Consolidated Financial Statements

SILVER SPRUCE RESOURCES INC.

For the years ended October 31, 2024 and 2023

(Expressed in Canadian dollars)

SILVER SPRUCE RESOURCES INC.
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Independent auditor’s report

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To the Shareholders of Silver Spruce Resources Inc.

Opinion

We have audited the consolidated financial statements of Silver Spruce Resources Inc. (the “Company”), which comprise the consolidated statements of financial position as at October 31, 2024 and 2023 and the consolidated statements of operations and comprehensive loss, consolidated statements of changes in shareholders’ (deficit) equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information.

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

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Company has several adverse conditions that cast significant doubt on the validity of the going concern assumption. As stated in Note 2, these conditions, along with other matters set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on 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 judgement, were of most significance in our audit of the consolidated financial statements of the current period. 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.

Except for the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there are no other key audit matters to communicate in our auditor’s report.

Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon

Management is responsible for the other information. The other information comprises the Management Discussion and Analysis but does not include the consolidated financial statements and our auditor's report thereon.

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 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, 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, 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.

Auditor’s 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 auditor’s 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 auditor's 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 auditor's 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.

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 auditor's 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 of 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 auditor's report is Rodney D. Belliveau**.**

Doane Grant Thornton LLP

Halifax, Canada
February 27, 2025

Chartered Professional Accountants

SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Financial Position
As at October 31, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
	$	$
Assets		
Current		
Cash	**2,186**	377,578
Receivables (Note 6)	**10,066**	29,525
Prepaid expenses	**99,806**	1,996
Total current assets	**112,058**	409,099
Non-current		
Right-of-use assets (Note 8)	**-**	1,612
Total assets	**112,058**	410,711
Liabilities		
Current		
Trade payables and accrued liabilities (Note 13)	**319,279**	177,041
Property acquisition obligation (Note 7(a) and Note 5(c))	**34,790**	34,678
Current portion of lease liability (Note 8)	**-**	1,733
Total current liabilities	**354,069**	213,452
Shareholders' (Deficit) Equity		
Share capital (Note 10)	**34,534,594**	34,179,827
Warrant reserve (Note 11)	**841,361**	1,148,694
Equity reserve	**10,877,873**	10,402,795
Accumulated deficit	**(46,495,839)**	(45,534,057)
Total shareholders' (deficit) equity	**(242,011)**	197,259
Total liabilities and shareholders' (deficit) equity	**112,058**	410,711

Basis of preparation and going concern (Note 2)
Commitments and contingencies (Notes 7 and 15)
Subsequent event (Notes 7(e) and 16)

APPROVED BY THE BOARD OF DIRECTORS

Original signed by Kevin O'Connor, Director

Original signed by Mike Kinley, CEO, Director

See accompanying notes to the consolidated financial statements

SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Operations and Comprehensive Loss
Years ended October 31, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
	$	$
Expenses		
Exploration and evaluation expenditures (Note 7 and 13)	**458,340**	477,984
Stock based compensation (Note 12)	**-**	3,919
Office and general	**54,305**	27,112
Accounting and audit	**42,985**	46,850
Legal	**71,984**	9,301
Consulting fees (Note 13)	**269,958**	347,597
Corporate relations	**13,770**	16,695
Interest on lease liability (Note 8)	**7**	639
Listing and filing fees	**44,519**	52,206
Depreciation - Right-of use asset (Note 8)	**1,612**	19,358
Total expenses	**957,480**	1,001,661
Other items		
Bad Debt	**17,153**	33,381
Foreign exchange (gain) loss	**(12,851)**	17,949
Total other items	**4,302**	51,330
Total loss and comprehensive loss for the year	**961,782**	1,052,991
Loss per share - basic and diluted	**0.00**	0.00
Weighted average number of shares outstanding - basic and diluted	**304,455,892**	249,453,494

See accompanying notes to the consolidated financial statements

SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Change in Shareholders' (Deficit) Equity
Years ended October 31, 2024 and 2023
(Expressed in Canadian Dollars)

	Number of shares	Share capital $	Warrant reserve $	Equity reserve $	Accumulated deficit $	Total (deficit) equity $
Balance October 31, 2022	**200,759,500**	**33,531,539**	**1,693,517**	**9,286,582**	**(44,481,066)**	**30,572**
Net loss for the year	-	-	-	-	(1,052,991)	(1,052,991)
Private placement units issued (Note 10)	81,700,499	1,285,507	-	-	-	1,285,507
Share issuance costs (Note 10 & 11)	-	(51,080)	(48,668)	-	-	(99,748)
Value of warrants issued under private placement (Note 11)	-	(616,139)	616,139	-	-	-
Shares issued for property acquisition (Note 7(b))	2,000,000	30,000	-	-	-	30,000
Stock based compentation (Note 12)	-	-	-	3,919	-	3,919
Warrants expired (Note 11)	-	-	(1,112,294)	1,112,294	-	-
Balance October 31, 2023	**284,459,999**	**34,179,827**	**1,148,694**	**10,402,795**	**(45,534,057)**	**197,259**
Net loss for the year	-	-	-	-	(961,782)	(961,782)
Private placement units issued (Note 10)	23,900,333	358,505	-	-	-	358,505
Share issuance costs (Note 10 & 11)	-	(8,919)	(8,636)	-	-	(17,555)
Value of warrants issued under private placement (Note 11)	-	(176,381)	176,381	-	-	-
Shares issued for property acquisition (Note 7(b))	10,350,000	105,250	-	-	-	105,250
Shares issued for property acquisition (Note 7(e))	3,837,500	76,312	-	-	-	76,312
Warrants expired (Note 11)	-	-	(475,078)	475,078	-	-
Balance October 31, 2024	**322,547,832**	**34,534,594**	**841,361**	**10,877,873**	**(46,495,839)**	**(242,011)**

