KORYX COPPER

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023

(Expressed in Canadian Dollars)

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Independent Auditor's Report

To the Shareholders of Koryx Copper Inc.

Opinion

We have audited the consolidated financial statements of Koryx Copper Inc. (the "Group"), which comprise the consolidated statements of financial position as at August 31, 2024 and August 31, 2023 and the consolidated statements of operations 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 August 31, 2024 and August 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.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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 Pejman Mahlooji.

Crowe MacKay LLP

Chartered Professional Accountants
Vancouver, Canada
December 27, 2024

KORYX COPPER INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	Notes	**August 31, 2024**	August 31, 2023 (Restated-Note 12)	**As at** August 31, 2022 (Restated-Note 12)
		$	$	$
ASSETS				
Current				
Cash		**2,272,081**	71,632	796,760
GST receivable and other	4, 8	**99,568**	79,081	39,538
Prepaid expenses		**261,122**	78,862	30,365
Total Current Assets		**2,632,771**	229,575	866,663
Exploration and evaluation assets	3	**-**	-	-
Property and equipment	4	**217,609**	12,258	78,312
Total Assets		**2,850,380**	241,833	944,975
LIABILITIES AND EQUITY				
Current				
Accounts payable and accrued liabilities	8	**180,121**	107,833	110,593
Total Liabilities		**180,121**	107,833	110,593
Equity				
Share capital	5	**22,071,428**	15,964,196	15,010,918
Reserves	5	**2,426,624**	1,908,081	1,752,957
Accumulated other comprehensive loss		**(21,273)**	-	-
Deficit		**(21,806,520)**	(17,738,277)	(15,929,493)
Total Equity		**2,670,259**	134,000	834,382
Total Liabilities and Equity		**2,850,380**	241,833	944,975

Going Concern (Note 1)
Commitments (Notes 3, 11)
Change in accounting policy (Note 12)
Subsequent events (Note 13)

Approved on behalf of the Board of Directors:

/s/ Pierre Leveille — Director

/s/ Heye Daun — Director

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

KORYX COPPER INC.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the years ended August 31	
	2024	2023 (Restated – Note 12)
	$	$
EXPENSES		
Amortization (Note 4)	**19,879**	226
Consulting fees	**284,284**	449,486
Exploration and evaluation expenditures (Notes 3, 12)	**2,337,799**	398,260
Investor relations	**181,501**	165,571
Management fees (Note 8)	**406,723**	358,468
Legal, audit and accounting (Note 8)	**173,933**	167,886
Office and miscellaneous	**225,249**	93,587
Regulatory and transfer agent fees	**82,922**	40,664
Shareholder information	**23,069**	25,942
Share-based compensation (Notes 5 & 8)	**371,690**	55,897
Travel	**32,222**	80,366
Loss before other income	**(4,139,271)**	(1,836,353)
Other income		
Interest revenue	**7,860**	-
Gain on sale of vehicle (Note 4)	**-**	24,588
Reversal of impairment of site building (Note 4)	**63,951**	-
Other income	**2,032**	-
Foreign exchange (loss)/gain	**(2,815)**	2,981
Net loss for the year	**(4,068,243)**	(1,808,784)
Other comprehensive income		
Loss on translation of foreign operations	**(21,273)**	-
Total Comprehensive loss for the year	**(4,089,516)**	(1,808,784)
Loss per common share		
Basic and diluted	**(0.09)**	(0.06)
Weighted average number of common shares outstanding		
Basic and diluted	**43,241,991**	32,549,581

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

KORYX COPPER INC.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023
(Expressed in Canadian Dollars)

	Share Capital					
	Number of shares	**Amount ($)**	**Reserves ($)**	**Accumulated other Comprehensive Income (loss) ($)**	**Deficit ($) (Restated-Note 12)**	**Total Equity ($) (Restated-Note 12)**
Balance, August 31, 2022	**29,526,980**	**$ 15,010,918**	**$ 1,752,957**	**$ -**	**$ (15,929,493)**	**$ 834,382**
Shares issuance – private placements	4,348,000	1,008,600	78,400	-	-	1,087,000
Share issue costs	-	(34,495)	-	-	-	(34,495)
Finder warrants	-	(20,827)	20,827	-	-	-
Share-based compensation	-	-	55,897	-	-	55,897
Net loss for the year	-	-	-	-	(1,808,784)	(1,808,784)
Balance, August 31, 2023	**33,874,980**	**15,964,196**	**1,908,081**	**-**	**(17,738,277)**	**134,000**
Shares issuance – private placements	14,330,011	5,573,871	-	-	-	5,573,871
Issued – Finder fees	269,231	87,500	-	-	-	87,500
Issued – Zambia property acquisition	150,000	37,500	-	-	-	37,500
Warrant exercises	1,720,200	785,240	-	-	-	785,240
Finder warrant exercises	36,715	32,932	(21,000)	-	-	11,932
Stock option exercises	60,000	34,343	(7,343)	-	-	27,000
Share issue costs	-	(268,958)	-	-	-	(268,958)
Finder warrants	-	(175,196)	175,196	-	-	-
Share-based compensation	-	-	371,690	-	-	371,690
Foreign subsidiary translation adjustment	-	-	-	(21,273)	-	(21,273)
Net loss for the year	-	-	-	-	(4,068,243)	(4,068,243)
Balance, August 31, 2024	**50,441,137**	**$ 22,071,428**	**$ 2,426,624**	**$ (21,273)**	**$ (21,806,520)**	**$ 2,670,259**

The Company completed a 5:1 consolidation of its share capital on June 12, 2024. These financial statements are presented on a post-consolidation basis.

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

KORYX COPPER INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023
(Expressed in Canadian Dollars)

	For the years ended August 31, 2024	2023 (Restated-Note 12)
	$	$
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net loss for the year	**(4,068,243)**	(1,808,784)
Items not affecting cash:		
Amortization	**19,879**	226
Share-based compensation	**371,690**	55,897
Gain on sale of equipment	**-**	(24,588)
Shares issued for exploration & evaluation expenditures	**37,500**	-
Reversal of impairment of equipment	**(63,951)**	-
Foreign exchange movement	**(24,737)**	-
Changes in non-cash working capital items:		
Prepaid expenses	**(182,260)**	(48,497)
GST receivable and other	**(20,487)**	(21,251)
Accounts payable and accrued liabilities	**72,288**	304
Net cash used in operating activities	**(3,858,321)**	(1,846,693)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Proceeds from sale of/(Acquisition of) property and equipment	**(157,815)**	69,060
Net cash (used in) provided by investing activities	**(157,815)**	69,060
CASH FLOWS FROM FINANCING ACTIVITY		
Proceeds from private placement, net of issuance costs	**5,392,413**	1,052,505
Proceeds from the exercise of options and warrants	**824,172**	
Loan proceeds received	**28,000**	-
Loan repayments	**(28,000)**	-
Net cash provided by financing activity	**6,216,585**	1,052,505
Change in cash during the year	**2,200,449**	(725,128)
Cash, beginning of year	**71,632**	796,760
Cash, end of year	**2,272,081**	71,632

