



K9 Gold Corp.

CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE YEARS ENDED
DECEMBER 31, 2024 AND 2023**

(Expressed in Canadian Dollars)

K9 GOLD CORP.
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December 31, 2024
(Expressed in Canadian Dollars)

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Independent Auditor's Report

To the Shareholders of K9 Gold Corp.

Opinion

We have audited the consolidated financial statements of K9 Gold Corp. (the "Group"), which comprise the consolidated statements of financial position as at December 31, 2024 and December 31, 2023 and the consolidated statements of net and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

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

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the consolidated financial statements which describes the material uncertainty that may cast significant doubt on the Group'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 consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Other than the matter described in the Material Uncertainty Related to Going Concern section, we have determined there are no key audit matters to be communicated in our report.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group'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 Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our

opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because 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 Hilda Leung.



Chartered Professional Accountants
Vancouver, Canada
April 25, 2025

K9 GOLD CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	Note	As at	
		December 31, 2024	December 31, 2023
		\$	\$
ASSETS			
Current Assets			
Cash		23,037	142,704
Receivables		24,615	23,674
Prepays		22,304	22,374
		69,956	188,752
Non-Current Assets			
Exploration and evaluation assets	3, 4	2	6,388,144
Prepays	7	-	65,000
		2	6,453,144
		69,958	6,641,896
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	5, 7	62,789	52,355
Flow-through premium liability	6	-	3,494
		62,789	55,849
EQUITY			
Share capital	6	18,196,704	18,029,932
Reserves	6	1,892,988	1,959,760
Accumulated deficit		(19,869,059)	(13,192,748)
Equity attributable to shareholders of the Company		220,633	6,796,944
Non-controlling interest	12	(213,464)	(210,897)
		7,169	6,586,047
		69,958	6,641,896

Nature and Continuation of Operations (Note 1)
Subsequent Events (Note 13)

These consolidated financial statements are authorized for issuance by the Board of Directors on April 25, 2025.

On Behalf of the Board of Directors:

Director (*Kosta Tsoutsis*) _____

Director (*Chris Healey*) _____

See accompanying notes to the consolidated financial statements.

K9 GOLD CORP.
CONSOLIDATED STATEMENTS OF NET AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

		For the year ended	
	Note	December 31, 2024	December 31, 2023
		\$	\$
Administrative Expenses:			
Consulting fees		-	18,940
Exploration and evaluation expenditures	4	33,727	-
Interest and bank charges		8,864	4,572
Management fees	7	-	220,000
Marketing		6,940	34,640
Office		28,839	64,074
Professional fees		69,547	125,454
Rent	7	17,267	17,760
Share-based compensation	6, 7	-	62,200
Travel and related		-	3,623
Trust and filing fees		67,220	86,485
Loss before other income (expense) for the year		(232,404)	(637,748)
Other income (expense):			
Gain on sale of asset	4	13,488	-
Impairment of E&E Assets	4	(6,439,911)	(1,871,766)
Reversal of flow-through premium	6	3,494	123,633
Penalty and taxes	6	(23,545)	-
Net and comprehensive loss for the year		(6,678,878)	(2,385,881)
Loss attributable to:			
Shareholders of the Company		(6,676,311)	(1,754,984)
Non-controlling interest	12	(2,567)	(630,897)
Net and Comprehensive Loss for the Year		(6,678,878)	(2,385,881)
Basic and diluted net loss per share attributable to the shareholders of the Company		\$ (0.72)	\$ (0.20)
Basic and diluted net loss per share attributable to the NCI		\$ (0.00)	\$ (0.07)
Weighted average shares outstanding - Basic and Diluted		9,263,405	8,886,202

See accompanying notes to the consolidated financial statements.

K9 GOLD CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

	<u>Common shares (Note 6)</u>					
	Number	Amount	Reserves	Accumulated deficit	Non-controlling interest	Total
		\$	\$	\$	\$	\$
Balance, December 31, 2022	8,713,599	17,932,657	1,990,735	(11,523,664)	420,000	8,819,728
Shares issued for asset acquisition	300,000	90,000	-	-	-	90,000
Share-based compensation	-	-	62,200	-	-	62,200
Stock options expired	-	-	(85,900)	85,900	-	-
Warrants expired	-	7,275	(7,275)	-	-	-
Net and comprehensive loss for the year	-	-	-	(1,754,984)	(630,897)	(2,385,881)
Balance, December 31, 2023	9,013,599	18,029,932	1,959,760	(13,192,748)	(210,897)	6,586,047
Shares issued for cash	1,428,570	100,000	-	-	-	100,000
Warrants expired	-	66,772	(66,772)	-	-	-
Net and comprehensive loss for the year	-	-	-	(6,676,311)	(2,567)	(6,678,878)
Balance, December 31, 2024	10,442,169	18,196,704	1,892,988	(19,869,059)	(213,464)	7,169

See accompanying notes to the consolidated financial statements.

K9 GOLD CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	For the year ended	
	December 31, 2024	December 31, 2023
	\$	\$
OPERATING ACTIVITIES		
Net and comprehensive loss for the year	(6,678,878)	(2,385,881)
Adjustments for non-cash items:		
Impairment of E&E Assets	6,439,911	1,871,766
Reversal of flow-through premium liability	(3,494)	(123,633)
Share-based compensation	-	62,200
Gain on sale of asset	(13,488)	-
Changes in non-cash operating working capital items:		
Receivables	2,154	1,079
Prepays	70	35,270
Accounts payable and accrued liabilities	10,434	(16,376)
Cash used in operating activities	(243,291)	(555,575)
INVESTING ACTIVITIES		
Acquisition of 141BC	-	(25,000)
Exploration and evaluation assets expenditures	-	(1,094,279)
Provincial grant	10,136	45,450
Proceeds from sale of asset	13,488	-
Cash provided by (used in) investing activities	23,624	(1,073,829)
FINANCING ACTIVITIES		
Shares issued for cash	100,000	-
Cash provided by financing activities	100,000	-
Net change in cash	(119,667)	(1,629,404)
Cash, beginning of the year	142,704	1,772,108
Cash, end of the year	23,037	142,704
	\$	\$
Supplemental cash flow information:		
Cash paid for taxes	23,545	-
Cash paid for interest	-	-
Supplemental non-cash information:		
Shares issued for asset acquisition	-	90,000
Fair value of stock options expired	-	85,900
Fair value of warrants expired	66,772	7,275

See accompanying notes to the consolidated financial statements.

K9 GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For The Years Ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Nature of Operations

K9 Gold Corp. (the “Company”) was incorporated under the Business Corporations Act (Alberta) on December 10, 2007 and continued into British Columbia under the Business Corporations Act (British Columbia) in March 2016. The Company began trading on April 18, 2011 as a Tier 2 Mining Issuer on the TSX Venture Exchange (“TSX-V”), the OTC Markets in the United States, and Frankfurt Stock Exchange (“FSE”) in Germany, and currently trades under the symbol, “KNC”, “WDFCF”, and “5GP”, respectively. The Company is engaged in the business of identification, acquisition and exploration of mineral interests.

The head office, principal address and records office of the Company are located at Suite 300 – 1455 Bellevue Ave, West Vancouver, British Columbia, Canada, V7T 1C3. The Company’s registered address is 800 – 885 West Georgia Street, Vancouver, BC, V6C 3H1.

On February 23, 2024, the Company consolidated its outstanding share capital on a ten-for-one basis. The share consolidation has been applied retrospectively and as a result all shares, options, warrants, and per share amounts are stated on an adjusted basis.

Going Concern

These consolidated financial statements for the years ended December 31, 2024 and 2023 (the “Financial statements”) have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at December 31, 2024, the Company had working capital of \$7,167 (2023 - \$132,903) and is not able to finance day to day activities through operations. The Company’s continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with current cash on hand, proceeds from exercise of options, and further private placements.

The Company’s business may be affected by changes in political and market conditions, such as interest rates, tariffs, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company’s business.

These Financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

2. MATERIAL ACCOUNTING POLICIES

Statement of Compliance

These Financial statements, including comparatives, have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

Basis of Preparation

These Financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. These Financial statements are presented in Canadian dollars unless otherwise noted.

K9 GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For The Years Ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)

2. MATERIAL ACCOUNTING POLICIES (continued)

Foreign Currency Transactions

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and each of its subsidiaries 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*. Transactions in currencies other than Canadian dollars are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

Principles of Consolidation

These Financial statements include the financial statements of the Company and the following subsidiaries:

Name	Jurisdiction	Parent company	Ownership,	Ownership,
			December 31, 2024	December 31, 2023
1141717 B.C. Ltd. ("114BC")	British Columbia, Canada	K9 Gold Corp.	100%	100%
Global Vanadium Nevada Corp. ("GVN")	Nevada, USA	1141717 B.C. Ltd.	100%	100%
1000175306 ON Ltd. ("ONCO")	Ontario, Canada	K9 Gold Corp	50%	50%
1415322 BC Ltd. ("141BC")	British Columbia, Canada	K9 Gold Corp	100%	100%

All intercompany transactions, balances, revenues and expenses are eliminated on consolidation.

Use of Estimates and Judgments

The preparation of the Company's Financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant accounting judgments

Significant accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the Financial statements include, but are not limited to, the following:

- Assessment of the going concern assumption; and
- Judgment for assessment of impairment indicators for exploration and evaluation assets.

Critical accounting estimates

Key assumptions concerning the future and other key sources of estimation uncertainty may have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the next financial year. There were no critical accounting estimates required for the year ended December 31, 2024.

K9 GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For The Years Ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)

2. MATERIAL ACCOUNTING POLICIES (continued)

Financial Instruments

Financial instruments classified at amortized cost are initially recognized at fair value, and subsequently measured at amortized cost using the effective interest rate method.

The Company's financial assets and liabilities are recorded and measured as follows:

Financial asset or liability	Classification and measurement
Cash	Amortized cost
Receivables	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Exploration and Evaluation Asset Expenditures

Pre-exploration costs

Pre-exploration costs are expensed as incurred.