See accompanying notes to the consolidated financial statements

SILVER SPRUCE RESOURCES INC.
Consolidated Statements of Cash Flows
Years ended October 31, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
	$	$
Cash provided by (used in) the following activities:		
Operating activities		
Net loss for the year	**(961,782)**	(1,052,991)
Items not involving cash:		
Loss on foreign exchange	**112**	555
Depreciation - Right-of-use asset (Note 8)	**1,612**	19,358
Shares issued for settlement of property purchase obligation (Note 7(b))	**105,250**	30,000
Shares issued for settlement of property purchase obligation (Note 7(e))	**76,312**	-
Stock based compensation (Note 12)	**-**	3,919
Changes in non-cash operating working capital		
(Increase) decrease in prepaid expenses	**(97,810)**	18,900
Decrease in receivables	**19,459**	91,900
Increase (decrease) increase in trade payables and accrued liabilities	**142,238**	(121,504)
Net cash flows used in operating activities	**(714,609)**	(1,009,863)
Financing activities		
Proceeds from issuance of units (Note 10 (c))	**358,505**	1,285,507
Share issue costs	**(17,555)**	(99,748)
Interest on lease liability (Note 8)	**7**	639
Repayment of lease liability (Note 8)	**(1,740)**	(20,886)
Net cash flows provided by financing activities	**339,217**	1,165,512
(Decrease) increase in cash	**(375,392)**	155,649
Cash, beginning of year	**377,578**	221,929
Cash, end of year	**2,186**	377,578

Supplemental cash flow information (Note 14)

See accompanying notes to the consolidated financial statements

1. DESCRIPTION OF BUSINESS

Silver Spruce Resources Inc. (the "Company") is a public company domiciled in Canada and was incorporated in Alberta on May 8, 1996 under the name First Labrador Acquisitions Inc. The Company changed its name to Silver Spruce Resources Inc. on October 22, 2004. The Company's operations consist of the exploration for precious and base minerals. The registered office of the Company is 115 Wimbledon Rd., Bedford, Nova Scotia, B4A 3X8. The Company's common shares are listed for trading on the TSX Venture Exchange under the symbol "SSE", the OTCQB under the symbol "SSEBF" and the Frankfurt Stock Exchange under the symbol "S6Q".

2. BASIS OF PREPARATION AND GOING CONCERN

Statement of compliance

The consolidated financial statements of the Company have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and the interpretations of the IFRS Interpretations Committee. The consolidated financial statements of the Company were approved by the Board of Directors on February 27, 2025.

Basis of measurement

These consolidated financial statements have been prepared on an accrual basis and are based on historical costs. The consolidated financial statements are presented in Canadian dollars unless otherwise stated.

Basis of presentation and going concern

The consolidated financial statements of the Company have been prepared in accordance with IFRS Accounting Standards on a going concern basis which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company is an exploration stage company and does not have any proven economically recoverable reserves on the Company's interest in mineral properties held for exploration and to date, the Company has not earned revenues from mining activities and does not have a firm timeline until such revenues can be reasonably expected to be realized. The Company's interests in exploration properties are subject to increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions, and political uncertainty.

The Company's continued existence is dependent upon the discovery of economically recoverable reserves, the ability of the Company to raise additional financing, and future profitable production. It is not possible to predict whether financing efforts will be successful.

Although the Company has taken steps to verify title to mineral exploration properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers, First Nations claims, non-compliance with regulatory, social and environmental requirements and may be affected by undetected defects.

2. BASIS OF PREPARATION AND GOING CONCERN (continued)

Basis of presentation and going concern (continued)

While the consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, several adverse conditions, cast significant doubt on the validity of this assumption. The Company has incurred a net loss of $961,782 during the year ended October 31, 2024, has an accumulated deficit of $46,495,839 and has no source of revenue. Although the Company has been successful in raising funds in the past and during the year, there is no assurance that it will be able to successfully complete further financings. These conditions indicate the existence of material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern.

These consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. Such adjustments could be material.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of consolidation

These consolidated financial statements include the accounts of the Company, its wholly owned subsidiaries, First Labrador Resources Ltd., Silver Spruce Resources (Nova Scotia) Inc. and Silver Spruce Resources Mexico S.A. de C.V. Both First Labrador Resources Ltd. and Silver Spruce Resources (Nova Scotia) Inc. are inactive and have no assets or liabilities. All inter-company transactions have been eliminated upon consolidation. Subsidiaries are entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company and cease to be consolidated from the date on which control is transferred out of the Company. A change in ownership interest of a subsidiary that does not result in a loss of control is accounted for as an equity transaction.

Exploration and evaluation costs

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity, as noted below, net of government assistance received. Exploration and evaluation expenditures are expensed as incurred.

Exploration and evaluation expenses are comprised of costs that are directly attributable to:
- researching and analyzing existing exploration data;
- conducting geological studies, exploratory drilling and sampling;
- examining and testing extraction and treatment methods; and
- evaluating the technical feasibility and commercial viability of extracting a mineral resource.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Impairment of Non-Financial Assets

The Company's non-financial assets are reviewed for an indication of impairment at each statement of financial position reporting date. If an indication of impairment exists, the asset's recoverable amount is estimated. The recoverable amount is the greater of the (1) asset's fair value less costs to sell and (2) value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates, or is expected to generate, cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit and then to reduce the carrying amount of the other assets in the unit on a pro rata basis.

