CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited - Expressed in Canadian Dollars)

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in Canadian Dollars)

AS AT SEPTEMBER 30, 2024

| | | September 30 2024 | |
|--|------------|----------------------|---------------|
| ASSETS | | | |
| Current | | | |
| Cash and cash equivalents | | \$ 7,843,605 | \$ 14,369,089 |
| Marketable securities | | 9,000 | |
| Receivables and prepaid expenses (Note 3) | | 297,977 | 401,729 |
| | | 8,150,582 | 14,794,818 |
| Reclamation bonds | | 41,774 | 41,774 |
| Plant and equipment (Note 5) | | 3,878,286 | 5,319,691 |
| Intangible asset | | 1,139,850 | 1,162,200 |
| Right-of-use asset (Note 4) | | 301,381 | 495,124 |
| Exploration and evaluation assets (Note 6) | | 40,292,421 | 33,860,853 |
| | | \$ 53,804,294 | \$ 55,674,460 |
| LIABILITIES AND EQUITY | | | |
| Current | | | |
| Accounts payable and accrued liabilities | | \$ 153,359 | |
| Lease liability, current (Note 4) | | 310,697 | 277,826 |
| | | 464,056 | 723,904 |
| Lease liability, long-term (Note 4) | | 56,756 | 294,071 |
| | | 520,812 | 1,017,975 |
| Equity Capital stock (Note 7) | | 89,607,276 | 89,354,049 |
| Reserves (Note 8) | | 12,331,998 | |
| Deficit | | (48,655,792) | (46,652,125) |
| | | 53,283,482 | 54,656,485 |
| | | \$ 53,804,294 | \$ 55,674,460 |
| Approved and authorized by the Board on November 14, 2024. | | | |
| | | | |
| "Bryan Disher" Director | "Ken Owen" | Direc | ctor |
| Bryan Disher | Ken Owen | | |

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

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Unaudited - Expressed in Canadian Dollars)

THREE AND NINE MONTHS ENDED SEPTEMBER 30

| | Se | otember 30, | Se | ptember 30, 2023 | Sep | tember 30, | Sept | tember 30, |
|---|----------|-------------|----|------------------|-----|-------------|------|------------|
| | | 3 months | | 3 months | 9 | months | 9 | months |
| GENERAL AND ADMINISTRATIVE EXPENSES | | | | | | | | |
| | \$ | 141 120 | \$ | 140.250 | \$ | 122 701 | ф | 419.006 |
| Administrative, office and miscellaneous | Þ | 141,128 | Э | 140,250 | Э | 432,781 | \$ | 418,986 |
| Consulting fees | | 8,132 | | 16,688 | | 31,976 | | 103,695 |
| Directors' fees | | 69,725 | | 61,583 | | 206,300 | | 197,577 |
| Finance costs (Note 4) | | 15,555 | | 25,346 | | 54,329 | | 82,642 |
| Legal | | 107,364 | | 59,503 | | 185,641 | | 211,208 |
| Salaries and wages | | 106,601 | | 114,066 | | 341,753 | | 442,939 |
| Share-based compensation (Note 7) | | 106,557 | | 189,822 | | 494,765 | | 622,309 |
| Shareholder communications | | 100,877 | | 224,180 | | 442,588 | | 883,623 |
| Transfer agent and filing fees | | 2,137 | | 2,232 | | 29,381 | | 42,960 |
| Travel | | 6,659 | | 9,557 | | 64,589 | | 77,986 |
| | | (664,735) | | (843,227) | (| (2,284,103) | (| 3,083,925) |
| Foreign exchange gain (loss) | | (64,402) | | 211,539 | | (60,498) | | (172,517) |
| Interest income | | 88,022 | | 204,435 | | 355,933 | | 651.736 |
| Unrealized gain (loss) on marketable securities | | (3,000) | | (12,000) | | (15,000) | | (6,000) |
| Loss and comprehensive loss for the period | \$ | (644,113) | \$ | (439,253) | \$(| 2,003,667) | \$(2 | 2,610,706) |
| Basic and diluted loss per common share | \$ | 0.00 | \$ | 0.00 | \$ | (0.01) | \$ | (0.02) |
| Weighted average number of common share outstanding - basic and diluted | | 49,138,461 | 14 | 7,691,188 | 14 | 8,877,295 | 14′ | 7,536,674 |

