NORTH ARROW MINERALS INC.

FINANCIAL STATEMENTS

For the Years Ended April 30, 2024 and 2023

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
North Arrow Minerals Inc.

Opinion

We have audited the accompanying financial statements of North Arrow Minerals Inc. (the "Company"), which comprise the statements of financial position as at April 30, 2024 and 2023, and the statements of loss and comprehensive loss, cash flows, and changes in equity for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

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 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 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 in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that as at April 30, 2024, the Company had an accumulated deficit of $30,436,541, incurred ongoing losses and has no source of recurring revenue. As stated in Note 1, these events and conditions 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 judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our auditor's report.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 10 to the financial statements, the carrying amount of the Company's E&E Assets was $17,083,689 as of April 30, 2024. As more fully described in Note 3 to the financial statements, an impairment review is undertaken at the end of each reporting period or when indicators of impairment arise that its carrying amount may not be recoverable.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Asset.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company's recent expenditure activity and expenditure budgets for future periods.
- Assessing compliance with agreements and expenditure requirements including reviewing option agreements and vouching cash payments and share issuances.
- Assessing the Company's rights to explore E&E Assets including sending a confirmation request to an optionor to ensure good standing of an agreement.
- Obtaining, on a test basis through government websites, confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. 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 Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the 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 financial statements of the current year 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 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 Peter Maloff.

Davidson & Company LLP

Vancouver, Canada　　　　Chartered Professional Accountants

August 19, 2024

NORTH ARROW MINERALS INC.
STATEMENTS OF FINANCIAL POSITION
As at April 30, 2024 and 2023
(Expressed in Canadian Dollars)

		2024		2023
ASSETS				
Current				
Cash and cash equivalents (Note 5)	$	**428,563**	$	271,513
Receivables (Note 7)		**82,261**		16,148
Marketable securities (Note 6)		**1,250**		2,916
Prepaid expenses		**11,889**		5,552
		523,963		296,129
Equipment (Note 8)		**24,849**		27,221
Security deposits (Note 10)		**243,361**		-
Right-of-use assets (Note 9)		**25,609**		60,097
Exploration and evaluation assets (Note 10)		**17,083,689**		15,799,564
	$	**17,901,471**	$	16,183,011
LIABILITIES				
Current				
Accounts payable and accrued liabilities (Note 11 and 16)	$	**407,924**	$	547,107
Bank line of credit (Note 12)		**-**		40,000
Loan payable (Note 13)		**548,297**		496,324
Deferred premium		**31,736**		-
Current portion of lease liabilities (Note 9)		**23,697**		33,333
		1,011,654		1,116,764
Reclamation provision (Note 14)		**195,995**		-
Lease liabilities (Note 9)		**-**		23,877
		1,207,649		1,140,641
SHAREHOLDERS' EQUITY				
Capital stock (Note 15)		**40,848,452**		38,773,039
Share-based payment reserve (Note 15)		**6,281,911**		5,798,269
Deficit		**(30,436,541)**		(29,528,938)
		16,693,822		15,042,370
	$	**17,901,471**	$	16,183,011

Nature and continuance of operations (Note 1)
Subsequent events (Notes 10, 13, 15)

Approved and authorized on behalf of the Board on August 19, 2024

"D. Grenville Thomas" Director *"Blair Murdoch"* Director

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

NORTH ARROW MINERALS INC.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the Years Ended April 30, 2024 and 2023
(Expressed in Canadian Dollars)

		2024		2023
Advertising, promotion and travel	$	**212,171**	$	119,702
Amortization of bonus shares and warrants (Note 13)		**-**		18,685
Consulting (Note 16)		**9,000**		9,000
Depreciation (Note 8 and 9)		**42,027**		43,738
Office, miscellaneous and rent (Note 16)		**164,158**		147,943
Professional fees		**88,191**		71,517
Property investigation costs		**21,332**		64,773
Regulatory and filing fees		**14,314**		14,078
Salaries and benefits (Note 16)		**351,377**		340,484
Share-based compensation (Note 15 and 16)		**452,365**		11,072
		(1,354,935)		(840,992)
Interest, foreign exchange and other income		**42,714**		4,882
Other income – deferred premium (Note 15)		**229,594**		15,218
Gain on loan (Note 12)		**10,000**		-
Gain on reversal of impairment write-down (Note 10)		**261,000**		-
Loss on marketable securities (Note 6)		**(1,666)**		(7,084)
Write-down of exploration and evaluation assets (Note 10)		**(94,310)**		(3,414,969)
		447,332		(3,401,953)
Loss and comprehensive loss for the year	$	**(907,603)**	$	(4,242,945)
Basic and diluted loss per share	$	**(0.01)**	$	(0.03)
Weighted average number of common shares		**173,988,281**		126,713,758

The accompanying notes are an integral part of these financial statements

NORTH ARROW MINERALS INC.
STATEMENTS OF CASH FLOWS
For the Years Ended April 30, 2024 and 2023
(Expressed in Canadian Dollars)

	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	**$ (907,603)**	$ (4,242,945)
Items not involving cash:		
Depreciation	**42,027**	43,738
Share-based compensation	**452,365**	11,072
Loss (gain) on marketable securities	**1,666**	7,084
Finance cost	**61,456**	52,116
Amortization of bonus shares and warrants	**-**	18,685
Other income – deferred premium	**(229,594)**	(15,218)
Gain on loan	**(10,000)**	-
Write-down of exploration and evaluation assets	**94,310**	3,414,969
Gain on reversal of impairment write-down	**(261,000)**	-
Changes in non-cash working capital items:		
Receivables	**(66,113)**	45,599
Prepaid expenses	**(6,337)**	11,049
Accounts payable and accrued liabilities	**(54,483)**	105,402
	(883,306)	(548,449)
CASH FLOWS FROM INVESTING ACTIVITIES		
Expenditures on exploration and evaluation assets, net	**(1,157,135)**	(336,307)
Security deposit – net	**(47,366)**	-
Advance from Burgundy Diamond Mines Limited	**-**	(731,289)
Purchase of equipment	**(5,167)**	(4,191)
	(1,209,668)	(1,071,787)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from a private placement	**2,423,940**	835,000
Share issuance costs	**(100,920)**	(19,113)
Proceeds on exercise of warrants	**-**	86,000
Repayment of loan	**(30,000)**	-
Repayment of lease liabilities	**(42,996)**	(42,552)
	2,250,024	859,335
Change in cash and cash equivalents during the year	**157,050**	(760,901)
Cash and cash equivalents, beginning of the year	**271,513**	1,032,414
Cash and cash equivalents, end of the year	**$ 428,563**	**$ 271,513**

