GGL RESOURCES CORP.

Condensed Interim Consolidated Financial Statements

For the six months ended

May 31, 2024

Unaudited – Prepared by Management

(Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

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

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

GGL Resources Corp.

Condensed Interim Consolidated Statements of Financial Position
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

As at May 31, 2024 and November 30, 2023

	Note	**May 31, 2024 $**	November 30, 2023 $
Assets			
Current assets			
Cash and cash equivalents	3	129,948	464,606
Receivables and prepayments	4	49,492	36,085
		179,440	500,691
Non-current assets			
Prepaid exploration expenditures		37,798	37,798
Mineral property interests	5	5,260,304	4,882,781
Reclamation and other deposits	6	94,567	94,567
Total assets		**5,572,109**	5,515,837
Liabilities and shareholders' equity			
Current liabilities			
Accounts payable and accrued liabilities		10,927	46,784
Accounts payable to related parties	9	70,365	67,877
Bank loans	13	-	60,000
Total liabilities		**81,292**	174,661
Shareholders' equity			
Share capital	7	43,740,912	43,459,016
Reserves	7	506,754	489,640
Deficit		(38,756,849)	(38,607,480)
Total shareholders' equity		**5,490,817**	5,341,176
Total liabilities and shareholders' equity		**5,572,109**	5,515,837
Nature of operations and going concern	1		
Commitment	12		
Events after the reporting period	15		

Approved on behalf of the Board of Directors on July 29, 2024:

"W. Douglas Eaton" **Director** *"David Kelsch"* **Director**

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

GGL Resources Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

For the six months ended May 31, 2024 and May 31, 2023

	Number of shares #	Share capital $	Reserves $	Deficit $	Total Shareholders' equity $
December 1, 2022	61,857,475	42,554,272	382,474	(38,169,725)	4,767,021
Revision to flow-through premium liability	-	26,250	-	-	26,250
Share-based payments	-	-	35,032	-	35,032
Loss and comprehensive loss for the period	-	-	-	(208,684)	(208,684)
May 31, 2023	61,857,475	42,580,522	417,506	(38,378,409)	4,619,619
December 1, 2023	79,857,475	43,459,016	489,640	(38,607,480)	5,341,176
Private placement shares issued	6,000,000	300,000	-	-	300,000
Share issue costs	-	(18,104)	-	-	(18,104)
Share-based payments	-	-	17,114	-	17,114
Loss and comprehensive loss for the period	-	-	-	(149,369)	(149,369)
May 31, 2024	**85,857,475**	**43,740,912**	**506,754**	**(38,756,849)**	**5,490,817**

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

GGL Resources Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

For the three and six months ended May 31, 2024 and May 31, 2023

		Three months ended		Six months ended	
		May 31, 2024	May 31, 2023	**May 31, 2024**	May 31, 2023
	Note	**$**	$	**$**	$
Expenses					
General administrative expenses		14,381	1,501	21,223	6,083
Insurance		15,149	14,392	29,201	28,210
Investor relations and shareholder information		1,872	4,550	3,263	39,856
Management, administrative and corporate development fees	9	21,562	14,491	42,537	34,832
Office rent	9	4,500	4,500	9,000	9,000
Professional fees	9	14,506	11,255	31,303	28,329
Property examination costs		3,410	496	5,110	2,646
Share-based payments	7,9	4,491	21,847	17,114	35,032
Transfer agent and filing fees		5,418	3,531	14,852	12,979
Loss from operating expenses		**(85,289)**	(76,563)	**(173,603)**	(196,967)
Foreign exchange loss		(740)	(67)	(357)	(3,253)
Interest income		1,467	2,262	4,591	6,550
Other income	13	-	-	20,000	-
Settlement of flow-through premium liability	12	-	1,329	-	3,399
Write-off of mineral property interests	5	-	(675)	-	(18,413)
Loss and comprehensive loss for the period		**(84,562)**	(73,714)	**(149,369)**	(208,684)
Loss per share					
Weighted average number of common shares outstanding					
- basic #	8	**82,239,893**	61,857,475	**79,908,295**	61,857,475
- diluted #	8	**82,239,893**	61,857,475	**79,908,295**	61,857,475
Basic loss per share $	8	**(0.00)**	(0.00)	**(0.00)**	(0.00)
Diluted loss per share $	8	**(0.00)**	(0.00)	**(0.00)**	(0.00)

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

GGL Resources Corp.