Supplemental Cash Flow and Non-Cash Investing and Financing Activities Disclosure	**$**	$
Shares issued for mineral property acquisition	**37,500**	**-**
Shares issued for finder fees	**87,500**	**-**
Warrants issued for share issuance costs	**175,196**	**20,827**
Sale of Motor vehicle included within GST and other receivables	**-**	**18,292**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Koryx Copper Inc. (the "Company" or "Koryx") is an exploration company incorporated on April 24, 1987 under the laws of British Columbia. The Company's head office is located at Suite 1890 - 1075 West Georgia Street, Vancouver, BC, V6E 3C9 and is listed on the TSX Venture Exchange ("TSX-V") under the symbol "KRY". The Company is in the business of exploring and evaluating mineral properties located in Africa.

On June 12, 2024, the Company completed a 5:1 consolidation of its share capital. As a result, all references to common shares, options, warrants and share prices have been adjusted retrospectively to reflect the change.

The Company's consolidated financial statements have been prepared using IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due, certain conditions and events may cast significant doubt on the validity of this assumption. The Company incurred net loss of $4,068,243 for the year ended August 31, 2024 (2023 - $1,808,784) and as of that date, had an accumulated deficit $21,806,520 (2023 - $17,738,277). Whether and when the Company can obtain profitability and positive cash flows from operations is uncertain. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. See Note 13 for details on the Company's subsequent financings.

The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing and/or other financing arrangements. While the Company has been successful in raising equity in the past, there can be no guarantee that it will be able to raise sufficient funds to fund its activities and general and administrative costs in the future. These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The Company's business may be affected by changes in political and market conditions, such as interest rates, 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.

2. MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

These consolidated financial statements have been prepared and presented in Canadian dollars in accordance with IFRS.

The consolidated financial statements were authorized for issue by the Board of Directors on December 27, 2024.

(b) Basis of preparation

These consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

2. MATERIAL ACCOUNTING POLICIES (continued)

(c) Basis of consolidation

The consolidated financial statements include the accounts of the Company and the following entities:

Name	Jurisdiction	
Koryx Copper B.V.	Netherlands	wholly owned subsidiary of Koryx Copper Inc.
1054137 BC Ltd	Canada	wholly owned subsidiary of Koryx Copper B.V.
Deep South Mining (Pty) Ltd.	Namibia	wholly owned subsidiary of 1054137 BC Ltd.
Haib Minerals (Pty) Ltd.	Namibia	wholly owned subsidiary of Deep-South Mining (Pty) Ltd.
Kasanka Copper Limited	Zambia	*98% owned subsidiary of Koryx Copper Inc.(inactive)

*2% held by Nathan Sabao (refer to note 3)

A subsidiary is an entity that the Company controls, either directly or indirectly, where control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. All inter-company transactions and balances including unrealized income and expenses arising from intercompany transactions are eliminated in preparing consolidated financial statements.

(d) Foreign currency transactions

The Consolidated financial statements are presented in Canadian dollars which is the functional currency of Koryx Copper Inc and its subsidiaries with the exception of Deep-South Mining (Pty) Ltd. And Haib Minerals (Pty) Ltd where the functional currency is the Namibian Dollar (refer to note 2(m)).

Assets and liabilities of a subsidiary having a functional currency other than the Canadian dollar are translated at the rate of exchange at the reporting period date. Expenses are translated at average rates for the period, unless exchange rates fluctuated significantly during the period, in which case the exchange rates at the dates of the transaction are used. The resulting foreign currency translation adjustments are recognized in the other comprehensive loss included in the consolidated statements of operations and comprehensive loss.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the date of the transactions. At the end of each reporting period, foreign currency denominated monetary assets and liabilities are translated to the functional currency using the prevailing rate of exchange at the reporting period date. Gains and losses on translation of monetary items are recognized in profit or loss.

(e) Financial Instruments

The Company classifies and discloses fair value measurements based on a three-level hierarchy:

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

The Company's financial instruments are accounted for as follows:

Financial Instrument	IFRS 9 Classification
Cash	FVTPL
Other accounts receivable	Amortized Cost
Accounts payable and accrued liabilities	Amortized Cost

2. MATERIAL ACCOUNTING POLICIES (continued)

(e) Financial Instruments (continued)

Financial assets

The Company classifies its financial assets into the following categories, depending on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition.

Amortized cost - Amortized cost are those assets which are held within a business whose objective is to hold financial assets to collect contractual cash flows; and the terms of the financial assets must provide on specified dates cash flows solely through the collection of principal and interest.

"FVTPL" - A financial asset shall be measured at fair value through profit or loss unless it is measured at amortized cost or FVOCI. The Company may however make the irrevocable option to classify particular investments as FVTPL.

Fair value through other comprehensive income ("FVOCI") - FVOCI assets are those assets which are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets; and the contractual terms of the financial assets give rise on specified dates to cash flows solely through the collection of principal and interest.

Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as FVTPL, directly attributable transaction costs. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the consolidated statement of operations for the year.

Financial liabilities

Management determines the classification of its financial liabilities at initial recognition.

Amortized cost - The Company classifies all financial liabilities as subsequently measured at amortized cost using the effective interest method, except for financial liabilities carried at FVTPL and certain other exceptions.

Financial liabilities are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If, at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of operations, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

2. MATERIAL ACCOUNTING POLICIES (continued)

(f) Exploration and Evaluation Expenditures (see note 12 for change in accounting policy)

Exploration and evaluation expenditures including the costs of acquiring licenses, are expensed in the year in which they are incurred.

Mineral property acquisition costs and exploration and evaluation expenditures are recorded at cost. When shares are issued as part of the mineral property acquisition costs, they are valued at the closing share price on the date of issuance. Payments related to a property acquired under an option agreement, where payments are made at the sole discretion of the Company, are recorded upon payment.

Once the technical feasibility and commercial viability of extracting the mineral resources has been determined, the property is considered to be a mine under development and development costs are capitalized to "mines under construction" on the consolidated statements of financial position.