Supplemental disclosure with respect to cash flows (Note 18)

The accompanying notes are an integral part of these financial statements

NORTH ARROW MINERALS INC.
STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

	Number of Shares	Capital Stock	Share-based payment reserve	Deficit	Total
Balance, April 30, 2022	**120,898,744**	**$ 38,168,252**	**$ 5,452,097**	**$ (25,285,993)**	**$ 18,334,356**
Share-based compensation	**-**	**-**	**11,072**	**-**	**11,072**
Loss	**-**	**-**	**-**	**(4,242,945)**	**(4,242,945)**
Private placement – net of issuance costs	**16,700,000**	**480,787**	**335,100**	**-**	**815,887**
Shares issued on exercise of warrants	**860,000**	**86,000**	**-**	**-**	**86,000**
Shares issued for acquisition of exploration and evaluation assets	**600,000**	**38,000**	**-**	**-**	**38,000**
Balance, April 30, 2023	**139,058,744**	**38,773,039**	**5,798,269**	**(29,528,938)**	**15,042,370**
Share-based compensation	**-**	**-**	**452,365**	**-**	**452,365**
Loss	**-**	**-**	**-**	**(907,603)**	**(907,603)**
Private placement – net of issuance costs	**36,043,499**	**2,030,413**	**31,277**	**-**	**2,061,690**
Shares issued for acquisition of exploration and evaluation assets	**700,000**	**45,000**	**-**	**-**	**45,000**
Balance, April 30, 2024	**175,802,243**	**$ 40,848,452**	**$ 6,281,911**	**$ (30,436,541)**	**$ 16,693,822**

The accompanying notes are an integral part of these financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

North Arrow Minerals Inc. (the "Company") was incorporated federally under the laws of the Canada Business Corporations Act. On January 25, 2023, the Company was continued into British Columbia, from the jurisdiction of Canada, under the Business Corporations Act.

The financial statements of the Company are presented in Canadian dollars, which is the functional currency of the Company.The Company trades on the TSX Venture Exchange (TSXV – NAR) and its registered office address is Ste. #960-789 West Pender Street, Vancouver, BC, Canada V6C 1H2.

The Company's principal business activity is the acquisition and exploration of exploration and evaluation assets. To date, the Company has not generated significant revenues from operations and is considered to be in the exploration stage.

These financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. At April 30, 2024, the Company had an accumulated deficit of $30,436,541 (April 30, 2023 - $29,528,938), incurred ongoing losses and has no source of recurring revenue. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported amounts of expenses and the classification of statement of financial position items if the going concern assumption was inappropriate. These adjustments could be material.

The Company's continuation as a going concern is dependent on the successful results from its mineral property exploration activities, its ability to reduce or defer discretionary expenditures and its continued ability to raise equity capital or borrowings sufficient to meet current and future obligations. There are many external factors that can adversely affect general workforces, economies and financial markets globally. Examples include, but are not limited to, the COVID-19 global pandemic from March 2020 and political conflicts in other regions. It is not possible for the Company to predict the duration or magnitude of adverse results of such external factors and its effect on the Company's business or ability to raise capital.

2. BASIS OF PRESENTATION

a) Statement of compliance

These financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These financial statements are presented in Canadian dollars unless otherwise noted.

b) Basis of measurement

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.

c) Significant accounting judgments, estimates and assumptions

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

Although management uses historical experiences and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

2. BASIS OF PRESENTATION – continued

c) Significant accounting judgments, estimates and assumptions - continued

The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets and the valuations for share-based payments, marketable securities, deferred premiums, deferred tax amounts, reclamation provision, right-of-use assets and lease liabilities.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

(i) Economic recoverability and probability of future benefits of exploration and evaluation costs.
Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses significant judgement when assessing several criteria in determining economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

(ii) Valuation of share-based payments and warrants recorded as marketable securities
The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments and warrants recorded as marketable securities. Option pricing models require the input of subjective assumptions including expected price volatility, interest rates and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and Company's earnings and equity reserves.

(iii) Income taxes
In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

(iv) Valuation of deferred premiums and flow-through shares
On issuance the Company bifurcates the flow-through share into a flow-through share premium liability based on the estimated premium the investor pays for the flow through share and share capital. When qualifying expenses are incurred the Company derecognizes the liability and the premium is recognized as other income.

(v) Valuation of marketable securities
Marketable securities are valued at fair market value based on quoted prices in active markets. Changes in market prices can materially affect the fair value estimate and the Company's earnings.

(vi) Valuation of right-of-use assets and related lease liabilities
Lease liabilities are initially measured at the present value of the lease payments discounted using the Company's estimated incremental borrowing rate or the interest rate implicit in the lease. Lease payments are allocated between the lease liability and the finance cost. The finance cost is charged to profit or loss using the effective interest method.

The right-of-use assets are initially measured at the cost or corresponding lease liability plus direct costs. They are subsequently measured at cost less depreciation and any impairment losses. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

(vii) Valuation of loan payable
The loan payable is initially recorded at the consideration given less any bonus shares and warrants granted. The bonus shares and warrants are amortized over the term of the loan.

2. BASIS OF PRESENTATION – continued

c) Significant accounting judgments, estimates and assumptions - continued

(viii) Reclamation provision

The reclamation provision represents the value of future estimated costs for the reclamation of the Company's exploration and evaluation projects. The estimate includes assumptions as to the future activities, costs and timing of reclamation work.

3. MATERIAL ACCOUNTING POLICY INFORMATION

a) Foreign currencies

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company is the Canadian Dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates ("IAS 21").

Any transactions in currencies other than the functional currency have been translated to the Canadian dollar in accordance with IAS 21. Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in the statements of loss and comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

The Company's presentation currency is the Canadian dollar ("$").

b) Loss per share

Basic earnings (loss) per share is computed by dividing earnings (loss) available to common shareholders by the weighted average number of common shares outstanding during the year. The computation of diluted earnings (loss) per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on the earnings (loss) per share. The calculation proved to be anti-dilutive for fiscal 2024 and 2023.

c) Share-based compensation and unit financings

The Company grants stock options to buy common shares of the Company to directors, officers, employees and service providers. The board of directors grants such options for periods of up to five years, with vesting periods determined at its sole discretion and at prices equal to or greater than the closing market price on the day preceding the date the options were granted. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

The fair value of options granted to employees is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period during which the share purchase options vest. The fair value of the share purchase options granted is measured taking into account the terms and conditions upon which the share purchase options were granted. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share purchase options that are expected to vest.