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 depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

Share-based payments

The Company uses the fair value method to measure compensation expense at the date of grant of stock options to employees and each tranche is recognized on a graded vesting basis over the period in which the options vest. The fair value of options is determined using the Black-Scholes pricing model and is charged to earnings over the vesting period with an offset to equity reserve. When options are exercised, the corresponding share-based payment reserves and the proceeds received by the Company are credited to share capital. Forfeitures are estimated at the time of the grant.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service.

The value associated with share-based payments is transferred, upon expiry, to equity reserve.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Income taxes

Income tax expense comprises current and deferred income tax. Current tax and deferred tax are recognized in earnings or loss except to the extent that it relates to items recognized directly in equity or in other comprehensive income.

Current tax expenses comprise the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to apply 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 tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on either the same taxable entity, or on different taxable entities, which intend to settle current tax liabilities and assets on a net basis or realize their tax assets and liabilities simultaneously. A deferred tax asset is recognized for unused tax losses, unused tax credits and temporary differences that can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that all or part of the related tax benefit will be realized.

Loss per share

The Company presents basic and diluted loss per share ("LPS") data for its common shares. Basic LPS is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for own shares held. Diluted LPS is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding, adjusted for own shares held, for the effects of all potentially dilutive common shares. The diluted loss per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share. The Company uses the treasury method to compute the dilutive effect of options, warrants, and other similar instruments. This method factors proceeds received into the calculation.

Equity and reserves

Share capital represents the nominal (par) value of shares that have been issued. The Company applies the fair value method with respect to the measurement of shares and warrants issued as private placement units. The Company allocates the net proceeds based on the relative fair values to each component, including issue costs. The fair value of the warrants is determined using the Black-Scholes pricing model.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Equity and reserves (continued)

Broker warrants are valued using the Black-Scholes pricing model and recorded as share issue costs.

Costs directly attributable to the raising of capital are charged against the related share capital and a portion is proportionately allocated to warrants if costs are related to the issuance of units. Costs related to shares not yet issued are recorded as deferred share issuance costs. These costs are deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Other components of equity include an equity reserve which includes the value initially recognized for expired warrants and stock-based compensation.

Flow-through shares

Issuance of flow-through shares represents in substance an issue of common shares and the sale of the right to tax deductions of qualifying resource expenditures to the investors. When the flow-through shares are issued, the sale of the right to tax deductions is deferred and presented as other liabilities in the statement of financial position. The proceeds received from flow-through placements are allocated between shares, warrants and flow-through share premium equal to the estimated premium which is recognized as a liability. This is referred to as the residual method. Proceeds are first allocated to shares according to the quoted price of existing shares at the time of issuance, then to warrants according to their fair value at the date of issuance and the residual proceeds are allocated to other liabilities.

The liability component recorded initially on the issuance of shares is reversed on renouncement of the right to tax deductions to the investors and when eligible expenses are incurred and recognized as other income in profit or loss in reduction of deferred income tax expense. A deferred tax liability is also recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures capitalized as an asset and its tax basis.

Decommissioning and restoration provision

The Company recognizes the fair value of the liability for asset decommissioning and restoration in the period in which it is incurred and records a corresponding increase in the carrying value of the related long-lived asset. Fair value is estimated using the present value of the estimated future cash outflows associated with legal obligations or constructive obligations relating to the reclamation and closure of its mineral exploration properties at a pre-tax rate that reflects the time value of money. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows to settle the obligation. The liability is subsequently adjusted for the passage of time, and is recognized as an accretion expense in the consolidated statement of operations and comprehensive loss.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Decommissioning and restoration provision (continued)

The liability is also adjusted due to revisions in either the timing or the amount of the original estimated cash flows associated with the liability. The increase in the carrying value of the asset is amortized on the same basis as mineral properties. In management's estimation, there is no material restoration, rehabilitation, and environmental obligation as at October 31, 2024 and 2023.

Joint arrangements:

A joint arrangement is a contractual arrangement pursuant to which the Company and other parties undertake an economic activity that is subject to joint control, whereby the strategic financial and operating policy decisions relating to the activities of the joint arrangement require the unanimous consent of the parties sharing control. Joint arrangements are of two types - joint ventures and joint operations.

The Company's significant joint arrangements consist of joint operations, which are structured through a direct interest in the joint venture's assets, and a share of the join obligations. The arrangements are referred to as joint operations and the Company's proportionate share of assets, liabilities, revenue and expenses are recognized in the consolidated financial statements and classified according to their nature. When the Company transacts with its joint operations, unrealized profits and losses are eliminated to the extent of the Company's interest in the joint operations. Balances outstanding between the Company and joint operations in which it has an interest are eliminated in the consolidated statements of financial position.

Financial instruments

Financial assets and liabilities

Initial recognition and measurement
Financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either Fair Value through Profit or Loss ("FVPL") or Fair Value through Other Comprehensive Income ("FVOCI"), and "financial assets at amortized cost", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost unless required to be separated. Cash and other accounts receivable held for collection of contractual cash flows are measured at amortized cost.

Subsequent measurement – financial assets at amortized cost
After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Subsequent measurement – financial assets at amortized cost (continued)
Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the consolidated statements of operations and comprehensive loss. All financial assets, being cash, receivables, and prepaid expenses, are measured at amortized cost.

Subsequent measurement – financial assets at FVPL
Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of operations and comprehensive loss. The Company does not have any financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI
Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of operations and comprehensive loss. When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Derecognition
A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets
The Company's only financial assets subject to impairment are other receivables, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, other receivables have been grouped based on shared credit risk characteristics, including the number of days past due.