Exploration and evaluation expenditures

Costs directly related to the exploration and evaluation ("E&EA") of mineral properties are capitalized once the legal rights to explore the mineral properties are acquired or obtained. When the technical and commercial viability of a mineral resource have been demonstrated and a development decision has been made, the capitalized costs of the related property are transferred to mining assets and depreciated using the units of production method on commencement of commercial production.

If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount.

The Company accounts for the mineral exploration tax credit on a cash basis, given the uncertainty surrounding the approval by the Government.

Decommissioning Liabilities

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production. Decommissioning and site rehabilitation costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through amortization of the asset and unwinding of the discount on the provision.

Amortization is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset and charged against operating profit or loss. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants and options are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or options are recognized as a deduction from equity, net of tax.

K9 GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For The Years Ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)

2. MATERIAL ACCOUNTING POLICIES (continued)

Share Capital (continued)

Valuation of equity units issued in private placements

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of the common shares issued in private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing price on the issuance date, the balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded to reserves. If the warrants expire unexercised, the value attributed to the warrants is transferred from reserves to share capital.

Flow-Through Shares

Canadian income tax legislation permits an enterprise to issue securities referred to as flow-through shares, whereby the investor can claim the tax deductions arising from the renunciation of the related resource expenditures. The Company accounts for flow-through shares whereby the premium paid, if any, for the flow-through shares in excess of the market value of the shares without flow-through features at the time of issue is credited to other liabilities and included in profit or loss on a pro-rata basis at the same time the qualifying expenditures are made.

Loss per Share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Share-Based Payments

The Company operates an employee stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments 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. The corresponding amount is recorded to the stock option reserve. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

For both employees and non-employees, the fair value of share-based payments is recognized as an expense with a corresponding increase in option reserves. Consideration received on the exercise of stock options is recorded in share capital and the related share-based payment in option reserves is transferred to share capital. The Company transfers the value of cancelled and expired unexercised vested stock options to deficit from reserves on the date of expiration.

Impairment of Long-lived Assets

The carrying amount of the Company's assets are reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit or loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

K9 GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For The Years Ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)

2. MATERIAL ACCOUNTING POLICIES (continued)

Impairment of Long-lived Assets (continued)

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Income Taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, except for temporary differences arising on the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction: i) affects neither accounting nor taxable profit or loss; and ii) does not give rise to equal taxable and deductible temporary differences.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. 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.

New Accounting Standards Adopted or to be Adopted

During the year ended December 31, 2024, the Company adopted the following amendments:

Amendments to IAS 1 – Classification of Liabilities as Current or Non-current

The amendments to IAS 1 provide a more general approach to the classification of liabilities based on the contractual arrangements in place at the reporting date.

These amendments are effective for reporting periods beginning on or after January 1, 2024 and did not have a material impact on the Company.

K9 GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For The Years Ended December 31, 2024 and 2023
(Expressed in Canadian Dollars)

2. MATERIAL ACCOUNTING POLICIES (continued)

New Accounting Standards Adopted or to be Adopted (continued)

IFRS 18 – Presentation and Disclosure in Financial Statements

IFRS 18 Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective for reporting periods on or after January 1, 2027. Companies are permitted to apply IFRS 18 before that date. The Company will assess the impact on its Financial statements in the future.

The Company has performed an assessment of new standards issued by the IASB that are not yet effective and has determined that any other standards that have been issued would have no or very minimal impact on the Company's annual financial statements.

3. ACQUISITION OF 141BC

In June 2023, the Company completed the acquisition of 100% of the issued and outstanding common shares of 141BC for consideration of \$115,000. Pursuant to the agreement dated May 23, 2023, which closed on June 5, 2023 ("Closing Date"), the Company paid \$25,000 and issued 300,000 common shares to acquire 100% of 141BC's issued and outstanding shares. The 300,000 common shares issued in June 2023 were valued at \$90,000 based on the trading price on date of issuance of \$0.30. In May 2023, 141BC entered into a property option agreement to acquire 100% interest in sixty-four mining claims located in the James Bay Region of Quebec for the Lac Joubert-Tilly property ("LJT Property" (Note 4)). As a result, the Company could have acquired up to 100% interest in the LJT Property pursuant to the terms of the option agreement.

The Company acquired 141BC for the sole purpose of acquiring the LJT Property as described in Note 4. Based on the number of shares acquired and the Company's decision-making power, the Company was determined to be the acquirer. The acquisition was determined to be an asset acquisition because 141BC did not meet the definition of a business. The Company allocated the fair value of consideration paid to the acquired assets and liabilities based on their relative fair values as at the Closing Date.

The total consideration paid totalled \$115,000 and has been allocated to the assets and liabilities acquired based on their estimated fair values on the Closing Date as follows:

	Total
	\$
Consideration:	
Cash paid	25,000
Shares issued	90,000
Total consideration	115,000
Allocated as follows:	
Receivables	300
Exploration and evaluation assets	114,700
	115,000

K9 GOLD CORP.
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4. EXPLORATION AND EVALUATION ASSETS

	Desert Eagle property	Stony Lake East Gold property	Riviere Salomon Property	Lac Joubert-Tilly Property	Lac Laribosiere- Tilly Property	Total
	\$	\$	\$	\$	\$	\$
Balance, December 31, 2022	1	6,280,293	836,026	-	-	7,116,320
Acquisition cost:						
Acquisition	-	-	-	114,700	-	114,700
Cash paid	-	-	70,000	25,000	-	95,000
Exploration expenses:						
Consulting	-	45,000	1,500	2,650	850	50,000
Geological	-	108,300	354,267	337,162	108,146	907,875
Claim maintenance	21,465	-	-	-	-	21,465
Provincial grants	-	(45,450)	-	-	-	(45,450)
Impairment	(21,465)	-	(1,261,793)	(479,512)	(108,996)	(1,871,766)
Balance, December 31, 2023	1	6,388,143	-	-	-	6,388,144
Exploration expenses:						
Geological	-	61,905	-	-	-	61,905
Provincial grants	-	(10,136)	-	-	-	(10,136)
Impairment	-	(6,439,911)	-	-	-	(6,439,911)
Balance, December 31, 2024	1	1	-	-	-	2

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4. EXPLORATION AND EVALUATION ASSETS (continued)

Desert Eagle Project

In November 2018, the Company closed a Share Purchase and Sale Agreement (“SP&S Agreement”) with the shareholders of 114BC whereby the Company purchased 100% of the outstanding shares of 114BC. for \$80,000 and 700,000 common shares of the Company at a fair value of \$1,260,000. 114BC held 97 Lode claims located in Garfield County, Utah, known as Desert Eagle Project.

In conjunction with the closing of the SP&S Agreement, the Company incorporated GVN which is a wholly owned subsidiary of 114BC in the state of Utah, and the title to the Desert Eagle Project was transferred to GVN.

During the year 2023, management reassessed the future plans for the property and expected economic benefits, and decided to impair the book value of the property. Accordingly, the Company recorded an impairment of \$21,465 to write down the carrying value of the property to \$1. During the year ended December 31, 2024, the Company incurred \$28,463 (2023 - \$Nil) in E&EA expenditures, which was charged as an expense in the income statement. The Company continues to hold the title to the Desert Eagle project.

In February 2024, the Company entered into a property option agreement (the “Definitive Agreement”) with Nova Lithium Corp. (“NLC”). Under the Definitive Agreement, NLC can earn a 100% interest in the Desert Eagle Project by making payments of USD\$200,000 in cash and by issuing 1,000,000 common shares as follows:

Date	Cash (US\$)	Common Shares
Upon execution of Definitive Agreement (received)	10,000	-
On or before 60 days from the date of exchange approval	40,000	500,000
On or before 6 months from the date of exchange approval	150,000	500,000
Total	200,000	1,000,000

The Definitive Agreement was terminated per the terms of the agreement and the US\$10,000 (\$13,488) received was recorded as a gain on sale of asset.

Stony Lake East Gold Project

In July 2020, the Company entered into an option agreement with District Copper Corp. (“District”) to acquire up to a 100% interest in the Stony Lake East Gold Project (“Stony Lake Project”) located in the Grand Falls – Bishops Falls area of the Province of Newfoundland. The Stony Lake Project is comprised of 8 mineral licenses.

In order to exercise the option to acquire a 75% interest, the Company was required to make cash payments of \$350,000 (paid), issue 330,000 common shares (issued) of the Company, and incur a total of \$400,000 (incurred) in exploration expenses. Pursuant to fulfilling all the obligations, the Company acquired 75% interest of the Stony Lake Project.

In order to acquire a further 25% interest, for a total interest of 100%, the Company had to make a cash payment of \$500,000 and issue 200,000 common shares of the Company on or before August 14, 2023. The Company elected not to make this final payment, and waived its rights to acquire the further 25% interest in the property. The Company continues to retain the 75% interest in the Stony Lake Project.

During the year ended December 31, 2024, management assessed the budget and future plans in relation to the Stony Lake Project, and decided to impair the book value of the property. Accordingly, the Company recorded an impairment of \$6,439,911 to write down the carrying value of the property to \$1.

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4. EXPLORATION AND EVALUATION ASSETS (continued)

James Bay Lithium Project

The James Bay Lithium Project ("JB Lithium Project") is located in the La Grande sub-province of the Archaen Superior Province in Quebec and comprises three properties, the Riviere Salomon Property, Lac Joubert-Tilly Property, and the Lac Laribosiere-Tilly Property.

Riviere Salomon Property

In November 2022, the Company entered into a Share Purchase Agreement with the shareholders of ONCO whereby the Company could purchase up to 100% of the outstanding shares of ONCO as follows:

- Initial 50% of the ONCO's shares within 10 days of receiving regulatory approvals ("Closing Date") by issuing 650,000 common shares of the Company (issued).
- Remaining 50% of the ONCO's shares within 14 months of the Closing Date by issuing an additional 650,000 common shares of the Company and \$10,000 in cash. The Company decided not to pursue the remaining 50% ownership interest in ONCO.