3. MATERIAL ACCOUNTING POLICY INFORMATION – continued

c) Share-based compensation and unit financings - continued

Equity financing transactions may involve the issuance of common shares or units. A unit is comprised of a number of common shares and a number of warrants. Depending on the terms of each equity financing agreement the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the financing agreement. Warrants that are part of units are assigned value based on the residual value method and included in share capital with the common shares that were concurrently issued. Warrants that are issued as payment for agency fees or other transaction costs are accounted for as share-based payments.

d) Equipment

Equipment is stated at cost less accumulated depreciation and any impairment in value.

The initial cost of an asset is comprised of its purchase price and any directly attributable costs in bringing the asset to its working condition and location for its intended use. Expenditures incurred after the asset has been put into operation, such as repairs, maintenance and overhaul costs, are normally recognized as expense in the period the costs are incurred. In situations where it can be clearly demonstrated that the expenditures have improved the condition of the asset beyond the originally assessed standard of performance, the expenditures are capitalized as an additional cost of equipment.

Assets are depreciated at the following rates:

Office and computer equipment	30% declining balance
Field equipment	20% declining balance

The remaining useful lives, residual values and depreciation method are reviewed and adjusted, if appropriate, at financial year-end to ensure that the periods and method of depreciation are consistent with the expected pattern of economic benefits from the items of equipment.

The carrying values of equipment are reviewed for impairment at the end of each reporting period or when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of equipment is derecognized when either it has been disposed or when it is permanently withdrawn from use and no future economic benefits are expected from its use or disposal. Any gains or losses arising on the retirement and disposal of an item of equipment are included in the statement of loss and comprehensive loss in the period of retirement or disposal.

e) Exploration and evaluation assets

Costs directly related to the acquisition, exploration and evaluation of mineral properties are capitalized once the legal rights to explore the properties have been obtained. When it is determined that such costs will be recouped through successful development and exploitation, expenditures are transferred to tangible assets and depreciated over the expected productive life of the asset. Costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the ore reserves, while costs for the prospects abandoned are written off.

Impairment reviews for deferred exploration and evaluation costs are carried out on a project by project basis, with each project representing a single cash generating unit. An impairment review is undertaken at the end of each reporting period or when indicators of impairment arise but typically when one or more of the following circumstances apply:

3. MATERIAL ACCOUNTING POLICY INFORMATION – continued

e) Exploration and evaluation assets - continued

* Unexpected geological occurrences that render the resource uneconomic;
* Title to the asset is compromised;
* Fluctuations in metal prices that render the project uneconomic;
* Variation in the currency of operations; and
* Threat to political stability in the country of operation.

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as exploration and evaluation assets or recoveries when the payments are made or received.

The recoverability of the amounts capitalized for the undeveloped resource properties is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to farm out its resource properties, the ability to obtain the necessary financing to complete their development and future profitable production or proceeds from the disposition thereof.

Title to resource properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many resource properties. The Company has investigated title to all of its resource properties and, to the best of its knowledge, title to all of its properties are in good standing.

f) Impairment

At the end of each reporting period the carrying amounts of the Company’s assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm’s length transaction between knowledgeable and willing parties. 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. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of loss and comprehensive loss for the period. For an asset that does not generate independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

g) Marketable securities

Marketable securities are measured at fair value and consist of shares listed on the TSX Venture Exchange.

h) Financial instruments

Financial assets

The Company classifies its financial assets in the following categories:

- Fair value through profit or loss (FVTPL)
- Fair value through other comprehensive income (FVTOCI)
- Amortized cost

3. MATERIAL ACCOUNTING POLICY INFORMATION - continued

h) Financial instruments - continued

The determination of the classification of financial assets is made at initial recognition. Marketable securities that are held for trading are classified as FVTPL: for other marketable securities and investments, on the day of acquisition the Company can make an irrevocable election to classify them as FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statement of loss and comprehensive loss for the period.

Financial assets at FVTOCI: Marketable securities and investments carried at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income in the period.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective is to hold the financial asset for the collection of contractual cash flows and the asset's contractual cash flows are comprised solely of payments of principal and interest. The financial asset is classified as current or non-current based on its maturity date and is initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

The following table shows the classification of the Company's financial assets:

Financial asset	Classification
Cash and cash equivalents	Amortized cost
Receivables	Amortized cost
Marketable securities	FVTPL

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss: this category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Other financial liabilities: This category includes accounts payable and accrued liabilities, loan payable, bank line of credit, and lease liabilities, which are recognized at amortized cost using the effective interest method.

The effective interest method calculates the amortized cost of a financial liability and allocates interest expense over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts over the expected life of the financial liability, or, where appropriate, a shorter period.

Transaction costs in respect of financial liabilities at fair value through profit or loss are recognized in the statement of loss and comprehensive loss immediately while transaction costs associated with other financial liabilities are included in the initial measurement of the financial liability.

3. MATERIAL ACCOUNTING POLICY INFORMATION - continued

i) Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the statements of loss and comprehensive loss.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it will not be recognized.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities that do not affect accounting or taxable profit
- goodwill
- differences relating to investment in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

j) Environmental rehabilitation

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as mining assets. The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to mining assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period. The costs of rehabilitation projects that were included in the rehabilitation provision are recorded against the provision as incurred.

3. MATERIAL ACCOUNTING POLICY INFORMATION - continued

k) Flow-through shares

The Company can issue flow-through shares to finance exploration programs undertaken in Canada. Pursuant to the terms of the flow-through share subscription agreements, these shares transfer the tax deductibility of qualifying mineral expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium liability, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability and ii) share capital. Upon qualifying expenses being incurred, the Company derecognizes the liability and the premium is recognized as other income.

l) Right-of use assets and lease liabilities

The Company assesses whether a contract is a lease, at inception of the contract and recognizes a right-of-use asset and a corresponding liability with respect to all lease arrangements unless the lease is a low value lease or ends within 12 months. Mineral leases held by the Company are exempt from the provisions of IFRS 16.

The right-of-use assets comprise the initial measurement of the corresponding lease liabilities and any direct costs. They are subsequently measured at cost less depreciation and any impairment losses. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

m) New accounting pronouncements

The Company adopted the following amendments to accounting standards, which are effective for annual reporting periods beginning on or after May 1, 2023:

Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) – the amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.

Definition of Accounting Estimates (Amendments to IAS 8) – the amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.

