



Intrepid
metals corp.

INTREPID METALS CORP.
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
SEPTEMBER 30, 2024
(Expressed in Canadian Dollars)
(Unaudited)

**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed interim consolidated financial statements of Intrepid Metals Corp. (the "Company") have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

INTREPID METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited)
(Expressed in Canadian dollars)

	AS AT SEPTEMBER 30, 2024	AS AT DECEMBER 31, 2023
ASSETS		
Current assets		
Cash	\$ 2,142,073	\$ 295,243
Amounts receivable	20,578	12,882
Prepaid expenses (notes 5 and 10)	242,271	149,224
Investment (note 6)	1	1
	<u>2,404,923</u>	<u>457,350</u>
Exploration and evaluation assets (note 7)	<u>2,226,254</u>	<u>1,718,107</u>
	<u>\$ 4,631,177</u>	<u>\$ 2,175,457</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (notes 8 and 10)	\$ 243,922	\$ 265,479
Promissory notes payable (note 9)	50,000	102,827
	<u>293,922</u>	<u>368,306</u>
Equity		
Share capital (note 11)	21,420,907	17,579,981
Obligation to issue shares (notes 7 and 9)	-	95,000
Equity reserves	6,503,550	2,833,096
Accumulated other comprehensive income	825	825
Deficit	<u>(23,588,027)</u>	<u>(18,701,751)</u>
	<u>4,337,255</u>	<u>1,807,151</u>
	<u>\$ 4,631,177</u>	<u>\$ 2,175,457</u>

Nature of operations and going concern (note 1)
Subsequent events (note 15)

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

"Mark Lotz" Director
Mark Lotz

"Kenneth Brophy" Director
Kenneth Brophy

INTREPID METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Unaudited)
(Expressed in Canadian dollars)

	THREE MONTH PERIODS ENDED SEPTEMBER 30,		NINE MONTH PERIODS ENDED SEPTEMBER 30,	
	2024	2023	2024	2023
EXPENSES (note 13)				
Exploration and evaluation (note 7)	441,101	111,906	3,270,102	299,580
General and administration (note 12)	318,866	153,705	987,984	676,350
Marketing and investor relations	28,434	36,723	269,421	195,292
Share-based payments (note 11)	165,964	43,696	511,980	130,143
	(954,365)	(346,030)	(5,039,487)	(1,301,365)
OTHER ITEMS				
Interest expense (note 9)	-	(1,844)	(1,321)	(5,933)
Interest income	31,021	13,405	146,949	51,602
Foreign exchange gain (loss)	1,886	(1,033)	7,583	(5,111)
	32,907	10,528	153,211	40,558
LOSS FROM CONTINUING OPERATIONS	(921,458)	(335,502)	(4,886,276)	(1,260,807)
Loss from discontinued operations (note 4)	-	(12,810)	-	(12,810)
LOSS FOR THE PERIOD	(921,458)	(348,312)	(4,886,276)	(1,273,617)
Cumulative translation adjustment	-	(252)	-	(492)
Reclassification of translation adjustment upon sale of subsidiary (note 4)	-	(964)	-	(964)
COMPREHENSIVE LOSS FOR THE PERIOD	\$ (921,458)	\$ (349,528)	\$ (4,886,276)	\$ (1,275,073)
Basic and diluted loss per common share	\$ (0.02)	\$ (0.01)	\$ (0.11)	\$ (0.03)
Weighted average number of common shares outstanding	45,368,434	49,041,327	44,020,604	48,657,445

INTREPID METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Unaudited)
(Expressed in Canadian dollars)

	NINE MONTH PERIOD ENDED SEPTEMBER 30, 2024	NINE MONTH PERIOD ENDED SEPTEMBER 30, 2023
OPERATING ACTIVITIES		
Loss	\$ (4,886,276)	\$ (1,273,617)
Items not affecting cash:		
Loss on sale of subsidiary	-	12,810
Share-based payments	511,980	130,143
Interest accretion	(1,067)	5,933
Net change in non-cash working capital items:		
Amounts receivable	(7,696)	5,557
Prepaid expenses	(93,047)	(32,627)
Accounts payable and accrued liabilities	(21,557)	3,595
Cash used in operating activities - continuing	(4,497,663)	(1,146,106)
Cash used in operating activities - discontinued	-	(2,100)
INVESTING ACTIVITIES		
Acquisition of exploration and evaluation assets	(195,149)	(187,784)
Cash used in investing activities - continuing	(195,149)	(187,784)
Cash used in investing activities - discontinued	-	-
FINANCING ACTIVITIES		
Repayment of promissory note	(53,894)	-
Private placement	6,590,000	-
Share issuance costs	(147,223)	-
Exercise of warrants	148,625	-
Cash provided by financing activities - continuing	6,537,508	-
Cash provided by financing activities - discontinued	-	-
Net change in cash	1,844,696	(1,335,990)
Effect of foreign exchange on cash	4,454	(5,111)
Cash, beginning	295,243	2,151,249
Cash, ending	\$ 2,142,073	\$ 807,828
Cash received for		
Interest	\$ 146,949	\$ 51,495
Supplementary cash flow information		
Shares issued for exploration and evaluation assets	\$ 312,998	\$ 360,999

INTREPID METALS CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY
(Unaudited)
(Expressed in Canadian dollars)