Condensed Interim Consolidated Statements of Cash Flows
Unaudited – Prepared by Management
(Expressed in Canadian Dollars)

For the six months ended May 31, 2024 and May 31, 2023

	Note	**May 31, 2024 $**	May 31, 2023 $
Operating activities			
Loss for the period		(149,369)	(208,684)
Adjustments for:			
Share-based payments		17,114	35,032
Other income		(20,000)	-
Settlement of flow-through premium liability		-	(3,399)
Write-off of mineral property interests		-	18,413
Net change in non-cash working capital items	10	(51,835)	(24,974)
		(204,090)	(183,612)
Financing activities			
Issue of shares for cash	7	300,000	-
Share issue costs		(9,200)	-
Repayment of bank loans	13	(40,000)	-
		250,800	-
Investing activities			
Mineral property acquisition costs	5	(25,061)	(33,958)
Deferred exploration and evaluation expenditures		(356,307)	(607,202)
		(381,368)	(641,160)
Change in cash and cash equivalents		**(334,658)**	(824,772)
Cash and cash equivalents, beginning of period		**464,606**	1,109,795
Cash and cash equivalents, end of period		**129,948**	285,023
Supplemental cash flow information	10		

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

1. Nature of operations and going concern

GGL Resources Corp. (the “Company”) was incorporated in British Columbia on May 25, 1981, under the provisions of the British Columbia Company Act and is registered extra-territorially to conduct operations in the Northwest Territories and Nunavut, Canada. The Company has a wholly-owned US incorporated subsidiary, Pointer Inc. (Note 5). The Company’s head office and principal place of business is located at 510 - 1100 Melville Street, Vancouver, BC, V6E 4A6. The Company’s registered and records address is 1710 - 1177 West Hastings Street, Vancouver, BC, V6E 2L3, Canada. The Company is listed on the TSX Venture Exchange (the “Exchange”) under the symbol “GGL.V”.

As at May 31, 2024, Strategic Metals Ltd. (“Strategic”) had a 33.4% interest in the Company (November 30, 2023 – 33.4%). The Company and Strategic have certain common Officers, and the large share position of Strategic in the Company gives it control of the Company.

The Company’s principal business activity is the acquisition, exploration, and evaluation of mineral properties. The Company is in the process of exploring its mineral property interests and has not yet determined whether they contain mineral reserves that are economically recoverable. The Company's continuing operations and the underlying value and recoverability of the amounts shown for mineral property interests are entirely dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of the mineral property interests, obtaining the necessary permits to mine, and on future profitable production or proceeds from the disposition or option of the mineral property interests. The carrying amount of mineral property interests is the aggregate of the historical costs incurred less any impairments recognized and is not representative of a valuation or any other measurement.

These condensed interim consolidated financial statements (the “financial statements”) are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. The Company does not have revenues and has incurred operating losses since incorporation. As at May 31, 2024, the Company had working capital of $98,148 (November 30, 2023 - $326,030) and shareholders’ equity of $5,490,817 (November 30, 2023 - $5,341,176).

The Company has historically relied on property option or sale proceeds, bank loans, and equity financing to cover its expenses and management has assessed that additional funding will be required to continue current operations and further advance its existing mineral property interests in the upcoming year. If the Company is unable to raise additional private placement funds or obtain other sources of financing, management expects that the Company will need to curtail operations, seek additional capital on less favorable terms, and/or pursue other remedial measures, or cease operations. There is a material uncertainty related to these conditions that may cast significant doubt on the Company’s ability to continue as a going concern, and the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

2. Material accounting policies

Basis of presentation

These financial statements have been prepared in conformity with International Accounting Standard ("IAS") 34, Interim Financial Reporting, using the same accounting policies as detailed in the Company's annual audited consolidated financial statements for the year ended November 30, 2023, and do not include all the information required for full annual financial statements in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). It is suggested that these financial statements be read in conjunction with the annual audited consolidated financial statements.

These financial statements have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

All amounts in these financial statements are presented in Canadian dollars which is the functional currency of the Company and its wholly-owned subsidiary.

The accounting policies, estimates and critical judgments, methods of computation and presentation applied in these financial statements are consistent with those of the most recent annual audited consolidated financial statements and are those the Company expects to adopt in its financial statements for the year ending November 30, 2024. Accordingly, these financial statements should be read in conjunction with the Company's most recent annual audited consolidated financial statements.

Principles of consolidation

These financial statements include the financial statements of the Company and its wholly-owned subsidiary.

Subsidiaries are entities controlled by the Company and are included in these financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries are changed where necessary to align them with the policies adopted by the Company. Control exists when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Inter-company balances and transactions, and any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing these financial statements.

Standards issued but not yet effective

Certain pronouncements have been issued by the IASB or IFRIC that are effective for the Company's accounting period beginning on December 1, 2024. The Company has reviewed these pronouncements and determined that none are applicable or consequential to the Company and are expected to have no impact on the material accounting policies.