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30

| | 2024 | 2023 |
|--|---|--|
| | | |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Loss for the period | \$(2,003,667) | \$(2,610,706) |
| Items not affecting cash: | | |
| Depreciation | 885 | 1,965 |
| Finance costs | 54,329 | 82,642 |
| Share-based compensation | 494,765 | 622,309 |
| Unrealized loss on marketable securities | 15,000 | 6,000 |
| Foreign exchange gain | 60,498 | 172,517 |
| Changes in non-cash working capital items: | | |
| Decrease in receivables and prepaid expenses | 103,752 | 63,252 |
| Decrease in accounts payable and accrued liabilities | (80,736) | (1,197) |
| • | | |
| Net cash flows used in operating activities | (1,355,174) | (1,663,218) |
| CASH FLOWS FROM INVESTING ACTIVITIES Short-term investments Purchase of plant and equipment Expenditures on exploration and evaluation assets Net cash flows used in investing activities | (552,158) (4,434,781) (4,986,939) | 700,000 (931,393) (7,525,412) (7,756,805) |
| CASH FLOWS FROM FINANCING ACTIVITIES Proceeds from issuance of capital stock | 135,900 | 68,515 |
| Lease payments | (258,773) | (258,773) |
| Net cash flows used in financing activities | (122,873) | (190,258) |
| Net easi nows used in maneing activities | (122,073) | (170,230) |
| Effect of foreign exchange on cash | (60,498) | (172,517) |
| Change in cash and cash equivalents during the period | (6,525,484) | (9,782,800) |
| Cash and cash equivalents, beginning of period | 14,369,089 | 26,550,120 |
| Cash and cash equivalents, end of period | \$7,843,605 | \$16,767,320 |

Supplemental disclosures with respect to cash flows (Note 10)

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

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30

Capital Stock

| | Number | Amount | Reserves | Deficit | Total |
|--------------------------------------|-------------|---------------|--------------------|-----------------|--------------|
| Balance, as at December 31, 2022 | 147,458,136 | \$88,837,293 | \$10,851,344 | \$ (42,714,959) | \$56,973,678 |
| Shares issued for warrants exercised | 6,412 | 12,453 | (4,438) | - | 8,015 |
| Shares issued for options exercised | 275,000 | 108,415 | (47,915) | - | 60,500 |
| Share-based compensation | - | - | 622,309 | - | 622,309 |
| Loss for the period | | | - | (2,610,706) | (2,610,706) |
| Balance, as at September 30, 2023 | 147,739,548 | \$88,958,162 | \$11,421,299 | \$(45,325,665) | \$55,053,796 |
| D. L. 01 2022 | 140.744.540 | фор 25 4 0 40 | 011.054.561 | Φ(Δζ. ζ52. 125) | Φ54.656.405 |
| Balance, as at December 31, 2023 | 148,744,548 | \$89,354,048 | \$11,954,561 | \$(46,652,125) | . , , |
| Shares issued for options exercised | 755,000 | 253,228 | (117,328) | - | 135,900 |
| Share-based compensation | - | - | 494,765 | (2.002.667) | 494,765 |
| Loss for the period | | | | (2,003,667) | (2,003,667) |
| Balance, as at September 30, 2024 | 149,499,548 | \$89,607,276 | \$12,331,998 | \$(48,655,792) | \$53,283,482 |

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

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

1. LIQUIDITY AND CONTINUANCE OF OPERATIONS

Century Lithium Corp. (formerly Cypress Development Corp.) was incorporated pursuant to the Business Corporations Act (Saskatchewan) on August 23, 1991. It is a publicly traded company listed on the Toronto Stock Exchange ("TSX.V") under the symbol "LCE" (formerly "CYP") and on the OTCQB market in the United States under the symbol "CYDVF". The Company together with its subsidiaries (collectively referred to as the "Company") is principally engaged in the acquisition, exploration and evaluation and development of resource properties located in the United States.