	NUMBER OF COMMON SHARES	SHARE CAPITAL	OBLIGATION TO ISSUE SHARES	OTHER EQUITY RESERVES	DEFICIT	ACCUMULATED OTHER COMPREHENSIVE INCOME	TOTAL
Balance, December 31, 2022	23,656,563	\$ 16,584,982	\$ 85,000	\$ 2,645,528	\$ (17,001,304)	\$ 1,456	\$ 2,315,662
Exploration and evaluation asset acquisitions (notes 7 and 11)	881,498	360,999	-	-	-	-	360,999
Share-based payments (note 11)	-	-	-	130,143	-	-	130,143
Net loss from continuing operations	-	-	-	-	(1,260,807)	-	(1,260,807)
Net loss from discontinued operations (note 4)	-	-	-	-	(12,810)	-	(12,810)
Translation adjustment	-	-	-	-	-	(492)	(492)
Sale of subsidiary	-	-	-	-	964	(964)	-
Balance, September 30, 2023	24,538,061	16,945,981	85,000	2,775,671	(18,273,957)	-	1,532,695
Exploration and evaluation asset acquisitions (notes 7 and 11)	1,893,500	634,000	-	-	-	-	634,000
Obligation to issue shares (note 11)	-	-	10,000	-	-	-	10,000
Share-based payments (note 11)	-	-	-	57,425	-	-	57,425
Net loss from continuing operations	-	-	-	-	(426,969)	-	(426,969)
Net loss from discontinued operations (note 4)	-	-	-	-	139	(139)	-
Translation adjustment	-	-	-	-	(964)	964	-
Balance, December 31, 2023	26,431,561	\$ 17,579,981	\$ 95,000	\$ 2,833,096	\$ (18,701,751)	\$ 825	\$ 1,807,151
Private placement (note 11)	17,188,235	6,600,000	(8,500)	-	-	-	6,591,500
Private placement – refund of oversubscription	-	-	(1,500)	-	-	-	(1,500)
Fractional rounding due to share consolidation	(24)	-	-	-	-	-	-
Share issuance costs – cash (note 11)	-	(35,693)	-	-	-	-	(35,693)
Share issuance costs – finders’ fees (note 11)	-	(111,530)	-	-	-	-	(111,530)
Share issuance costs – finders’ warrants (note 11)	-	(59,190)	-	59,190	-	-	-
Warrants reserve (note 11)	-	(3,645,512)	-	3,645,512	-	-	-
Exercise of restricted share units (note 11)	500,000	120,000	-	(120,000)	-	-	-
Exercise of special warrants (note 11)	2,223,529	426,228	-	(426,228)	-	-	-
Exercise of warrants (note 11)	288,750	148,625	-	-	-	-	148,625
Exploration and evaluation asset acquisitions (notes 7 and 11)	924,996	397,998	(85,000)	-	-	-	312,998
Share-based payments (note 11)	-	-	-	511,980	-	-	511,980
Net loss from continuing operations	-	-	-	-	(4,886,276)	-	(4,886,276)
Balance, September 30, 2024	47,557,047	\$ 21,420,907	\$ -	\$ 6,503,550	\$ (23,588,027)	\$ 825	\$ 4,337,255

INTREPID METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2024
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Intrepid Metals Corp. (the “Company” or “Intrepid”) common shares trade on the TSX Venture Exchange (“TSX-V” or the “Exchange”) under the symbol “INTR”, trade on the OTCQB under the symbol “IMTCF” and was incorporated on June 26, 1978 and exists under the *Business Corporations Act* (British Columbia). Following a change of business transaction on April 21, 2022, the Company is a mineral exploration company, whereby it's engaged in the acquisition, exploration, and development of mineral properties. The Company has acquired rights to mineral properties in south-eastern Arizona, USA.

The Company's registered and records office is #2400 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 3P3.

Going concern

At September 30, 2024, the Company had not yet determined whether its properties contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production from the exploration and evaluation assets or proceeds from the disposition of the exploration and evaluation asset.

These condensed consolidated interim financial statements have been prepared with the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and, accordingly will be able to realize its assets and discharge its liabilities in the normal course of operations. At September 30, 2024, the Company had an accumulated deficit of \$23,588,027 and expected to incur further losses, and required additional equity financing to continue developing its business and to meet its obligations. While the Company has been successful at raising additional equity financing in the past, there is no guarantee that it will continue to do so in the future, which results in a material uncertainty that casts significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These condensed consolidated interim financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying condensed consolidated interim financial statements. These adjustments could be material.

INTREPID METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2024
(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Boards (“IASB”), in accordance with International Accounting Standards (“IAS”) 34, *Interim Financial Reporting* and interpretations issued by the International Reporting Interpretation Committee (“IFRIC”). The condensed consolidated interim financial statements do not include all the information required for full annual financial statements.

Basis of presentation

These condensed consolidated interim financial statements are presented in Canadian dollars unless otherwise indicated, the functional currency of the Company. These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair value. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on November 29, 2024.

Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiary Intrepid Metals (USA) Corp. All intercompany transactions and balances have been eliminated on consolidation.

Subsidiary Name	Incorporation Jurisdiction	Percentage ownership	
		September 30, 2024	December 31, 2023
Intrepid Metals (USA) Corp.	Arizona, USA	100%	100%

Critical accounting estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets, liabilities, shareholders’ equity, and the disclosure of contingent assets and liabilities as at the date of the financial statements, and expenses for the years reported.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, which could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- (a) The recoverability of receivables, prepayments and deposits that are included in the consolidated statements of financial position.

INTREPID METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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2. BASIS OF PRESENTATION *(continued)*

Critical accounting estimates and judgments *(continued)*

- (b) The fair value of stock options, warrants and compensation options, which requires the estimation of stock price volatility, the expected forfeiture rate and the expected term of the underlying instruments.
- (c) The fair value of restricted share units which requires the estimation of the number of awards likely to vest on grant and at each reporting date up to the vesting date.
- (d) The fair value of the investment for which a quoted market price in an active market is not available.
- (e) The recoverability of deferred tax assets based on the assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions.
- (f) The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures and to meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.
- (g) The classification and allocation of expenses as exploration and evaluation expenditures or operating expenses.
- (h) The determination of impairment indicators involves significant judgment and estimation. Management assesses the carrying value of mining properties for indicators of impairment at each reporting date. Key indicators considered include, but are not limited to, significant declines in commodity prices, adverse changes in market conditions, significant underperformance relative to historical or projected future operating results, and changes in technology or reserve estimates. Management considers both internal and external sources of information in assessing impairment indicators. Internal sources may include changes in production plans, exploration results, and cash flow forecasts. External sources may include industry reports, market trends, and analyst projections. While management exercises judgment in assessing impairment indicators, actual impairment charges may vary based on future market conditions and operational performance.
- (i) The classification of an option to acquire a mining subsidiary company involves significant judgment and estimation. Management assesses whether the option should be classified as a financial asset or as part of the business combination. Management considers the terms and conditions of the option agreement and any other contractual provisions. Additionally, management evaluates the substance of the arrangement to determine whether it represents an investment in a financial asset or a business combination. If the option is classified as a financial asset, it is measured at fair value through profit or loss, with changes in fair value recognized in the income statement. If the option is considered part of a business combination, it is initially recognized at fair value and subsequently accounted for in accordance with the applicable accounting standards for business combinations. The determination of the classification of the option involves judgment and estimation and may impact the reported financial position and results of operations. Management reassesses the classification of the option at each reporting date and adjusts its accounting treatment as necessary based on changes in facts and circumstances.

INTREPID METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2024
(Expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION

Financial instruments

IFRS 9, *Financial Instruments* (“IFRS 9”) provides three different measurement categories for non-derivative financial assets – subsequently measured at amortized cost, fair value through profit or loss (“FVTPL”) or fair value through other comprehensive income – while all non-derivative financial liabilities are classified as subsequently measured at amortized cost. The category into which a financial asset is placed and the resultant accounting treatment is largely dependent on the nature of the business of the entity holding the financial asset. All financial instruments are initially recognized at fair value.