(Expressed in Canadian Dollars)

3. Cash and cash equivalents

Cash and cash equivalents consist of the following:

	May 31, 2024	November 30, 2023
	$	$
Cash	14,948	64,606
Guaranteed investment certificates	115,000	400,000
	129,948	464,606

The Company's guaranteed investment certificates ("GIC") are cashable any time after 30 days without penalty.

As at May 31, 2024, the Company's GICs are interest bearing per annum at 4.55% and prime less 2.45% (4.50%) and mature on April 14, 2025 and October 11, 2024.

As at November 30, 2023, the Company's GIC was interest bearing per annum at prime less 2.45% (4.75%).

4. Receivables and prepayments

Receivables and prepayments consist of the following:

	May 31, 2024	November 30, 2023
	$	$
Other receivables	2,674	2,807
Prepaid expenses	41,099	25,261
Sales tax recoverable	5,719	8,017
	49,492	36,085

5. Mineral property interests

In 2021, the Company incorporated Pointer Inc. ("Pointer"), a wholly-owned subsidiary incorporated in the State of Nevada, USA. Pointer was incorporated to hold title to the Company's mineral property interests in Nevada, as it is a requirement in the US that title to US mineral interests be held by US corporations. Since incorporation, Pointer has had no transactions other than to hold title to the Nevada mineral claims. All costs to acquire or explore the claims are incurred by the Company.

The Company's mineral property interests consist of exploration stage mineral properties located in the Northwest Territories, Nunavut, and British Columbia in Canada and in Nevada, USA.

(Expressed in Canadian Dollars)

5. Mineral property interests (continued)

Changes in the project carrying amounts for the six months ended May 31, 2024, are summarized as follows:

	December 1, 2023	**Acquisitions / staking**	**Exploration and evaluation**	**May 31, 2024**
	$	**$**	**$**	**$**
Gold Point	3,760,447	25,061	350,989	4,136,497
McConnell Creek	1,122,334	-	1,473	1,123,807
Total	**4,882,781**	**25,061**	**352,462**	**5,260,304**

	December 1, 2023	**Additions**	**May 31, 2024**
	$	**$**	**$**
Acquisitions / staking	1,088,857	25,061	1,113,918
Exploration and evaluation	3,793,924	352,462	4,146,386
Total	**4,882,781**	**377,523**	**5,260,304**

Changes in the project carrying amounts for the six months ended May 31, 2023 are summarized as follows:

	December 1, 2022	Acquisitions / staking	Exploration and evaluation	Write-off	May 31, 2023
	$	$	$	$	$
CH	-	-	9,504	(9,504)	-
Fishback Lake	-	-	1,709	(1,709)	-
Gold Point	2,954,482	33,958	196,301	-	3,184,741
McConnell Creek	1,099,111	-	16,778	-	1,115,889
Providence Greenstone Belt	-	-	7,200	(7,200)	-
Total	4,053,593	33,958	231,492	(18,413)	4,300,630

	December 1, 2022	Additions, net	Write-off	May 31, 2023
	$	$	$	$
Acquisitions / staking	747,123	33,958	-	781,081
Exploration and evaluation	3,306,470	231,492	(18,413)	3,519,549
Total	4,053,593	265,450	(18,413)	4,300,630

Exploration and evaluation expenditures on the projects for the six months ended May 31, 2024 and May 31, 2023, consisted of the following:

	May 31, 2024	May 31, 2023
	$	$
Assays	33,248	49,321
Drilling and excavating	-	80,429
Field	10,494	24,535
Labour	81,214	67,107
Survey and consulting	210,643	300
Transportation	16,863	9,800
Total	**352,462**	231,492

5. Mineral property interests (continued)

(a) Wholly-owned projects

(i) Fishback Lake, Northwest Territories, Canada

The Company owns one mining lease. As the Company has no current or future budgeted exploration programs in place for this project, it incurred and wrote-off $1,709 in capitalized lease rental payments during the year ended November 30, 2023.

(ii) CH, Northwest Territories, Canada

The Company owns a lease north-northeast of Yellowknife known as the Zip project (subsequently sold, Note 15(b)). The Company incurred and wrote-off $24,674 in capitalized lease rental payments and extension payments during the year ended November 30, 2023.

(iii) Bishop, Northwest Territories, Canada

The Company owns one lease north-northeast of Yellowknife (subsequently sold, Note 15(b)). The Company incurred and wrote-off $2,539 in capitalized lease payments during the year ended November 30, 2023.

(iv) Providence Greenstone Belt ("PGB"), Northwest Territories, Canada

The Company owns various leases in the PGB area of the Northwest Territories.

As the Company has no current or future budgeted exploration programs in place for this project, it incurred and wrote-off $7,200 in capitalized lease rental payments during the year ended November 30, 2023.

