,107,363	(49,224,211)	3,933,839
Net loss for the period	-	-	-	(350,974)	(350,974)
Balance, May 31, 2023	36,231,804	44,050,687	9,107,363	(49,575,185)	3,582,865
Balance, November 30, 2023	36,231,804	44,050,687	9,107,363	(50,693,475)	2,464,575
Net loss for the period	-	-	-	(3,560,272)	(3,560,272)
Balance, May 31, 2024	36,231,804	44,050,687	9,107,363	(54,253,747)	(1,095,697)

** Representative of the fair value of share-based payment amounts originally recorded in contributed surplus.*

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

HELIOSX LITHIUM & TECHNOLOGIES CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED MAY 31, 2024 AND MAY 31, 2023
(Stated in Canadian Dollars)
(Unaudited – Prepared by Management)

	For the Six Months Ended	
	May 31, 2024 $	**May 31, 2023 $**
OPERATING ACTIVITIES		
Net and comprehensive loss for the period	(3,560,272)	(350,974)
Add items not affecting cash:		
Interest expense	19,105	-
Unrealized foreign exchange loss	(6,535)	117
Write-off (up) of accounts payable	-	2,431
Gain on forgiveness of CEBA loan payable	(10,000)	-
Write-down resource property costs	3,417,128	-
Write-off of loans receivable	10,108	-
Net change in non-cash working capital:		
Receivables	(3,427)	(27,658)
Loan receivable	(10,108)	-
Prepaid expenses	(1,710)	7,350
Accounts payable and accrued liabilities	(2,845)	(248,153)
Net cash used in operating activities	(148,556)	(616,887)
FINANCING ACTIVITIES		
Repayment of CEBA loan payable	(30,000)	-
Advances from loans payable	309,679	-
Proceeds from issuance of loans payable	-	85,856
Repayment of loans payable	-	(19,397)
Net cash provided by (used in) financing activities	279,679	(66,459)
INVESTING ACTIVITIES		
Resource property additions, net	(2,683)	(5,004)
Reclamation bonds	(114,436)	-
Contribution to Dajin S.A.	(32,903)	(185,495)
Net cash provided by investing activities	(150,022)	(190,499)
CHANGE IN CASH DURING THE PERIOD	(18,899)	(740,927)
CASH, BEGINNING OF PERIOD	20,116	742,546
CASH, END OF PERIOD	1,217	1,619

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

D2 LITHIUM CORP.
CONDENSED INTERIM CONSOLIDATED SCHEDULE OF RESOURCE PROPERTY COSTS
FOR THE SIX MONTHS ENDED MAY 31, 2024 AND MAY 31, 2023
(Stated in Canadian Dollars)
(Unaudited – Prepared by Management)

	USA Nevada $	Canada Alberta $	TOTAL $
ACQUISITION COSTS			
Balance, November 30, 2022	1,040,603	1	1,040,603
Staking and filing fees	134,341	-	134,341
Write-down	-	(1)	(1)
Balance, November 30, 2023	1,174,944	-	1,174,944
Write-down	(809,518)		(809,519)
Balance, May 31, 2024	365,426	-	365,426
DEFERRED EXPLORATION AND DEVELOPMENT COSTS			
Balance, November 30, 2022	2,593,931	-	2,593,931
Consulting	6,245	-	6,245
Environment reporting/permitting	7,180	-	7,180
Supplies	253	-	253
Balance, November 30, 2023	2,607,609	-	2,607,609
Consulting	2,684	-	2,684
Write-down	(2,607,609)	-	(2,607,609)
Balance, May 31, 2024	2,684	-	2,684
TOTAL RESOURCE PROPERTY COSTS			
As at November 30, 2023	3,782,553	-	3,782,553
As at May 31, 2024	368,110	-	368,110

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

NOTE 1 NATURE OF OPERATIONS

D2 Lithium Corp. (formerly HeliosX Lithium & Technologies Corp.) (the "Company") is a junior mining company. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired. The Company is an exploration stage company and is in the process of acquiring and exploring its mineral property interests. The Company's shares trade on the TSX Venture Exchange under the symbol DTWO, and OTCQB Market under the symbol DTWOF. The Company is the Reporting Issuer in the provinces of British Columbia and Alberta.