An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases, and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial liabilities

Initial recognition and measurement
Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include trade payables and accrued liabilities, and the property acquisition obligation which are measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost
After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance cost in the consolidated statements of operations and comprehensive loss.

Subsequent measurement – Financial liabilities at FVPL
Financial liabilities measured at FVPL include financial liabilities management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial liabilities measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in the consolidated statements of operations. For the years ended October 31, 2024 and 2023, the Company does not have any liabilities measured at FVPL.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged, cancelled or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of operations and comprehensive loss.

Foreign currency translation

The presentation and functional currency of the Company and its subsidiaries is the Canadian dollar. Assets and liabilities denominated in foreign currencies are translated into Canadian dollars at exchange rates in effect at the statement of financial position date for monetary items and at exchange rates prevailing at the transaction date for non-monetary items. Revenue and expenses are translated at the transaction date except for amortization, which is translated at historical exchange rates. Gains and losses on translation are included in the statement of operations.

Leases

At the inception of a contract, the Company assesses whether a contract is or contains a lease based on whether the contract conveys the right to use an asset for a period of time in exchange for consideration.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Leases (continued)

Contracts identified as leases are recognized as a right-of-use assets and the corresponding lease liability is included within long-term debt on the statement of financial position on the commencement date of the lease.

The right-of-use asset is initially measured at cost comprising the amount of the initial measurement of the lease liability, any lease payments made before the commencement date, less any lease incentives received, any initial direct costs and restoration costs expected to be incurred. The right-of-use asset is subsequently amortized on a straight-line basis over the lease-term.

The corresponding lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the Company's incremental borrowing rate, or a market comparative. Lease payments include any fixed payments, variable payments that are dependent on an index or a rate in effect at the time of commencement, amounts expected to be paid under residual value guarantees, and the exercise of a purchase option that are reasonably expected to be exercised. The lease liability is subsequently measured at amortized cost using the effective interest method.

The Company has elected to apply the following practical expedients in accounting for leases:

i) Separable components – The Company has elected not to separate non-lease components from lease components and account for each lease component and associated non-lease component as a single lease component.

ii) Short-term leases – The Company has elected to recognize the exemption for leases with a term of 12-months or less.

Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make judgments, estimates and assumptions that affect the reported amounts of the assets, liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Judgments, 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, third party advice and financial reporting requirements. However, actual outcomes can differ from these estimates.

The Company has identified the following areas under which significant judgments, estimates and assumptions are made and where actual results may differ from these estimates under different assumptions and conditions and may materially affect financial results or the financial position reported in future periods.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Share-based payments

The Company makes certain estimates and assumptions when calculating fair values of stock options and warrants granted. The significant assumptions used include estimates of expected volatility, expected life, forfeiture rates and expected risk-free rate of return. Changes in these assumptions may result in a material change to the amounts recorded for the issuance of stock options and warrants.

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes in various jurisdictions. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Recent accounting pronouncements

During the year ended October 31, 2024, the Company adopted a number of amendments and improvements to existing standards including those made to IAS 1, 8 and 12. These new standards and changes did not have any material impact on the Company's consolidated financial statements.

The International Accounting Standards Board issued the following standards that have not been applied in preparing these consolidated financial statements as their effective date falls within periods beginning subsequent to the current reporting period.

IAS 7 – Statement of Cash Flows and IFRS 7 – Financial Instruments: Disclosures

In May 2023, the IASB issued an amendment to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures relating to supplier finance agreements. The amendment requires additional disclosure of supplier finance arrangements, including the terms and conditions, carrying amounts, and payment due dates. The amendment is effective for annual periods beginning on or after January 1, 2024 (for the Company's annual period ending October 31, 2025), with earlier adoption permitted. As the Company does not have any of these arrangements, the application of this amendment is expected to have no impact on the consolidated financial statements, and will apply the amendments at the effective date.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Recent accounting pronouncements (continued)

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements, which is intended to give investors more transparent and comparable information about companies' financial performance, thereby enabling better investment decisions. It will affect all companies using IFRS Accounting Standards. IFRS 18 introduces new sets of requirements to improve companies' reporting of financial performance and give investors a better basis for analyzing and comparing companies through:

- Improved comparability in the statement of operations;
- Enhanced transparency of management-defined performance measures; and
- More useful grouping of information in the financial statements.

IFRS 18 also requires companies to provide more transparency about operating expenses, helping investors to find and understand the information they need. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, but companies can apply it earlier. IFRS 18 replaces IAS 1. It carries forward many requirements from IAS 1 unchanged.

4. CAPITAL MANAGEMENT

The capital structure of the Company currently consists of share capital, warrant reserve, equity reserve and accumulated deficit. As at October 31, 2024, managed capital was ($242,011) (2023 - $197,259). The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition, exploration and development of mineral properties. The Company manages its capital structure in a manner that provides sufficient funding for operational activities.

The properties in which the Company currently has an interest are in the exploration and evaluation 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. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurances that the Company will be able to continue raising equity capital in this manner.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash, held with major Canadian financial institutions. The Company reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company's capital management objectives, policies and processes have remained unchanged during the years ended October 31, 2024 and 2023.

5. FINANCIAL RISK FACTORS

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

a) Credit risk

The Company's credit risk is primarily attributable to cash and other receivables. The Company's cash is held with highly rated financial institutions. The Company has concluded that credit risk with regards to other receivables, except Mexican VAT receivable on which the Company has recorded an allowance, is minimal.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure as described in Note 4. The Company has no income from operations or a regular source of cash flow and relies on equity funding to support its exploration and corporate activities. Should the need for equity funding arise, there is a risk that the Company may not be successful in selling new common shares at acceptable prices.