Financial Assets and Liabilities	Classification
Cash	FVTPL
Amounts receivable	Amortized Cost
Investment	FVTPL
Accounts payable	Amortized Cost
Promissory notes payable	Amortized Cost

Financial assets

The Company’s financial assets at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment. The Company’s financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in the statement of comprehensive loss in the period in which they arise.

Financial liabilities

The Company measures all of its financial liabilities as subsequently measured at amortized cost. Financial liabilities are recognized initially at fair value, net of transaction costs incurred, and are subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit or loss.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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3. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Financial instruments *(continued)*

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 recognizes in the statements of loss and comprehensive loss, 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.

Foreign currency translation

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency of the Company is the Canadian dollar and the functional currency of Intrepid Metals (USA) Corp. is the United States dollar.

Accordingly, the accounts of Intrepid Metals (USA) Corp. are translated into Canadian dollars as follows:

- all of the assets and liabilities are translated at the rate of exchange in effect on the date of the statement of financial position;
- income and expenses are translated at the exchange rate approximating those in effect on the date of the transactions; and
- exchange gains and losses arising from translation are included in accumulated other comprehensive income.

Transactions occurring in currencies other than the functional currency of the entity in question are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities that are denominated in foreign currencies are translated at the rate of exchange at the date of the statement of financial position while non-monetary assets and liabilities are translated at historical rates. Income 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 the statement of loss and comprehensive loss.

Share-based payments

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 the 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 fair value of the options is determined using the Black-Scholes Option Pricing Model and recognized over the vesting period of the options granted as both share-based payments expense and other equity reserves. This includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The other equity reserves account is subsequently reduced if the options are exercised and the amount initially recorded is then credited to share capital.

INTREPID METALS CORP.
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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(Expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Basic and diluted loss per share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. For diluted loss per share computations, assumptions are made regarding potential common shares outstanding during the year. The weighted average number of common shares is increased to include the number of additional common shares that would be outstanding if, at the beginning of the year, or at time of issuance, if later, all options and warrants are exercised. Proceeds from exercise are used to purchase the Company's common shares at their average market price during the year, thereby reducing the weighted average number of common shares outstanding. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, and costs associated with exploration and evaluation activity. Costs related to the exploration and evaluation of exploration and evaluation assets are expensed as incurred. Costs to acquire exploration and evaluation assets are capitalized as incurred.

From time-to-time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As such options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded at the time of the agreement. Option payments are recorded as property costs when the payments are made.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists.

Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities; and
- sufficient data exist to indicate that, although development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is depended on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

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(Expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Provision for closure and reclamation

The Company recognizes liabilities for statutory, contractual or other legal obligations related to the retirement of its exploration and evaluation assets and its tangible long-lived assets when such obligations are incurred, if a reasonable estimate of fair value can be made. These obligations are measured initially at fair value and the resulting costs are capitalized to the carrying value of the related asset. In subsequent periods, the liability is adjusted for any changes in the amount or timing and for the discounting of the underlying future cash flows. The capitalized asset retirement cost is amortized to operations over the life of the asset. Management has determined that there was no provision required for closure and reclamations as at December 31, 2023 and 2022.

Discontinued operations

The Company classifies a discontinued operation when it meets the criteria outlined in IFRS 5, "Non-current Assets Held for Sale and Discontinued Operations." A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale, and meets any of the following conditions:

- It represents a separate major line of business or geographical area of operations.
- It is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; and
- It is a subsidiary acquired exclusively with a view to resale.

Upon classification as discontinued operations, the results of the discontinued operation are presented separately in the consolidated statement of loss and comprehensive loss and its assets and liabilities are presented separately, on a net basis, in the consolidated statement of financial position.

Income and expenses from discontinued operations are reported net of tax, separately from income tax expense.

Gains or losses on the disposal of discontinued operations are recognized in the income statement when the criteria for recognition of a discontinued operation are met, and are presented net of tax.

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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(Expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION *(continued)*

Income taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income.

Current taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect of previous periods. Current taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the reporting period end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are presented separately except where there is a right to offset within a fiscal jurisdiction.

4. DISCONTINUED OPERATIONS

Voleo, Inc.

On July 6, 2023, the Company entered into a purchase and sale agreement with Jay Sujir, a director of the Company (the "Purchaser") for all of the issued and outstanding shares of Voleo, Inc. The Purchaser acquired the shares of Voleo, Inc. for cash consideration of \$100 (note 10). As a result of this transaction, the Company no longer has any interest in Voleo, Inc. and its wholly owned subsidiaries Voleo USA Inc. and Cryptoleo, Inc. The sale meets the criteria of a discontinued operation under IFRS 5 - Non-current Assets Held for Sale and Discontinued Operations. The subsidiaries were not previously classified as held-for-sale or as a discontinued operation. The comparative consolidated statements of Intrepid has been restated to show the discontinued operation separately from continuing operations.

As of July 6, 2023, the date of disposition, the net assets of Voleo, Inc. amounted to \$12,910 and are summarized in the table below.

Cash	\$	8,007
Amounts receivable		12
Prepaid expenses		1,206
Deposit		5,739
Accounts payable and accrued liabilities		(2,054)
Net assets of Voleo, Inc.	\$	12,910

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NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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4. DISCONTINUED OPERATIONS *(continued)*

During the year ended December 31, 2023, the Company recorded a loss on the sale of Voleo, Inc. in the amount of \$12,810, which is included in the loss from discontinued operations in the consolidated statements of loss and comprehensive loss. The Company also reclassified accumulated other comprehensive loss in the amount of \$139 to deficit as a result of the sale. The determination of the loss on the sale of Voleo, Inc. is summarized in the table below.

Fair value of consideration received	\$	100
Net assets of Voleo, Inc.		<u>(12,910)</u>
Loss on sale of Voleo, Inc.	\$	<u>12,810</u>

5. PREPAID EXPENSES

	SEPTEMBER 30, 2024	DECEMBER 31, 2023
Insurance	\$ 8,225	\$ 13,354
Regulatory	15,113	7,764
Management services security deposit (note 10)	145,000	85,000
Mining services	1,706	14,005
Bonding	58,565	19,048
Professional services	7,011	7,011
Other	6,651	3,042
	<u>\$ 242,271</u>	<u>\$ 149,224</u>

6. INVESTMENT

The Company holds 2,000,000 common shares of K2 Resources Inc. ("K2") with a fair value of \$1. As at September 30, 2024, the carrying value of the investment continues to be assessed at \$1 (\$1 – December 31, 2023) based on the current market conditions and liquidity risk.