(v) McConnell Creek, British Columbia, Canada

The McConnell Creek project comprises various mineral claims in the Omineca Mining Division of British Columbia.

(b) Projects under option

(i) Stein, Nunavut, Canada

The Company has an option agreement with Arctic Star Exploration Corp. ("Arctic Star") whereby it can earn a 60% interest in Arctic Star's wholly-owned Stein Diamond Project in Nunavut, Canada. The Stein Diamond Project consists of claims on the Southern Boothia Peninsula.

The Company can acquire a 60% undivided interest in the Stein Diamond Project by conducting detailed ground geophysics on high priority airborne targets (completed), discovering kimberlite by drilling, trenching or in outcrop, and by converting prospecting permits to mineral claims (completed). Upon discovery of kimberlite, a joint venture would be formed with an initial 60/40 contributing relationship.

As the Company has no current budgeted exploration programs in place for this project, it wrote-off the carrying value of this project during 2022. The option agreement remains in good standing.

5. **Mineral property interests** (continued)

(b) Projects under option (continued)

(ii) Gold Point, Nevada, USA

On July 27, 2020, the Company entered into three option agreements in respect of contiguous parcels of mining claims in Nevada (LBD property, EGP property, and TOM property), collectively referred to as the Gold Point Project. In addition to the cash payments as set out below in respect of each group of claims, the Company had met the aggregate minimum exploration expenditure requirement of US$1,500,000 on the collective Gold Point Project during the year ended November 30, 2023.

During 2021 and 2022, the Company purchased additional claims within the project area of the Gold Point Project for aggregate consideration totalling $181,630 (US$142,000).

Certain of the purchased claims carry either a 1% or 2% Net Smelter Return royalty (“NSR”) on all mineral production from the claims.

(1) LBD property:

The Company signed an option agreement with a private Nevada corporation (the “Optionor”), allowing the Company to earn a 100% interest in the LBD property. The option agreement was most recently amended on July 24, 2023. Pursuant to the terms of the option agreement as most recently amended, the Company can acquire the property by making cash payments as detailed below in addition to having incurred the aggregate minimum exploration expenditure requirement of US$850,000 during the year ended November 30, 2023 (see above).

Cash payments of US$850,000:

- US$25,000 upon the execution of the option agreement (paid, $33,831 plus additional staking costs of $5,330 (US$4,000));
- US$50,000 on or before July 31, 2021 (paid, $60,956);
- US$30,000 on or before July 31, 2022 (paid, $38,616);
- US$23,334 on or before November 30, 2022 (paid, $31,520);
- US$23,333 on or before March 31, 2023 (paid, $32,617);
- US$198,333 on or before July 31, 2023 (paid, $266,395);
- US$100,000 on or before July 31, 2024;
- US$100,000 on or before July 31, 2025;
- US$100,000 on or before July 31, 2026; and
- US$200,000 on or before July 31, 2027.

The Optionor will retain a 2% NSR on all material production from the property, of which up to 1% can be purchased by the Company for US$1,000,000.

5. **Mineral property interests** (continued)

(b) **Projects under option** (continued)

(ii) Gold Point, Nevada, USA (continued):

(2) EGP property:

The Company signed an option agreement with Silver Range Resources Ltd. ("Silver Range"), allowing the Company to earn a 75% interest in the EGP property. Pursuant to the terms of the option agreement, the Company can acquire the property by making staged cash payments as detailed below and incurring minimum aggregate exploration expenditures as discussed above.

Cash payments of $180,000 (completed):

- $10,000 upon the execution of the option agreement (paid);
- Reimbursing Silver Range for certain staking costs and fees (paid, $15,605);
- $20,000 on or before December 31, 2020 (paid); and
- The aggregate of $150,000 (paid, as detailed below) as calculated semi-annually and based on 10% of the expenditures incurred within the overall project area comprising the TOM, LBD, and EGP properties during each of the periods from:
    - July 1 to December 31 (paid $55,195 for 2020, 2021, and 2022); and
    - January 1 to June 30 (paid $94,805 for 2021 and 2022).

The Company has earned a 75% interest in the EGP property. Silver Range will be entitled to receive a one-time cash payment of US$4 per ounce of gold identified in a National Instrument 43-101 ("NI 43-101") compliant measured or indicated resource estimate (or proven or probable reserve estimate) on the property.

(3) TOM property:

The Company signed an option agreement with Silver Range and a private Nevada corporation (collectively, the "Optionors"), allowing the Company to earn a 100% interest in the TOM property. Pursuant to the terms of the option agreement, the Company can acquire the property by incurring aggregate minimum exploration expenditures as discussed above and reimbursing the Optionors for certain staking costs and fees (paid, $7,228).