In September 2022, ONCO entered into an option agreement with 1Life Holdings Ltd. ("1Life") to acquire a 100% interest in the Riviere Salomon Property ("Riviere") located in the James Bay region of northern Quebec.

In order to exercise the option, ONCO, and subsequently, the Company must make option payments to 1Life totalling \$180,000 (\$80,000 paid) and incur E&EA expenditures totalling \$130,000 (incurred).

1Life will retain a 1.5% NSR which can be purchased by ONCO for \$2,000,000 at any time after the option has been exercised. In addition, the Company will make a bonus payment of \$1,000,000 in the event that a 43-101 mineral resources valued at over \$100,000,000 is established on the property.

During the year ended December 31, 2023, management assessed the budget and future plans in relation to the Riviere Salomon property, and decided to impair the book value of the property. Accordingly, the Company recorded an impairment of \$1,261,793 to write down the carrying value of the property to \$Nil. Subsequent to the impairment, the Company has been charging all the expenses in relation to this property as an expense in the income statement.

During the year ended December 31, 2024, the Company decided to reduce the size of its JB Lithium projects in the James Bay region of Quebec. Consequently, the Company terminated the Share Purchase Agreement for Riviere. During the year ended December 31, 2024, the Company incurred an expense of \$1,318 (2023 - \$Nil) in relation to Riviere which was charged to the income statement.

Lac Joubert-Tilly Property ("LJT Property")

In May 2023, the Company entered into a Share Purchase Agreement with the shareholders of 141BC whereby the Company purchased 100% of the outstanding shares of 141BC for \$25,000 (paid) and 300,000 common shares of the Company (issued) at a fair value of \$90,000.

In May 2023, 141BC entered into a property option agreement with 1Minerals Corp. ("1Minerals") to acquire 100% interest in the LJT Property located in the James Bay region of Northern Quebec.

In order to exercise the option, 141BC, and subsequently, the Company must make option payments to 1Minerals totalling \$495,000 (\$50,000 incurred).

1Minerals will retain a 2.0% NSR of which 1.5% can be purchased by 141BC for \$2,000,000 at any time after the option has been exercised. In addition, the Company will make a bonus payment of \$1,000,000 in the event that a 43-101 mineral resources valued at over \$100,000,000 is established on the property.

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4. EXPLORATION AND EVALUATION ASSETS (continued)

Lac Joubert-Tilly Property (continued)

During the year ended December 31, 2023, management assessed the budget and future plans in relation to the LJT Property, and decided to impair the book value of the property. Accordingly, the Company recorded an impairment of \$479,512 to write down the carrying value of the property to \$Nil. Subsequent to the impairment, the Company has been charging all the expenses in relation to this property as an expense in the income statement.

During the year ended December 31, 2024, the Company decided to reduce the size of its JB Lithium projects in the James Bay region of Quebec. Consequently, the Company terminated the Share Purchase Agreement for LJT Property. During the year ended December 31, 2024, the Company incurred an expense of \$2,330 (2023 - \$Nil) in relation to LJT Property which was charged to the income statement.

Lac Laribosiére Tilly Property ("LLT Property")

In May 2023, the Company acquired an additional 25 claims in the James Bay region of northern Quebec as part of the JB Lithium Project by direct staking.

During the year ended December 31, 2023, management assessed the budget and future plans in relation to the LLT Property, and decided to impair the book value of the property. Accordingly, the Company recorded an impairment of \$108,996 to write down the carrying value of the property to \$Nil. Subsequent to the impairment, the Company has been charging all the expenses in relation to this property as an expense in the income statement. During the year ended December 31, 2024, the Company incurred an expense of \$1,616 (2023 - \$Nil) in relation to LLT Property which was charged to the income statement.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	As at	
	December 31, 2024	December 31, 2023
	\$	\$
Trade and other payables	22,789	7,355
Accrued liabilities	40,000	45,000
	62,789	52,355

6. SHARE CAPITAL AND RESERVES

Authorized Share Capital

Unlimited number of Class "A" common shares with no par value.

Issued Shares

During the year ended December 31, 2024:

On October 28, 2024, the Company closed its Private Placement which was comprised of 1,428,570 units (the "Units") at a price of \$0.07 per Unit. Each Unit is comprised of one common share and one share purchase warrant (the "Warrants") exercisable for a period of five years from closing at an exercise price of \$0.10 per share.

During the year ended December 31, 2023:

In June 2023, the Company issued 300,000 common shares of the Company at a fair value of \$90,000 in connection with the acquisition of 141BC (Notes 3 and 4).

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6. SHARE CAPITAL AND RESERVES (continued)

Basic and Diluted Loss per Share

The calculation of basic and diluted loss per share for the year ended December 31, 2024 was based on the loss attributable to common shareholders of \$6,676,311 (2023 - \$1,754,984) and the weighted average number of common shares outstanding of 9,263,405 (2023 - 8,886,202).

As at December 31, 2024, 637,500 (2023 - 637,500) stock options and 1,428,570 (2023 - 3,527,355) warrants were not included in the calculation of diluted loss per share as the effect would be anti-dilutive.

Flow-Through Premium Liability

The following is a continuity schedule of the liability portion of the flow-through share issuances:

	Liability portion of the flow-through share issuance
	\$
Balance, December 31, 2022	127,127
Settlement of flow-through share premium liability pursuant to qualified expenditures	(123,633)
Balance, December 31, 2023	3,494
Reversal of flow-through share premium liability	(3,494)
Balance, December 31, 2024	-

The Company was required to incur \$1,395,000 of eligible exploration and evaluation expenditures by December 31, 2023 in connection with the issuance of flow-through shares on May 26, 2022 and is required to incur \$758,940 of eligible exploration and evaluation expenditures by December 31, 2023 in connection with the issuance of flow-through shares on December 20, 2022. During the year ended December 31, 2024, the Company derecognized the flow-through premium liability as the deadline for completing the spending passed. During the year ended December 31, 2023, the Company incurred \$880,647 of the remaining qualified expenditure, accordingly, reversed \$123,633 from flow-through premium liability. Due to a shortfall in meeting the expenditure obligation in connection with the May 2022 offering, the Company made penalty payments of \$23,545 (2023 - \$Nil). As at December 31, 2024, the Company has no remaining flow-through obligations.

Stock Options

The Company has an equity incentive plan in place under which it is authorized to grant options to directors and employees to acquire up to 10% of the Company's issued and outstanding common shares. Under the plan, the exercise price of each option may not be less than the market price of the Company's stock as calculated on the date of grant less the applicable discount. The options can be granted for a maximum term of 10 years and vesting periods are determined by the Board of Directors.

In January 2023, the Company granted 200,000 stock options to certain directors and consultants of the Company at an exercise price of \$0.70. These options were granted for a period of two years and vest upon issuance. The estimated fair value, \$62,200, was calculated using the Black-Scholes option pricing model based on the following assumptions: risk-free interest rate of 3.56%, forfeiture rate of 0%, no annual dividends, expected volatility of 104% based on two years of historic share price data, and a market price of shares at grant date \$0.60.

During the year ended December 31, 2024, the Company recorded share-based compensation of \$Nil (2023 - \$62,200).

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6. SHARE CAPITAL AND RESERVES (continued)

Stock Options (continued)

A summary of changes of stock options outstanding is as follows:

	Number of options	Weighted average exercise price
		\$
Balance, December 31, 2022	487,500	4.40
Granted	200,000	0.70
Expired	(50,000)	1.65
Balance, December 31, 2023 and 2024	637,500	3.47

As at December 31, 2024, the following options were outstanding and exercisable:

Number of options	Exercise price	Expiry date
	\$	
200,000	0.70	January 25, 2025
150,000	5.50	September 28, 2025
30,000	4.50	November 9, 2025
137,500	3.20	March 1, 2026
120,000	5.60	May 19, 2026
637,500	3.47	

The weighted average life of options outstanding at December 31, 2024 was 0.74 (2023 – 1.75) years.

Warrants

A summary of changes of warrants outstanding is as follows:

	Number of warrants	Weighted average exercise price
		\$
Balance, December 31, 2022	3,849,447	3.20
Expired	(322,092)	4.20
Balance December 31, 2023	3,527,355	3.15
Expired	(3,527,355)	3.15
Issued	1,428,570	0.10
Balance December 31, 2024	1,428,570	0.10

As at December 31, 2024, the following warrants were outstanding and exercisable:

Number of warrants	Exercise price	Expiry date
	\$	
1,428,570	0.10	October 28, 2029
1,428,570		

The weighted average life of warrants outstanding at December 31, 2024 was 4.83 (2023 – 0.31) years.

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7. RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

As at December 31, 2024, the Company had \$217 (2023 - \$Nil) included in the accounts payable and accrued liabilities, payable to the Chief Financial Officer ("CFO") of the Company. As at December 31, 2024, \$Nil (2023 - \$65,000) was included in non-current prepaids as an exploration and evaluation expenditure advance payment made to a company controlled by a director of the Company.

During the years ended December 31, 2024 and 2023, the Company entered into following transactions with the related parties of the Company:

	For the year ended	
	December 31, 2024	December 31, 2023
	\$	\$
Rent	16,567	16,500
Management fees	-	220,000
Exploration and evaluation assets	-	81,081
Share-based compensation	-	52,870
	16,567	370,451

All related party transactions are recorded at the amount agreed to by the Company and the related party. Following is the description of the transactions with key management personnel:

- Paid or accrued management fees of \$Nil (2023 – \$110,000) to the CFO and director of the Company.
- Paid or accrued management fees of \$Nil (2023 – \$110,000) to a director of the Company.
- Paid or incurred exploration and evaluation expenditures of \$Nil (2023 – \$50,000) to a company controlled by the CEO and director of the Company.
- Paid or incurred exploration and evaluation expenditures of \$Nil (2023 – \$31,081) to a company controlled by a director of the Company.
- Paid or accrued rent of \$16,567 (2023 - \$16,500) to a company controlled by common officers of the Company.