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7. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES

Details of exploration and evaluation assets are as follows:

	Tombstone South	Mesa Wells	Corral Copper	Total
Acquisition costs, December 31, 2022	\$ 25,541	\$ 40,233	\$ 202,670	\$ 268,444
Acquisition cash payment	40,279	34,079	380,306	454,664
Common shares issued	18,000	18,000	958,999	994,999
Acquisition costs, December 31, 2023	83,820	92,312	1,541,975	1,718,107
Acquisition cash payment	136,707	33,697	24,745	195,149
Common shares issued	-	43,000	269,998	312,998
Acquisition costs, September 30, 2024	\$ 220,527	\$ 169,009	\$ 1,836,718	\$ 2,226,254

The Company incurred the following exploration and evaluation expenditures during the nine month period ended September 30, 2024:

	Tombstone South	Mesa Wells	Corral Copper	Total
Accommodation	\$ 569	\$ -	\$ 7,132	\$ 7,702
Airfare	-	-	2,676	2,676
Data and mapping	-	-	141,258	141,258
Drilling	-	-	2,363,547	2,363,547
Geologist fees	3,846	-	283,968	283,968
Geological sampling	-	-	139,043	142,889
Lease and rental	34,302	71,489	179,722	285,513
Licenses, permits and reports	8,237	-	27,511	35,749
Meals	-	-	2,925	2,925
Other travel	341	-	77	418
Vehicle	206	-	3,251	3,457
	\$ 47,502	\$ 71,489	\$ 3,151,111	\$ 3,270,102

The Company incurred the following exploration and evaluation expenditures during the nine month period ended September 30, 2023:

	Miscellaneous Exploration	Tombstone South	Mesa Wells	Corral Copper	Total
Accommodation	\$ -	\$ -	\$ -	\$ 1,832	\$ 1,832
Airfare	-	362	-	362	725
Data and mapping	-	-	-	6,782	6,782
Geologist fees	3,533	395	2,721	109,351	116,000
Lease and rental	-	-	-	99,806	99,806
Licenses, permits and reports	-	6,766	2,641	60,839	70,245
Meals	-	257	-	614	871
Vehicle	-	817	-	2,503	3,320
	\$ 3,533	\$ 8,598	\$ 5,361	\$ 282,088	\$ 299,580

Included in Miscellaneous Exploration expenses are fees paid to geologists related to the exploration and evaluation of other mineral interests that were abandoned or not acquired during the period.

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7. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES *(continued)*

Tombstone South Property (Cochise County, Arizona, USA)

On April 20, 2021, as amended February 28, 2022 and April 1, 2024, as effective April 29, 2022, the Company entered into an option agreement for the Tombstone South Property (the "Tombstone Option Agreement"). Pursuant to the terms of the Tombstone Option Agreement, the vendor has granted the Company the option to acquire a 100% direct interest in the Tombstone South Property through the direct acquisition of the Tombstone South Property by making the following cash and share payments, and incurring the following minimum work commitments (all dollar amounts are United States dollars):

Year	Cash Consideration	Share Consideration	Minimum Work Commitment
April 29, 2022 (Closing date)	US\$10,000 (paid)	40,000 (issued)	-
1 st Anniversary	US\$30,000 (paid)	50,000 (issued)	US\$175,000
2 nd Anniversary	US\$100,000 (paid)	200,000 (issued)	-
3 rd Anniversary	US\$100,000 (paid)	150,000 (issued)	US\$1,500,000
4 th Anniversary	US\$100,000	150,000	US\$1,500,000
5 th Anniversary	US\$500,000	-	-
TOTAL	US\$840,000	590,000	US\$3,175,000

The Company also granted the vendor a 1.5% Net Smelter Royalty ("NSR") over the Tombstone South Property. One third of the NSR may be repurchased by the Company for US\$500,000. The Company has a right of first refusal on the sale of the NSR by the vendor.

In relation to the 1st Anniversary Minimum Work Commitment requirement of US\$175,000, the Company has satisfied the minimum work commitment threshold.

During the nine month period ended September 30, 2024, the Company and the vendor for the Tombstone South Property, entered into an amending agreement to provide for an extension to complete the required US\$500,000 work commitment that was due May 2024, to May 2025, which was originally US\$1,000,000, in exchange for the issuance of an additional 100,000 common shares of the Company, to be issued during 2024. The effects of the amendment are reflected in the table above.

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7. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES *(continued)*

Mesa Well Property (Laramide Propphyry Belt, Arizona, USA)

On August 24, 2022, the Company entered into an option to purchase agreement with Bronco Creek Exploration, Inc. (“Bronco”), a subsidiary of EMX Royalty Corp. for the option to acquire a 100% direct interest in the Mesa Well Project (“Mesa Property”) through the direct acquisition of the Mesa Property by making the following cash and Company share payments, and incurring the following minimum work commitments (all dollar amounts are United States dollars):

Year	Cash Consideration	Share Consideration	Minimum Work Commitment
August 24, 2022	US\$20,000 (paid)	50,000 (issued)	-
1 st Anniversary	US\$25,000 (paid)	50,000 (issued)	-
2 nd Anniversary	US\$25,000 (paid)	100,000 (issued)	-
3 rd Anniversary	US\$25,000	50,000	US\$500,000
4 th Anniversary	US\$55,000	50,000	US\$750,000
5 th Anniversary	US\$200,000	50,000	US\$750,000
TOTAL	US\$350,000	350,000	US\$2,000,000

The Company granted Bronco a 2% NSR over the Mesa Property.

On August 16, 2024 the Company entered into an agreement to amend the option to purchase agreement dated August 24, 2022 with Bronco to acquire a 100% interest in the Mesa Property. The amendment provides for an extension to complete the required US\$250,000 work commitment that is due August 24, 2024 to August 24, 2026, in exchange for the issuance of an additional 50,000 common shares of the Company to Bronco.

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7. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES *(continued)*

Corral Copper Property (Cochise County, Arizona, USA)

The Corral Copper Property is comprised of the Excelsior Property, the CCCI Properties, the Sara Claim Group and the MAN Property.

Excelsior Property (Cochise County, Arizona, USA)

On August 24, 2022, the Company entered into a purchase and sale agreement with Excelsior Mining Corp. ("EMC") for the option to acquire a 100% direct interest in the Excelsior Property through the direct acquisition of the Excelsior Property by making the following cash and Company share payments (all dollar amounts are United States dollars):

Year	Cash Consideration	Share Consideration
August 24, 2022	US\$30,000 (paid)	125,000 (issued)
12 months from closing date (August 2023)	-	125,000 (issued)
18 months from closing date (February 2024)	US\$40,000 (paid)	125,000 (issued)
TOTAL	US\$70,000	375,000

The US\$40,000 payment was recorded as a promissory note payable (note 9). The share consideration portion of the promissory note agreement was calculated using the share price on the date the promissory note was entered into, which was \$0.34 on August 24, 2022. \$85,000 was recorded as an obligation to issue shares.