The Company has earned a 100% interest in the TOM property, and the Optionors are entitled to receive a one-time cash payment of US$1 per ounce of gold identified in a NI 43-101 compliant measured or indicated resource estimate (or proven or probable reserve estimate) on the property.

Additionally, the Optionors shall each retain a 1% NSR on all mineral production from the property, of which up to 1/2% can be purchased from each Optionor by the Company for a payment of US$2 per ounce on the first 250,000 ounces of gold contained in any measured or indicated resource estimate (or proven or probable reserve estimate), and US$1 per ounce of gold above 250,000 ounces thereafter.

(iii) Nevada Lithium Project:

The Company owns various lithium sediment bearing mining claims in Nevada (the "Nevada Lithium Project").

(Expressed in Canadian Dollars)

5. **Mineral property interests** (continued)

(c) Other interests

Net Returns Royalty ("NR") – Doyle leases

During 2013, the Company sold certain of its mineral leases and reinstated leases, including Bob Camp, to Kennady Diamonds Inc. ("Kennady"), for $150,000 cash and a retained 1.5% NR on all of the leases, except for one where the Company retains a 0.5% NR. Kennady has the right, at any time prior to commencement of production from the property, to purchase one-third of the 1.5% NR and 0.5% NR, for the sum of $2,000,000.

During 2016, the Company sold its interest in the remaining Doyle leases to Kennady for $200,000. The Company retains a 0.75% NR on all mineral production from the property. Kennady has the right at any time prior to commencement of production to purchase one-third of the NR, being 0.25%, for the sum of $1,000,000.

6. **Reclamation and other deposits**

The Company holds a reclamation deposit on its McConnell Creek project with the British Columbia Ministry of Energy, Mines and Low Carbon Innovation (the "BC Ministry"), which is invested in a guaranteed investment certificate bearing interest at prime less 2.95% (4.00% per annum), with a one-year term that automatically renews. The Company also holds a reclamation deposit with the Government of the Northwest Territories (subsequently sold, Note 15(b)). Management has determined that the Company has no material reclamation work related to the properties requiring the deposits.

Reclamation and other deposits also includes a Multi-Year Area Based Permit (active until January 31, 2026) from the BC Ministry on its McConnell Creek project, as well as a deposit for a refundable drilling permit in Nevada.

Reclamation and other deposits consist of the following:

	May 31, 2024	November 30, 2023
	$	$
Reclamation bonds	71,098	71,098
Permits	23,469	23,469
	94,567	94,567

7. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value. All issued shares are fully paid.

Transactions for the issue of share capital during the six months ended May 31, 2024:

- Between March 27, 2024 and May 30, 2024, the Company closed two tranches of a private placement comprising the issue of 6,000,000 common shares at a price of $0.05 each for gross proceeds of $300,000. Of the common shares issued, Strategic purchased 2,000,000 common shares (Note 9).

  Share issue costs consisting of legal and filing fees of $18,104 were incurred in respect of the private placement which were recorded as a reduction to share capital.

Transactions for the issue of share capital during the six months ended May 31, 2023:

- There were no issuances of share capital during the six months ended May 31, 2023.
- During the year ended November 30, 2023, the Company amended the flow-through financing which was completed in May 2022 (Note 12) to $260,000 resulting in a conversion of $140,000 to non-flow-through proceeds and a reduction in the flow-through premium liability by $26,250 (Note 12).

  In connection with the amendment to convert $140,000 of the financing to non-flow-through proceeds, the subscriber, being a company controlled by the CEO of the Company (Note 9), offered to forego the effect of the variance between the flow-through subscription price of $0.16 per share, and the non-flow-through subscription price of $0.13 per share. Therefore, the Company will not be issuing additional shares or repaying funds to the subscriber.

Warrants

As an incentive to complete private placements, the Company may issue units which include common shares and common share purchase warrants. As at May 31, 2024, and November 30, 2023, the Company had no common share purchase warrants outstanding.

Stock options

The Company has a Stock Option Plan (the "Plan") whereby the Company may grant stock options to purchase up to 10% of the issued capital of the Company at the time of the grant of any option. Under the policies of the Exchange, options granted under the 10% rolling plan will not be required to include the mandatory vesting provisions required by the Exchange for a fixed number stock option plan, except for stock options granted to investor relations consultants which vest over 12 months. Awarded stock options are exercisable over a period not exceeding five years at exercise prices determined by the Board of Directors based on the most recent trading prices and subject to the Exchange policies.

A participant who is not a consultant conducting investor relations activities, who is granted an option under the plan with exercise prices at or above "Market Price" will have their options vest immediately, unless otherwise determined by the Board of Directors. A participant who is a consultant conducting investor relations activities who is granted options under the plan will have their options become vested with the right to exercise one-quarter of the options upon conclusion of every three months subsequent to the grant date.