Dajin Lithium Corp. ("Dajin") was incorporated under the British Columbia Company Act on August 5, 1987. On January 13, 2022, Dajin and HeliosX Technologies Corp. ("HX Tech") completed a plan of arrangement under Division 5 of Part 9 of the British Columbia Business Corporations Act ("BCBCA") involving Dajin, HX Tech, HX Tech subsidiary Fox Creek Lithium Corp., ESG Technologies Inc. ("ESG") and Helios Infrastructure Corp. ("Helios Infrastructure") (the "Arrangement"). Dajin also received final approval of the Arrangement from the TSX Venture Exchange ("TSXV") and approval to list the common shares of the resulting issuer on the TSXV. Pursuant to the Arrangement, Dajin and HX Tech amalgamated to form an amalgamated company called HeliosX Lithium & Technologies Corp. and ESG and Helios Infrastructure were spun out as separate reporting issuers.

On June 14, 2023, the Company changed its name to D2 Lithium Corp.

As at May 31, 2024, the Company's principal mineral interests were located in Argentina, Canada and the United States and it has not yet been determined whether these properties contain reserves that are economically recoverable. The recoverability of amounts shown for the Company and resource property costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying claims, the ability of the Company to obtain necessary financing to complete the development of the resource properties and upon future profitable production or proceeds from the disposition thereof.

The Company's registered office, records office and head office is located at Suite 202, 8661 – 201 Street, Langley, BC V2Y 0G9.

NOTE 2 BASIS OF PRESENTATION

a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in accordance with International Accounting Standard ("IAS") IAS 34 "Interim Financial Reporting".

These condensed interim consolidated financial statements do not include all of the information and disclosures required to be included in annual consolidated financial statements prepared in accordance with IFRS. These condensed interim consolidated financial statements should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended November 30, 2023.

NOTE 2 BASIS OF PRESENTATION – (cont'd)

a) Statement of Compliance – (cont'd)

The condensed interim consolidated financial statements were authorized for issue by the Board of Directors on July 30, 2024.

b) 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. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. As at May 31, 2024, the Company had not advanced its resource properties to commercial production or achieved profitable operations, has accumulated losses of $54,253,747 since inception and expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future.

c) Basis of Measurement

These condensed interim consolidated financial statements have been prepared on a historical cost basis in Canadian dollars, which is the Company's functional currency.

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. See Note 4 for use of estimates and judgments made by management in the application of IFRS.

NOTE 3 SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements unless otherwise indicated.

These condensed interim consolidated financial statements have been prepared using accounting policies consistent with those used in the preparation of the Company's annual audited consolidated financial statements for the year ended November 30, 2023.

NOTE 3 SIGNIFICANT ACCOUNTING POLICIES – (cont'd)

Accounting standard issued but not yet applied

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its condensed interim financial statements. Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed interim financial statements.

NOTE 4 USE OF ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Information about critical judgments and estimates in applying accounting policies that have the most significant effect on the amounts recognized in these condensed interim consolidated financial statements are as follows:

a) Resource property expenditures

The application of the Company's accounting policy for resource property expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the consolidated statement of comprehensive loss in the period the new information becomes available.

b) Impairment

At each reporting period, assets, specifically resource property costs and the investment in Dajin S.A., are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The assessment of the carrying amount often requires estimates and assumptions such as discount rates, exchange rates, commodity prices, future capital requirements and future operating performance.

c) Going concern

The Company uses judgment in determining its ability to continue as a going concern in order to discharge its current liabilities via raising additional financing.