During the nine month period ended September 30, 2024, the Company made a payment of US\$40,000 and issued 125,000 common shares to EMC and completed the acquisition of the Excelsior Property.

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7. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES *(continued)*

Cave Creek Copper Inc. Properties (Cochise County, Arizona, USA)

On February 14, 2023, the Company entered into a definitive agreement (the “CCCI Agreement”) with Cave Creek Copper Inc. (“CCCI”) and its shareholders to acquire all of the issued and outstanding shares of CCCI. CCCI holds certain exploration properties located in the Courtland-Gleeson area of Cochise County, Arizona (the “CCCI Properties”). The terms of the CCCI Agreement give Intrepid the option to acquire all of the issued and outstanding shares of CCCI in return for certain cash and common shares and exploration expenditure commitments. The consideration is as follows and all dollar values are Canadian dollars:

Time Period	Cash Consideration	Share Consideration	Minimum Work Commitment
February 22, 2023	\$50,000 (paid)	750,000 (issued)	-
6 months	\$50,000 (paid)	-	-
1 st Anniversary	\$25,000 (paid)	500,000 (issued)	\$100,000
2 nd Anniversary	\$395,000	500,000	\$150,000
3 rd Anniversary	\$150,000	1,750,000	\$150,000
TOTAL	\$670,000	3,500,000	\$400,000

During the nine month period ended September 30, 2024 the Company made a payment of \$25,000 and issued 500,000 common shares to CCCI.

Sara Claim Group Properties (Cochise County, Arizona, USA)

On April 24, 2023 the Company entered into a Purchase and Sale Agreement (the “Bailey Agreement”) for an additional 22 unpatented lode mining claims (the “Sara Claim Group”) from Clive Bailey. The new acquisition adds an additional 472.5 acres (191 hectares) to the Company’s land package in the area. To complete the acquisition the Company paid the vendor US\$10,000 and issued 50,000 common shares for 100% of the Sara Claim Group property.

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7. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES *(continued)*

MAN Property (Cochise County, Arizona, USA)

On September 11, 2023, the Company entered into a definitive agreement (the “MAN agreement”) with Mining and Mineral Opportunity Ltd. (“MMO”) to acquire a 100% interest in the MAN Property (the “MAN Property”). The terms of the MAN Agreement give Intrepid the option (the “MAN Option”) to acquire a 100% interest in the MAN Property in return for certain cash and common share payments to MMO. The consideration is as follows and all dollar values are United States dollars:

Time Period	Cash Consideration	Share Consideration
TSXV Approval	\$200,000 (paid)	1,750,000 (issued)
1 st Anniversary	\$100,000	1,250,000
2 nd Anniversary	\$1,000,000	1,250,000
3 rd Anniversary	\$960,000	1,750,000
TOTAL	\$2,260,000	6,000,000

There is a 1.0% NSR granted under the terms of the MMO Agreement. 50% of the NSR may be repurchased for US\$1,000,000 thereby reducing it to 0.5%. If the Company completes a Preliminary Economic Assessment on the Property, it will make a US\$250,000 payment to MMO and the MAN Option will be deemed to be partially exercised and 51% of the earned interest will automatically vest in the Company.

In addition, if the Company issues shares at a price below US\$0.24, then any unissued shares owing to MMO will be adjusted by a proportional amount that represents the additional dilution calculated using the number of shares that would have been issued at US\$0.24 price and the number of shares actually issued in the applicable transaction. This adjustment shall not apply to issuances under equity compensation plans or for asset or company acquisitions. Instead of issuing additional shares as a result of this adjustment, at each milestone payment date the Company shall instead make an additional cash payment calculated using the amount of additional shares multiplied by the issue price of the shares that triggered the adjustment.

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8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	SEPTEMBER 30, 2024	DECEMBER 31, 2023
Trade payables (note 10)	\$ 167,922	\$ 189,479
Accrued liabilities (note 10)	76,000	76,000
	\$ 243,922	\$ 265,479

9. PROMISSORY NOTES PAYABLE

During the fiscal year ended December 31, 2020, the Company entered into a promissory note agreement with Hybrid Financial Inc. for \$50,000, which is non-interest bearing. Any unpaid principal was due October 8, 2022, the maturity date. Any payments made during the year shall be applied to the reduction of principal. As at September 30, 2024, the balance remains unpaid.

In connection with the purchase of the Excelsior Property (note 7), the Company entered into a promissory note agreement with Excelsior Mining Corp., where US\$40,000 is payable on or before February 29, 2024, 125,000 shares are issuable on or before August 30, 2023 and an additional 125,000 shares are issuable on or before February 29, 2024. The US\$40,000 is non-interest bearing. The US\$40,000 portion of the promissory note was present valued to the date the promissory note was entered into, using an effective interest rate of 15%.

On February 29, 2024, the promissory note with Excelsior Mining Corp. was repaid in full and shares have been issued.

For the nine month period ended September 30, 2024, \$1,321 (2023 - \$5,933) was recorded as interest expense.

	SEPTEMBER 30, 2024	DECEMBER 31, 2023
Current portion		
Hybrid Financial Inc.	\$ 50,000	\$ 50,000
Excelsior Mining Corp.	-	52,827
	\$ 50,000	\$ 102,827

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10. RELATED PARTY BALANCES AND TRANSACTIONS

Related parties and related party transactions impacting the condensed consolidated interim financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

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, including the Company's Chief Executive Officer, President & Chief Operating Officer and Chief Financial Officer.

Remuneration attributed to key management personnel for the nine month periods ended September 30, 2024 and 2023 can be summarized as follows:

	SEPTEMBER 30, 2024	SEPTEMBER 30, 2023
Consulting	\$ 293,833	\$ 210,000
Professional fees	248,447	182,458
Salaries and benefits	42,034	44,490
Share-based payments	396,185	13,614
	\$ 980,499	\$ 450,562

Other related party transactions

Transactions entered into with related parties, other than key management personnel and not otherwise disclosed, for the nine month periods ended September 30, 2024 and 2023 include the following:

	SEPTEMBER 30, 2024	SEPTEMBER 30, 2023
Accession Management & Consulting Ltd.	\$ 142,167	\$ 75,000
1495896 B.C. Ltd.	29,167	-
King & Bay West Management Corp.	248,447	122,536
MJM Consulting Corp.	122,500	60,000
	\$ 542,280	\$ 257,536

Amounts paid to King & Bay West Management Corp. is included in professional fees expenses and amounts paid to Accession Management & Consulting Ltd., BC1495896 Ltd., and MJM Consulting Corp. are included in consulting expenses.

The Company sold the subsidiary Voleo, Inc. and its wholly owned subsidiaries Voleo USA Inc. and Cryptoleo, Inc. to Jay Sujir, who is a director of the Company. Proceeds of the sale of \$100 were receivable as at December 31, 2023 (note 4).