(g) Property and equipment

Property and equipment are recorded at cost less accumulated amortization and accumulated impairment losses. The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset into operation and an initial estimate of any rehabilitation obligation. Amortization is recognized on a declining balance basis over their estimated useful lives at annual rates of 20% for mining equipment, 20% for office furniture and equipment, 30% for motor vehicles and 4% for site buildings. An item of property and equipment is derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the statement of operations. The Company conducts an annual assessment of the residual balances, useful lives and amortization methods being used for property and equipment and any changes arising from the assessment are applied by the Company prospectively.

(h) Share capital

Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the market trading price of the common shares at the time the units are issued, with any excess value allocated to the warrants. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity.

(i) Loss per share

Basic loss per share is calculated using the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercises would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive. Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

2. MATERIAL ACCOUNTING POLICIES (continued)

(j) Provisions

Rehabilitation provisions

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of exploration and evaluation assets and long-lived assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for rehabilitation obligation is recognized at its fair value in the period in which it is incurred if a reasonable estimate of cost can be made. The Company records the present value of estimated future cash flows associated with reclamation as a liability when the liability is incurred and increases the carrying value of the related assets for that amount. Subsequently, these capitalized asset retirement costs are amortized over the life of the related assets. At the end of each period, the liability is increased to reflect the passage of time (accretion expense) and changes in the estimated future cash flows underlying any initial estimates (additional rehabilitation costs).

The Company recognizes its environmental liability on a site-by-site basis when it can be reliably estimated. Environmental expenditures related to existing conditions resulting from past or current operations and from which no current or future benefit is discernible are charged to profit or loss.

The Company had no rehabilitation obligations as at August 31, 2024 and 2023.

Other provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

(k) Income taxes

Current tax is the expected tax payable or receivable on taxable income or loss for the year, using local tax rates enacted or substantively enacted at the financial position reporting date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred taxes are recorded using the statement of financial position liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the statement of financial position reporting date. Deferred tax is not recognized for temporary differences, which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects either accounting or taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2. MATERIAL ACCOUNTING POLICIES (continued)

(l) Share-based compensation

The omnibus equity incentive plan allows Company employees and consultants to acquire shares of the Company. The fair value of equity instruments granted is recognized as a share-based compensation expense with a corresponding increase in the reserves. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in the consolidated statement of operations over the vesting period, described as the period during which all the vesting conditions are to be satisfied. Where restricted stock units ("RSUs") are granted, the fair value of those RSUs are measured at the grant date based on the closing market price of the Company's common shares on the date prior to the grant date.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in the consolidated statement of operations, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

Each tranche is recognized over the period during which the equity instruments vest. The fair value of the equity instruments granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the equity instruments were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of equity instruments that are expected to vest.

All equity-settled share-based payments are reflected in reserves until exercised. Upon exercise, shares are issued from the treasury and the amount reflected in reserves is credited to share capital along with any consideration paid.

Where a grant of an equity instrument is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense. On expiration of options, the previously recognized amount is left in the reserves.

(m) Significant accounting judgments and estimates

The preparation of these consolidated financial statements require management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated statement of financial position and the reported amounts of expenses during the reporting period. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in future periods affected.

Information about critical judgments and estimates in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities included in the preparation of these consolidated financial statements are discussed below:

2. MATERIAL ACCOUNTING POLICIES (continued)

(m) Significant accounting judgments and estimates (continued)

Significant estimates

There are no significant areas requiring the use of estimates.

Significant judgments

Going Concern
The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgement based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

The determination of the Company and its subsidiaries' functional currency
Prior to June 1, 2024, the functional currency of Haib Minerals (Pty) Ltd. and Deep-South Mining (Pty) Ltd. was the Canadian Dollar. In accordance with IAS 21 "The Effects of Changes in Foreign Exchange Rates", an entity's functional currency should reflect the underlying transactions, events and conditions relevant to the entity. Determination of the functional currency involves judgment to assess the primary economic environment in which the Company operates in, and this is re-evaluated for each entity or if conditions change. Based on management's evaluation, taking into consideration the currency that mainly influences the price for goods and services, labour and material, management determined that the functional currency of Haib Minerals (Pty) Ltd. and Deep-South Mining (Pty) Ltd. is the Namibian Dollar. The change in functional currency has been accounted for prospectively, with no impact of this change on prior year's comparative information. There was no change in the functional currency of Koryx Copper Inc. and its subsidiaries.

(n) New accounting standards adopted during the year

Disclosure of accounting policies (Amendments to International Accounting Standard ("IAS") 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgments)

These amendments continue the IASB's clarifications on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include: requiring companies to disclose their material accounting policies instead of their significant accounting policies; clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material. The IASB also amended IFRS Practice Statement 2 to include guidance and examples on applying materiality to accounting policy disclosures.

These amendments are effective for reporting periods beginning on or after January 1, 2023. These amendments have reduced the disclosure of accounting policies for the Company.

2. MATERIAL ACCOUNTING POLICIES (continued)

(n) New accounting standards adopted during the year (continued)

Deferred tax related to assets and liabilities arising from a single transaction (Amendments to IAS 12 Income Taxes

These amendments clarify how companies account for deferred taxes on transactions, such as leases and decommissioning obligations, with a focus on reducing diversity in practice. They narrow the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. As a result, companies will need to recognize a deferred tax asset and a deferred tax liability for temporary differences arising on initial recognition of a lease and a decommissioning provision.

These amendments to IAS 12 are effective for years beginning on or after January 1, 2023. These amendments have had no impact for the Company.

Amendments to IAS 8 – Definition of accounting estimates

IAS 8 – Accounting policies, changes in accounting estimates and errors (“IAS 8”) was amended in February 2021. The IASB issued ‘Definition of Accounting Estimates’ to help entities distinguish between accounting policies and accounting estimates.

These amendments are effective for reporting periods beginning on or after January 1, 2023, and did not have a material impact on the Company.

(o) Accounting standards issued but not yet effective

Standards and interpretations issued but not yet effective up to the date of issuance of the financial statements are listed below.

Classification of liabilities as current or non-current (Amendments to IAS 1 Presentation of Financial Statements)

IAS 1 has been amended to promote consistency in applying the requirements by helping companies determine whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current (due or potentially due to be settled within one year) or non-current.

These amendments to IAS 1 are effective for years beginning on or after January 1, 2024. These amendments have are not expected to have an impact for the Company.

2. MATERIAL ACCOUNTING POLICIES (continued)

(o) Accounting standards issued but not yet effective (continued)

IFRS 18 Presentation and Disclosure in Financial Statements – IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions.