Certain pronouncements were issued by the IASB but are not yet effective as at April 30, 2024. The Company intends to adopt these standards when they become effective but does not expect these amendments to have a material effect on its financial statements.

n) Reclamation provision

The Company recognizes a liability for a reclamation obligation on long-lived assets when a legal or constructive obligation exists, as a result of past events and the amount of the liability is reasonably determinable. Reclamation provisions are initially recognized and recorded as a liability based on estimated future cash flows discounted at a risk free rate.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - continued

The Company's financial instruments consist of cash and cash equivalents, marketable securities, receivables, accounts payable and accrued liabilities, bank line of credit, loan payable, and lease liabilities. The carrying value of cash and cash equivalents, receivables, accounts payable and accrued liabilities, loans and bank line of credit approximate their fair values due to their immediate or short-term maturity. Marketable securities consisting of common shares are recorded at fair value based on the quoted market prices in active markets at the reporting date, which is consistent with Level 1 of the fair value hierarchy**.**

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, interest rate risk, liquidity risks, foreign currency risk, and equity market risk. The Company's objective with respect to risk management is to minimize potential adverse effects on the Company's financial performance. The Board of Directors provides direction and guidance to management with respect to risk management. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

Credit risk

Credit risk is the risk of financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company manages credit risk by investing its excess cash in short-term investments with investment grade ratings, issued by a Canadian chartered bank. The Company's receivables consist primarily of sales tax receivables due from the federal government and receivables from companies with which the Company has exploration agreements or options. The maximum exposure to credit risk at the reporting date is the carrying value of the Company's receivables and cash and cash equivalents.

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. Financial assets and liabilities with variable interest rates expose the Company to interest rate risk with respect to its cash flow. It is management's opinion that the Company is not exposed to significant interest rate risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise the funds required through future equity financings, asset sales or exploration option agreements, or a combination thereof. The Company has no regular cash flow from its operating activities. The Company manages its liquidity risk by forecasting cash flow requirements for its planned exploration and corporate activities and anticipating investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of annual budgets and significant expenditures and commitments. Failure to realize additional funding could cast significant doubt on the Company's ability to continue as a going concern. As at April 30, 2024, the Company had cash and cash equivalents of $428,563 (April 30, 2023 - $271,513) available to settle current liabilities of $1,011,654 (April 30, 2023 - $1,116,764).

Foreign currency risk

The Company's activities are within Canada and accordingly the Company is not subject to significant foreign currency risk.

Equity market risk

The Company is exposed to equity price risk arising from its marketable securities, which are classified as fair value through profit (loss). The Company plans to sell its marketable securities as market conditions permit, or as is required to finance the Company's operations from time-to-time.

(Expressed in Canadian Dollars)

5. CASH AND CASH EQUIVALENTS

	April 30, 2024	April 30, 2023
Cash	$ 86,833	$ 271,513
Redeemable short-term investments	341,730	-
	$ 428,563	$ 271,513

6. MARKETABLE SECURITIES

	Cost	**Unrealized Gain (Loss) on AFS Securities**	**Gain (Loss) on FVTPL Securities Fair Valued**	**Fair Value**
April 30, 2022	$ 23,575	$ (50,000)	$ 36,425	$ 10,000
Rover Metals Corp. – 41,667 shares	-	-	(7,084)	(7,084)
April 30, 2023	**23,575**	**(50,000)**	**29,341**	**2,916**
Rover Metals Corp. – 41,667 shares	**-**	**-**	**(1,666)**	**(1,666)**
April 30, 2024	**$ 23,575**	**$ (50,000)**	**$ 27,675**	**$ 1,250**

During the year ended April 30, 2019, the Company completed the sale of certain assets to Rover Metals Corp. ("Rover") for consideration of 500,000 shares (received) having a fair value of $25,000. Subsequent to the acquisition date, should Rover disclose an inferred, indicated or measured mineral resource of 500,000 ounces of gold within an area of interest, the Company shall be entitled to an additional $100,000 payable in either cash or shares at the purchaser's discretion. In addition, should Rover disclose an inferred, indicated or measured mineral resource of 750,000 ounces of gold within the area, the Company shall be entitled to an additional $100,000 payable in either cash or shares at the purchaser's discretion.

7. RECEIVABLES

	April 30, 2024	April 30, 2023
HST/GST receivables	**$ 8,598**	$ 12,073
Other receivables	**73,663**	4,075
	$ 82,261	$ 16,148

(Expressed in Canadian Dollars)

8. EQUIPMENT

	Office and computer equipment	Field equipment	Total
Cost			
Balance, April 30, 2022	$71,701	$ 93,775	$165,476
Additions	4,191	-	4,191
Balance, April 30, 2023	**75,892**	**$93,775**	**$ 169,667**
Additions	**5,167**	**-**	**5,167**
Balance April 30, 2024	**$ 81,059**	**$ 93,775**	**$ 174,834**
Accumulated Depreciation			
Balance April 30, 2022	$ 58,132	$ 76,074	$ 134,206
Additions	4,700	3,540	8,240
Balance April 30, 2023	**62,832**	**79,614**	**142,446**
Additions	**4,707**	**2,832**	**7,539**
Balance April 30, 2024	**$ 67,539**	**$ 82,446**	**$ 149,985**
April 30, 2023	$ 13,060	$ 14,161	$ 27,221
April 30, 2024	**$ 13,520**	**$ 11,329**	**$ 24,849**

9. RIGHT OF USE ASSETS AND LEASE LIABILITIES

Right of use assets		**Year ended April 30, 2024**		Year ended April 30, 2023
Opening balance	**$**	**60,097**	**$**	95,595
Depreciation		**(34,488)**		(35,498)
Ending Balance	**$**	**25,609**	**$**	60,097

Lease Liabilities		**Year ended April 30, 2024**		Year ended April 30, 2023
Opening balance	**$**	**57,210**	**$**	94,877
Lease payments		**(42,996)**		(42,552)
Finance cost		**9,483**		4,885
Ending Balance	**$**	**23,697**	**$**	57,210

		Year ended April 30, 2024		Year ended April 30, 2023
Current	**$**	**23,697**	**$**	33,333
Long-term		**-**		23,877
	$	**23,697**	**$**	57,210

(Expressed in Canadian Dollars)