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10. RELATED PARTY BALANCES AND TRANSACTIONS *(continued)*

Other related party transactions *(continued)*

Accession Management & Consulting Ltd. ("Accession"): Accession is an entity that is controlled by Kenneth Brophy, a director and the COO of the Company. Accession provides consulting and business development services to the Company. These services are provided to the Company on an as-needed basis and are billed based on a monthly amount to the Company. The amounts shown in the table above represent amounts paid and accrued to Accession for the recovery of overhead and third-party costs incurred by Accession on behalf of the Company.

1495896 B.C. Ltd.: 1495896 B.C. Ltd. is an entity that is controlled by Ken Engquist, a director and the CEO of the Company. 1495896 B.C. Ltd. provides consulting and business development services to the Company. These services are provided to the Company on an as-needed basis and are billed based on a monthly amount to the Company. The amounts shown in the table above represent amounts paid and accrued to 1495896 B.C. Ltd. for the recovery of overhead and third-party costs incurred by 1495896 B.C. Ltd. on behalf of the Company.

King & Bay West Management Corp. ("King & Bay"): King & Bay is an entity that is controlled by the Chair of the Company and employs or retains officers and certain consultants of the Company. King & Bay provides administrative, regulatory, legal, finance, and corporate development services to the Company. These services are provided to the Company on an as-needed basis and are billed based on the cost or value of the services provided to the Company. The amounts shown in the table above represent amounts paid and accrued to King & Bay for the services of King & Bay personnel and for overhead and third-party costs incurred by King & Bay on behalf of the Company.

MJM Consulting Corp. ("MJM"): MJM is an entity that is controlled by the Chair of the Company. MJM provides consulting and business development services to the Company. These services are provided to the Company on an as-needed basis and are billed based on a monthly amount to the Company. The amounts shown in the table above represent amounts paid and accrued to MJM for the recovery of overhead and third-party costs incurred by MJM on behalf of the Company.

Related party balances

Prepaid expenses

As at September 30, 2024, prepaid expenses include the following paid to a related party:

- King & Bay - \$85,000 (December 31, 2023 - \$85,000) with respect to a prepaid as part of a management services agreement with the Company (note 5).

Accounts payable and accrued liabilities

As at September 30, 2024, accounts payable and accrued liabilities include the following amounts due to related parties:

- Accession - \$nil (December 31, 2023 - \$26,250) with respect to the services described above.
- Ken Brophy, COO - \$6,995 (December 31, 2023 - \$589) with respect to business development expense reimbursements.
- King & Bay - \$30,225 (December 31, 2023 - \$40,711) with respect to the services described above.
- Mark Morabito, the Chair of the Company - \$715 (December 31, 2023 - \$2,055) with respect to business development expense reimbursements.
- MJM - \$nil (December 31, 2023 - \$21,000) with respect to the services described above.

The amounts are unsecured, non-interest bearing and have no fixed terms of repayment (note 8).

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11. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Share consolidation

On January 4, 2024, the Company completed a consolidation of its common shares on the basis of one post-consolidation common share for every two pre-consolidation common shares (the "Consolidation"). The effect of the Consolidation has been reflected in these financial statements.

Common share issuances

On January 5, 2024, the Company closed \$3,230,000 in gross proceeds from a non-brokered private placement (the "First Offering"). The First Offering included \$3,000,000 in proceeds from Leocor Cold Inc. (CSE:LECR) ("Leocor"). The First Offering consisted of:

1. The issuance of 7,276,470 units (the "Units"), with each Unit consisting of one common share and one warrant (each a "Warrant") at a price of \$0.34 per Unit for aggregate gross proceeds of \$2,474,000. Each Warrant entitles the holder thereof to acquire one additional common share at a price of \$0.40 until January 5, 2026. The Warrants are subject to an acceleration right that allows the Company to give notice of an earlier expiry date if the Company's closing share price on the TSX is equal to or greater than \$0.68 for a period of 10 consecutive trading days (the "Acceleration Right").
2. The issuance of 2,223,529 pre-funded special warrants units (each a "Special Warrant") at a price of \$0.34 per Special Warrant for aggregate gross proceeds of \$756,000. Each Special Warrant shall entitle the holder thereof to acquire one Unit, for no additional consideration but subject to an exercise limitation such that Leocor may not exercise if it would result in them having beneficial ownership over common shares in excess of 19.9%, for a period of five years from the closing date of the First Offering.

On January 24, 2024, the Company closed \$3,370,000 in gross proceeds (the "Second Offering"). The Second Offering consisted of:

1. The Second Offering consisted of 9,911,765 Units, with each Unit consisting of one common share and one Warrant at a price of \$0.34 per Unit. Each Warrant entitles the holder thereof to acquire one additional common share at a price of \$0.45 until two years from the closing date of the Second Offering (subject to the Acceleration right).
2. In connection with the Second Offering, the Company paid finder's fees of \$111,530 in cash and 321,560 in finder's warrants. Each finder's warrant is non-transferable but otherwise has the same terms as the warrants (including the Acceleration Right). All securities issued in the Second Offering are subject to a statutory hold period that expires on May 25, 2024.
3. Included in the above Second Offering, certain directors, officers and insiders of the Company and their affiliates participated in the Second Offering and acquired 343,038 Units for proceeds of \$116,933:
 - King & Bay West Management Corp. – 220,588 units for a total of \$75,000
 - Accession Management & Consulting Ltd. – 102,450 units for a total of \$34,833
 - Kenneth Engquist – 20,000 units for a total of \$6,800

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11. SHARE CAPITAL *(continued)*

Common share issuances *(continued)*

On January 9, 2024, the Company issued 500,000 common shares on the redemption of 500,000 Restricted Share Units at \$0.38 per share.

On February 22, 2024, the Company issued 500,000 common shares at \$0.54 per share as well as a cash payment of \$25,000 to CCCI pursuant to option to purchase agreement with respect to the Cave Creek Property (note 7).

On March 7, 2024, the Company issued 125,000 common shares at \$0.68 per share as well as a cash payment of US\$40,000 to EMC pursuant to option to purchase agreement with respect to the Excelsior Property (note 7).

On March 5, 2024, 48,750 broker warrants issued as part of a private placement of units completed on April 21, 2022 for gross proceeds of \$3,070,500 (the "2022 Offering") were exercised for \$0.40 each, for gross proceeds of \$19,500.

On March 15, 2024, 60,000 broker warrants issued as part of the 2022 Offering were exercised for \$0.40 each, for gross proceeds of \$24,000.

On April 2, 2024, 5,250 broker warrants issued as part of the 2022 Offering were exercised for \$0.40 each, for gross proceeds of \$2,100.