- Three defined categories for income and expenses – operating, investing or financing – to improve the structure of the income statements, and require all companies to provide new defined subtotals, including operating profit;

- Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement; and

- Enhanced guidance on how to organize information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027. The Company will be evaluating the impact of the above amendments on its consolidated financial statements

3. EXPLORATION AND EVALUATION ASSETS & EXPENDITURES

	Haib Property, Namibia	Zambia Copper Property, Zambia	Total
	$	$	$
Balance, August 31, 2022 (as previously reported)	**-**	**305,503**	**305,503**
Amortization	3,064	-	3,064
Geological	33,377	359,683	393,060
Other costs	-	2,136	2,136
Change in accounting policy – restated (See Note 12)	(36,441)	(667,322)	(703,763)
Balance, August 31, 2023 and 2024	**-**	**-**	**-**

<u>Haib Property, Namibia</u>

The Company, through its wholly owned subsidiary, Haib Minerals (Pty) Ltd. ("Haib"), acquired an exclusive prospecting license for the Company's Haib copper project in the south of Namibia. On May 5, 2017, the Company entered into a Share Purchase Agreement with Teck Namibia (Pty) Ltd. ("Teck") to acquire the remaining 70% interest in Haib (the Company previously owned 30% of the interest) for a total consideration of $3.212 million. Teck retains a 1.5% Net Smelter on the property, one-third of which can be purchased by the Company for a cash payment of $2 million. Teck shall hold a pre-emptive right to participate in any financing of the Company as long as Teck holds over 5% of Koryx Copper's outstanding common shares.

Teck shall be entitled to a production bonus payment that will be declared at the time the company takes the decision to start mine development. Half of the bonus shall be paid upon the decision to start mine development and the second half shall be paid upon commencement of commercial production. The bonus value is scaled with the value of the capital expenditures as follows:

(*All amounts C$ millions)*

Development Expenditures	Cash Payment
$0 - $500	$5.0
$501 - $600	$6.7
$601 - $700	$8.3
$701 - $800	$10.0
$801 - $900	$11.7
$901 - $1,000	$13.3
$1,001 and over	$15.0

(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS & EXPENDITURES (continued)

Haib Property, Namibia (continued)

The renewal of the Exclusive Prospecting License 3140 (the "License") covering the Haib Copper project had been refused by the Minister of Mines and Energy of Namibia (the "Ministry") in 2021. The Company vigorously contested this decision by all means necessary and available, including under the Minerals (Prospecting and Mining) Act and other applicable laws of Namibia and other international laws.

During the year ended August 31, 2022, the Company had concluded until the final verdict is received the refusal of the license renewal was an indication of impairment which led to a test of the recoverable amount of the project resulting in an impairment loss of $7,252,241. A value in use calculation was not applicable as the Company did not have any expected cash flows from using the exploration and evaluation asset at this stage of operations. In estimating the fair value less costs of disposal, management did not have observable or unobservable inputs to estimate a recoverable amount greater than $nil. As this valuation technique requires management's judgment and estimates of the recoverable amount, it is classified within Level 3 of the fair value hierarchy.

On March 10, 2023, the High Court of Namibia rendered its judgment and reviewed and set aside the decision of the Minister not to renew the Haib Copper licence EPL 3140. As per the court verdict, the Ministry had re-opened the application renewal procedure for the Haib Copper licence.

On July 7, 2023, the Ministry officially approved the renewal of the licence EPL 3140. The Licence is valid for a period two years from the date of renewal.

The renewal of the license in the year ended August 31, 2023, was an impairment reversal indicator to the Company as the previous impairment was recognized due to the denial of the license renewal in a previous period. A value in use calculation was not applicable as the Company did not have any expected cash flows from using the exploration and evaluation asset at this stage of operations. In estimating the fair value less costs of disposal, management did not have observable or unobservable inputs to estimate a recoverable amount greater than $nil. As a result, no impairment reversal was recognized during the year ended August 31, 2023, and August 31, 2024.

Zambian Copper Belt, Zambia

On March 28, 2022, the Company entered a definitive earn-in agreement with Word Class Minerals Venture Ltd ("WCMV") of Zambia, with an effective date of March 14, 2022, to acquire up to 80% of the Large-Scale Exploration Licences LEL 23246, LEL 23247 and LEL 23248 held by WCMV, located in the centre of the Zambian Copper belt.

Under the terms of the earn-in agreement the Company has earned a 51% interest in the licenses after completing the following over a two-year period from the execution date:

Date for Completion	Cash	Common Shares to be issued (post-consolidation)	Minimum Exploration Expenditures to be Incurred
Upon signing the Exclusivity agreement	$15,000 USD (paid)	Nil	$Nil
Upon TSX-V approval	$15,000 USD (paid)	100,000* (issued – fair value of $25,000)	$Nil
On or before the second anniversary of the Execution Date (1)	$30,000 USD (paid)	50,000* (issued– fair value of $12,500)	$Nil
Total	**$60,000 USD**	**150,000***	**$Nil**
(1) "Effective Date" means the date of the agreement, March 14, 2022.			

(Expressed in Canadian Dollars)

3. EXPLORATION AND EVALUATION ASSETS & EXPENDITURES (continued)

The Company can earn an additional 29% interest in the licenses by completing the following over a three-year period following the second anniversary of the execution date:

Date for Completion	Cash	Common Shares to be issued (post-consolidation)	Minimum Exploration Expenditures to be Incurred
On or before the third anniversary of the Execution Date (1)	$30,000 USD (paid)	Nil	Not less than $1,000,000
On or before the fourth anniversary of the Execution Date (1)	$30,000 USD	200,000*	Not less than $1,000,000
On or before the fifth anniversary of the Execution Date (1)	$30,000 USD	Nil	Not less than $1,000,000
Total	**$90,000 USD**	**200,000***	**$3,000,000**
(1)"Effective Date" means the date of the agreement, March 14, 2022.			

**Restated on a post consolidation basis. During the 2024 financial year, the Company approved a share consolidation of one new share for every five shares in issue at the time of the share consolidation. The share consolidation was effective June 12, 2024.*

The Company has paid finder's fees for the transaction of 350,000 common shares in two stages: 300,000 common shares upon approval by the TSX-V on a pre-consolidation basis (60,000 common shares on a post-consolidation basis) with a fair value of $15,000 and 50,000 shares to be issued on a pre-consolidation basis (10,000 common shares on a post-consolidation basis) on the third anniversary date of the approval.