8. FINANCIAL INSTRUMENTS

Fair Value of Financial Instruments

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.

The fair value of the Company's cash, receivables and accounts payable and accrued liabilities approximates their carrying values due to their short-term maturities.

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8. FINANCIAL INSTRUMENTS (continued)

Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited its cash with a large Canadian financial institution. Management believes the risk of loss is low. The Company's receivable balances are not material.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient working capital to meet liabilities when due. As at December 31, 2024, the Company had a cash balance of \$23,037 to settle accounts payable and accrued liabilities of \$62,789.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the return. The Company's operations and financing activities are primarily conducted in Canadian dollars and, as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates. Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not subject to interest rate risk.

9. DEFERRED INCOME TAXES

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

	December 31, 2024	December 31, 2023
	\$	\$
Loss for the year before income taxes	(6,678,678)	(2,385,881)
Expected income tax recovery at statutory tax rates	(1,803,000)	(644,000)
Non-deductible (non-taxable) items	(1,000)	230,000
Tax rate difference and true up	40,000	38,000
Change in unrecognized tax benefits	1,764,000	376,000
Total income tax recovery	-	-

The following is the analysis of recognized deferred tax assets and deferred tax liabilities:

	December 31 2024	December 31, 2023
	\$	\$
Deferred tax liabilities		
Exploration and evaluation assets	-	(1,070,000)
Deferred tax assets		
Non-capital losses	-	1,070,000
Net deferred tax assets (liabilities)	-	-

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

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9. DEFERRED INCOME TAXES (continued)

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

	December 31, 2024	Expiry dates	December 31, 2023	Expiry dates
	\$		\$	
Share issuance costs	100,000	2025-2026	190,000	2024-2026
Investment tax credit	2,000	2032	2,000	2032
Non-capital losses	9,391,000	2029 to 2044	5,120,000	2029 to 2043
Mineral properties	2,703,000	None	348,000	None
	<u>12,196,000</u>		<u>5,660,000</u>	

10. CAPITAL DISCLOSURE AND MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to meet its exploration commitments. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure. The Company considers its capital structure to include shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's overall strategy remains unchanged from 2023. The Company is not subject to any externally imposed capital requirements.

11. SEGMENTED INFORMATION

The Company has one operating segment, mineral exploration and development. The Company's reportable segments are summarized as follows:

December 31, 2024	Canada	USA	Total
	\$	\$	\$
Exploration and evaluation assets	1	1	2
Other assets	69,956	-	69,956
	69,957	1	69,958

December 31, 2023	Canada	USA	Total
	\$	\$	\$
Exploration and evaluation assets	6,388,143	1	6,388,144
Prepays	65,000	-	65,000
Other assets	188,752	-	188,752
	6,641,895	1	6,641,896

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12. NON-CONTROLLING INTEREST

In November 2022, the Company entered into a share purchase agreement with ONCO effective December 15, 2022 and acquired a 50% non-controlling interest. The Company recognized non-controlling interests of \$420,000.

	Total
	\$
At December 31, 2022	420,000
Share of loss for the year	(630,897)
At December 31, 2023	(210,897)
Share of loss for the year	(2,567)
At December 31, 2024	(213,464)

13. SUBSEQUENT EVENTS

- i. On January 25, 2025, 200,000 of the outstanding stock options expired unexercised.
- ii. Issued 300,000 common shares pursuant to the exercise of 300,000 warrants at \$0.10 per warrant for gross proceeds of \$30,000.



**K9 GOLD CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023**

Dated: April 25, 2025

GENERAL

The purpose of this Management Discussion and Analysis ("MD&A") is to explain management's point of view regarding the past performance and future outlook of K9 Gold Corp.'s (the "Company") past performance and future outlook. This report also provides information to improve the reader's understanding of the audited consolidated financial statements and related notes as well as important trends and risks affecting the Company's financial performance, and should therefore be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the years ended December 31, 2024 and 2023 (the "Financial Statements"). Additional information on the Company is available on SEDAR+. All information contained in this MD&A is current as of the date of this report unless otherwise stated.

All financial information in this MD&A has been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

FORWARD LOOKING STATEMENTS

Certain sections of this MD&A may contain forward-looking statements.

All statements, other than statements of historical fact, made by the Company that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Forward-looking statements may relate to the Company's future financial conditions, results of operations, plans, objectives, performance or business developments including, among other things, exploration and work programs, drilling plans and timing of drilling, plans for development and facilities construction and timing, method of funding and completion thereof, the performance characteristics of the Company's lithium and gold reserves, drilling results of various projects of the Company, commercial viability of exploration and development wells and producing mines, the existence of resources or reserves and the timing of development thereof, projections of market prices and costs, supply and demand for lithium and gold, expectations regarding the ability to raise capital and to acquire reserves through acquisitions and/or development, treatment under governmental regulatory and royalty regimes and tax laws, and capital expenditure programs and the timing and method of financing thereof.

Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The estimates and assumptions of the Company contained in this MD&A, which may prove to be incorrect, include, but are not limited to, the various assumptions set forth herein and in the MD&A, or as otherwise expressly incorporated herein by reference as well as: (1) there being no significant disruptions affecting operations, whether due to labour disruptions, supply disruptions, power disruptions, damage to equipment, adverse weather conditions or otherwise; (2) permitting, access, exploration, expansion and acquisitions at our projects (including, without limitation, land acquisitions for and permitting of exploration plans) being consistent with our current expectations; (3) prices for and availability of equipment, labor, natural gas, fuel oil, electricity, water and other key supplies remaining consistent with current levels; (4) labour and materials costs increasing on a basis consistent with the Company's current expectations; (5) the availability and timing of additional financing being consistent with the Company's current expectations. Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements.

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

Such factors include, but are not limited to: fluctuations in the currency markets; fluctuations in the spot and forward price of lithium, gold, or certain other commodities (such as diesel fuel and electricity); changes in national and local government legislation and royalty regimes, taxation, tariffs, controls, regulations and political or economic developments in the countries the Company operates in; business opportunities that may be presented to, or pursued by, us; our ability to successfully integrate acquisitions; operating or technical difficulties in connection with exploration or development activities; employee relations; the speculative nature of mineral resources exploration and development, including the risks of obtaining necessary licenses and permits; competition for, among other things, capital, acquisitions of reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, geological, technical, drilling and processing problems, fluctuations in foreign exchange or interest rates and stock market volatility, changes in income tax laws or changes in tax laws and incentive programs relating to the resource industry including, without limiting the generality of the foregoing, contests over title to properties, particularly title to undeveloped properties. In addition, there are risks and hazards associated with the business of mineral resources exploration and development including environmental hazards, industrial accidents, unusual or unexpected formations, pressures, cave-ins, flooding and/or uncontrolled mineral resources releases (and the risk of inadequate insurance, or the inability to obtain insurance, to cover these risks).

Many of these uncertainties and contingencies can affect the Company's actual results and could cause actual results to differ materially from those expressed or implied in any forward-looking statements made by, or on behalf of, the Company. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future.

All of the forward-looking statements made in this MD&A are expressly qualified by these cautionary statements and those made in our other filings with applicable securities regulators in Canada. These factors are not intended to represent a complete list of the factors that could affect the Company and readers should not place undue reliance on forward-looking statements in this MD&A. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

The forward-looking statements contained herein are based on information available as of the date of this report.

OVERVIEW

K9 Gold Corp. was incorporated under the Business Corporations Act (Alberta) on December 10, 2007 and continued into British Columbia under the Business Corporation Act (British Columbia) in March 2016. Currently, the Company is listed on the TSX Venture Exchange ("TSX-V"), the OTC Markets in the United States, and Frankfurt Stock Exchange ("FSE") in Germany, and currently trades under the symbol, "KNC", "WDFCF", and "5GP", respectively.

In February 2024, the Company waived its right to acquire the remaining 50% ownership interest in 1000175306 ON Ltd. ("ONCO"). The Company retains 50% ownership in ONCO.

In February 2024, the Company consolidated its outstanding share capital on a ten-for-one basis. The share consolidation has been applied retrospectively and as a result all shares, options, warrants, and per share amounts are stated on an adjusted basis.

On October 28, 2024, the Company closed its Private Placement which was comprised of 1,428,570 units (the "Units") at a price of \$0.07 per Unit. Each Unit is comprised of one common share and one share purchase warrant (the "Warrants") exercisable for a period of five years from closing at an exercise price of \$0.10 per share.

MANAGEMENT DISCUSSION AND ANALYSIS
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The Company has not recorded any revenues, and depends on share issuances to fund its administrative expenses. The summary of results is as follows:

	For the years ended December 31,		
	2024	2023	2022
	\$	\$	\$
Operations:			
Revenues	-	-	-
Administrative expenses	(232,404)	(637,748)	(1,232,574)
Net and comprehensive loss	(6,678,878)	(2,385,881)	(2,563,165)
Loss attributable to:			
Shareholders of the Company	(6,676,311)	(1,754,984)	(2,563,165)
Non-controlling interest	(2,567)	(630,897)	-
Basic and diluted loss per share - Company	(0.72)	(0.20)	(0.40)
Basic and diluted loss per share – Non-controlling interest	(0.00)	(0.07)	(0.00)
Total assets	69,958	6,641,896	9,035,525
Dividends per share	-	-	-

As at December 31, 2024, the Company had not yet achieved profitable operations and had an accumulated deficit of \$19,869,059 (2023 - \$13,192,748). For the year ended December 31, 2024, the Company had a net and comprehensive loss attributable to shareholders of the Company of \$6,676,311 (2023 – \$1,754,984) resulting in a basic and diluted loss per share attributable to shareholders of the Company of \$0.72 (2023 – \$0.20).

As at December 31, 2024, the Company has no continuing source of operating revenues. The Company has not paid any dividends on its common shares nor does it have any present intention of paying dividends on its common shares, as it anticipates that all available funds for the foreseeable planning horizon will be used to finance future business activities.