On April 4, 2024, 25,000 warrants issued as part of the 2022 Offering were exercised for \$0.70 each, for gross proceeds of \$17,500.

On April 8, 2024, 50,000 warrants issued as part of the 2022 Offering were exercised for \$0.70 each, for gross proceeds of \$35,000.

On April 18, 2024, 43,500 broker warrants issued as part of the 2022 Offering were exercised for \$0.40 each, for gross proceeds of \$17,400.

On April 21, 2024, 3,763,125 warrants issued as part of the 2022 Offering, which were originally expiring on this date, have extended its expiration date to October 31, 2024.

On April 29, 2024, 31,250 warrants issued as part of the 2022 Offering were exercised for \$0.70 each, for gross proceeds of \$21,875.

On May 3, 2024, there was a share issuance of 200,000 common shares at \$0.68 per share as well as a cash payment of US\$100,000 to the vendor pursuant to the terms of the Tombstone Option Agreement (note 7).

On May 29, 2024, 5,000 finders warrants issued as part of the Second Offering were exercised for \$0.45 each, for gross proceeds of \$2,250.

On June 7, 2024, 20,000 finders warrants issued as part of the Second Offering were exercised for \$0.45 each, for gross proceeds of \$9,000.

On August 26, 2024, there was a share issuance of 100,000 common shares at \$0.68 per share as well as a cash payment of US\$25,000 to Bronco pursuant to the terms of the Mesa Wells Option Agreement (note 7).

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11. SHARE CAPITAL *(continued)*

Common share issuances *(continued)*

On September 16, 2024, 2,223,529 Special Warrants issued as part of the First Offering were exercised for 2,223,529 common shares for no consideration.

On February 22, 2023, the Company issued of 749,998 common shares at \$0.36 per share to CCCI pursuant to option to purchase agreement with respect to the Cave Creek Property (note 7).

On May 5, 2023, the Company issued 50,000 common shares at \$0.36 per share to the vendor pursuant to the terms of the Tombstone Option Agreement (note 7).

On May 8, 2023, the Company issued 50,000 common shares at \$0.28 per share to a vendor for the purchase of additional mining claims situated in Cochise County, Arizona, as part of the Corral Copper Property (note 7).

On September 8, 2023, the Company issued 125,000 common shares at \$0.36 per share to EMC pursuant to the purchase and sale agreement with respect to the Excelsior Property (note 7).

On September 8, 2023, the Company issued 50,000 common shares at \$0.36 per share to Bronco pursuant to the option to purchase agreement with respect to the Mesa Property (note 7).

On December 11, 2023, the Company issued 1,750,000 common shares at \$0.36 per share to MMO pursuant to the option to purchase agreement with respect to the Corral Copper Property (note 7).

Stock options

The Company grants stock options to directors, officers, employees and consultants as compensation for services, pursuant to its Incentive Share Option Plan (the "Stock Option Plan"). The maximum price shall not be less than the closing price of the common shares on the last trading day preceding the date on which the grant of options is approved by the Board of Directors. Options have a maximum expiry period of ten years from the grant date. The number of options that may be issued under the Stock Option Plan is limited to no more than 10% of the Company's issued and outstanding shares immediately prior to the grant.

Pursuant to the Stock Option Plan, options granted in respect of investor relations activities are subject to vesting restrictions, such that one-quarter of the options vest three months from the grant date and in each subsequent three-month period thereafter such that the entire option will have vested twelve months after the award date. Vesting restrictions may also be applied to certain other option grants, at the discretion of the directors.

On February 12, 2024, 1,470,000 stock options were granted with an exercise price of \$0.64 and an expiration date of February 12, 2029, which vest evenly every 6 months over 24 months.

On September 11, 2024, 325,000 stock options were granted with an exercise price of \$0.42 and an expiration date of September 11, 2029, which vest evenly every 6 months over 24 months.

On November 8, 2023, 75,000 stock options were granted with an exercise price of \$0.50 and an expiration date of November 8, 2028, which vest evenly every 6 months over 24 months.

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11. SHARE CAPITAL *(continued)*

Stock options *(continued)*

During the nine month period ended September 30, 2024, 125,000 options have been forfeited.

During the year ended December 31, 2023, 172,000 options have been forfeited.

The following table summarizes stock option activity for the nine month period ended September 30, 2024 and the year ended December 31, 2023:

	Number of stock options	Weighted average exercise price
Outstanding, December 31, 2022	2,000,000	\$0.38
Issued	75,000	\$0.50
Forfeited	(172,000)	\$0.40
Outstanding, December 31, 2023	1,903,000	\$0.38
Issued	1,795,000	\$0.60
Forfeited	(125,000)	\$0.32
Outstanding, September 30, 2024	3,573,000	\$0.50

As at September 30, 2024, the following stock options were outstanding and exercisable:

Outstanding	Exercisable	Exercise Price	Remaining life (years)	Expiry date
357,500	357,500	\$0.15	0.79	July 15, 2025
50,000	50,000	\$0.15	0.79	July 16, 2025
100,000	100,000	\$0.40	1.09	November 3, 2025
50,000	50,000	\$0.64	1.30	January 18, 2026
687,500	687,500	\$0.50	1.45	March 12, 2026
37,500	37,500	\$0.50	2.60	May 5, 2027
308,000	308,000	\$0.40	2.60	May 5, 2027
112,500	84,375	\$0.32	3.11	November 10, 2027
75,000	18,750	\$0.50	4.11	November 8, 2028
1,470,000	367,500	\$0.64	4.37	February 12, 2029
325,000	-	\$0.42	4.95	September 11, 2029
3,573,000	2,061,125			

The Company recognizes share-based payment expense for all stock options granted using the fair value-based method of accounting. The fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company's common shares, forfeiture rate, and expected life of the options.

During the nine month period ended September 30, 2024, the Company recognized share-based payment expense with respect to stock options issued during 2022 of \$10,703 (2023 - \$43,193), stock options issued during 2023 of \$22,575 (2023 - \$nil) and stock options issued during 2024 of \$475,743 (2023 - \$nil).

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11. SHARE CAPITAL *(continued)*

Stock options *(continued)*

The Company uses the Black-Scholes Option Pricing Model to calculate the fair value of stock options granted. The model requires management to make estimates, which are subjective and may not be representative of actual results. Changes in assumptions can materially affect estimates of fair values. The following weighted average assumptions were used to estimate the weighted average grant date fair values during the nine month periods ended September 30, 2024 and 2023:

	SEPTEMBER 30, 2024	SEPTEMBER 30, 2023
Risk-free interest rate	3.72%	0.72%
Expected life (years)	5	5
Annualized volatility	123%	125%
Dividend yield	-%	-%

Warrants

During the nine month period ended September 30, 2024, 7,276,470 Warrants were issued with an exercise price of \$0.45 and expiry of January 5, 2026, as part of the First Offering. The fair value of the warrants were recorded as \$1,394,825 in other equity reserves.