10. EXPLORATION AND EVALUATION ASSETS

	April 30, 2023	Expended During the Year	Write-offs During the Year	April 30, 2024
Lithium Properties				
DeStaffany, Canada				
Exploration costs	$ 2,042	51,734	$ -	$ 53,776
Acquisition and tenure costs	51,872	200	-	52,072
Geological, data collection and assays	1,793	244,638	-	246,431
Office and salaries	38,269	106,096	-	144,365
Recoveries	-	(81,600)	-	(81,600)
	93,976	321,068	-	415,044
Bathurst, Canada				
Exploration costs	2,248	-	-	2,248
Acquisition and tenure costs	25,025	25,473	-	50,498
Office and salaries	10,169	3,984	-	14,153
	37,442	29,457	-	66,899
Mackay Lake, Canada				
Exploration costs	-	10,288	-	10,288
Acquisition and tenure costs	-	9,621	-	9,621
Geological, data collection and assays	-	126,831	-	126,831
Office and salaries	-	62,295	-	62,295
	-	209,035	-	209,035
Lac de Gras, Canada				
Exploration costs	-	63,096	-	63,096
Acquisition and tenure costs	-	30,049	-	30,049
Geological, data collection and assays	-	297,788	-	297,788
Office and salaries	-	130,679	-	130,679
Recoveries	-	(81,600)	-	(81,600)
	-	440,012	-	440,012

(Expressed in Canadian Dollars)

10. EXPLORATION AND EVALUATION ASSETS – continued

Diamond Properties				
Pikoo, Canada				
Exploration costs	1,317,386	-	-	1,317,386
Drilling	2,085,859	-	-	2,085,859
Acquisition and tenure costs	223,253	1,136	-	224,389
Geological, data collection and assays	1,911,489	-	-	1,911,489
Office and salaries	814,776	1,623	-	816,399
Recoveries and contributions	(637,813)	-	-	(637,813)
	5,714,950	2,759	-	5,717,709
Loki, Canada				
Exploration costs	547,398	815	-	548,213
Drilling	687,226	-	-	687,226
Acquisition and tenure costs	113,300	9,277	-	122,577
Geological, data collection and assays	596,398	48,125	-	644,523
Office and salaries	399,793	8,337	-	408,130
Recoveries	(1,142,452)	-	-	(1,142,452)
	1,201,663	66,554	-	1,268,217
Naujaat, Canada				
Exploration costs	1,503,145	10,005	-	1,513,150
Drilling	1,464,020	50,000	-	1,514,020
Acquisition and tenure costs	460,981	24,142	-	485,123
Geological, data collection and assays	9,169,682	13,039	-	9,182,721
Office and salaries	1,988,187	20,907	-	2,009,094
Recoveries and contributions	(5,941,167)	(57,168)	-	(5,998,335)
	8,644,848	60,925	-	8,705,773
CSI, Canada				
Exploration costs	3,808	-	(3,808)	-
Acquisition and tenure costs	13,278	(12,375)	(903)	-
Geological, data collection and assays	61,818	-	(61,818)	-
Office and salaries	27,781	-	(27,781)	-
	106,685	(12,375)	(94,310)	-
Gold property				
Hope Bay, Canada				
Recovery of impairment write-down	-	261,000	-	261,000
TOTAL	$ 15,799,564	$ 1,378,435	$ (94,310)	$ 17,083,689

(Expressed in Canadian Dollars)

10. EXPLORATION AND EVALUATION ASSETS – continued

EXPLORATION AND EVALUATION ASSETS – April 30, 2023

	April 30, 2022	Expended During the Year	Write-offs During the Year	April 30, 2023
Lithium Properties				
DeStaffany				
Exploration costs	$ -	$ 2,042	$ -	$ 2,042
Acquisition and tenure costs	-	51,872	-	51,872
Geological, data collection and assays	-	1,793	-	1,793
Office and salaries	-	38,269	-	38,269
	-	93,976	-	93,976
Bathurst				
Exploration costs	-	2,248	-	2,248
Acquisition and tenure costs	-	25,025	-	25,025
Office and salaries	-	10,169	-	10,169
	-	37,442	-	37,442
Diamond Properties				
Pikoo, Canada				
Exploration costs	1,272,804	44,582	-	1,317,386
Drilling	2,085,859	-	-	2,085,859
Acquisition and tenure costs	220,979	2,274	-	223,253
Geological, data collection and assays	1,644,898	266,591	-	1,911,489
Office and salaries	719,332	95,444	-	814,776
Recoveries and contributions	(637,813)	-	-	(637,813)
	5,306,059	408,891	-	5,714,950
Loki, Canada				
Exploration costs	547,398	-	-	547,398
Drilling	687,226	-	-	687,226
Acquisition and tenure costs	80,004	33,296	-	113,300
Geological, data collection and assays	499,822	96,576	-	596,398
Office and salaries	363,381	36,412	-	399,793
Recoveries	(768,452)	(374,000)	-	(1,142,452)
	1,409,379	(207,716)	-	1,201,663
Naujaat, Canada				
Exploration costs	1,455,905	47,240	-	1,503,145
Drilling	1,464,020	-	-	1,464,020
Acquisition and tenure costs	436,166	24,815	-	460,981
Geological, data collection and assays	8,619,613	550,069	-	9,169,682
Office and salaries	1,855,848	132,339	-	1,988,187
Recoveries and contributions	(5,166,066)	(775,101)	-	(5,941,167)
	8,665,486	(20,638)	-	8,644,848
Mel, Canada				
Exploration costs	1,340,600	-	(1,340,600)	-
Drilling	465,004	-	(465,004)	-
Acquisition and tenure costs	306,260	24	(306,284)	-
Geological, data collection and assays	1,003,344	-	(1,003,344)	-
Office and salaries	414,463	5,774	(420,237)	-
Recoveries	(120,500)	-	120,500	-
	3,409,171	5,798	(3,414,969)	-
CSI, Canada				
Exploration costs	3,808	-	-	3,808
Acquisition and tenure costs	13,204	74	-	13,278
Geological, data collection and assays	61,818	-	-	61,818
Office and salaries	19,665	8,116	-	27,781
	98,495	8,190	-	106,685
TOTAL	$ 18,888,590	$ 325,943	$(3,414,969)	$ 15,799,564

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of these assets are in good standing.

Lithium Properties, Canada

DeStaffany Project, Northwest Territories

During the year ended April 30, 2023, the Company acquired a 100% interest in the DeStaffany lithium property. Under the terms of an agreement dated January 25, 2023 the Company acquired its interest from Panarc Resources Ltd. ("Panarc") for the reimbursement of staking costs of $18,000 (paid) and 500,000 shares of the Company issued at a fair value of $32,500. Panarc retains a 2% net smelter return royalty on future metal production from the property. One-half of the royalty can be purchased at any time for $2 million. During the year ended April 30, 2024, the Company posted a security deposit of $47,366 in relation to a land use permit for the property.