(Expressed in Canadian Dollars)

7. **Share capital** (continued)

Stock options (continued)

A summary of the Company's stock options as at May 31, 2024 and November 30, 2023, and changes during the period/year then ended are as follows:

	Period ended May 31, 2024		Year ended November 30, 2023	
	Options	Weighted average exercise price	Options	Weighted average exercise price
	#	$	#	$
Options outstanding, beginning of period/year	5,515,000	0.12	3,070,000	0.17
Granted	-	-	2,445,000	0.07
Options outstanding, end of period/year	**5,515,000**	**0.12**	5,515,000	0.12

As at May 31, 2024, the Company has stock options outstanding and exercisable as follows:

Options outstanding #	Options exercisable #	Weighted average exercise price $	Weighted average remaining life (years)	Expiry date
1,450,000	1,450,000	0.15	1.19	August 10, 2025
1,620,000	1,620,000	0.18	2.75	March 2, 2027
2,445,000	2,445,000	0.07	3.91	April 27, 2028
5,515,000	**5,515,000**	**0.12**	**2.86**	

During the year ended November 30, 2023, 2,445,000 stock options were granted to Officers, Directors, and consultants which vest quarterly over a one-year period through to April 27, 2024. Fair value was calculated using the following assumptions: expected life of options – five years, stock price volatility – 123.17%, no dividend yield, and a risk-free interest rate – 3.09%. The fair value is particularly impacted by the Company's stock price volatility, determined using historical stock price data from the previous five years. Using the above assumptions, the fair value of options granted during the year ended November 30, 2023, was approximately $0.05 per option, for a total of $110,810.

Total share-based payments expense for the six months ended May 31, 2024, was $17,114 (2023 - $35,032), which includes only those options that vested during the period.

Reserves

Reserves comprise the accumulated fair value of stock options recognized as share-based payments, the residual value of share purchase warrants attached to unit private placements and share purchase warrants recognized within share issue costs. Reserves increase by the fair value of these items on vesting and are reduced by corresponding amounts when stock options or share purchase warrants expire, are exercised, or cancelled.

8. **Loss per share**

The calculation of basic and diluted loss per share for the six months ended May 31, 2024, is based on the loss attributable to common shareholders of $149,369 (2023 – $208,684) and a weighted average number of common shares outstanding of 79,908,295 (2023 – 61,857,475).

All stock options were excluded from the diluted weighted average number of shares calculation for the periods presented, as their effect would have been anti-dilutive.

9. Related party payables and transactions

The Company's related parties include key management personnel and their management entities. Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity. There were no loans to key management personnel or their management entities during the six months ended May 31, 2024 and May 31, 2023.

No stock options were granted during the six months ended May 31, 2024.

During the year ended November 30, 2023, 2,120,000 stock options were granted to key management personnel having a fair value on grant of $96,081. The options granted are exercisable at $0.07 each until April 27, 2028 and vested over a one-year period to April 27, 2024.

During the six months ended May 31, 2024, $14,839 (2023 - $18,697) was recognized within share-based payments expense for stock options vesting to key management personnel.

During the six months ended May 31, 2024, Strategic subscribed to the Company's private placement (Note 7) by subscribing to 2,000,000 common shares of the Company at $0.05 each for gross proceeds of $100,000.

During the year ended November 30, 2023, Strategic subscribed to the Company's private placement by subscribing to 5,340,000 non-flow-through common shares of the Company at $0.05 each for gross proceeds of $267,000.

The Company transacted with the following related parties:

(a) David Kelsch is a Director of the Company, as well as the President and COO. He controls Dave Kelsch Consulting Ltd. ("Dave Kelsch Consulting"), which provides the Company with consulting services, as well as technical and professional services.

(b) Douglas Eaton is a Director and the Company's CEO. Until March 1, 2022, he was a Director and shareholder of, and had significant influence over Archer, Cathro & Associates (1981) Limited ("Archer Cathro"), which is a geological consulting firm. Archer Cathro provides the Company with office space, administrative support, and geological services. He is also a Director, President and CEO of Strategic.

(c) Glenn Yeadon is a Director and Corporate Secretary of Strategic. He controls Glenn R. Yeadon Personal Law Corporation ("Yeadon Law Corp."), which provides the Company with legal services.

(d) Dan Martino is the Company's CFO. He is a principal of Donaldson Brohman Martin CPA, Inc. ("DBM CPA"), a firm in which he has significant influence. DBM CPA provides the Company with accounting and tax services.

(e) Drechsler Consulting Ltd. ("Drechsler Consulting") is controlled by Richard Drechsler, who is Vice-President of Communications for Strategic. Drechsler Consulting provides the Company with consulting services.