NOTE 4 USE OF ESTIMATES AND JUDGMENTS – (cont'd)

d) Investment in Dajin Resources S.A.

The accounting for investments in other companies can vary depending on the degree of control and influence over those other companies. Management is required to assess at each reporting date the Company's control and influence over these other companies. Management has used its judgment to determine which companies are controlled and require consolidation and those which are significantly influenced and require equity accounting. The Company has diluted its interest in its previously wholly owned subsidiary Dajin Resources S.A. ("Dajin S.A.") to less than 50%, therefore it does not have the current ability to control the key operating activities of the company. Pursuant to the Shareholders and Operating Agreements entered into by the companies, Lithium S Holdings Corporation ("Lithium H"), a wholly owned subsidiary of LSC Lithium Corporation ("LSC"), was appointed operator for the earn-in period and the board of directors of Dajin S.A. is comprised of two directors appointed by Lithium H and one director appointed by the Company. As at May 31, 2024 and November 30, 2023, management has determined that the Company did have significant influence over Dajin S.A. Accordingly, the investment in Dajin S.A. was accounted for as an investment in associate (Note 5).

NOTE 5 INVESTMENT IN DAJIN RESOURCES S.A.

On October 25, 2016, the Company completed a share purchase agreement with Lithium H, whereby Lithium H acquired, and can maintain, its interest in Dajin S.A. by making a cash payment of $1,000,000 ($865,000 received by the Company net of applicable Argentine tax of 13.5% on the gross proceeds) and expending a total of $2,000,000 on concessions held by Dajin S.A.

On September 30, 2019, the Company, its subsidiary, Lithium H and LSC Lithium entered into an irrevocable offer of amendment to the share purchase and shareholder agreements (the "Agreements") dated October 25, 2016, to amend the Agreements. Pursuant to the amendment agreement, the Agreements were modified as follows:

- The original earn-in provisions were terminated on payment of US$600,000 ($794,520) to the Company. This payment constitutes full, sole and complete compensation for Lithium H failing to incur the funding amount of expenditures. Any and all similar earn-in provisions established and regulated within the shareholders agreement were revoked and terminated;
- The terminated earn-in program was replaced by a new exploration program. The parties will make the necessary contributions to fund the exploration program in accordance with their proportionate interest and following the provisions set forth in the shareholder agreement;
- Lithium H applied the $135,000 in Argentine tax withheld by paying the applicable withholding tax plus interest ($81,244) and agreeing to credit the remaining amount ($53,756) on behalf of the Company as a capital contribution in Dajin S.A. when required by the Operator, under the operating agreement, to fund the relevant costs and investments associated with the new exploration program or any other activity to be made in relation with the project. This amount was applied to the operating cost contributions made by the Company during the year ended November 30, 2021;
- The Dajin S.A. shares being held in escrow were released to Lithium H; and

(Stated in Canadian Dollars)

NOTE 5 INVESTMENT IN DAJIN RESOURCES S.A. – (cont'd)

- Lithium H and LSC Lithium were fully released from any and all past obligations and liabilities regarding any kind of reporting and other related information duties which may exist under the Agreements and the operating agreement.

During the year ended November 30, 2023, the Company contributed or recorded as payable $415,329 in contributions towards its portion of operating costs of Dajin S.A. and also recognized $721,072 as its portion of Dajin S.A.'s net loss for the year ended November 30, 2023.

The carrying amount of the investment in Dajin S.A. is summarized as follows:

	$
Balance, November 30, 2022	305,743
Contributions to Dajin S.A.	415,329
Share of net loss of Dajin Resources S.A.	(721,072)
Balance, November 30, 2023	-
Contributions to Dajin S.A.	32,903
Balance, May 31, 2024	32,903

See Note 4.