As at October 31, 2024, the Company had a cash balance of $2,186 (2023 - $377,578), HST and other receivables of $10,066 (2023 - $29,525) to settle current liabilities of $354,069 (2023 - $213,452). Of the Company's current financial liabilities, $319,279 (2023 - $177,041) have contractual maturities of less than 30 days and are subject to normal trade terms.

c) Market risk

Interest rate risk

The Company has no interest bearing debt instruments and therefore, is not subject to interest rate risk. When available, the Company invests any cash surplus to its operational needs in investment-grade short- term deposit certificates issued by highly rated Canadian banks.

Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. However, the Company has operations outside of Canada, and therefore could be at risk for currency translations. The Company's property acquisition obligation (Note 7(a)) is denominated in United States Dollars ("US$") and is subject to fluctuations in that currency's value relative to the Canadian dollar. The value of the obligation at October 31, 2024 is $34,790 (US$25,000), therefore a 10% rise or fall in the Canadian dollar against the US dollar would have resulted in a decrease (increase) of $3,479 in the net loss.

There were no significant changes to credit risk and market risk during the years ended October 31, 2024 and 2023.

(Expressed in Canadian dollars)

5. FINANCIAL RISK FACTORS (continued)

d) Fair value

The carrying amounts for cash, HST and other receivables, trade payables and accrued liabilities, and property acquisition obligation on the statements of financial position approximate fair value due to their short-term maturity.

6. RECEIVABLES

Receivables comprise of:

	2024	2023
	$	$
Other receivables	**-**	10,125
HST Receivable	**10,066**	19,400
Mexican VAT receivable	**130,765**	113,612
	140,831	143,137
Less: Allowance for Mexican VAT receivable	**(130,765)**	(113,612)
	10,066	29,525

The Mexican Government does not reimburse the VAT paid on expenses incurred. This tax receivable will be applied against future VAT payable if the Company earns revenue from mining activities in Mexico. The Company has therefore recorded an allowance against this VAT receivable, which will be reversed in the future if the Company earns taxable revenue in Mexico.

7. MINERAL EXPLORATION PROPERTIES

The table below outlines the accumulated project exploration expenditures as at October 31, 2024.

Accumulated costs/expenditures	Pino de Plata Mexico	Jackie Mexico	Diamante Mexico	Mystery, Marilyn and Till Newfoundland and Labrador	Melchett Lake Ontario	Total
Balance, October 31, 2022	$ 784,586	$ 285,717	$ 554,459	$ 436,114	$ 758,359	$ 2,819,235
Acquisition costs and annual fees	17,922	9,062	4,312	108,575	32,400	172,271
Expenditures	833	-	170,750	71,131	62,999	305,713
Balance, October 31, 2023	803,341	294,779	729,521	615,820	853,758	3,297,219
Acquisition costs and annual fees	20,987	16,489	9,473	76,312	127,360	250,621
Expenditures	1,000	-	14,500	157,955	34,264	207,719
Balance, October 31, 2024	$ 825,328	$ 311,268	$ 753,494	$ 850,087	$ 1,015,382	$ 3,755,559

a) Pino de Plata, Mexico

On February 29, 2016, the Company signed an amended Agreement that supersedes the original purchase Agreement and enables the Company to purchase a 100% interest in the Pino de Plata property. The revised financial terms are as follows:

7. MINERAL EXPLORATION PROPERTIES (continued)

a) Pino de Plata, Mexico (continued)

- Total cash payments reduced from US$1,000,000 to US$500,000 over two years (US$125,000 ($168,459) paid);
- One share issuance of 2,500,000 common shares, issued on June 15, 2016 and valued at $0.07 per common share based on the quoted market value of the common shares on that date. One payment of $250,000 to be paid in common shares in lieu of cash, at a share price equal to the 20-day average closing price of the Company's shares on the TSXV, subject to exchange approvals;
- A three percent (3%) gross production royalty capped at US$4,000,000, which can be purchased for US$1,333,333 per percentage point at any time and are reduced by the total amount of advanced royalty payments; and
- The Company is subject to advanced Royalty payments of US$10,000 per month to commence 30 days after the acquisition is finalized, registered and documented with the proper authorities.

As a result of a delay in being able to access the property, an addendum to the purchase Agreement was made in November 2016 to suspend the terms of the Agreement until access is gained to the property. Access was granted again in June 2018 but was revoked in June 2019 and according to the terms of the Agreement remains under force majeure. The ongoing interest in the property is subject to satisfactory resolution of the access restriction. In June 2020, the Company engaged Mexican legal counsel to engage in discussions with landowner representatives. Negotiations for a land access Agreement continue as of the current date.

On November 7, 2019, the Agreement with the concession title owner was fully processed by the Registro Publico de Mineria (Public Mining Registry).

The Company's minimum commitment as at October 31, 2024 has been recorded as property acquisition obligation on the statement of financial position in the amount of $34,790 (US$25,000) (2023 - $34,678 (US$25,000)). The Company has no required minimum work expenditures in the contract during the period and is up to date with the cash and share amounts payable to the vendors with the remaining deferred payments subject to the terms of the force majeure clause in the Agreement. The Company remains current on payment of the requisite property taxes on Pino de Plata.

b) Melchett Lake, Ontario

In September 2019, the Company signed a binding letter of intent with three parties to acquire 100% of the Melchett Lake zinc-gold-silver volcanogenic massive sulphide (VMS) project, an advanced precious and base metal project in the Thunder Bay mining district, Northern Ontario, Canada.