(f) Linda Knight is the Corporate Secretary of the Company.

(Expressed in Canadian Dollars)

9. Related party payables and transactions (continued)

The transactions and outstanding balances with related parties are as follows:

		Transactions six months ended May 31, 2024	Transactions six months ended May 31, 2023	**Balances outstanding May 31, 2024**	Balances outstanding November 30, 2023
		$	$	**$**	$
	Dave Kelsch Consulting				
	- geological services	9,225	10,800	12,074	-
	- consulting fees	12,375	6,750	8,033	945
		21,600	17,550	20,107	945
(1)	Archer Cathro	93,730	74,452	20,719	38,455
(2)	Yeadon Law Corp	23,000	6,500	14,873	13,465
	DBM CPA	16,000	16,000	9,575	11,500
	Drechsler Consulting	5,950	5,610	525	735
	Linda Knight	24,213	22,472	4,566	2,777
		184,493	142,584	**70,365**	67,877

(1) Transactions for the six months ended May 31, 2024, include $69,567 related to geological services (2023 - $52,521).

(2) Transactions for the six months ended May 31, 2024, include $12,500 in share issue costs (2023 - $nil).

All related party balances are unsecured and are due within thirty days without interest.

The transactions with the key management personnel are included in expenses as follows:

(a) Management, administrative and corporate development fees
- Includes the consulting fees charged to the Company by Dave Kelsch Consulting.
- Includes the consulting fees charged to the Company by Drechsler Consulting.
- Includes the accounting and administrative services charged to the Company by Linda Knight.

(b) Office rent
- Includes office rent charged to the Company by Archer Cathro.

(c) Professional fees
- Includes legal services charged to the Company by Yeadon Law Corp.
- Includes the accounting and tax services charged to the Company by DBM CPA.

10. Supplemental cash flow information

Changes in non-cash working capital during the six months ended May 31, 2024 and May 31, 2023, comprise the following:

	May 31, 2024	May 31, 2023
	$	$
Receivables and prepayments	(13,407)	39,697
Accounts payable and accrued liabilities	(67,084)	(46,072)
Accounts payable to related parties	28,656	(18,599)
Net Change	**(51,835)**	(24,974)

(Expressed in Canadian Dollars)

10. Supplemental cash flow information (continued)

The Company incurred non-cash financing and investing activities during the six months ended May 31, 2024 and May 31, 2023, as follows:

	May 31, 2024 $	May 31, 2023 $
Non-cash financing activities:		
Share issue costs included in accounts payable and related party payables	8,904	-
Non-cash investing activities:		
Prepaid exploration expenditures included in accounts payable and related party payables	-	13,240
Deferred exploration expenditures included in accounts payable and related party payables	31,154	30,693

During the six months ended May 31, 2024 and May 31, 2023, no amounts were paid or received for interest or income tax.

11. Financial risk management

Capital management

The Company is a resource exploration company and considers items included in shareholders' equity as capital.

The Company has no debt and does not expect to enter into debt financing. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash. Additionally, the Company may seek to invest excess capital in guaranteed investment certificates bearing fixed or variable rates of interest that are redeemable on demand (cash equivalents) and have terms not exceeding 12 months. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. The Company's capital structure as at May 31, 2024, comprises of shareholders' equity of $5,490,817 (November 30, 2023 - $5,341,176).

The Company currently has no source of revenues. In order to fund future projects and pay for general and administrative costs, the Company will spend its existing working capital and has plans to raise additional funds as needed.

There were no changes to the Company's capital management approach during the six months ended May 31, 2024.

Financial instruments - fair value

The Company's financial instruments consist of cash and cash equivalents, other receivables, reclamation and other deposits, accounts payable and accrued liabilities, and accounts payable to related parties.

The carrying value of other receivables, reclamation and other deposits, accounts payable and accrued liabilities, and accounts payable to related parties approximate their fair value because of the short-term nature of these instruments.

Financial instruments measured at fair value on the condensed interim consolidated statements of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

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

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

(Expressed in Canadian Dollars)

11. Financial risk management (continued)

Financial instruments - fair value (continued)

	Level 1 $	Level 2 $	Level 3 $	Total $
May 31, 2024				
Cash and cash equivalents	129,948	-	-	129,948
	129,948	**-**	**-**	**129,948**
November 30, 2023				
Cash and cash equivalents	464,606	-	-	464,606
	464,606	-	-	464,606

Financial instruments - risk

The Company's financial instruments can be exposed to certain financial risks, including credit risk, liquidity risk, and market risk.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company is exposed to credit risk by holding cash and cash equivalents, other receivables, and reclamation and other deposits concentrated within a single financial institution. All of the Company's cash and cash equivalents, accrued interest within other receivables, and the reclamation bonds and their underlying guaranteed investment certificates are held in a Canadian financial institution, and management believes the exposure to credit risk with respect to such an institution is not significant. The Company's permits (within reclamation and other deposits) are held by Government ministries and are not considered to be subject to significant credit risk. The Company's maximum exposure to credit risk is equal to the carrying value of these instruments. The Company's exposure to and management of credit risk has not changed materially from the prior year.