NOTE 6 RESOURCE PROPERTY COSTS

Teels Marsh Project – State of Nevada USA

At May 31, 2024 and November 30, 2023, the Company held a 100% interest in 403 placer claims in the Teels Marsh valley of Mineral County Nevada. The Company's 100% interest in these placer claims is held by Dajin US.

As at May 31, 2024, the Company had posted $402,117 (US$294,872) (November 30, 2023 - $281,905 [US$209,801]) in reclamation bonds with the U.S. Bureau of Land Management concerning its interest in the Teels Marsh Project.

As at May 31, 2024, the Company made the decision to write down the carrying value to $203,550 (US$150,000). As a result, the Company recorded a write-down of resource property costs of $3,417,128 on the consolidated statement of comprehensive loss.

Alkali Springs Valley Lithium Project – State of Nevada, USA

At May 31, 2024 and November 30, 2023, the Company held a 100% interest in 139 placer claims in the Alkali Springs Valley of Esmeralda County, Nevada. The Company's 100% interest in these placer claims is held by Dajin US.

NOTE 6 RESOURCE PROPERTY COSTS – (cont'd)

Fox Creek Lithium Project – Province of Alberta, CA

The Company, through FCLC, held 581,461 acres of lithium brine rights comprising the Fox Creek Property in west-central Alberta, Canada. The Property consisted of five separate Government of Alberta-issued permit blocks.

As at November 30, 2022, the Company made the determination that the carrying value of the Fox Creek Lithium Project was impaired relative to the value recorded in respect to its acquisition in January 2022. In the absence of evidence to support an alternative fair value for the property, the Company made the decision to write down the carrying value to $1. As a result, the Company recorded a write-down of resource property costs of $17,362,321 on the consolidated statement of comprehensive loss.

Subsequent to November 30, 2023, the Government of Alberta cancelled the permit blocks comprising the property. As a result, the Company wrote off the remaining $1 of resource property costs on the consolidated statement of comprehensive loss during the year ended November 30, 2023.

NOTE 7 SHARE CAPITAL

Authorized:

Unlimited common shares without par value.
Unlimited preferred shares without par value.

Issued:

There were no shares issued during the six months ended May 31, 2024 and during the year ended November 30, 2023.

Nature and Purpose of Equity and Reserves:

'Contributed Surplus' is used to recognize the value of stock option grants and share warrants prior to exercise.

Commitments:

Share-Based Compensation Plan

The Company has granted employees and directors common share purchase options. These options are granted with an exercise price equal to the market price of the Company's stock on the date of the grant.

A summary of the status of the stock option plan as of May 31, 2024 and November 30, 2023 is presented below:

(Stated in Canadian Dollars)

NOTE 7 SHARE CAPITAL – (cont'd)

Commitments: – (cont'd)

Share-Based Compensation Plan – (cont'd)

		May 31, 2024		November 30, 2023
	Shares	Weighted Average Exercise Price $	Shares	Weighted Average Exercise Price $
Outstanding, at beginning of period	1,045,000	0.70	3,385,000	0.70
Expired/cancelled	-	-	(2,340,000)	0.74
Granted	-	-	-	-
Exercised	-	-	-	-
Outstanding, at end of period	1,045,000	0.61	1,045,000	0.61
Options exercisable at end of the period	1,045,000	0.61	1,045,000	0.61
Weighted-average remaining life, in years		1.97		2.47

At May 31, 2024, the Company has 1,045,000 share purchase options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Exercise Price	Expiry Date
235,000	$0.50	February 28, 2025
110,000	$0.50	July 6, 2025
100,000	$0.50	July 31, 2025
600,000	$0.70	February 28, 2027
1,045,000		

The Company granted no options during the six months ended May 31, 2024 and for the year ended November 30, 2023.

Share Purchase Warrants

On January 13, 2022, pursuant to the Amalgamation, the Company issued 10,080,000 common share purchase warrants exercisable at $0.75 per share and expiring on August 5, 2023.