The head office and records of the Company are located at Suite #1030 - 505 Burrard Street (formerly Suite #1610 - 777 Dunsmuir Street),

These consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for at least the next twelve months. The Company has not yet determined whether its Angel Island Mine (formerly Clayton Valley Project) (the "Project") can be economically developed. At September 30, 2024 the Company had working capital of \$7,686,527, which management believes is sufficient liquidity to meet the Company's obligations and continue operations for at least the next twelve months. The Company put spending reduction initiatives in place beginning in the fourth quarter of 2023 and, with the completion and issuance of the feasibility study in the second quarter of 2024, is giving priority in its spending plans to those recommendations from the feasibility study related to permitting and funding, and to further work at the Company's pilot plant.

The continued operations of the Company and the recoverability of the amounts shown for exploration and evaluation assets is dependent upon the ability of the Company to obtain the necessary financing to complete the exploration and develop the Project and bring it to future profitable production. The Company does not generate cash flows from operations to fund its activities and therefore relies principally on the issuance of securities for financing. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

2. BASIS OF PREPARATION

Statement of Compliance with International Financial Reporting Standards

These condensed interim consolidated financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. These condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS"). They do not include all information required for a complete set of IFRS financial statements. However selected notes are included to explain events and transactions that are significant to an understanding of the changes and performance since the Company's last annual financial statements as at and for the year ended December 31, 2023.

Basis of consolidation

These interim financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany balances and transactions have been eliminated upon consolidation.

These interim financial statements are presented in Canadian dollars which is also the parent company's functional currency. The functional currency for each entity consolidated with the Company is determined by the currency of the primary economic environment in which it operates.

The US subsidiary's functional currency is the Canadian dollar.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

2. BASIS OF PREPARATION (cont'd...)

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement of translation of monetary items are recognized in profit and loss.

Accounting policies

Except as set out below, the accounting policies, estimates and judgements, methods of computation and presentation followed in these interim financial statements are the same as those applied in the Company's annual financial statements for the year ended December 31, 2023. Accordingly, these interim financial statements should be read in conjunction with the Company's most recent annual financial statements.

Adoption of new accounting standards and accounting developments

Amendments to IAS 1 – Presentation of Financial Statements. In October 2022, the IASB issued amendments to IAS 1, Presentation of Financial Statements titled Noncurrent Liabilities with Covenants. These amendments sought to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 override and incorporate the previous amendments, Classification of Liabilities as Current or Non-current, issued in January 2020, which clarified that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period. The amendments are effective for annual periods beginning on or after January 1, 2024 and adoption of these amendments did not have an effect on the Company's financial statements.

Approval of financial statements

The Board of Directors approved these interim financial statements for issue on November 14, 2024.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

3. RECEIVABLES AND PREPAID EXPENSES

Receivables and prepaids are comprised of:

| | September 30, 2024 | December 31, 2023 |
|-------------------------------|-----------------------|----------------------|
| GST receivable Prepayments | \$ 9,255 288,722 | \$ 14,345 387,384 |
| Total | \$ 297,977 | \$ 401,729 |

4. RIGHT-OF-USE ASSET AND LEASE LIABILITY

The Company's right-of-use asset is a refining facility lease located in the Amargosa Valley of Nye County, Nevada. On December 16, 2021, the Company entered into a lease agreement (the "Agreement") replacing the initial lease agreement entered on February 7, 2021. The initial term of the Agreement is for forty-eight (48) months, running from December 1, 2021, to November 30, 2025, at a cost of US\$22,500 per month. The Agreement may be terminated with ninety (90) days' notice and extended upon written agreement by all parties. The site is to be used solely for the operation of the lithium extraction pilot plant facility unless written consent is received.

Lease liability

A reconciliation of the carrying amount of the lease liability recognized on inception of the lease as follows:

| Balance December 31, 2023 | \$ 571,897 |
|--------------------------------|------------|
| Lease payments | (258,773) |
| Lease interest (finance costs) | 54,329 |
| | |
| Balance September 30, 2024 | \$ 367,453 |

During the period ended September 30, 2024, the Company incurred \$nil (September 30, 2023 - \$14,973) in short term and low value leases that were not reflected as right-of-use assets and lease liabilities. This amount was capitalized to exploration and evaluation assets.