(b) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company mitigates this risk by careful management of its working capital to ensure its expenditures will not exceed available resources. The Company's exposure to and management of liquidity risk has not changed materially from the prior year.

11. Financial risk management (continued)

Financial instruments – risk (continued)

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Company is not exposed to material other price risk as it does not have any financial instruments subject to this risk. The Company's exposure to and management of market risk has not changed materially from the prior year.

(i) 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. The Company's exposure to interest rate risk is limited to its cash and cash equivalents and reclamation deposits. The Company's cash equivalents which include holdings in GICs are subject to variable rates, and certain of its reclamation deposits also bear interest at variable rates. Fluctuations in market rates would have an insignificant impact on the Company's cash flows.

(ii) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to currency risk because it holds cash and cash equivalents and has certain accounts payable denominated in United States Dollars, which, because of fluctuating exchange rates can create gains or losses at the time cash is converted to Canadian dollars, or when payables are settled. The Company has no control over these fluctuations and does not hedge its foreign currency holdings. Based on its May 31, 2024 holdings in United States Dollars, every 10% increase or decrease in the exchange rate would have impacted profit or loss by approximately $3,800 (2023 – $100).

12. Commitment

In 2022, the Company completed a private placement of flow-through shares for gross proceeds of $400,000. During the year ended November 30, 2023, the flow-through financing was amended to $260,000, with the remaining $140,000 being converted to non-flow-through proceeds (Note 7).

The flow-through shares were issued at a premium to the trading value of the Company's common shares, which reflects the value of the income tax write-offs that were renounced to the flow-through shareholders. The premium was initially determined to be $75,000 which was recorded as a reduction of share capital and was reduced by $26,250 during the year ended November 30, 2023, as a result of the amendment described above, resulting in an overall premium of $48,750. The flow-through premium liability was reversed pro-rata as the required exploration expenditures were incurred.

A summary of the Company's flow-through premium liability as at May 31, 2024 and November 30, 2023, and changes during the period/year then ended are as follows:

	May 31, 2024 $	November 30, 2023 $
Balance, beginning of period/year	-	39,546
Adjustment to flow-through premium liability	-	(26,250)
Reduction - pro rata based on eligible expenditures	-	(13,296)
Balance, end of period/year	**-**	-

13. Government guaranteed bank loans

In 2020, the Company qualified for a government-guaranteed bank loan of $40,000 which was interest-free until January 18, 2024. The loan was part of the Canadian Emergency Business Account ("CEBA") benefit in relation to COVID-19 relief. In 2021, the Company received an additional $20,000 pursuant to the CEBA benefit.

In January 2024, $40,000 of the bank loans were repaid with the remaining $20,000 being forgiven and recorded as other income on the condensed interim consolidated statement of loss and comprehensive loss during the six months ended May 31, 2024. There were no remaining bank loans payable by the Company as at May 31, 2024.

14. Segmented information

The Company operates in one reportable operating segment being the acquisition, exploration, and evaluation of mineral properties in Canada and the USA. The Company holds non-current assets comprising mineral property interests of $4,136,497 (November 30, 2023 - $3,760,447) in the USA. The remainder of the Company's non-current assets are located in Canada.

15. Events after the reporting period

(a) On July 17, 2024, the Company announced a non-brokered private placement offering consisting of the issuance of up to 6,000,000 common shares at a price of $0.05 per share, for gross proceeds of up to $300,000.

(b) On July 26, 2024, the Company signed a Purchase and Royalty Agreement with Aurora Geosciences Ltd. ("Aurora") whereby Aurora purchased from the Company the Bishop lease (Note 5(a)(iii)) and certain mineral leases underlying the Zip (CH project in Note 5(a)(ii)), PGB (Note 5(a)(iv)), and Fishback (Note 5(a)(i)) projects, as well as certain assets (with a $nil carrying value) on such leases located in the Northwest Territories, Canada. Additionally, Aurora will acquire the reclamation deposit held by the Company with the Government of the Northwest Territories (Note 6) with a carrying value of $52,351. Consideration to the Company includes a 2% Net Returns Royalty ("NR") on the Bishop lease, and the assumption by Aurora of any and all present or future liabilities in respect of the leases and assets sold. Aurora has the right at any time prior to commencement of production on the Bishop lease to purchase from the Company one-half of the 2% NR, being 1% for $1,000,000.