In connection with the earn-in agreement, on March 14, 2022 the Company also entered a Mining Exploration Data Agreement whereby the Company will acquire all of the exploration data for the licences LEL 23246, LEL 23247 and LEL 23248 held by Mr. Nathan Sabao ("the geological consultant") as follows:

- the issuance of 500,000 common shares (100,000 common shares post-consolidation) with a fair value of $25,000 to the geological consultant upon approval by the TSX-V of the transaction (granted July 7, 2022);

- on the first anniversary of the transaction, the geological consultant was to transfer all the exploration data for projects in the Luapula region in Zambia to the Company in consideration for the issuance of an additional 500,000 common shares (100,000 post-consolidation) of the Company with a fair value of $25,000. On October 6, 2023, the Company issued the common shares of the Company pursuant to the Mining Exploration Data Agreement with a fair value of $25,000.

- In addition, on or before the 2nd anniversary date, 250,000 common shares (50,000 common shares post consolidation) pursuant to the definitive earn-in agreement above with a fair value of $12,500 were issued.

During the year ended August 31, 2024, LEL 23247 expired and the Company did not renew this license.

In total, during the year ended August 31, 2024 the Company incurred exploration expenses of $1,957,980 (2023 – $36,441) on the Haib property and $379,819 ($2023 -$361,819) on the Zambia copper belt property in exploration related activity including option payments.

(Expressed in Canadian Dollars)

4. PROPERTY AND EQUIPMENT

	Mining Equipment**	Office Furniture and Equipment	Motor Vehicles*	Site Buildings**	Total
	$	$	$	$	$
Balance at August 31, 2022	23,501	342	128,066	-	151,909
Additions	-	-	-	-	-
Dispositions	-	-	(128,066)	-	(128,066)
Balance at August 31, 2023	23,501	342	-	-	23,843
Additions	10,052	1,573	118,746	27,444	157,815
Impairment reversal	-	-	-	63,591	63,591
Foreign exchange	(464)	(165)	(1,284)	(636)	(2,549)
Balance at August 31, 2024	33,089	1,750	117,462	90,399	242,700
Amortization					
Balance at August 31, 2022	8,179	116	65,302	-	73,597
Additions	3,004	226	-	-	3,290
Dispositions	-	-	(65,302)	-	(65,302)
Balance at August 31, 2023	11,243	342	-	-	11,585
Additions	675	136	16,543	2,525	19,879
Dispositions	-	-	-	-	-
Foreign exchange	(232)	(83)	(5,740)	(318)	(6,373)
Balance at August 31, 2024	11,686	395	10,803	2,207	25,091
Carrying amounts – Net Book Value					
At August 31, 2023	12,258	-	-	-	12,258
At August 31, 2024	**21,403**	**1,355**	**106,659**	**88,192**	**217,609**

*During the year ended August 31, 2023, the Company sold four vehicles with a net book value of $62,764 for cash proceeds of $69,060 and a loan receivable of $18,292 and the Company recognized a gain on sale of $24,588. One of the vehicles was sold to a director of the Company in exchange for a loan receivable of $18,292 which was subsequently settled during the year (see Note 8).

** In prior years, the Company capitalized all its mining equipment and site buildings amortization to exploration and evaluation assets. During the current year, the Company changed its accounting policy with respect to exploration and evaluation assets and has expensed all amortization expenditure of mining equipment and site buildings (Refer to notes 3 and 12).

During the year ended August 31, 2024, management determined that due to the reinstatement of the Exclusive Prospecting License in the previous year (see note 3), conditions existed to reverse the original impairment that was recognized due the loss of the license. A gain on impairment reversal was recognized for a site building previously impaired, in the amount of $63,951 which was the estimated net book value based on the original impairment amount recorded in the year ended August 31, 2022 less accumulated amortization to the date of reversal.

5. SHARE CAPITAL

(a) Authorized

Unlimited common shares without par value

(b) Issued and outstanding

For the year ended August 31, 2024

On September 26, 2023, the Company closed the final tranche of a non-brokered private placement comprising of 6,365,319 (pre-consolidation 31,826,596) units at a price of $0.33 (pre-consolidation $0.065) per unit for total gross proceeds of $2,068,729. Each unit comprises one common share and one-half share purchase warrant; each whole warrant is exercisable at $0.50 (pre-consolidation $0.10) per share expiring 24 months from the date of closing.

For the non-brokered private placement, the Company paid a total of $123,207 in aggregate cash finder's fees, incurred a further $58,251 in other share issuance related costs, and issued 379,061 (pre-consolidation 1,895,310) finder warrants. These warrants entitle the holder to purchase one share for $0.33 (pre-consolidation $0.065) for a period of 24 months from the date of closing. These warrants issued had a fair value of $81,917 using the Black Scholes model with the following inputs:

> i) exercise price: $0.33; ii) share price: $0.30; iii) term: 2 years; iv) volatility: 151%; v) discount rate: 4.92%. Expected volatility was based on the Company's historical prices. The value of these compensation warrants is included in reserves and share capital.

On October 6, 2023, the Company issued 100,000 (pre-consolidation 500,000) common shares of the Company pursuant to the mining exploration data agreement with a fair value of $25,000 (Note 3) and 50,000 (pre-consolidation 250,000) common shares pursuant to the earn-in agreement (Note 3) with a fair value of $12,500.

On March 28, 2024, the Company closed a non-brokered private placement comprising of 4,631,538 (pre-consolidation 23,157,692) units at a price of $0.33 (pre-consolidation $0.065) per unit for total gross proceeds of $1,505,250. Each unit comprises one common share and one share purchase warrant; each warrant is exercisable at $0.50 (pre-consolidation $0.10) per share expiring 36 months from the date of closing.

For the non-brokered private placement, the Company issued a total of 269,231 (pre-consolidation 1,346,154) finder units comprising of one common share and one share purchase warrants with each warrant is exercisable at $0.50 (pre-consolidation $0.10) per share expiring 36 months for the date of closing. These the common shares were valued at $87,500 and the warrants issued had a fair value of $93,279 using the Black Scholes model with the following inputs:

> i) exercise price: $0.50; ii) share price: $0.40; iii) term: 3 years; iv) volatility: 176%; v) discount rate: 3.92%. Expected volatility was based on the Company's historical prices. The value of these compensation warrants is included in reserves and share capital.

On June 14, 2024, the Company closed a non-brokered private placement comprising of 3,333,154 (pre-consolidation 16,665,758) common shares at a price of $0.60 (pre-consolidation $0.12) per share for total gross proceeds of $1,999,892.

For the year ended August 31, 2024, 1,720,200 share purchase warrants, 36,715 finder warrants, and 60,000 incentive stock options were exercised for total net proceeds of $824,172, all on a post-consolidation basis.