(Stated in Canadian Dollars)

NOTE 7 SHARE CAPITAL – (cont'd)

Commitments – (cont'd)

Share Purchase Warrants – (cont'd)

In valuing the warrants, the Company employed the Black-Scholes option-pricing model using the following assumption:

	November 30, 2022
Risk free interest rate	1.09%
Expected life of warrants in years	1.56 years
Expected volatility	115.24%
Dividend per share	-
Forfeiture rate	-

During the year ended November 30, 2023, the above warrants expired. The Company issued no warrants during the year ended November 30, 2023 and for the six months ended May 31, 2024.

NOTE 8 RELATED PARTY TRANSACTIONS

The Company incurred the following charges with directors and officers of the Company and companies controlled by the directors:

	Three Months Ended		Six Months Ended	
	May 31, 2024 $	May 31, 2023 $	May 31, 2024 $	May 31, 2023 $
Wages and benefits	15,106	13,500	29,669	27,000
Share-based payments	-	-		
	15,106	13,500	29,669	27,000
Key management compensation				
Administration fees	7,250	14,500	14,500	14,500
Rent reimbursement	5,035	3,269	10,023	8,172
	12,285	17,769	24,523	22,672
	27,391	31,269	54,192	49,672

These charges were measured by the exchange amount that is the amount agreed upon by the transacting parties.

Included in May 31, 2024 accounts payable and accrued liabilities is $648,148 (November 30, 2023: $615,440) owing to related party individuals consisting of current and former directors and officers of the Company and companies with common officers and directors for unpaid fees and expense reimbursements of which $550,000 is under dispute as detailed in the Statement of Claim filed in the Alberta Courts on March 30, 2023.

Included in May 31, 2024 loans payable is $114,397 (November 30, 2023: $109,397) owing to certain officers and directors of the Company (Note 9).

(Stated in Canadian Dollars)

NOTE 8 RELATED PARTY TRANSACTIONS – (cont'd)

Amounts due to related parties are non-interest bearing, unsecured and are due on demand.

Pursuant to the January 13, 2022 amalgamation of Dajin and HX Tech, the Company's former CEO, former CFO and a company controlled by the Company's former CEO collectively received 6,930,000 Company common shares. These shares form part of the dispute disclosed in a Statement of Claim filed by the Company on March 30, 2023 in the Alberta Courts.

On March 30, 2023, the Company filed a Statement of Claim in the court of the King's Bench of Alberta against former officers and directors of the Company. The Company has alleged breach of fiduciary duty, breach of duty and care and negligence, resulting in the Company suffering losses and damages in an amount currently estimated to be not less than $4,413,158, inclusive of amounts currently recorded in accounts payable and accrued liabilities as at May 31, 2024 and November 30, 2023 aggregating $550,000.

During the year ended November 30, 2023, the Company wrote off $35,028 receivable from former subsidiary ESG and $34,889 receivable from former subsidiary Helios Infrastructure. During the six months ended May 29, 2024, the Company wrote-off another $10,108 in receivables.

NOTE 9 LOANS PAYABLE

At May 31, 2024, the Company has a loans payable balance of $1,007,626 (November 30, 2023: $678,842).

	May 31, 2024 $	**November 30, 2023 $**
Demand loans, bearing 12% interest per annum compounding monthly, unsecured	874,121	550,336
Demand loans, non-interest bearing, unsecured	19,109	19,109
Demand loans, non-interest bearing, unsecured due to an officer of the Company	114,397	109,397
	1,007,627	678,842

During the six months ended May 31, 2024, the Company incurred $19,105 (November 30, 2023 - $24,505) of interest expense on loans payable.

NOTE 10 CEBA LOAN PAYABLE

On April 7, 2020, the Company received, through its bank, a $40,000 Canada Emergency Business Account ("CEBA") loan ("Principal"). During the initial term expiring on December 31, 2023 which was extended to January 18, 2024, the Company was not required to repay any portion of the loan and no interest charged. On January 18, 2024, the Company repaid $30,000 of the loan with the balance owing forgiven as per the terms of the loan. The loan was repaid without penalty.