Bathurst Project, Nunavut

During the year ended April 30, 2023, the Company entered into an option agreement to acquire a 100% interest in the Bathurst Inlet lithium property. Under the terms of an agreement dated February 23, 2023 the Company paid Panarc for the reimbursement of staking costs of $16,515 and issued 100,000 shares of the Company valued at $5,500 during the year ended April 30, 2023. In order to complete the acquisition, the Company issued an additional 500,000 shares prior to September 30, 2023 valued at $25,000. In addition, the Company will issue a further 2,000,000 shares to Panarc within 15 days of the Company's first public disclosure of a new mineral resource on the property. Panarc will retain a 2% net smelter return royalty on future metal production from the property. One-half of the royalty can be purchased at any time for $2 million.

MacKay Lake, Northwest Territories

The MacKay Lake project consists of mineral claims acquired through staking during the year ended April 30, 2024.

Lac de Gras project, Northwest Territories

During the year ended April 30, 2024, the Company concluded an agreement with Arctic Canadian Diamond Company under which the Lac de Gras joint venture was terminated. As a result, the Company holds a 100% interest in the property, including a related $195,995 security deposit and reclamation provision ($195,995). The LDG property consists of a block of mineral claims and mining leases located within the Lac de Gras region of the Northwest Territories.

Pursuant to an acquisition agreement between the Company and Springbok Holdings Inc. ("Springbok"), in the event the Company incurs $2 million in joint venture expenditures on the Lac de Gras Joint Venture Property, the Company will issue to Springbok that number of common shares of the Company having a value of $1 million. A former director of the Company is a principal of Springbok. Effective February 20, 2024, the Company granted Springbok a 2% diamond royalty on the LDG project in exchange for Springbok waiving its right to receive the $1 million share payment. North Arrow may purchase half of the royalty by making a $2 million payment at any time up to 24 months after the date the first royalty payment is due.

Diamond Properties, Canada

Naujaat project, Nunavut

Prior to February 2023, the Company maintained a 100% interest in the Naujaat diamond project. This interest was subject to a June 1, 2020 option agreement under which the Company granted Burgundy Diamond Mines Limited ("Burgundy") (previously EHR Resources Ltd.) an option to earn a 40% interest in the project by investing $5,600,000 in the project. Effective February 3, 2023, Burgundy exercised the option and acquired a 40% interest in the Naujaat project with the Company retaining a 60% interest in the project.

10. EXPLORATION AND EVALUATION ASSETS – continued

Diamond Properties, Canada - continued

Subject to a February 15, 2017 agreement, the Company has agreed to pay Stornoway Diamond Corporation ("Stornoway") $2.5 million at the time the first royalty payments relating to the Naujaat project are payable. In addition, Stornoway retains a 0.5% gross overriding royalty ("GOR") and net smelter royalty ("NSR") on diamond, precious metal and base metal production from the Naujaat project.

The Naujaat project is also subject to an additional 3% NSR on metals and a 3% gross production royalty ("GPR") on industrial minerals, including diamonds. Effective November 21, 2016, the Company reached an agreement with the underlying royalty holder where each of the NSR and GPR may be reduced from 3% to 1% subject to future contingent cash payments totaling $5.15 million and future staged exploration expenditures totalling $20 million. During the year ended April 30, 2022, as a result of expenditures incurred, the NSR and GPR was reduced to 2.5%.

Pikoo project, Saskatchewan

The Company maintains a 100% interest in the Pikoo diamond project. This interest is subject to a February 15, 2017 agreement under which the Company agreed to pay Stornoway $1.25 million at the time the first royalty payments relating to the Pikoo project are payable. In addition, Stornoway retains a 1.0% GOR and NSR on diamond, precious metal and base metal production from the Pikoo project.

Loki project, Northwest Territories

The Company maintains a 100% interest in the Loki diamond project subject to royalties of 2.5% on diamonds and base and precious metals granted to Umgeni Holdings International Limited ("Umgeni") under the terms of a January 25, 2016 royalty purchase agreement, as amended July 31, 2019 and March 3, 2023, and a subsequent agreement dated April 30, 2023. Under the agreement dated March 3, 2023, Umgeni's royalty interest in the Loki Project was increased from 2.0% to 2.5% in exchange for the payment of $374,000 (received). Umgeni is a private company of which a former director of the Company, is a beneficiary of the sole shareholder.

The Company retains the option to purchase 0.5% of the royalties by paying Umgeni $5,000,000 any time up to 24 months after the start of commercial production from a mine on the property. In addition, the Company will issue to Umgeni 1,000,000 shares upon announcement of a new kimberlite discovery on the property and will issue a further 5,000,000 shares upon the announcement of a mineral resource in respect of a kimberlite with the property.

Mel project, Nunavut

The Company maintains a 100% interest in the Mel diamond project in Nunavut. This interest is subject to a 1% GOR payable to Anglo Celtic Exploration Ltd (the "ACEL GOR"), a private company controlled by a director. The Company retains the right to buy back one half of the ACEL GOR for $1,000,000 at any time.

Effective January 13, 2021, as amended effective August 9, 2021, the Company entered into an agreement with StrategX Elements Corp ("StrategX") to sell to StrategX the non-diamond mineral rights in the Mel Property for consideration of a 1% GOR on the non-diamond production and 100% of the rights to any diamond discoveries in a 435,000 ha area of interest surrounding the property ("StrategX AOI"). In addition, StrategX has assumed 100% of the responsibility for the Mel exploration camp, including the demobilization costs. StrategX retains a 2% GOR on any diamond production in the StrategX AOI, reduced to 1% wherever the ACEL GOR applies. North Arrow retains the right to purchase 50% of StrategX's GOR for $2,000,000. StrategX retains the right to purchase 50% of the North Arrow GOR for $1,000,000. During the year ended April 30, 2023, the Company wrote-down $3,414,969 of exploration and evaluation on the Mel project in recognition of the lack of significant planned exploration expenditures on the property.

CSI Project, Nunavut

The CSI project consists of 3 claims that were acquired through staking during the year ended April 30, 2021. During the year ended April 30, 2024, the Company wrote-down $94,310 of exploration and evaluation on the CSI project in recognition of the lack of significant planned exploration expenditures on the property.

(Expressed in Canadian Dollars)

10. EXPLORATION AND EVALUATION ASSETS – continued

Diamond Properties, Canada - continued

Hope Bay Gold Property, Nunavut

Subsequent to April 30, 2024, the Company sold its 100% interest in the Hope Bay gold property which it had previously written down. The property was sold for cash consideration of $1,750,000. Accordingly, the Company has reversed $261,000 of costs associated with the property that were previously written down.

11. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	April 30, 2024	April 30, 2023
Trade payables	**$ 235,824**	$ 358,707
Accrued liabilities	**172,100**	188,400
	$ 407,924	$ 547,107

Included in accrued liabilities is an initial provision of $120,500 (2023 - $120,500) for estimated costs related to the demobilization of equipment in Nunavut.