RESULTS OF OPERATIONS

The Company has yet to generate any revenue since its inception from its planned operations and has, to date, incurred annual net losses from operating and administrative expenses.

The table below details the significant changes in administrative expenditures for the year ended December 31, 2024 as compared to 2023:

Expenses	Increase decrease in expenses	Explanation of change
Management fees	Decrease of \$220,000	Pursuant to the limited exploration activities, as a part of the cost cutting measures, the directors and officers did not charge anything to the Company during 2024.
Office expense	Decrease of \$35,235	During 2024, the Company moved its focus from its existing exploration assets to look for new opportunities. Consequently, the Company restricted its administrative expenses.
Professional fees	Decrease of \$55,907	Due to the limited exploration activities during 2024, the Company has limited the need for professional services. Therefore, professional fees decreased during 2024 as compared to 2023.
Share-based compensation	Decrease of \$62,200	There were no new stock option grants during 2024.

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

Summary of quarterly results

Historical quarterly financial information derived from the Company's eight most recently completed quarters is as follows:

	Three months ended			
	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
	\$	\$	\$	\$
Net and comprehensive loss	(57,959)	(6,512,631)	(50,497)	(57,791)
Net loss attributable to:				
Shareholders of the Company	(57,959)	(6,512,631)	(50,497)	(55,224)
Non-controlling interest	-	-	-	(2,567)
Basic and diluted loss per shares:				
Shareholders of the Company	(0.01)	(0.72)	(0.01)	(0.01)
Non-controlling interest	-	(0.00)	-	(0.00)
Weighted average number of shares				
- Basic and diluted	10,007,389	9,013,599	9,013,599	9,013,599

	Three months ended			
	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023
	\$	\$	\$	\$
Net and comprehensive loss	(1,996,492)	(58,475)	(144,380)	(186,534)
Net loss attributable to:				
Shareholders of the Company	(1,365,595)	(58,475)	(144,380)	(186,534)
Non-controlling interest	(630,897)	-	-	-
Basic and diluted loss per shares:				
Shareholders of the Company	(0.15)	(0.01)	(0.02)	(0.02)
Non-controlling interest	(0.07)	-	-	-
Weighted average number of shares				
- Basic and diluted	9,013,599	9,013,599	8,799,315	8,713,600

The variations in the losses from quarter to quarter are mainly due to the level of administrative expenses incurred by the Company and are fairly consistent from quarter to quarter with the exception of the following:

- the quarter ended December 31, 2024, includes the accrual of \$35,000 for the annual audit fee;
- the quarter ended September 30, 2024, includes an impairment loss on exploration and evaluation assets of \$6,439,911;
- the quarter ended March 31, 2024, includes a gain on sale of exploration and evaluation assets of \$13,488;
- the quarter ended December 31, 2023, includes an impairment loss on exploration and evaluation assets of \$1,850,302; and
- the quarter ended March 31, 2023, includes share-based compensation of \$62,200.

FOURTH QUARTER RESULTS

SUMMARY OF EXPLORATION ACTIVITIES

Exploration and Evaluation Properties

For the year ended December 31, 2024, the Company incurred exploration and evaluation expenditures of \$51,769 as compared to \$1,143,590 in 2023.

	Desert Eagle property	Stony Lake East Gold property	Riviere Salomon Property	Lac Joubert-Tilly Property	Lac Laribosiere-Tilly Property	Total
Exploration expenses:						
Geological	-	61,905	-	-	-	61,905
Provincial grants	-	(10,136)	-	-	-	(10,136)
For the year ended December 31, 2024	-	51,769	-	-	-	51,769

MANAGEMENT DISCUSSION AND ANALYSIS
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	Desert Eagle property	Stony Lake East Gold property	Riviere Salomon Property	Lac Joubert-Tilly Property	Lac Laribosiere-Tilly Property	Total
	\$	\$	\$	\$	\$	\$
Acquisition cost:						
Acquisition	-	-	-	114,700	-	114,700
Cash paid	-	-	70,000	25,000	-	95,000
Exploration expenses:						
Consulting	-	45,000	1,500	2,650	850	50,000
Geological	-	108,300	354,267	337,162	108,146	907,875
Claim maintenance	21,465	-	-	-	-	21,465
Provincial grants	-	(45,450)	-	-	-	(45,450)
For the year ended December 31, 2023	21,465	107,850	425,767	479,512	108,996	1,143,590

The total cumulative acquisition and deferred exploration costs of the Company to December 31, 2024 are summarized as follows:

	Desert Eagle property	Stony Lake East Gold property	Riviere Salomon Property	Lac Joubert-Tilly Property	Lac Laribosiere-Tilly Property	Total
	\$	\$	\$	\$	\$	\$
Cumulative:						
Acquisition:						
Acquisition	-	-	836,026	114,700	-	950,726
Common share issued	1,260,000	628,000	-	-	-	1,888,000
Cash paid	80,000	350,000	70,000	25,000	-	525,000
Staking costs	-	-	-	-	-	-
Exploration:						
Consulting	-	297,615	1,500	2,650	850	302,615
Geological	60,805	5,279,883	354,267	337,162	108,146	6,140,263
Claim maintenance	106,920	-	-	-	-	106,920
Government grants	-	(115,586)	-	-	-	(115,586)
Total costs incurred	1,507,725	6,439,912	1,261,793	479,512	108,996	9,797,938
Impairment	(1,507,724)	(6,439,911)	(1,261,793)	(479,512)	(108,996)	(9,797,936)
Balance, December 31, 2024	1	1	-	-	-	2

Desert Eagle Project, USA

The Desert Eagle Project is comprised of a total of 2,004 acres located in the Trachyte district situated to the east of the Henry Mountains, 95 miles south of Green River, Utah. The project is considered prospective for the development of vanadium due to high historic grades and high ratios of vanadium over uranium present on the claims. Mineralization occurs within sandstone of the Salt Wash member of the Jurassic Morrison formation, a rock unit synonymous with vanadium and uranium production across the Colorado Plateau.

A 1967 publication by the Utah Geological and Mineralogical Survey (Special Studies #22) reported results from 24 samples collected in historic audits on the property. These samples ranged from 0.11% to 28.20% V₂O₅, and averaged 5.17% V₂O₅. That same report indicates that historic production from this area yielded a 5:1 vanadium to uranium ratio. Sampling on behalf of the company in 2018 resulted in 57 samples being analyzed. Of those, 33 returned values greater than 0.5% V₂O₅, and 22 were greater than 1.0% V₂O₅. Twenty of those samples collected from accessible areas of the old audits ranged from 0.01% to 4.32% V₂O₅, and averaged 1.40% V₂O₅. In January 2019, the Company completed an NI 43-101 technical report on the project.

An exploration program was planned for 2023, consisting of mapping and sampling. The proposed program was not executed. During 2023, management reassessed the future plans for the property and expected economic benefits, and decided to impair the book value of the property as a result, the carrying value was written down to \$1. During the year ended December 31, 2024, the Company incurred \$28,463 (2023 - \$Nil), which was charged as expense in the income statement. The Company continues to hold an interest in the 97 Lode claims.

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

In February 2024, the Company entered into a property option agreement (the “Definitive Agreement”) with Nova Lithium Corp. (“NLC”). Under the Definitive Agreement, NLC could earn a 100% interest in the Desert Eagle Project by making payments of USD\$200,000 in cash and by issuing 1,000,000 common shares as follows:

Date	Cash \$USD	Common Shares
Upon execution of Definitive Agreement (received)	10,000	-
On or before 60 days from the date of exchange approval	40,000	500,000
On or before 6 months from the date of exchange approval	150,000	500,000
Total	200,000	1,000,000

The Definitive Agreement was terminated per the terms of the agreement and the US\$10,000 (\$13,488) was recorded as a gain on sale of asset.

Stony Lake East Gold Project, Canada

In July 2020, the Company closed an option agreement with District Copper Corp. (“District”) to acquire up to a 100% interest in the Stony Lake East Gold Project (“Stony Lake Project”) located in the Grand Falls – Bishops Falls area of the Province of Newfoundland and Labrador. The Stony Lake Project is comprised of 8 mineral licenses covering a total of 13,625 hectares.

In order to exercise the option up to a 75% interest, the Company was required to make a cash payment of \$350,000, issue 330,000 common shares, and incur a total of \$400,000 on the project in exploration expenditures. In August 2022, the Company completed all of its commitments and acquired 75% interest of the Stony Lake Project. In order to exercise a further 25% interest, for a total interest of 100%, the Company had to make cash payment of \$500,000 and issue 200,000 common shares to District on or before August 14, 2023. The Company elected not to make this final payment, and waived its rights to acquire a further 25% interest in the property. The Company continues to retain a 75% interest in the Stony Lake Project.

The Stony Lake project lies within Exploits sub-zone of the Cape Ray/Valentine Lake structural trend in Central Newfoundland, lying parallel to that of New Found Gold’s Queensway project, along the prolific Dog Bay Line. The project covers 13,625 ha and 27 kilometers of favorable trend between Sokoman’s Moosehead discovery to the northeast and Marathon’s Valentine Lake deposit to the southwest.

At Stony Lake, large areas of significant gold mineralization occur primarily in altered Botwood sediments, felsic to mafic intrusives and volcanic flows and breccias associated with intense silicification, sericite-chlorite-carbonate alteration and a strong pyrite-arsenopyrite mineralogical association. These features indicate epizonal/mesozonal temperatures for the hydrothermal fluids and support the exploration model of hydrothermal fluids leaking upwards into the Botwood sediments from a deeper igneous intrusive source.

This area is now referred to as the Exploits Subzone gold district which essentially covers the Silurian-age clastic sediments surrounding the Mount Peyton intrusive.

The 2022 drill program at Jumper’s Pond has been completed. The drill program consisted of 8 diamond drill holes, for a total of 2,919 meters. The drill holes were designed to follow up on the extremely wide mineralized zone encountered in hole JP21-022 during the 2021 drilling season. That drill hole intersected a 127.4-meter zone of continuous gold mineralization, averaging 0.61 g/t over the entire length of the zone.