The following amounts were classified as current and non-current liabilities:

| | September | 30, | December 31, | | |
|---|-------------------|-----|--------------|--------------------|--|
| | 20 |)24 | 2023 | | |
| Current portion of lease liabilities Non-current portion of lease liabilities | \$ 310, \$ 56, | | \$ \$ | 277,826 294,071 | |

As at September 30, 2024, the total undiscounted amount of the estimated future cash flows to settle the Company's lease liabilities over the remaining lease term is as follows:

| 2024 | 86,258 |
|-------|-----------|
| 2025 | 316,278 |
| Total | \$402,536 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

4. RIGHT-OF-USE ASSET AND LEASE LIABILITY (cont'd...)

Right -of-use asset

| Balance December 31, 2023 Accumulated depreciation | \$ 495,124 (193,743) |
|--|-------------------------|
| Balance September 30, 2024 | \$ 301,381 |

5. PLANT AND EQUIPMENT

| | Pilot Plant | Equipment | Total |
|--------------------------------|--------------|-----------|-------------|
| Cost | | | |
| Balance, December 31, 2023 | \$ 6,168,426 | 11,199 | 6,179,625 |
| Additions | 552,158 | = | 552,158 |
| Balance, September 30, 2024 | \$ 6,720,584 | 11,199 | \$6,731,783 |
| Accumulated depreciation | | | |
| Balance, December 31, 2023 | 856,160 | 3,774 | 859,934 |
| Depreciation during the period | 1,992,678 | 885 | 1,993,563 |
| Balance, September 30, 2024 | \$2,848,838 | \$4,659 | \$2,853,497 |
| Net book value | | | |
| Balance, December 31, 2023 | 5,312,266 | 7,425 | 5,319,691 |
| Balance, September 30, 2024 | \$3,871,746 | \$6,540 | \$3,878,286 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

6. EXPLORATION AND EVALUATION ASSETS

September 30, 2024 (9 months)

| September 30, 2024 (2 months) | | 171 1 | | NY 1 |
|--|----|-------------|-------------------|--------------|
| | Α | ngel Island | ~ | Nevada, |
| | | Mine | Goat | USA |
| | | Project | Claims | Total |
| Acquisition costs: | | | | |
| Balance, December 31, 2023 Additions | \$ | 7,039,565 | \$ 75,950 - | \$ 7,115,515 |
| Balance, September 30, 2024 | | 7,039,565 | 75,950 | 7,115,515 |
| Exploration and evaluation costs: Incurred during the period: | | | | |
| Administrative expenses | | 302,736 | - | 302,736 |
| Assaying/sampling | | 59,194 | - | 59,194 |
| Consulting | | 392,921 | - | 392,921 |
| Feasibility | | 563,455 | - | 563,455 |
| Other/supplies | | 36,162 | - | 36,162 |
| Pilot plant operating expenses | | 4,384,676 | - | 4,384,676 |
| Transportation/fuel | | 21,064 | _ | 21,064 |
| Travel | | 136,859 | - | 136,859 |
| Wages | | 534,502 | - | 534,502 |
| | | 6,431,569 | - | 6,431,569 |
| Balance, December 31, 2023 | | 26,745,337 | = | 26,745,337 |
| Balance, September 30, 2024 | | 33,176,906 | - | 33,176,906 |
| Total balance, September 30, 2024 | 9 | 640,216,471 | \$75,950 | \$40,292,421 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