7. MINERAL EXPLORATION PROPERTIES (continued)

b) Melchett Lake, Ontario (continued)

After completing due diligence, the Company entered into a purchase Agreement on November 20, 2019 to acquire 100% of the property. As consideration, the Company agreed to incur $1,000,000 in work expenditures, pay the vendors $150,000 in cash and 5,000,000 common shares of the Company, spread over a three year period. During the year ended October 31, 2023, the Company issued 2,000,000 common shares.

On February 15, 2024, the Company announced that it has negotiated an amendment to the Melchett Lake option agreement. The amendment allowed the Company to acquire 100% interest in the Melchett Lake property in exchange for a final cash payment of $20,000 and a final issuance of 10,000,000 common shares of the Company to the vendors, both of which were completed in March 2024. The 10,000,000 common shares have an estimated value of $100,000 based on the quoted market price of the Company's shares at the date of issuance. Additionally, the vendors agreed to waive the requirement for the Company to incur all remaining exploration expenditures under the original agreement.

In March 2024, the Company purchased additional claims contiguous with the Melchett Lake property. The Company paid $1,100 in cash and issued 350,000 common shares of the Company to the vendor. The 350,000 common shares have an estimated value of $5,250 based on the quoted market price of the Company's shares at the date of issuance.

The vendors have retained a 2% net smelter return royalty, of which 1% can be purchased by the Company for $1,000,000 and the remaining 1% at market price.

c) Jackie, Mexico

On November 17, 2020, the Company signed a Definitive Agreement with Colibri Resource Corp. ("Colibri") to acquire 50% interest in the Jackie Gold Project in Sonora, Mexico.

As consideration, the Company issued a total of 1,000,000 common shares and paid US$50,000.

There was a minimum work expenditure total of US$100,000 over two years, with a minimum of US$50,000 within 12 months of the TSX approval. During this period, the Company was responsible for 100% payment of the surface rights Agreements when exploration is active and 50% of the property taxes.

The Company met the work expenditure target during fiscal 2022 and earned its 50% interest in Jackie during that year. The Company is responsible for its pro rata portion of the biannual semester tax payments.

7. MINERAL EXPLORATION PROPERTIES (continued)

d) Diamante, Mexico

On April 27, 2021, the Company signed a Definitive Agreement with Colibri Resource Corp. and its wholly owned Mexican subsidiary ("Yaque") to potentially acquire a 50% interest in the Diamante 1 and Diamante 2 Au-Ag concessions in Sonora, Mexico (the "Project"). Yaque holds an agreement with the ultimate vendor, Minera Bimsa SA de CV's (the "Vendor") to acquire the Diamante 1 and Diamante 2 concessions in full through two earn in options satisfied over time (the "acquisition rights") and the Definitive Agreement signed between Silver Spruce Resources Inc. and Yaque has allocated 50% of the acquisition rights to the Silver Spruce Resources Inc. if certain earn in options are met.

To partially satisfy the first earn in option, on May 8, 2021, the Company paid an initial cash amount of US$75,000, directed to the Vendor's US$100,000 initial property payment. The Company and Yaque also agreed to design, permit and drill a minimum of 2,000 metres on the Diamante Project within 24 months from the execution date of Yaque's final Agreement with the Vendor; including any requisite exploration leading to the drill program, submit a final drilling report to meet NI 43-101 reporting guidelines and pay approved exploration costs at a ratio of Silver Spruce Resources Inc. (75%) and Yaque (25%).

In January 2023, the Company filed its technical report with the Vendor, and earned a 25% interest in Diamante 1 and 2 with Colibri Resource Corp. also earning a 25% interest. The Vendor retains a 50% interest in the Project, until the second earn in option is satisfied.

Upon completion of the initial earn-in, Silver Spruce and Yaque became equal joint venture partners with the Vendor in Minera BIMCOL, SA de CV ("BIMCOL"), a private Mexico company holding the concessions. As part of the agreement, Yaque and Silver Spruce Resources Inc. will pay to the Vendor 50% of the bi-annual property taxes and surface rights payments and pay approved prorata exploration costs at a ratio of Silver Spruce Resources Inc. (50%) and Yaque (50%). Given the nature of the arrangement, and the Company's title to the assets and responsibility directly for the obligations of BIMCOL, the arrangement has been accounted for as a joint operation.

e) Mystery, Marilyn and Till Properties, Newfoundland and Labrador

After completing due diligence, the Company entered into an option and purchase Agreement on September 7, 2021 to acquire 100% of the three early-stage gold exploration properties, Mystery, Till and Marilyn (the "Mystery Properties") located near Grand Falls, Newfoundland, Canada.

(Expressed in Canadian dollars)

7. MINERAL EXPLORATION PROPERTIES (continued)

e) Mystery, Marilyn and Till Properties, Newfoundland and Labrador (continued)

The consideration for the agreement was amended on December 1, 2023. The current requirements of the agreement are outlined in the following table:

Date	Cash		Shares		Expenditures	
Signing	$ 40,000	Paid	1,000,000	Issued	$ -	
1st anniversary	50,000	Paid	1,000,000	Issued	150,000	Incurred
2nd anniversary	50,000	Paid	3,750,000	Issued	200,000	Incurred
3rd anniversary	100,000		1,500,000		250,000	
4th anniversary	150,000		2,000,000		300,000	
5th anniversary	200,000		3,250,000		600,000	
	$ 590,000		12,500,000		$ 1,500,000	

The Company also has to pay a finders fee of 7% of the total amount of cash paid, and issue 7% of the common shares issued to the vendors in parallel with the payment schedule for the vendors. During the year ended October 31, 2024, the Company issued 3,750,000 common shares to settle the second anniversary share payment and 87,500 common shares to pay the finders fee related to the 2nd anniversary payment. The 3,837,500 common shares have an estimated value of $76,312 based on the quoted market price of the Company's shares at the date of issuance.