During the year ended December 31, 2024, management assessed the budget and future plans in relation to the Stony Lake Project, and decided to impair the book value of the property. Accordingly, the Company recorded an impairment of \$6,439,911 to write down the carrying value of the property to \$1.

Discussion of results:

The gold mineralization occurs within a broad deformation zone characterized by shearing and brecciation hosted in a sequence of intermediate to mafic volcanic rocks. As previously reported, significant gold mineralization is interpreted to be concentrated along the axis of an anticlinal structure in the footwall of a major fault zone.

The mineralization exhibits a strong spatial correlation to a positive chargeability anomaly. The mineralization remains open along strike and at depth. Analytical results, to date, indicate a highly consistent pattern of gold distribution.

MANAGEMENT DISCUSSION AND ANALYSIS
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In 2021, 12 samples from drill hole JP21-012 were sent to MSALABS in Langley, British Columbia for analysis using the metallics screening method. The half-core split samples were dry crushed to 70% passing 2 mm, then a 1000g split was pulverized to 85% passing 75µm. This was followed by a metallic screening of the 1000g, with a fire assay finish (30g fusion). The metallic screening method is commonly used to determine the proportion of coarse gold in a deposit. This year, for comparison, half of the remaining core was split, and submitted to Eastern Analytical, in Springdale, NL for analysis by the traditional fire assay method (see below under QA/QC Procedures).

The variations in the results from the two sets of analyses (shown in the table below) indicate the weighted average value of the traditional fire assays was approximately 16% lower than the average from the metallic screening. While there was some variability between individual samples, the weighted average gold content of the 13.0m intersection was 1021 ppb for MSALABS and 858 ppb for Eastern. Considering that the two analytical methods take completely different approaches to analyzing the gold content of each sample, this difference is fully within the expected variance between samples and indicates that there is now significant confidence in the reproducibility of results.

Hole ID	From (m)	To (m)	Length (m)	2021 (MSA)			2022 (Eastern)		
				sample ID	Au ppm	Au g/t	sample ID	Au ppm	Au g/t
JP21-012	247.00	249.20	2.20	145129	660	0.66	105060	475	0.48
JP21-012	249.20	250.13	0.93	145131	520	0.52	105061	524	0.52
JP21-012	250.13	251.00	0.87	145132	1100	1.10	105062	805	0.81
JP21-012	251.00	252.00	1.00	145133	1300	1.30	105063	1215	1.22
JP21-012	252.00	252.70	0.70	145135	990	0.99	105064	1198	1.20
JP21-012	252.70	253.30	0.60	145136	1390	1.39	105065	1882	1.88
JP21-012	253.30	255.00	1.70	145137	1070	1.07	105066	653	0.65
JP21-012	255.00	255.64	0.64	145138	1010	1.01	105067	894	0.89
JP21-012	255.64	257.00	1.36	145139	870	0.87	105068	610	0.61
JP21-012	257.00	258.00	1.00	145141	1990	1.99	105069	1327	1.33
JP21-012	258.00	259.00	1.00	145142	1611	1.61	105070	1603	1.60
JP21-012	259.00	260.00	1.00	145143	316	0.32	105071	294	0.29
Weighted average					1022	1.02		858	0.86

Further evidence of the consistency in gold values is that fact that most of the intersections to date exhibit reasonably consistent gold concentration within each intersection. An example of this is shown in the following table, showing a portion of JP22-029.

Hole #	From	To	Length	sample #	ppb Au	g/t Au
JP22-029	248.40	249.00	0.60	215531	1172	1.17
JP22-029	249.00	250.00	1.00	215532	1289	1.29
JP22-029	250.00	251.00	1.00	215533	2673	2.67
JP22-029	251.00	251.85	0.85	215535	3371	3.37
JP22-029	251.85	252.85	1.00	215536	1532	1.53
JP22-029	252.85	253.85	1.00	215537	1943	1.94
JP22-029	253.85	254.40	0.55	215538	1496	1.50
JP22-029	254.40	255.40	1.00	215539	1482	1.48
JP22-029	255.40	255.80	0.40	215541	2053	2.05
JP22-029	255.80	256.70	0.90	215542	1138	1.14
JP22-029	256.70	257.70	1.00	215543	2350	2.35
JP22-029	257.70	258.70	1.00	215544	2451	2.45
JP22-029	258.70	259.70	1.00	215545	2269	2.27
JP22-029	259.70	260.70	1.00	215546	939	0.94
JP22-029	260.70	261.70	1.00	215547	2826	2.83
JP22-029	261.70	262.70	1.00	215548	2924	2.92
JP22-029	262.70	263.85	1.15	215549	2328	2.33
JP22-029	263.85	264.85	1.00	215551	911	0.91
JP22-029	264.85	265.85	1.00	215552	1149	1.15
JP22-029	265.85	266.60	0.75	215553	1710	1.71
JP22-029	266.60	267.10	0.50	215555	2457	2.46
JP22-029	267.10	268.10	1.00	215556	2034	2.03
JP22-029	268.10	268.80	0.70	215557	1162	1.16

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Weighted average grades for the mineralized intervals were estimated using a 0.2 g/t Au cut-off. Weighted average grade intervals include sample intervals below cut-off provided that the interval below the cut-off did not exceed a 2.0 m core interval. Intervals reported in this release are core lengths; there are insufficient data points to determine true widths at this time.

A summary of the significant intervals of gold mineralization intersected in the recent drilling program are presented in the following table:

Hole #	From	To	length	g/t Au
JP22-025	343.45	349.90	6.45	0.33
JP22-026	74.80	89.00	14.20	0.51
including	74.80	79.90	5.10	0.96
	105.50	115.70	10.20	0.80
including	106.50	107.50	1.00	1.89
and	114.27	115.70	1.43	2.63
	170.45	171.45	1.00	0.87
	197.00	200.00	3.00	0.33
	288.50	291.50	3.00	0.42
JP22-027	346.60	347.60	1.00	0.46
JP22-028	139.00	146.40	7.40	0.16
	155.40	164.90	9.50	0.87
	202.80	204.25	1.45	1.23
	237.50	240.00	2.50	0.72
	305.80	307.80	2.00	0.43
	316.85	318.60	1.75	2.13
JP22-029	238.75	270.50	31.75	1.52
including	248.40	268.80	20.40	1.91
including	250.00	263.50	13.50	2.14
	315.05	316.05	1.00	0.25
	330.61	333.60	2.99	0.40
	342.75	346.25	3.50	0.79
JP22-030	140.50	141.00	0.50	0.23
	155.10	156.80	1.70	0.44
	181.60	182.60	1.00	0.77
	201.25	203.65	2.40	0.49
	225.00	252.35	27.35	1.88
including	229.50	244.35	14.85	3.18
including	234.50	237.35	2.85	5.36
	321.00	324.00	3.00	0.19
	344.00	344.70	0.70	0.29
JP22-031	26.00	31.00	5.00	0.30
	149.00	155.80	6.80	1.71
including	151.00	155.80	4.80	2.32
	272.12	273.12	1.00	0.61
	287.85	288.85	1.00	0.31
JP22-032	45.35	48.35	3.00	0.32
	180.00	183.00	3.00	1.18
	191.45	193.40	1.95	0.77

MANAGEMENT DISCUSSION AND ANALYSIS
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3D modelling of the geology, structure and mineralized intervals for all drill holes completed on the Jumper's Pond target is in progress and results will be reported on completion of this work. It is expected that these activities should define the strike direction and dip of the main mineralized structure to effectively plan the next phase of drilling at Jumper's Pond.

In the summer of 2023, a brief soil sampling program was completed, with approximately 311 samples collected. Analytical results are pending.

Previous work performed by K9 Gold on the Moonlight Grid included airborne and ground geophysics, soil sampling, trenching and diamond drilling. The grid covers a flexure in a major regional fault zone. Trenching on the grid in 2021 discovered a wide zone of significant gold mineralization (0.81 g/t Au over 15.0 m in soil samples from the trench). Follow up diamond drilling encountered a similar zone (0.84 g/t Au over 9.52 m downhole) in hole ML21-016. In 2023, 213 soil samples were collected on the grid, on a nominal 100 x 25 m spacing. Of these, twelve exceeded 10 ppb Au, with a range of 10 to 315 ppb as well as 0.9 g/t Au).

The Rattling Brook grid has seen limited previous exploration. Historic data includes several geochemical anomalies. The 2023 program on this grid comprised 98 soil samples. Of these, two exceeded 10 ppb Au (11 and 32 ppb respectively).

James Bay Lithium Project

The James Bay Lithium Project is located in the La Grande sub-province of the Archaean Superior Province in Quebec, and comprises three units, the Rivière Salomon property, the Lac Joubert-Tilly Property and the Lac Laribosière-Tilly property.

Riviere Salomon Property ("Riviere")

In November 2022, the Company entered into a share purchase agreement with the shareholders of ONCO whereby the Company may purchase up to 100% of the outstanding shares of ONCO as follows:

- Initial 50% of the ONCO's shares within 10 days of receiving regulatory approvals ("Closing Date") by issuing 650,000 common shares of the Company (issued).
- Remaining 50% of the ONCO's shares within 14 months of the Closing Date by issuing an additional 650,000 common shares of the Company and \$10,000 in cash. The Company decided not to pursue the remaining 50% ownership interest in ONCO.

In September 2022, ONCO entered into an option agreement with 1Life Holdings Ltd. ("1Life") to acquire a 100% interest in the JB Lithium Property located in the James Bay region of northern Quebec. The property comprises 41 mining claims, totaling 2114 hectares. The property is located approximately 350 km south-southeast of Radisson, Quebec. Other projects in the area include Allkem's James Bay lithium project, which recently received federal approval for development, Patriot Battery Metals Corvette project located 50 km to the west and Winsome Resources Lithium Adina project located approximately 5 km to the east. The JB property is underlain by a package of Archaean rocks that is similar to the geological setting of the Corvette and Adina projects.