| December 31, 2023 (12 months) | Angel Island Mine Project | Clayton Valley Pilot Plant | Goat Claims | Nevada, USA Total |
|--------------------------------------|---------------------------------|----------------------------------|----------------|-------------------------|
| Acquisition costs: | | | | |
| Balance, beginning of year | \$ 7,039,565 | \$ - | \$ 75,950 | \$ 7,115,515 |
| Additions | - | - | - | - |
| Balance, end of year | 7,039,565 | - | 75,950 | 7,115,515 |
| Exploration and evaluation costs: | | | | |
| Incurred during the period: | | | | |
| Administrative expenses | 513,820 | - | - | 513,820 |
| Assaying/sampling | 91,718 | - | - | 91,718 |
| Consulting | 1,036,809 | - | - | 1,036,809 |
| Depreciation | - | 64,582 | - | 64,582 |
| Feasibility | 2,689,167 | - | - | 2,689,167 |
| Other/supplies | 61,472 | - | - | 61,472 |
| Pilot plant | - | 438,117 | - | 438,117 |
| Pilot plant operating expenses | 4,646,033 | - | - | 4,646,033 |
| Transportation/fuel | 22,298 | - | - | 22,298 |
| Travel | 138,985 | - | - | 138,985 |
| Water rights | 613,399 | - | - | 613,399 |
| | 9,813,701 | 502,699 | - | 10,316,400 |
| Balance, December 31, 2022 | 16,931,637 | 4,554,774 | - | 21,486,411 |
| Transfer to Plant and Equipment | - | (5,057,473) | - | (5,057,473) |
| Balance, end of year | 26,745,338 | - | - | 26,745,338 |
| Total December 31, 2023 | \$33,784,903 | \$ - | \$75,950 | \$33,860,853 |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

Claims

The contiguous Dean, Glory and Enertopia properties collectively comprise the Company's Angel Island Mine Project. Exploration drilling began in 2017.

Glory Lithium Project, Clayton Valley, Nevada, USA

In 2016, the Company entered into an option agreement to acquire a 100% interest in the Glory Lithium Project in Clayton Valley, Nevada. To earn a 100% interest, the Company made US\$162,500 in cash payments (\$212,357) and issued 1,100,000 shares of the Company (issued at a fair value of \$175,000). The optionor retains a 3% net smelter royalty ("NSR") with the Company having the right to purchase 2% NSR for US\$1,000,000.

Dean, Clayton Valley, Nevada, USA

The Company acquired a 100% interest in claims located in southern Clayton Valley, Nevada, USA for US\$140,000 in cash payments and the issuance of 1,050,000 shares of the Company. The optionor retains a 3% NSR. The Company has the right to purchase 2% of the NSR for US\$1,000,000.

Enertopia, Esmeralda County, Nevada, USA

On May 4, 2022, the Company completed the acquisition of the Enertopia Project located immediately adjacent to the Company's Dean and Glory properties. The Enertopia Project owns certain mining claims, which include the right to mine for minerals, access, and any related data, including unpatented mining claims. The underlying royalty holders retain a 1% NSR. Under the terms of the agreement, the Company issued 3,000,000 common shares valued at \$4,890,000 and paid US\$1,100,000 (\$1,418,147) in cash. In connection with the transaction, the Company also paid a finder's fee of US\$105,000 (\$135,368).

Gunman Project, White Pine Claims, Nevada, USA

The Company has a 49% interest in certain claims located in White Pine County, Nevada, known as the Gunman Project. The project is subject to a 2% NSR.

On December 5, 2017, the Company entered into an option agreement (the "Agreement") with Pasinex Resources Limited ("Pasinex"), whereby a previous optionee transferred its option to earn up to an 80% interest in the project to Pasinex.

In order to acquire an initial 51% interest in the project (the "First Option"), Pasinex issued 600,000 of its common shares to the Company, made cash payments of US\$100,000 and had to incur exploration expenditures totaling US\$1,850,000 over the three-year term of the agreement. The Company also granted Pasinex a second option (the "Second Option") to acquire an additional 29% interest by issuing 200,000 common shares, making a cash payment of US\$250,000 and incurring US\$1,100,000 in exploration expenditures within one year of satisfying and exercising the First Option.

On September 11, 2019, and again on November 27, 2020, the Company and Pasinex amended the Agreement, whereby the First Option was extended to December 31, 2022, and the Second Option was extended to December 31, 2024. As a condition for extending the Agreement, Pasinex paid the Company US\$15,000 (\$19,498) and must incur exploration expenditures of US\$200,000 by December 31, 2021. On December 13, 2021, a third amending agreement extended the due date of US\$200,000 in exploration expenditures from December 31, 2021, to June 30, 2022. As

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

6. EXPLORATION AND EVALUATION ASSETS (cont'd...)

consideration, the Company received US\$20,000 (\$25,849) and recognized a recovery on exploration and evaluation assets in the statement of profit or loss during fiscal 2021.