5. SHARE CAPITAL (continued)

(b) Issued and outstanding (continued)

For the year ended August 31, 2023

On September 28, 2022, the Company closed the final tranche of a non-brokered private placement comprising of 1,568,000 (pre-consolidation 7,840,000) units at a price of $0.25 (pre-consolidation $0.05) per unit for total gross proceeds of $392,000. Each unit comprises one common share and one-half share purchase warrant; each whole warrant is exercisable at $0.50 (pre-consolidation $0.10) per share expiring 36 months from the date of closing. The Company recognized a residual amount of $78,400 relating to the warrant issued in connection with the financing.

On February 14, 2023, the Company closed the final tranche of a non-brokered private placement comprising of 2,780,000 (pre-consolidation 13,900,000) units at a price of $0.25 (pre-consolidation $0.05) per unit for total gross proceeds of $695,000. Each unit comprises one common share and one-half share purchase warrant; each whole warrant is exercisable at $0.50 (pre-consolidation $0.10) per share expiring 36 months from the date of closing.

For the non-brokered private placements, the Company paid a total of $20,220 in aggregate cash finder's fees and issued 80,880 (pre-consolidation 404,400) finder warrants . These warrants entitle the holder to purchase one share for $0.50 (pre-consolidation $0.10) for a period of three years from the date of closing. These warrants issued had a fair value of $20,827 using the Black Scholes model with the following inputs:

i) exercise price: $0.50; ii) share price: $0.25; iii) term: 3 years; iv) volatility: 181%; v) discount rate: 3.89%. Expected volatility was based on the Company's historical prices. The value of these compensation warrants is included in reserves and share capital. The Company also incurred other share issuance cost for $14,275.

(c) Omnibus Equity Incentive Plan

The Company's Omnibus Equity Incentive Plan ("Plan") includes stock options ("Options"), restricted share units ("RSUs"), deferred share units ("DSUs") and other share-based awards. The Plan received shareholder approval at the Company's AGM held on February 27, 2024. The maximum number of Common Shares reserved for issuance under the Share Compensation Plan shall be no more than 10% of the Company's issued and outstanding share capital at the time of any RSU, Option, or DSU award or grant.

The maximum aggregate number of Common Shares issuable pursuant to all Security Based Compensation granted or issued under the Plan to any one Participant (as such term is defined in the Plan) in any 12-month period shall not exceed 5% of the issued and outstanding Common Shares, calculated as at the date that such Security Based Compensation is granted or issued to the Participant. The exercise price of each Option granted under the plan may not be less than the Discounted Market Price (as that term is defined in the policies of the TSXV).

Options may be granted for a maximum term of ten years from the date of the grant, are non-transferable and expire within 90 days of termination of employment or holding office as director or officer of the Company. Unless otherwise stated, Options vest when granted.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

(c) Omnibus Equity Incentive Plan (continued)

Stock Options:

The following table summarizes the Company's stock option activities for the following periods:

	Post-consolidation Number of Options	Weighted Average Exercise Price	Weighted Average Contractual Life (years)
Options outstanding, August 31, 2022	**2,523,000**	**$0.65**	**1.30**
Granted	120,000	$0.40	
Forfeited	(403,000)	$0.65	
Options outstanding, August 31, 2023	**2,240,000**	**$0.65**	**1.09**
Granted	1,280,000	$0.47	
Forfeited	(20,000)	$0.40	
Expired	(920,000)	$0.90	
Exercised	(60,000)	$0.45	
Options outstanding, August 31, 2024	**2,520,000**	**$0.47**	**1.21**
Options exercisable, August 31, 2024	**2,210,000**	**$0.44**	**1.07**

The weighted average share price of options exercised, as at the date of exercise, during the year ended August 31, 2024 was $0.45 (pre-consolidation $0.09) (2023 - $Nil).

As at August 31, 2024, the Company had stock options outstanding as follows:

Post-consolidation Number of Options	Exercise Price	Expiry Date	Vesting Term
120,000	$0.35	**October 14, 2024	1/3rd every 6 months
60,000	$0.40	**November 3,2024	Fully vested on grant
200,000	$0.50	December 31,2024	Fully vested on grant
330,000	$0.45	February 24, 2025	1/4th every 6 months
100,000	$1.00	*June 2,2025	1/3rd every 6 months
290,000	$0.40	June 10, 2025	1/4th every 6 months
100,000	$0.40	June 10, 2025	Fully vested on grant
70,000	$0.40	June 29, 2025	1/4th every 6 months
120,000	$0.40	September 1, 2025	1/6th every 6 months
50,000	$0.50	September 11, 2025	1/4th every 6 months
750,000	$0.40	November 29, 2026	Fully vested on grant
40,000	$0.40	January 15, 2027	Fully vested on grant
40,000	$0.40	February 6, 2027	Fully vested on grant
250,000	$0.70	August 8, 2027	½ vested after 12 months ¼ every 6 months
2,520,000			

* During the year ended August 31, 2024, expiry date was extended from June 2, 2024 to June 2, 2025.
** Subsequent to year end, a portion of these options expired unexercised.

5. SHARE CAPITAL (continued)

(c) Omnibus Equity Incentive Plan (continued)

Stock Options (continued)

When the Company issues stock options, it records a share-based compensation in the year or period in which the options are granted and/or vested. The expense is estimated using the following assumptions:

- The stock price volatility is based on the Company's historical prices.
- The risk-free interest rate is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the expected life of the stock options.
- The Company used historical data to estimate option exercise, forfeiture and employee termination within the valuation model.
- The Company has not paid and does not anticipate paying dividends on its common shares. Companies are required to utilize an estimated forfeiture rate when calculating the expense for the reporting period.
- Based on the best estimate, management applied the estimated forfeiture rate of 0% in determining the share-based compensation recorded in the accompanying consolidated statements of operations.

During fiscal year end 2024, the Company granted 1,030,000 (pre-consolidation 5,150,000) incentive stock options with a fair value of $223,255. The options have no vesting terms. The fair value of the options was determined utilizing Black Scholes Option Pricing Model with the following weighted average inputs:

Risk-free rate: 4.05%, Expected Life: 2.56 years, Volatility: 167%, and Fair Value $0.32.

The Company additionally granted 250,000 post consolidation incentive stock options with a fair value of $139,991 of which $6,980 has been recognized in 2024. The options vest 50% after 12 months and 25% every 6 months thereafter. The fair value of the options was determined utilizing Black Scholes Option Pricing Model with the following weighted average inputs.

Risk-free rate: 3.4%, Expected Life: 3 years, Volatility: 144.58%, and Fair Value $0.7. During the year ended August 31, 2024,

The Company recognized $7,663 relating to current year grants and vesting of grants from prior periods.