In order to exercise the option, ONCO, and subsequently, the Company must make option payments to 1Life as follows:

Date		Cash \$	Exploration Expenditures \$
On or before September 20, 2022	(paid)	10,000	-
On or before November 19, 2022		-	(waived) 30,000*
Upon completion of an initial assessment report	(paid)	20,000**	-
On or before September 20, 2023	(paid)	50,000	-
On or before September 20, 2024		50,000	-
On or before September 20, 2025		50,000	100,000
Total		180,000	130,000

*In November 2022, the Company made a \$30,000 payment in cash to 1Life in lieu of incurring \$30,000 in exploration expenditures. 1Life accepted this payment and waived the \$30,000 exploration expenditure requirement.

** In April 2023, despite the completion of the initial assessment report pending, the Company made an early payment of \$20,000 payment to 1Life and satisfied the \$20,000 payment requirement.

1Life will retain a 1.5% NSR which can be purchased by ONCO for \$2,000,000 at any time after the option has been exercised. In addition, the Company will make a bonus payment of \$1,000,000 in the event that an independent National Instrument 43-101 Technical Report estimates mineral resources valued at over \$100,000,000 is established on the property.

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During the year ended December 31, 2023, the management assessed the budget and future plans in relation to the Riviere, and decided to impair the book value of the property. Accordingly, the Company recorded an impairment of \$1,261,793 to write down the carrying value of the property to \$Nil. Subsequent to the impairment, the Company has been charging all the expenses in relation to this property as an expense in the income statement.

During the year ended December 31, 2024, the Company decided to reduce the size of its JB Lithium projects in the James Bay region of Quebec. Consequently, the Company terminated the Share Purchase Agreement for Reviere. During the year ended December 31, 2024, the Company incurred an expense of \$1,318 in relation to Riviere which was charged to the income statement.

Lac Joubert-Tilly Property (“LJT Property”)

In May 2023, the Company entered into a Share Purchase Agreement (“SPA”) with the shareholders of 1415322 B.C. Ltd. (“141BC”) whereby the Company purchased 100% of the outstanding shares of 141 BC for \$25,000 (paid) and 300,000 common shares of the Company (issued) at a fair value of \$90,000. In May 2023, 141 BC entered into an option agreement with 1Minerals Corp. (“1Minerals”) to acquire 100% interest in the Lac Joubert-Tilly Property (“LJT Property”) located in the James Bay region of Northern Quebec. The LJT Property is comprised of 64 mineral licenses covering a total of 3,304 hectares.

In order to exercise the option, 141BC, and subsequently, the Company must make option payments to 1Minerals as follows:

Date		Cash \$
On or before May 19, 2023	(paid)	25,000
On or before November 9, 2023	(paid)	25,000
On or before May 9, 2024		*80,000
On or before May 9, 2025		*150,000
On or before May 9, 2026		*215,000
Total		495,000

** Pursuant to the terms of the agreement, the Company may elect to issue common shares equivalent to the value of the cash payment required in lieu of making the cash payment.*

1Minerals will retain a 2.0% NSR of which 1.5% can be purchased by 141BC for \$2,000,000 at any time after the option has been exercised. In addition, the Company will make a bonus payment of \$1,000,000 in the event that a 43-101 mineral resources valued at over \$100,000,000 is established on the property.

The Company has elected not to make any additional option payments pursuant to the option agreement with 1Minerals and will not be proceeding with the option to the LJT property.

During the year ended December 31, 2023, management assessed the budget and future plans in relation to the LJT Property, and decided to impair the book value of the property. Accordingly, the Company recorded an impairment of \$479,512 to write down the carrying value of the property to \$Nil. Subsequent to the impairment, the Company has been charging all the expenses in relation to this property as an expense in the income statement.

During the year ended December 31, 2024, the Company decided to reduce the size of its JB Lithium projects in the James Bay region of Quebec. Consequently, the Company terminated the Share Purchase Agreement for LJT Property. During the year ended December 31, 2024, the Company incurred an expense of \$2,330 (2023 - \$Nil) in relation to LJT Property which was charged to the income statement.

Lac Laribosiere Tilly Property (“LLT Property”)

In May 2023, the Company added additional claims in the region by direct staking, the Lac Laribosière-Tilly property. The staking covered 25 claims totaling 1274 ha. This brings to total land holdings for the JB Lithium Project to 6692 ha. in 130 claims.

During the year ended December 31, 2023, management assessed the budget and future plans in relation to the LLT Property, and decided to impair the book value of the property. Accordingly, the Company recorded an impairment of \$108,996 to write down the carrying value of the property to \$Nil. Subsequent to the impairment, the Company has been charging all the expenses in relation to this property as an expense in the income statement. During the year ended December 31, 2024, the Company incurred an expense of \$1,616 (2023 - \$Nil) in relation to LLT Property which was charged to the income statement.

MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

On October 4, 2024, the Company reduced the size of its JB Lithium projects in the James Bay region of Quebec. Two option agreements have been terminated and the properties returned to the vendors. These are the Rivière Salomon option from ILife Holdings Ltd and the Lac Joubert-Tilly option from IMinerals Corp. The project will now comprise one group of 25 claims (1275 hectares), the Lac Laribosière–Tilly block, which the Company acquired through direct staking.

Rivière Salomon property

The RS Property is located in the La Grande sub-province of the Archaean Superior Province in Quebec. The Trieste Formation, which hosts lithium mineralization on the adjacent Adina property, transects the James Bay property area. Within the property boundaries, this Meso-Archaean age formation is mainly an ensemble of mylonites and banded amphibolites derived from basalt, which have been intruded by various intermediate rocks. A significant band of tonalite, part of the Meso-Archaean age Kamusaawach Intrusion, cuts through the centre of the property. Also cutting through the claims is a band of the Neo-Archaean Richardie Suite, an intrusive biotite-magnetite-hornblende granodiorite. The northern portion of the property is underlain by the Neo-Archaean Sauvolles Pluton, which is mainly of granitic composition. There is also a prominent Paleoproterozoic-age mafic dyke (Senneterre dyke system) cutting through the north of the property with a NE-SW orientation.

During a regional mapping program in 2013 by Government geologists, one outcrop sample was collected from the property, reported in the Quebec Government's online geological database, SIGEOM, and returned a value of 65 ppm Li.

In March 2023, MPX Geophysics Ltd of Newmarket, ON was contracted to fly the survey. A fixed-wing aircraft will be used to conduct the combination magnetometer and VLF survey. The survey has been completed and an interpretation of the data is underway. PHB Inc of Montreal has been contracted to carry out a LiDAR and photogrammetry survey, which was delayed as a result of the wildfire situation in the region. This survey was subsequently completed in September 2023. Analysis of the results is pending. A summer field program comprising soil sampling and prospecting was completed in August 2023.

Lac Joubert-Tilly property

The LJT property is underlain mainly by the Archean Joubert Suite and the Salomon River formation. Where the Joubert Suite occurs on the property, it consists of a package of foliated, banded or gneissic biotite-tonalite and granodiorite. The Salomon River formation in the area consists mainly of paragneisses that have undergone moderate partial melting, with 10% or more mobilisate.

Within the property boundaries, the Salomon River formation has been intruded by at least five zones of Tilly Pegmatites which comprise pegmatitic granite with biotite-muscovite-tourmaline-magnetite-garnet assemblages. These pegmatites are a significant lithium target for other explorers in this area. They are in close proximity to the Joubert Suite tonalites which are believed to be the source of lithium in regional discoveries. A 2015 Quebec Government geological mapping program located at least six outcrops of pegmatitic granite, consistent with the Tilly Pegmatites. In addition, one outcrop of an ultramafic intrusive returned an assay of 77 ppm Li, along with 0.10% Ni and 0.30% Cr.

A summer field program comprising soil sampling and prospecting was completed in August 2023.

Lac Laribosière-Tilly property

The geology of the LLT property is underlain mainly by the Archean Joubert Suite and the Neoarchean Coates Suite. Where the Joubert Suite occurs on the property, it consists of a package of foliated, banded or gneissic biotite-tonalite and granodiorite. The rocks of the Coates suite have been described as biotite tonalite or granodiorite.

Within the property boundaries, both the Joubert suite and the Coates suite have been intruded by a broad zone of Tilly Pegmatites which comprise pegmatitic granite with biotite-muscovite-tourmaline-magnetite-garnet assemblages. These pegmatites are a significant lithium target for other explorers in this area. A 1998 Quebec Government geological mapping program located one outcrop of Tilly Pegmatites. Government mapping also indicates that the property is transected by diabase dykes of the Mistassini Dyke Swarm.

A summer field program comprising soil sampling and prospecting was completed in August 2023.

Full results have now been received for the 2023 summer field soil sampling and prospecting program. The program was performed by GroundTruth Exploration of Dawson City, YK, and comprised 3524 soil samples and 80 rock samples. Highlights include:

- Prospecting has identified at least three pegmatite outcrops with spodumene, tourmaline and garnet present. These outcrops occur along well-defined ridges which are in excess of 500 meters in length.
- The pegmatite outcrops occur on both the Rivière Salomon and the Lac Joubert-Tilly properties.
- On the Rivière Salomon property, the pegmatites are spatially related to an occurrence of Senneterre dykes.
- On the Lac Joubert-Tilly property, the pegmatites are related to occurrences of Tilly pegmatites.

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

All samples were submitted to SGS in Val d'Or, QC for preparation, and were subsequently analyzed by SGS in Burnaby, BC, using their GE_ICP90A50 (Na₂O₂ fusion, HNO₃, ICPAES) and GE_IIM90A50 (Na₂O₂ fusion, HNO₃, ICP-MS) methods.