12. BANK LINE OF CREDIT

	April 30, 2024	April 30, 2023
Bank line of credit	**$ -**	$ 40,000

During the year ended April 30, 2020, the Company received a 0% interest operating line of credit under the terms of the Canadian Emergency Business Account Program. During the year ended April 30, 2024, the loan was repaid and $10,000 of the balance was forgiven under the terms of the CEBA program.

13. LOAN PAYABLE

Effective February 17, 2021 the Company entered into an agreement with Anglo Celtic Exploration Ltd. ("Anglo"), a company controlled by a director, to provide the Company an unsecured loan of $400,000. Under the terms of the agreement the loan carries an interest rate of 10% per annum and was to be repaid February 16, 2022. As further consideration for agreeing to advance the loan, the Company issued to Anglo 1,000,000 bonus shares at a fair value of $85,000. The bonus shares cost was amortized over the original term of the loan. The unamortized portion of the cost the bonus shares was recorded as a reduction in the loan. Effective February 16, 2022, the loan was extended for a period of one year under the same terms and conditions. As consideration for granting the extension Anglo received 1,000,000 warrants. Each warrant entitled Anglo to purchase one share at a price of $0.12 per share for a period of one year. The warrants granted had a total fair value of $22,422. The warrants cost was amortized over one year. During the year ended April 30, 2023, the warrants expired unexercised.

The fair value of warrants granted was estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions:

Risk-free interest rate	1.00%
Expected dividend yield	Nil
Expected stock price volatility	30.34%
Expected life	1 year
Expected forfeiture rate	Nil

(Expressed in Canadian Dollars)

13. LOAN PAYABLE - continued

Effective December 19, 2022, the Company made a limited security agreement in favour of Anglo, under which the Company secured the payment and performance of its obligations to Anglo in accordance with the loan by granting Anglo a security interest in the Company's interests in the mineral claims comprising each of the Pikoo Property, Loki Property and CSI Property.

Effective February 16, 2023 and February 16, 2024, the loan was extended for an additional period of one year under the same terms and conditions. As at April 30, 2024, the loan bears interest at 10% per annum, is due February 16, 2025 and is secured by the interests in the Pikoo Property, Loki Property and CSI Property.

Subsequent to April 30, 2024, the Company repaid the loan and related interest.

14. RECLAMATION PROVISION

The Company's reclamation provision relates to the eventual removal of an exploration camp at the Lac de Gras project in the Northwest Territories. The provision has been calculated based on the estimated reclamation cost and discounted back to its present value. The Company has applied a 1% discount rate with the assumption that the reclamation will be settled between 2025 – 2026. As at April 30, 2024 the reclamation provision on a discounted basis is estimated to be $195,995 and on an undiscounted basis is $199,800.

15. CAPITAL STOCK AND RESERVES

Authorized share capital

The authorized share capital of the Company is an unlimited number of common shares without par value.

Share issuances

a) On December 28, 2022, the Company completed a 16,700,000 unit private placement at a price of $0.05 per unit for gross proceeds of $835,000. Each unit consisted of one common share and one common share purchase warrant. At December 28, 2022, the Company's market price was $0.03 per share; accordingly $334,000 of the proceeds were assigned to the value of the warrants under the residual method. Finders' fees and costs of $20,213 were paid in connection with this private placement. Included in finders' fees were 90,000 warrants valued at $1,100. The fair value of warrants issued as finders fees was estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions:

Risk-free interest rate	4.00%
Expected dividend yield	Nil
Expected stock price volatility	126.1%
Expected life	2 year
Expected forfeiture rate	Nil

b) During the year ended April 30, 2023, the company issued 600,000 common shares at a fair value of $38,000 for the acquisition of exploration and evaluation assets.

c) During the year ended April 30, 2024, The Company issued 700,000 common shares at a fair value of $45,000 for the acquisition of exploration and evaluation assets.

(Expressed in Canadian Dollars)

15. CAPITAL STOCK AND RESERVES – continued

Share issuances – continued

d) On May 17, 2023, the Company completed two financings consisting of a non-flow through unit financing and a flow through unit financing for gross proceeds of $2,423,940. The non-flow through financing consisted of 22,976,999 units at a price of $0.06 per unit. Each non-flow through unit consisted of one share and one transferable common share purchase warrant. Each non-flow through warrant entitles the holder to purchase one share at a price of $0.10 for a period of 24 months.

The flow through unit financing consisted of 13,066,500 units at a price of $0.08 per unit. Each flow through unit consisted of one flow through share and one half of a transferrable non-flow through share purchase warrant. Each whole flow through warrant entitles the holder to purchase a non-flow through share at a price of $0.12 for a period of 24 months. The flow through shares were issued at a premium which was determined to be $261,330 and this has been recorded as a deferred premium liability. During the year ended April 30, 2024 the Company incurred $922,172 in eligible exploration expenditures and recognized a flow through premium recovery of $229,594 in other income on the statement of loss and comprehensive loss. The Company has a remaining commitment to spend $123,148 on eligible exploration expenditures by December 31, 2024.

In connection with these financings, the Company paid finders' fees and costs of $100,920 and 676,620 finders warrants valued at $31,277. Each finders' warrant has the same terms as the non-flow through warrants.

The fair value of warrants issued as finders fees was estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions:

Risk-free interest rate	4.00%
Expected dividend yield	Nil
Expected stock price volatility	147.47%
Expected life	2 year
Expected forfeiture rate	Nil

Stock options and warrants

At the Company's Annual General Meeting held on December 15, 2023, the shareholders ratified the stock option plan (the "Plan"). The Plan gives the directors the authority to grant options to directors, officers, employees and consultants. The maximum number of shares to be issued under the Plan is 10% of the issued and outstanding common shares at the time of the grant. The exercise price of each option granted shall not be less than the market price at the date of grant less a discount up to 25% in accordance with the policies of the TSX Venture Exchange ("TSXV"). Options granted typically have a term up to 5 years with vesting provisions determined by the directors in accordance with TSXV policies for Tier 2 Issuers, with a typical vesting period of 25% upon grant and 25% every six months thereafter.