NOTE 11 CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The board of directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and 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 period ended May 31, 2024. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

NOTE 12 FINANCIAL INSTRUMENTS

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

a) Credit risk

Credit risk is the risk of an unexpected loss if a party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. The Company has no significant concentration of credit risk arising from operations. The Company reduces its credit risk on cash and cash equivalents by placing it with institutions of high creditworthiness. As at May 31, 2024, the Company is not exposed to any significant credit risk.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. At May 31, 2024, the Company had cash of $1,217 (November 30, 2023: $20,116) and current liabilities of $1,941,003 (November 30, 2023: $1,655,822). All of the Company's accounts payable ($933,377) have contractual maturities of less than 30 days and are subject to normal trade terms of which $550,000 is under dispute as detailed in the Statement of Claim filed in the Alberta Courts on March 30, 2023

c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. When excess cash exists, the Company's current policy is to invest the excess cash in short-term deposits with its banking institutions. The Company monitors the investments it makes and is satisfied with the credit ratings of the financial institutions with which they are held.

NOTE 12 FINANCIAL INSTRUMENTS – (cont'd)

d) Price risk

The ability of the Company to finance the exploration and development of its properties and the future profitability of the Company is directly related to the commodity prices of industrial minerals (Lithium, Boron and Potassium), and precious and base metals. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Sensitivity to price risk relative to earnings is remote since the Company has not established any reserves or production. The Company is also exposed to the risk of 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. The Company monitors commodity prices of industrial minerals, precious and base metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken.

e) Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following is "reasonably possible" during the upcoming financial year:

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of precious metals. Precious metal prices have fluctuated significantly in recent years. There is no assurance that, even as commercial quantities of industrial minerals and precious metals may be produced in the future, a profitable market will exist for them. As of May 31, 2024, the Company was not an industrial mineral or precious metal producer. As a result, commodity price risk largely affects the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

f) Foreign currency risk

The foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company's operations are carried out in Canada, the United States and Argentina. As at May 31, 2024, the Company had accounts payable of $76,846 (November 30, 2023: $62,970) denominated in US dollars. These factors expose the Company to foreign currency exchange rate risk, which could have an adverse effect on the profitability of the Company. The Company currently does not plan to enter into foreign currency future contracts to mitigate this risk.

(Stated in Canadian Dollars)

NOTE 13 SEGMENTED INFORMATION

The Company operates in one business segment, mineral exploration. As at May 31, 2024, its mineral properties and head office are located in three geographic locations: Canada, Argentina and the United States.

The Company's net loss (income) is allocated to the geographic segments as follows:

	For the Three Months Ended		For the Six Months Ended	
	May 31 2024 $	May 31 2023 $	May 31 2024 $	May 31 2023 $
Net loss:				
Canada	79,216	186,444	149,679	349,017
United States	(2,095)	1,974	3,410,593	1,957
	77,121	188,418	3,560,272	350,974

The Company's total assets are allocated to the geographic segments as follows:

Total Assets:	May 31, 2024 $	November 30, 2023 $
Canada	42,177	55,939
Argentina	32,903	-
United States	770,226	4,064,458
	845,306	4,120,397

NOTE 14 SUBSEQUENT EVENTS

Subsequent the end of the quarter, on July 2, 2024, the Company filed a Statement of Claim in the King's Bench of Alberta against Tara Brown, Nandita Apte and 2381966 Alberta Ltd., its two shareholders and sole directors. The basis of the Statement of Claim is Tara Brown and Nandita Apte benefited from the use of corporate funds of the Company for the purchase of personal merchandise and were the recipients of 3,200,000 shares of the Company that were issued to them without any consideration. The Company is seeking the return of the funds and the shares for the return to the Company's Treasury for cancellation and general damages.