QUALITY CONTROL AND QUALITY ASSURANCE

K9 Gold Corp employs a rigorous QA/QC protocol on samples submitted for analysis including the insertion of blanks, reference standard and duplicated into its sample streams. For every 40 samples, one blank and three standards are inserted. In addition, one reject duplicate is included in every batch of 40 samples. To date, no significant discrepancies have been detected in the results of the blanks, standards, and duplicates.

For the Stony Lake project, K9 use the services of Eastern Analytical in Springdale NL, using their fire assay and 34 element ICP package for sample analysis. Eastern Analytical is ISO 17025 Accredited in Fire Assay Au, as well as for their multi-acid ore grade assays in Cu, Pb, Zn, Ag, Fe and Co.

The scientific and technical content and interpretation contained in this MD&A have been reviewed, verified and approved by Chris M. Healey, P. Geo., Chief Geologist and a Director of the Company, who is a Qualified Person as defined by NI 43-101, Standards of Disclosure for Mineral Projects.

LIQUIDITY, FINANCIAL POSITION, AND CAPITAL RESOURCES

The Company has financed its operations to date through the issuance of common shares and the exercise of options and warrants. The Company continues to seek capital through various means including the issuance of equity.

The Company's liquidity and capital resources as at the following dates are as follows:

	As at	
	December 31, 2024	December 31, 2023
	\$	\$
Cash	23,037	142,704
Receivables	24,615	23,674
Prepays	22,304	22,374
Total current assets	69,956	188,752
Accounts payable and accrued liabilities	62,789	52,355
Flow-through premium liability	-	3,494
Working capital	7,167	132,903

As at December 31, 2024, the Company had cash of \$23,037 (2023 - \$142,704) and working capital of \$7,167 (2023 - \$132,903).

The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. See "Risks and Uncertainties".

CASHFLOW INFORMATION

Sources and Use of Cash	For the years ended	
	December 31, 2024	December 31, 2023
	\$	\$
Cash used in operating activities	(243,291)	(555,575)
Cash provided by (used in) investing activities	23,624	(1,073,829)
Cash provided by financing activities	100,000	-
Net change in cash	(119,667)	(1,629,404)

Cash used in operating activities

For the year ended December 31, 2024, cash used in operating activities was \$243,291 (2023 - \$555,575). During 2024, the Company had limited operational activities due to the impairment of the exploration and evaluation assets. The cash used in operating activities mainly consists of professional fees, trust and filing fees, and office expenses.

MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEARS ENDED DECEMBER 31, 2024 AND 2023

Cash provided by (used in) investing activities

For the year ended December 31, 2024, cash provided by investing activities was \$23,624 (2023 – used in \$1,073,829), which comprises of a provincial grant of \$10,136 and a deposit of \$13,488 to option out an exploration and evaluation asset. During 2023, the cash outflow from investing activities is primarily comprised of the expenditures in exploration and evaluation assets.

Cash provided by financing activities

For the year ended December 31, 2024, cash provided by financing activities was \$100,000 (2023 – \$Nil), which is comprised of shares issued for cash.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including directors (executive and non-executive) of the Company.

As at December 31, 2024, the Company had \$217 (2023 - \$Nil) included in the accounts payable and accrued liabilities, payable to the Brian Morrison, CFO of the Company. As at December 31, 2024 \$Nil (2023 - \$65,000) was included in non-current prepaids as an exploration and evaluation expenditure advance payment made to a company controlled by Kosta Tsoutsis, director of the Company.

During the years ended December 31, 2024 and 2023, the Company entered into following transactions with the related parties of the Company:

	For the year ended	
	December 31, 2024	December 31, 2023
	\$	\$
Rent	16,567	16,500
Management fees	-	220,000
Exploration and evaluation assets	-	81,081
Share-based compensation	-	52,870
	16,567	370,451

All related party transactions are recorded at the amount agreed to by the Company and the related party. Following is the description of the transactions with key management personnel:

- Paid or accrued management fees of \$Nil (2023 – \$110,000) to Brian Morrison, CFO and director of the Company.
- Paid or accrued management fees of \$Nil (2023 – \$110,000) to Kosta Tsoutsis, director of the Company.
- Paid or incurred exploration and evaluation expenditures of \$Nil (2023 – \$50,000) to a company controlled by Jeff Poloni, CEO and director of the Company.
- Paid or incurred exploration and evaluation expenditures of \$Nil (2023 – \$31,081) to a company controlled by Chris Healey, director of the Company.
- Paid or accrued rent of \$16,567 (2023 - \$16,500) to a company controlled by common officers of the Company.

RISKS & UNCERTAINTIES

The business and operations of the Company are subject to numerous risks, many of which are beyond the Company's control. The Company considers the risks set out below to be some of the most significant to potential investors in the Company, but not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware or which it considers to be material in relation to the Company's business actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

The Company is engaged in the acquisition, exploration and development of mineral properties. Given the nature of the resource business, the limited extent of the Company's assets, and the present stage of exploration, the following risks factors, among others, should be considered.

Regional Conflicts

The Company's business may be affected by changes in political and market conditions, such as interest rates, tariffs, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

Competition

There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources, manufacturing and marketing experience. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition, and results of operations of the Company.

Exploration, Development and Operating Risks

The Company is in the process of exploration and development of its properties and has not yet generated any revenues from production. The recovery of expenditures on mineral properties and the related exploration and evaluation expenditures are dependent on the existence of economically recoverable mineralization, the ability of the Company to obtain financing necessary to complete the exploration and development of future mineral projects it acquires, and upon future profitable production, or alternatively, on the sufficiency of proceeds from disposition. Resource exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that the Company's efforts will be successful and will result in commercial production or profitability.

Fluctuating Resource Prices

The economics of resource exploration and development are affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the quantity and quality of resources and fluctuations in the market price of those resources. Depending on the price of resources, the Company may determine that it is impractical to continue a resource exploration operation or to develop one. Resource prices are prone to fluctuations and the marketability of resources are affected by government regulation relating to price, royalties, allowable production and the importing and exporting of resources, the effect of which cannot be accurately predicted.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Local Resident Concerns

Apart from ordinary environmental issues, the exploration and development the Company's projects could be subject to resistance from local residents that could either prevent or delay exploration and development of its properties.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

Title to Properties

Acquisition of title to mineral properties can be a very detailed and time-consuming process. Title to, and the area of, properties could be disputed. The Company cannot give a certain assurance that title to its properties will not be challenged or impugned. A successful claim that the Company does not have title to its properties could cause the Company to lose any rights to explore, develop and mine any resources or minerals on its properties without compensation for its prior expenditures relating to its properties.

Financing Risks and Dilution to Shareholders

In order to execute the current business objectives, the Company will require additional equity and/or debt financing to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise financing to support on-going operations or to fund capital expenditures or acquisitions could limit the Company's growth and may have a material adverse effect upon future profitability. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve restrictive covenants relating to the capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Currency Risks

The Company's financial results are reported in Canadian dollars. The Company's exploration properties are located in the United States and Canada, and the Company incurs some of its expenditures in United States dollars. Any appreciation in the currency of the United States against the Canadian dollar will increase the Company's costs of carrying out operations and its ability to continue to finance its operations. Such fluctuations could have a material adverse effect on the Company's financial results.

Environmental Risks

The Company's exploration and development programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the resource business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

No Operating History

The Company has not commenced commercial operations since incorporation to date. The Company has no history of earnings or paid any cash dividends, and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future.

Regulatory, Permit and License Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations concerning exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for facilities and the conduct of exploration and development operations on the properties will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Company might undertake. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of resource companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

Political Risks

The Company's operations may be adversely affected by changes in governmental policies or other economic developments which are not within the control of the Company including a change in taxation policies, economic sanctions, and currency control. The Company is subject to various laws governing exploration, development, production, taxes, labour standards and occupational health, toxic substances, land use, water use, land claims of local people and other matters. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner, which could increase the cost of operations.

Uninsurable Risks

Exploration, development and production operations on resource properties involve numerous risks, including unexpected or unusual geological and/or operating conditions, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The BCBCA provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to an issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the BCBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the BCBCA and applicable internal corporate governance or board policies where and when applicable.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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 the period.

Although management uses historical experience 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. The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of the carrying value of the exploration and evaluation assets.

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

- Assessment of the going concern assumption.

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.

The fair value of the Company's cash, receivables, accounts payable and accrued liabilities approximate their carrying values due to their short-term maturities.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited its cash with a large Canadian financial institution. Management believes the risk of loss is low. The Company's receivable balances are not material.

MANAGEMENT DISCUSSION AND ANALYSIS
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Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient working capital to meet liabilities when due. As at December 31, 2024, the Company had a cash balance of \$23,037 (2023 - \$142,704) to settle accounts payable and accrued liabilities of \$62,789 (2023 - \$52,355).

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the return. The Company's operations and financing activities are primarily conducted in Canadian dollars and, as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates. Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not subject to interest rate risk.

CAPITAL DISCLOSURE AND MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to meet its exploration commitments. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure. The Company considers its capital structure to include shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company's overall strategy remains unchanged from 2023. The Company is not subject to any externally imposed capital requirements.

DISCLOSURE DATA FOR OUTSTANDING COMMON SHARES, OPTIONS AND WARRANTS

The Company has one class of common shares. Below is a summary of the outstanding capital of the Company as at December 31, 2024 and the date of this report:

	As at	
	December 31, 2024	Date of this report
Common shares	10,442,169	10,742,169
Stock options	637,500	437,500
Warrants	1,428,570	1,228,570

Stock Options

As of the date of this report, details of the outstanding stock options:

Number of options	Exercise price	Expiry date
	\$	
150,000	5.50	September 28, 2025
30,000	4.50	November 9, 2025
137,500	3.20	March 1, 2026
120,000	5.60	May 19, 2026
437,500	3.47	

Warrants

As of the date of this report, details of the outstanding warrants:

Number of warrants	Exercise price	Expiry date
	\$	
1,128,570	0.10	October 28, 2029
1,228,570	0.10	

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be found on [SEDAR+](#) or in the consolidated financial statements for the years ended December 31, 2024 and 2023.