As at April 30, 2024, the following stock options were outstanding:

Number of options	Exercise Price	Number of Options vested	Expiry Date
2,970,000	$ 0.10	**2,970,000**	November 8, 2024
400,000	$ 0.10	**400,000**	December 17, 2025
1,025,000	$ 0.12	**1,025,000**	June 3, 2026
8,625,000	$ 0.08	**4,312,500**	June 1, 2028
500,000	$ 0.08	**125,000**	February 28, 2029
13,520,000		**8,832,500**	

(Expressed in Canadian Dollars)

15. CAPITAL STOCK AND RESERVES – continued

Stock options and warrants - continued

A summary of the Company's stock option activity is as follows:

	Number of Options	Weighted Average Exercise Price
Balance, April 30, 2022	**11,395,000**	**$ 0.19**
Options expired	**(2,260,000)**	**0.27**
Balance, April 30, 2023	**9,135,000**	**0.17**
Options expired	**(4,740,000)**	**0.23**
Options granted	**9,125,000**	**0.08**
Balance, April 30, 2024	**13,520,000**	**$ 0.09**

During the year ended April 30, 2024, the Company granted 9,125,000 stock options (2023 – nil) having a total fair value of $520,300 (2023 - $nil) and a weighted average grant-date value of $0.06 (2023 – $nil) per option. During the year ended April 30, 2024, the Company recognized share-based compensation of $452,365 (2023 – $11,072) relating to options vested during the year.

The fair value of options granted was estimated on the date of grant using the Black-Scholes option pricing model, with the following assumptions:

	April 30, 2024	April 30, 2023
Risk-free interest rate	**4.00%**	-
Expected dividend yield	**Nil**	-
Expected stock price volatility	**125.04%**	-
Expected life	**5 years**	-
Expected forfeiture rate	**Nil**	-

A summary of the Company's warrant activity is as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, April 30, 2022	49,997,003	$ 0.18
Expired	(27,481,717)	0.23
Exercised	(860,000)	0.10
Issued	16,790,000	0.10
Balance April 30, 2023	**38,445,286**	**0.11**
Expired	**(4,611,000)**	**0.18**
Issued	**30,186,869**	**0.10**
Balance April 30, 2024	**64,021,155**	**$ 0.10**

(Expressed in Canadian Dollars)

15. CAPITAL STOCK AND RESERVES – continued

Stock options and warrants - continued

At April 30, 2024 the following warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
***17,044,286**	$ 0.10	July 31, 2024
16,790,000	$ 0.10	December 28,2024
6,533,250	$ 0.12	May 17, 2025
23,653,619	$ 0.10	May 17, 2025
64,021,155	$ 0.10	

∗ Subsequent to April 30, 2024, 17,044,286 warrants expired unexercised.

16. RELATED PARTY TRANSACTIONS

Details of the transactions between the Company and related parties not disclosed elsewhere in the financial statements are disclosed below.

The Company incurred the following transactions in the normal course of operations in connection with companies which have an officer and/or director in common.

a) Paid or accrued consulting fees of $9,000 (2023 - $9,000) to the Corporate Secretary of the Company. This amount is included in salaries disclosed below.
b) Charged related parties $11,576 (2023 - $20,880) for rent, office and administrative costs.
c) Included in accounts payable is $157,670(2023 - $166,295) due to directors and officers.
d) Interest of $51,973 (2023 - $47,231) has been accrued on an unsecured loan from a company controlled by a director.

The remuneration of directors and key management personnel during the year ended April 30, 2024 was as follows:

		April 30, 2024		April 30, 2023
Salaries[1]	**$**	**176,924**	$	219,352
Salaries in exploration costs[1]		**107,701**		74,648
Share-based compensation[2]		**352,984**		7,633
Total	**$**	**637,609**	$	301,633

1 – When key management is working specifically on mineral properties their time is capitalized against the mineral property.
2 – Share-based compensation is the fair value of options that have been granted to directors and key management personnel.

During the year ended April 30, 2016, the Company entered into an employment agreement with a senior employee and officer for his services requiring a minimum annual payment of $225,000. In addition, the employment agreement contains clauses which could provide for a payment or payments in excess of $450,000 on termination of employment or conclusion of a change in control or similar transaction.

(Expressed in Canadian Dollars)

17. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2024		2023
Loss for the year	$	(907,603)	$	(4,242,945)
Expected income tax (recovery)	$	(245,000)	$	(1,146,000)
Change in statutory rates, foreign tax and other		1,000		86,000
Permanent differences		58,000		5,000
Impact of flow through shares		279,000		-
Share issue costs		(27,000)		(5,000)
Adjustment to prior years provision vs. statutory tax returns		(1,142,000)		291,000
Change in unrecognized deductible temporary differences		1,076,000		769,000
Total income tax expense	**$**	**-**	**$**	**-**

The significant components of the Company's unrecognized temporary differences and tax losses are as follows:

	2024	**Expiry Date Range**	2023
Temporary Differences			
Exploration and evaluation assets	$ 5,200,000	No expiry date	$ 2,207,000
Investment tax credit	193,000	2028 to 2043	192,000
Property and equipment	237,000	No expiry date	151,000
Share issue costs	108,000	2045 to 2048	40,000
Marketable securities	11,000	No expiry date	10,000
Non-capital losses available for future period	11,845,000	2029 to 2044	11,017,000

Tax attributes are subject to review, and potential adjustment, by tax authorities.

18. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The significant non-cash transactions for the year ended April 30, 2024 were:

a) The Company incurred exploration and evaluation expenditures of $193,820 (2023 - $278,520) that are included in accounts payable and accrued liabilities at year end.

b) The Company issued 700,000 (2023 – 600,000) shares at a fair value of $45,000 (2023 – $38,000) for the acquisition of two mineral properties.

c) The Company recognized a $261,330 (2023 - $nil) deferred premium liability in connection with the flow-through financing completed during the year end.

d) The Company issued 676,620 (2023 – 90,000) finders' warrants at a value of $31,277 (2023 – $1,100) in connection with the financing completed during the year end.

19. CAPITAL MANAGEMENT

The capital of the Company consists of the items included in shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Company's objective for capital management is to plan for the capital required to support the Company's ongoing acquisition and exploration of its mineral properties and to provide sufficient funds for its corporate activities. There have been no changes to the management of capital during the fiscal year.

19. CAPITAL MANAGEMENT - continued

The Company's exploration and evaluation assets are in the exploration stage. As an exploration stage company, the Company is currently unable to self-finance its operations. The Company has historically relied on equity financings to finance its operations. In order to carry out the Company's planned exploration programs and to pay for administrative costs, the Company will have to raise additional funds as required. To effectively manage the Company's capital requirements, the Company's management has in place a planning and budgeting process. The Company has made no changes to its objective, nor is the Company subject to external capital requirements.

20. SEGMENTED INFORMATION

The Company operates in Canada in a single operating segment – the acquisition and exploration of mineral properties in Canada.