Pasinex completed the required US\$200,000 in exploration expenditures by June 30, 2022.

On December 29, 2022, a fourth amending agreement extended the deadline for completion of the First Option Conditions of Exercise from December 31, 2022 to September 30, 2023. Pasinex completed the required US\$1,400,000 expenditure commitment during the third quarter 2023 and holds a 51% interest in the project.

Pasinex now has the following cash payments and share issuances to make to the Company and other conditions to earn the Second Option:

| Due Date | Cash Payments | Share Issuances | Expenditure Commitments |
|---|------------------|--------------------|-------------------------|
| To acquire an additional 29%: By December 31, 2024 Receipt of a feasibility report within 90 days of exercise of the First Option | US\$250,000 | 200,000 | US\$1,100,000 |
| Total | US\$250,000 | 200,000 | US\$1,100,000 |

^{*}There has been no feasibility study received from Pasinex as of September 30, 2024. Pasinex remains at 51% interest in the project.

Goat Claims, Nevada, USA

On May 3, 2021, the Company acquired mining claims in Clayton Valley, Nevada by issuing 49,000 common shares with a fair value of \$75,950.

Water Rights, Nevada, USA

On September 7, 2021, the Company entered into a Water Rights Purchase and Sale Agreement (the "Water Rights Agreement") with Intor Resources Corporation ("Intor"), a wholly-owned subsidiary of Nevada Sunrise Gold Corporation, for the purchase of Intor's Water Rights Permit in Clayton Valley, Nevada (the "Permit"). The Permit allows for the use of water for mining, milling and domestic use.

Consideration paid for the Permit was US\$2,150,000 (\$2,691,445) and the issuance of 546,909 common shares with a fair value of \$973,498.

The original Permit was valid until August 28, 2022, and thereafter annual extensions are made.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

7. CAPITAL STOCK

Authorized

An unlimited number of common shares without par value.

Issuances during the nine months ended September 30, 2024:

The Company issued a total of 755,000 common shares on the exercise of share options for gross proceeds of \$135,900. The original \$117,328 value of these share options was transferred from reserves to capital stock. The closing share price on the date of exercise was \$0.26.

Issuances during the year ended December 31, 2023:

The Company issued a total of 6,412 common shares on the exercise of share purchase warrants for gross proceeds of \$8,015. The original \$4,438 value of these warrants was transferred from reserves to capital stock.

The Company also issued a total of 1,280,000 common shares on the exercise of share options for gross proceeds of \$281,600. The original \$222,702 value of these share options was transferred from reserves to capital stock.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

8. RESERVES

The Company has a stock option plan in place under which it is authorized to grant options, restricted share units and deferred share units to Directors, Officers, employees, and consultants, to acquire up to 10% of the issued and outstanding common stock of the Company. The exercise price of each option is set by the directors but cannot be less than the closing price on the grant date. The options can be granted for a maximum term of 10 years and vest at the discretion of the Board of Directors.

Stock option and share purchase warrant transactions are summarized as follows:

| | Warrants | | Stock Options | |
|-----------------------------------|--------------|---------------------|---------------|---------------------|
| | | Weighted Average | | Weighted Average |
| | Number | Exercise Price | Number | Exercise Price |
| Outstanding at December 31, 2023 | 21,134,679 | \$2.141 | 8,083,000 | \$1.278 |
| Issued/granted | - | - | - | - |
| Expired | (21,134,679) | \$2.141 | (625,000) | 1.619 |
| Exercised | <u> </u> | - | (755,000) | 0.180 |
| Outstanding at September 30, 2024 | <u>-</u> | | 6,703,000 | \$1.386 |

On February 4, 2024, and March 22, 2024, 9,743,480 warrants and 11,391,199 warrants respectively expired unexercised.

On June 30, 2024, 550,000 stock options held by a former Director expired unexercised. During the quarter there were also 755,000 options exercised with a weighted average exercise price of \$0.18.