The vendors will retain a 2% net smelter return royalty, of which 1% can be purchased by the Company for $2,000,000 and the remaining 1% at market price.

8. RIGHT-OF-USE ASSET AND LEASE LIABILITY

The right-of-use asset and lease liability relates to a three-year lease for office space entered into by the Company on December 1, 2020.

Right-of-use asset	**2024**	2023
	$	$
Balance, beginning of year	**1,612**	20,970
Depreciation for the year	**(1,612)**	(19,358)
Balance, end of year	**-**	1,612

Lease Liability		
Balance, beginning of year	**1,733**	21,980
Lease payments	**(1,740)**	(20,886)
Interest expense on lease liability	**7**	639
Balance, end of year	**-**	1,733

(Expressed in Canadian dollars)

9. INCOME TAXES

a) Reconciliation of total tax expense

The effective rate on the Company's loss before income tax differs from the expected amount that would arise using the combined statutory income tax rates. A reconciliation of the difference is as follows:

	2024	2023
	$	$
Net loss before income taxes	**(961,782)**	(1,052,991)
Income tax rate	**29.00%**	29.00%
Expected income tax recovery	**(279,000)**	(305,000)
Non-deductible amounts for income tax purposes	**40,000**	(25,000)
Change in benefit of tax assets not recognized	**239,000**	330,000
Income tax provision (recovery)	**-**	-

b) Unrecognized deductible temporary differences and unused tax losses

Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognized are attributable to the following:

	2024	2023
	$	$
Non-capital losses	**2,901,000**	2,729,000
Mineral exploration properties	**3,949,000**	3,860,000
Share issue costs	**33,000**	55,000
	6,883,000	6,644,000

c) The Company has non-capital losses amounting to $9,983,000. The non-capital losses are available to reduce future taxable income. These non-capital losses expire as follows:

	$		$
2027	255,000	2037	872,000
2028	278,000	2038	570,000
2029	525,000	2039	665,000
2030	340,000	2040	378,000
2031	127,000	2041	780,000
2034	157,000	2042	622,000
2035	2,221,000	2043	662,000
2036	955,000	2044	576,000
			9,983,000

(Expressed in Canadian dollars)

9. INCOME TAXES (continued)

The potential future benefit of these losses has not been recognized in the consolidated financial statements because it is not probable that future taxable profit will be available against which the Company can use the benefits.

10. SHARE CAPITAL

The share capital is as follows:

Authorized:
An unlimited number of non-voting preference shares
An unlimited number of common shares, no par value

Issued and outstanding:	**Number of shares**	**Ascribed value**	Number of shares	Ascribed value
		$		$
Balance - Beginning of year	**284,459,999**	**34,179,827**	200,759,500	33,531,539
Issued during the year				
Shares issued for cash, net of issuance costs (a) and (c)	**23,900,333**	**173,205**	75,700,499	556,165
Shares issued as flow-through units for cash (b)	**-**	**-**	6,000,000	62,123
Shares issued as part of an option and purchase agreement (Note 7(b))	**10,350,000**	**105,250**	2,000,000	30,000
Shares issued as part of an option and purchase agreement (Note 7(e))	**3,837,500**	**76,312**	-	-
Balance - End of year	**322,547,832**	**34,534,594**	284,459,999	34,179,827

a) On March 29, 2023, the Company closed a non-brokered private placement raising gross proceeds of $1,135,507. The offering consisted of the issuance of 75,700,499 units ("Unit") of the Company. Each Unit was offered at a price of $0.015 and consisted of one common share and one share purchase warrant, with each warrant exercisable at a price of $0.05 per common share if exercised within 60 months of the closing of the offering. Of the gross proceeds of $1,135,507, a total of $554,016 was assigned to the warrants and $581,491 was allocated to share capital. The warrants were estimated using the Black Scholes option pricing model (Note 11). As part of the private placement, the Company paid share issuance costs of $99,748, of which $51,080 was assigned to share capital and $48,668 was assigned to the warrants (See Note 11(a)).

b) On June 26, 2023, the Company closed a non-brokered flow through private placement raising gross proceeds of $150,000. The offering consisted of the issuance of 6,000,000 units ("Unit") of the Company. Each Unit was offered at a price of $0.025 and consisted of one common share and one share purchase warrant, with each warrant exercisable at a price of $0.05 per common share if exercised within 24 months of the closing of the offering. Of the gross proceeds of $150,000, a total of $62,123 was assigned to the warrants and $87,877 was allocated to share capital. The warrants were estimated using the Black Scholes option pricing model (Note 11(b)).

(Expressed in Canadian dollars)

10. SHARE CAPITAL (continued)

c) On June 12, 2024, the Company closed a private placement for gross proceeds of $358,505 through the issuance of 23,900,333 units ("Unit"). Each Unit was offered at a price of $0.015 per unit and consists of one common share of the Company and one common share purchase warrant. A director of the Company subscribed for 2,000,000 Units for gross proceeds of $30,000. Each warrant is exercisable into one common share at an exercise price of $0.05 per share for a period of five years from the date of the issuance of the warrants. Of the gross proceeds of $358,505, a total of $176,381 was assigned to the warrants and $182,124 was allocated to share capital. The warrants were estimated using the Black Scholes option pricing model (Note 11(c)). As part of the private placement, the Company paid share issuance costs of $17,555, of which $8,919 was assigned to share capital and $8,636 was assigned to the warrants (See Note 11(c)).