During 2024, the Company extended 100,000 stock options that were previously granted to a third party. The options were originally set to expire on June 2, 2024 and were extended to June 2, 2025. The incremental fair value of the extended options was $47,989 which was recognized as stock based compensation expense and was determined utilizing Black Scholes Option Pricing Model with the following weighted average inputs:

Risk-free rate: 4.28%, Expected Life: 1 years, Volatility: 128.99%, and Fair Value $0.98

During fiscal year end 2023, the Company granted 120,000 (pre-consolidation 600,000) incentive stock options with a fair value of $19,855. The options vest 1/6 every 6 months from the date of issuance. The fair value of the options was determined utilizing Black Scholes Option Pricing Model with the following weighted average inputs:

Risk-free rate: 3.61%, Expected Life: 3 years, Volatility: 174%, and Fair Value $0.08.

During the year ended August 31, 2023, the Company recognized $55,897 relating to current year grants and vesting of grants from prior periods.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

(c) Omnibus Equity Incentive Plan (continued)

Restricted Share Units

Under the Plan, RSUs are granted to employees, directors, officers and consultants as approved by the Company's Board of Directors. Each RSU represents a unit with the underlying value equal to the value of one common share of the Company, vests over a specified period of service in accordance with the Plan and can be equity or cash settled at the discretion of the Company.

A summary of the Company's RSU transactions for the year ended August 31, 2024 is as follows:

	Post-consolidation Number of RSUs		Weighted Average Value at Date of Grant
Balance, August 31, 2023	-	$	-
Granted (1)	2,395,000		0.72
Balance, August 31, 2024	**2,395,000**	**$**	**0.72**

(1) 120,000 RSUs granted on August 8, 2024 vesting 100% one year from August 8, 2024. 2,275,000 RSU's granted on August 8, 2024. Vesting ½ after 12 months, ¼ after 18 months and ¼ after 24 months

For the year ended August 31, 2024, Nil RSUs were forfeited, Nil RSUs were settled in cash and Nil was settled in issuance of shares.

For the year ended August 31, 2024, $85,974 of share-based compensation expense relating to the vesting of RSUs was recorded.

(d) Warrants

The following table summarizes the Company's warrant activities:

	Post-consolidation Number of Warrants	Weighted Average Exercise Price	Weighted Average Contractual Life (years)
Warrants outstanding and exercisable, August 31, 2022	**8,293,687**	**$0.80**	**1.21**
Issued	2,174,000	$0.50	
Warrants outstanding and exercisable, August 31, 2023	**10,467,687**	**$0.75**	**0.94**
Issued	7,814,198	$0.50	
Expired	(6,022,888)	$0.75	
Exercised	(1,720,200)	$0.46	
Warrants outstanding and exercisable, August 31, 2024	**10,538,797**	**$0.50**	**1.72**

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

(d) Warrants (continued)

As at August 31, 2024, the Company has warrants outstanding as follows:

Post-consolidation Number of Warrants	Exercise Price	Expiry Date
332,000	$0.45	December 23, 2024[1]
152,000	$0.45	January 22, 2025
20,000	$0.45	January 29, 2025
269,600	$0.45	April 2, 2025
385,380	$0.50	September 6, 2025
784,000	$0.50	September 20,2025
2,774,279	$0.50	September 21,2025
300,000	$0.50	January 26, 2026
890,000	$0.50	February 14, 2026
4,631,538	$0.50	March 28, 2027
10,538,797		

[1] 100% of these warrants have been exercised by the warrant holders prior to the expiry date

(e) Compensation Warrants

The following table summarizes the Company's finder warrant activities:

	Number of Finder Warrants	Weighted Average Exercise Price
Warrants outstanding and exercisable, August 31, 2022	**646,580**	**$0.65**
Issued	80,880	$0.50
Expired	(384,660)	$1.05
Warrants outstanding and exercisable, August 31, 2023	**342,800**	**$0.70**
Issued	648,292	$0.40
Expired	(261,919)	$0.75
Exercised	(36,715)	$0.33
Warrants outstanding and exercisable, August 31, 2024	**692,458**	**$0.41**

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

(e) Compensation Warrants (continued)

As at August 31, 2024, the Company has finder warrants outstanding as follows:

Number of Finder Warrants	Exercise Price	Expiry Date
80,880	$0.50	February 14, 2026
20,353	$0.33	September 6, 2025
321,994	$0.33	September 21, 2025
269,231	$0.50	March 28, 2027
692,458		

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

	Level	**August 31, 2024**	August 31, 2023
		$	$
Cash	1	**2,272,081**	71,632

The Company has determined the estimated fair values of its financial instruments based on appropriate valuation methodologies; however, considerable judgment is required to develop these estimates. As at August 31, 2024, the fair values of the Company's financial instruments are not materially different from their carrying values due to the short-term nature of these instruments.

Management of Industry and Financial Risk

The Company is engaged primarily in mineral exploration and manages related industry risk issues directly. The Company may be at risk for environmental issues and fluctuations in commodity pricing. Management is not aware of and does not anticipate any significant environmental remediation costs or liabilities in respect of its current operations.

The Company's financial instruments are exposed to certain financial risks, which include the following:

Credit risk
Credit risk is the risk of loss due to the counterparty's inability to meet its obligations. The Company's exposure to credit risk is on its cash. Risk associated with cash is managed through the use of major banks which are high credit quality financial institutions as determined by rating agencies.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

At August 31, 2024, the Company had a working capital of $2,452,650 (2023 - $121,742). This included cash of $2,272,081 (2023 - $71,632) available to meet short-term business requirements and current liabilities of $180,121 (2023 - $107,833). The Company will require additional financing in the future to meet its obligations. The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market Risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

Currency Risk
The Company is subject to normal market risks including fluctuations in foreign exchange rates and interest rates. While the Company manages its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

Interest Rate Risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk relating to its related party balances.

Price Risk
The Company is exposed to price risk with respect to equity prices. Price risk as it relates to the Company is defined as the potential adverse impact on the Company's ability to raise financing due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

7. CAPITAL MANAGEMENT

The Company defines capital that it manages as cash and equity, comprising issued common shares and reserves.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. As such, the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so.

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 is not subject to externally imposed capital restrictions. There was no change to the Company's capital management approach during the year.

(Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS

The key management personnel of the Company are the directors and officers of the Company. Compensation and expenses paid to key management for the following periods were as follows:

	August 31, 2024	August 31, 2023
	$	$
Management fees	**406,723**	348,000
Professional fees (included within Legal, audit and accounting)	**-**	20,479
Share-based compensation	**231,108**	13,292
	637,831	381,771

Included in accounts payable and accrued liabilities is $Nil (2023 - $26,436) owed to companies controlled by directors or officers as at August 31, 2024. All balances are unsecured, non-interest bearing, have no fixed repayment terms and are due on demand.