The following incentive stock options were outstanding at September 30, 2024:

| | Number | Exercise | |
|----------------|-----------|----------|-------------------|
| | of Shares | Price | Expiry Date |
| | | | |
| Stock Options: | 200,000 | \$ 0.345 | August 4, 2025 |
| | 750,000 | \$ 1.250 | May 3, 2026 |
| | 1,745,000 | \$ 2.260 | November 22, 2026 |
| | 750,000 | \$ 1.840 | April 4, 2027 |
| | 645,000 | \$ 1.060 | November 17, 2027 |
| | 1,318,000 | \$ 1.030 | April 24, 2028 |
| | 450,000 | \$ 0.940 | June 28, 2028 |
| | 845,000 | \$ 0.590 | November 29, 2028 |
| Total: | 6,703,000 | \$ 1.386 | |

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

9. RELATED PARTY TRANSACTIONS

Key management compensation

Key management personnel consist of the Company's Directors and Officers. The aggregate amount paid or accrued to key management personnel, or companies under their control, was as follows:

| | September 30, 2024 | September 30, 2023 |
|--|-----------------------|-----------------------|
| Directors' fees | \$ 206,300 | \$ 197,577 |
| Salaries and wages | 150,000 | 196,000 |
| Administrative, office and miscellaneous | 205,709 | 270,268 |
| Capitalized to exploration and evaluation assets | 484,317 | 951,754 |
| Share-based compensation | 191,554 | 299,538 |
| | | |
| Total | \$ 1,237,880 | \$ 1,915,137 |

As at September 30, 2024, \$nil (December 31, 2023 - \$14,904) is included in accounts payable and accrued liabilities owing to Directors and/or companies under their control.

Administrative agreement

The Company operates from the premises of a private company owned by a director of the Company. Through March 2023 the Company received office and administrative services under this contract for a fixed price of \$27,500 per month. In March 2024, the Company extended the agreement for three-months, at \$17,500 per month, and in July 2024, the agreement was continued at an amended price of \$12,000 per month, cancellable by three-month's notice by either party.

10. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

| | September 30, 2024 | September 30, 2023 |
|--|-----------------------|-----------------------|
| Cash received during the period for interest | \$ 355,933 | \$ 651,736 |

Significant non-cash transactions as at and for the period ended September 30, 2024, are as follows:

a) Exploration and evaluation asset expenditures of \$132,483 remain in accounts payable and accrued liabilities.

Significant non-cash transactions as at and for the period ended September 30, 2023, are as follows:

a) Exploration and evaluation asset expenditures of \$262,518 remain in accounts payable and accrued liabilities.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The significance of inputs used in making fair value measurements are examined and classified according to a fair value hierarchy. Fair values of assets and liabilities included in Level 1 are determined by reference to quoted market prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant outputs are observable, either directly or indirectly, and are based in valuation models and techniques where the inputs are derived from quoted indices. Level 3 valuations are based on inputs that are unobservable and significant to the overall fair value measurement.

Financial risk factors

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

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. The majority of the Company's cash and cash equivalents are held with the Bank of Montreal, a Canadian bank.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at September 30, 2024, the Company had cash and cash equivalents of \$7,843,605 (2023 - \$14,369,089) to settle current liabilities of \$388,309 (2023 - \$723,905) and had working capital (current assets less current liabilities) of \$7,686,527 (2023 - \$14,070,913). All of the Company's financial liabilities are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

(Unaudited - Expressed in Canadian Dollars)

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd...)

(a) Interest rate risk

The Company has cash balances held with financial institutions. The Company's current policy is to invest excess cash in savings accounts or guaranteed investment certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. The Company has \$2,240,434 in interest-bearing savings accounts with banks as at September 30, 2024 (December 31, 2023 - \$13,588,341) and \$5,000,000 (December 31, 2023 - \$nil) in interest-bearing investment-grade guaranteed investment certificates with accrued interest of \$22,973 (December 31, 2023 - \$nil). A 1% change in interest rates would have an effect of \$72,404 (2023 - \$135,883) on interest income.

(b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in United States Dollars. In addition to cash in US accounts of \$542,455 (December 31, 2023 - \$687,580) as of September 30, 2024, the Company has \$132,483 (December 31, 2023 - \$303,752) in liabilities to US payees. A 1% change in foreign exchange rates would result in a gain of \$6,749 (2023 - \$9,913) on foreign currency gain/loss.