11. WARRANTS

The following is a summary of warrants activity for the years ended October 31, 2024 and 2023:

	2024		2023	
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
		$		$
Balance, beginning of year	**116,386,499**	**0.06**	83,871,667	0.08
Granted in connection with private placements	**23,900,333**	**0.05**	81,700,499	0.05
Expired during the year	**(24,116,000)**	**0.075**	(49,185,667)	0.09
Balance, end of year	**116,170,832**	**0.05**	116,386,499	0.06

a) In connection with the March 29, 2023 private placement disclosed in Note 10(a), the Company issued 75,700,499 warrants. The grant date fair value of $554,016 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical volatility of 187%, a risk free interest rate of 3.10%, and an expected life of 5 years. Issuance costs of $48,668 were also assigned to the warrants.

b) In connection with the June 26, 2023 private placement disclosed in Note 10(b), the Company issued 6,000,000 warrants. The grant date fair value of $62,123 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical volatility of 191%, a risk free interest rate of 4.55%, and an expected life of 2 years.

(Expressed in Canadian dollars)

11. WARRANTS (continued)

c) In connection with the June 12, 2024 private placement disclosed in Note 10(c), the Company issued 23,900,333 warrants. The grant date fair value of $176,381 assigned to the warrants was estimated using the Black Scholes option pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical volatility of 209%, a risk free interest rate of 3.42%, and an expected life of 5 years. Issuance costs of $8,636 were also assigned to the warrants.

Summary of warrants outstanding and exercisable as at October 31, 2024:

Warrants	Exercise price	Grant date fair value of warrants	Expiry date
#	$	$	
6,000,000	0.05	62,123	June 26, 2025
4,690,000	0.05	48,159	July 27, 2025
5,880,000	0.05	57,986	September 16, 2025
75,700,499	0.05	505,348	March 29, 2028
23,900,333	0.05	167,745	June 12, 2029
116,170,832		841,361	

12. SHARE BASED PAYMENTS

The Board of Directors of the Company has adopted a stock option plan for the Company. Pursuant to the plan, the Board of Directors of the Company may allocate common shares to its directors, officers and certain consultants. The aggregate number of stock options to be granted under the plan should not exceed 20% of the issued and outstanding capital of the Company and the aggregate number of shares reserved for issuance to any one person shall not exceed 5% of the issued and outstanding common shares. The options are non-transferable and non-assignable and may be granted for a term not exceeding five years. The exercise price of the options is fixed by the Board of Directors of the Company at the time of grant, subject to all applicable regulatory requirements. The vesting period for options is set by the Company at the time the options are granted. The shareholders of the Company are covered by a Shareholder Rights Plan Agreement between the Company and CIBC Mellon Trust Company.

Share based payment activity for the years ended October 31, 2024 and 2023 is summarized as follows:

	2024		2023	
	Number	**Weighted average exercise price**	Number	Weighted average exercise price
		$		$
Balance, beginning of year	**6,416,667**	**0.05**	6,416,667	0.05
Expired during the year	**-**	**-**	-	-
Balance, end of year	**6,416,667**	**0.05**	6,416,667	0.05

(Expressed in Canadian dollars)

12. SHARE BASED PAYMENTS (continued)

At October 31, 2024, outstanding options to acquire common shares of the Company were as follows:

Exercise price	Number of outstanding options	Expiry date	Weighted average remaining contractual life of outstanding options (years)	Grant date weighted average fair value per option	Number of exercisable options
$				$	
0.05	5,116,667	June 16, 2025	0.62	0.038	5,116,667
0.05	300,000	August 26, 2025	0.82	0.063	300,000
0.06	250,000	March 23, 2026	1.39	0.057	250,000
0.05	750,000	April 1, 2026	1.42	0.057	750,000
	6,416,667				6,416,667

13. RELATED PARTY TRANSACTIONS

Included in trade payables and accrued liabilities as at October 31, 2024 is $66,125 (2023 - $46,000) owing to directors and companies controlled by directors of the Company for consulting related services rendered. These amounts are unsecured, non-interest bearing with no fixed terms of repayment.

During the year ended October 31, 2024, key management personnel compensation consisted of services provided by directors or companies owned by directors or officers of $75,616 (2023 - $162,098), which are classified as $48,600 (2023 - $111,500) for consulting fees and $27,016 (2023 - $50,598) as exploration and evaluation expenditures on the consolidated statement of operations.

See also Note 10 (c).

14. SUPPLEMENTAL CASH FLOW INFORMATION

	2024	2023
	$	$
Non-cash investing and financing activities:		
Expiry of warrants	**475,078**	1,112,294

15. COMMITMENTS AND CONTINGENCIES

Environmental contingencies

The Company's exploration and evaluation activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

15. COMMITMENTS AND CONTINGENCIES (continued)

Flow-through commitment

Flow-through agreements require the Company to renounce certain tax deductions for Canadian exploration expenditures ("CEE") incurred on the Company's mineral properties to flow-through participants. Certain interpretations are required to assess the eligibility of flow-through expenditures that if changed, could result in the denial of renunciation. The Company has indemnified the subscribers for certain tax-related amounts that become payable by the subscribers should the Company not meet its expenditure commitments.

See Note 7 for other property commitments.

16. SUBSEQUENT EVENT

i. Subsequent to year end, the Company issued 1,500,000 common shares of the Company to the vendors of the Mystery, Marilyn and Till Properties to satisfy the 3rd anniversary share issuance. In addition, 105,000 common shares of the Company were issued as a finders fee. The 3rd anniversary cash payment and expenditure requirements were not satisfied. The Company is currently negotiating an amended payment schedule with the vendors.