During the year ended August 31, 2023, the Company sold a vehicle to a related party with a net-book value of $14,511 in exchange for a loan of $18,292 (243,013 NAD) with a term of 3 years and interest to be calculated at 8.5%. The loan is to be paid in equal instalments over the course of the 3-year term with annual balloon payments of 50,000 NAD each year.

During the year ended August 31, 2024, the Company entered into a settlement agreement with a former director to settle the vehicle loan above in the amount of $18,292 (243,013 NAD), to settle a loan from the Company of approximately $8,748 (110,000 NAD) and issued a final settlement payment of $7,209 (96,000 NAD) all of which have been included within management fees.

9. SEGMENTED INFORMATION

a) Operating Segments

The Company's operations are primarily dedicated towards the acquisition, exploration, and development of its properties in Namibia and Zambia.

(Expressed in Canadian Dollars)

9. SEGMENTED INFORMATION

b) Geographic Segments

The Company's geographic information:

	Year ended August 31, 2024	Restated Year ended August 31, 2023
Net loss for the year:	**$**	$
Canada	**2,113,576**	1,735,645
Namibia	**1,954,667**	73,139
	4,068,243	1,808,784

	August 31, 2024	August 31, 2023
Non-current assets	**$**	$
Namibia	**217,609**	12,258
	217,609	12,258
Liabilities		
Canada	**71,897**	95,240
Namibia	**108,224**	12,593
	180,121	107,833

10. DEFERRED INCOME TAX

Income tax differs from the amount that would be computed by applying the Canadian statutory income tax rate to loss before income taxes. The reasons for the differences are as follows:

	2024	2023 (Restated)
Statutory tax rate	**27%**	27%
	$	$
Expected income tax recovery	**(1,098,000)**	(488,000)
Non-deductible items	**100,000**	15,000
Effect of rate change and other	**(154,000)**	173,000
Unused tax losses and tax offsets not recognized in tax assets	**1,152,000**	300,000
Deferred income tax recovery	**-**	-

(Expressed in Canadian Dollars)

10. DEFERRED INCOME TAX (continued)

The following are the deductible temporary differences for which no deferred tax assets are recognized in the consolidated financial statements:

	2024	2023
	$	$
Tax basis in excess of carrying value of property and equipment	**92,000**	154,000
Tax basis in excess of carrying value of exploration and evaluation assets	**3,881,000**	2,614,000
Share issuance costs	**235,000**	207,000
Non-capital loss carry-forwards	**16,096,000**	12,667,000
	20,250,000	15,641,000

The Company has non-capital losses of approximately $16,096,000 (2023: $12,667,000) that may be carried forward and applied against taxable income in future years. These losses, if not utilized, will expire through 2044. Exploration and evaluation assets and property and equipment have no expiry date. Share issuance costs expire in 2024 through 2028.

11. COMMITMENTS

On February 25, 2019, the Company signed an off-take agreement with a third party ("the Buyer"). The buyer agreed to purchase 5,320,000 units in the Company's March 5, 2019 private placement for gross proceeds of $532,000. The placement was closed at a premium of 30% to then share price. The Buyer holds the right to buy 20,000 metric tonnes per annum of the expected production of copper cathodes produced at Haib Copper representing 20% of the expected eventual production. During fiscal year end 2020, in consideration for an additional investment of $65,000, the Buyer has been granted the right to buy an additional 2% (2,000 metric tonnes) of the copper cathode eventual production at Haib Copper.

12. CHANGE IN ACCOUNTING POLICY

Effective June 1, 2024, the Company changed its accounting policy for its exploration and evaluation expenditures and the related acquisition costs to recognise these costs in the consolidated statement of operations in the period incurred, as permitted under IFRS 6 Exploration for and Evaluation of Mineral Resources.

The previous accounting policy was to capitalise direct exploration and evaluation expenditures and the related acquisition costs on the Company's consolidated statement of financial position. Costs not directly attributed to exploration and evaluation activities, including general administrative overheads costs, were expensed in the year in which they occurred.

(Expressed in Canadian Dollars)

12. CHANGE IN ACCOUNTING POLICY (continued)

Consolidated Statement of financial position

As at September 1, 2022	As previously reported $	Effect of change in Accounting Policy $	As Restated under the new policy $
Exploration and evaluation assets	305,503	(305,503)	-
Deficit	(15,623,990)	(305,503)	(15,929,493)
As at August 31, 2023			
Exploration and evaluation assets	703,363	(703,763)	-
Deficit	(17,034,514)	(703,763)	(17,738,277)

Consolidated Statement of operations and comprehensive loss

For the year ended August 31, 2023	As previously reported $	Effect of change in Accounting Policy $	As Restated under the new policy $
Exploration and evaluation expenditures	-	398,260	398,260
Net loss for the year	(1,410,524)	(398,260)	(1,808,784)
Basic and diluted loss per share	(0.01)		(0.06)

(Expressed in Canadian Dollars)

12. CHANGE IN ACCOUNTING POLICY (continued)

Consolidated Statement of cash flows

For the year ended August 31, 2023	As previously reported $	Effect of change in Accounting Policy $	As Restated under the new policy $
Net loss for the year	(1,410,524)	(398,260)	(1,808,784)
Amortization	226	-	226
Share-based compensation	55,897	-	55,897
Gain on sale of vehicle	(24,588)	-	(24,588)
Prepaid expenses	(48,497)	-	(48,497)
GST receivable and other	(21,251)	-	(21,251)
Accounts payable and accrued liabilities	13,276	(12,972)	304
Net cash used in operations	(1,435,461)	(411,232)	(1,846,693)
Cash flows in investing activities			
Proceeds from sale of equipment	69,060		69,060
Exploration and evaluation assets	(411,232)	411,232	-
Net cash provided by/(used in) investment activities	(342,172)	411,232	69,060

13. SUBSEQUENT EVENTS

- On November 15, 2024, the Company closed the final tranche of a non-brokered private placement comprising of a total of 16,335,778 shares at a price of $1.10 per share for total gross proceeds of $17,969,356. The Company paid fees in connection with the financing of $850,493. Each security is subject to a four-month hold period from the date of closing of the placement. Included in the total gross proceeds receivable are consulting fees accrued for that were settled through the issuance of shares totalling $266,255.
- Subsequent to year end, 591,380 share purchase warrants and 6,000 finder warrants were subsequently exercised for gross proceeds of $280,090.
- Subsequent to year end, 260,000 stock options were exercised for gross proceeds of $121,000.