During the nine month period ended September 30, 2024, 2,223,529 special warrants were issued with an exercise price of \$0.45 and expiry of January 5, 2026, as part of the First Offering. The fair value of the warrants were recorded as \$426,228 in other equity reserves.

During the nine month period ended September 30, 2024, 9,911,765 Warrants were issued with an exercise price of \$0.45 and expiry of January 24, 2026, as part of the Second Offering. The fair value of the warrants were recorded as \$1,824,459 in other equity reserves.

During the nine month period ended September 30, 2024, 321,560 broker warrants were issued with an exercise price of \$0.45 and expiry of January 24, 2026, as part of the Second Offering. The fair value of the warrants were recorded as \$59,190 in other equity reserves.

During the nine month period ended September 30, 2024, 2,223,529 warrants were issued with an exercise price of \$0.45 and expiry of January 5, 2026, upon the exercise of the 2,223,529 special warrants, as part of the First Offering.

There were no warrants issued during the year ended December 31, 2023.

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11. SHARE CAPITAL *(continued)*

Warrants *(continued)*

The following table summarizes warrant activity for the nine month period ended September 30, 2024 and the year ended December 31, 2023:

	Number of warrants	Weighted average exercise price
Outstanding, December 31, 2022	13,694,501	\$0.50
Expired	(9,656,498)	\$0.40
Outstanding, December 31, 2023	4,038,003	\$0.72
Issued	21,956,853	\$0.45
Exercised	(2,512,279)	\$0.46
Outstanding September 30, 2024	23,482,577	\$0.48

As at September 30, 2024 the following warrants were outstanding:

Outstanding	Exercise Price	Remaining life (years)	Expiry date
42,378	\$2.40	0.39	February 20, 2025
3,731,875	\$0.70	0.09	October 31, 2024
7,276,470	\$0.40	1.27	January 5, 2026
2,223,529	\$0.45	1.27	January 5, 2026
9,911,765	\$0.45	1.32	January 24, 2026
296,560	\$0.45	1.32	January 24, 2026
23,482,577			

Restricted share units

The Company grants restricted share units (“RSUs”) to directors, officers, employees and consultants as compensation for services, pursuant to its RSU Plan (the “RSU Plan”). One restricted share unit has the same value as a common share of the Company. The number of RSUs awarded and underlying vesting conditions are determined by the Board of Directors in its discretion. At the election of the Board of Directors, upon each vesting date, participants receive (a) the issuance of common shares from treasury equal to the number of RSUs vesting, or (b) a cash payment equal to the number of vested RSUs multiplied by the fair market value of a common share, calculated as the closing price of the common shares on the TSXV for the trading day immediately preceding such payment date; or (c) a combination of (a) and (b).

On the grant date of RSUs, the Company determines whether it has a present obligation to settle in cash. If the Company has a present obligation to settle in cash, the RSUs are accounted for as liabilities, with the fair value remeasured at the end of each reporting period and at the date of settlement, with any changes in fair value recognized in profit or loss for the period. The Company has a present obligation to settle in cash if the choice of settlement in shares has no commercial substance, or the Company has a past practice or a stated policy of settling in cash, or generally settles in cash whenever the counterparty asks for cash settlement. If no such obligation exists, RSUs are accounted for as equity settled share-based payments and are valued using the share price on grant date. Upon settlement:

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11. SHARE CAPITAL *(continued)*

Restricted share units *(continued)*

- (a) If the Company elects to settle in cash, the cash payment is accounted for as the repurchase of an equity interest (i.e. as a deduction from equity), except as noted in (c) below.
- (b) If the Company elects to settle by issuing shares, the value of RSUs initially recognized in reserves is reclassified to share capital, except as noted in (c) below.
- (c) If the Company elects the settlement alternative with the higher fair value, as at the date of settlement, the Company recognizes an additional expense for the excess value given (i.e. the difference between the cash paid and the fair value of shares that would otherwise have been issued, or the difference between the fair value of the shares and the amount of cash that would otherwise have been paid, whichever is applicable).

On January 9, 2023, 500,000 RSUs were granted to a director and officer of the Company. 100% of the RSUs vested on January 9, 2024 and were exercised for 500,000 common shares at \$0.38 per share.

During the nine month period ended September 30, 2024, the Company recognized share-based payments expense of \$2,958 (2023 - \$86,795) relating to the grant of RSUs.

The following table summarizes RSU activity for the nine month period ended September 30, 2024 and for the year ended December 31, 2023:

	Number of Restricted Share Units	Weighted average exercise price
Outstanding, December 31, 2022	-	-
Issued	500,000	\$0.24
Outstanding, December 31, 2023	500,000	\$0.24
Exercised	(500,000)	\$0.24
Outstanding, September 30, 2024	-	-

12. GENERAL AND ADMINISTRATION

	SEPTEMBER 30, 2024	SEPTEMBER 30, 2023
Consulting (note 10)	\$ 467,333	\$ 247,500
Professional fees (note 10)	238,684	197,498
Regulatory and compliance	51,134	81,058
Office and miscellaneous	43,201	33,476
Travel	113,063	56,654
Salaries and benefits (note 10)	44,931	45,160
Computer and software	29,638	15,004
	\$ 987,984	\$ 676,350
Continuing operations	\$ 987,984	\$ 674,201
Discontinued operations	-	2,149
	\$ 987,984	\$ 676,350

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13. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. 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.

In the past, the Company has raised funds through the issuance of common shares. However, it is uncertain whether the Company will continue to be successful in raising funds through the issuance of common shares in the future. Management reviews its capital management approach on an ongoing basis and believes this approach, given the relative size of the Company, is reasonable.

There were no changes to the Company's approach to capital management during the nine month period ended September 30, 2024.

14. FINANCIAL INSTRUMENTS

The Company's financial instruments are subject to certain risks.

Credit risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, amounts receivable and deposits. The risk arises from the non-performance by counterparties of contractual financial obligations. To minimize credit risk, the Company places cash and deposits with high credit quality financial institutions and brokerage firms. The Company's amounts receivable consists mainly of input tax credits due from the Government of Canada. Credit risk is assessed as low.

The maximum exposure to credit risk is the carrying amount of the Company's financial instruments.

Liquidity risk

Liquidity risk is the risk that the Company may not have cash to meet financial liabilities as they come due. The Company's liquidity requirements are met through the cash generated from operations and capital raises. Management monitors and manages its liquidity risk through regular monitoring of its financial liabilities against the constraints of its available financial assets. Liquidity risk is assessed as high.

Market risk

Market risks consist of interest rate risk, foreign currency risk and other price risk. The Company is exposed to foreign currency risk and other price risk.

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through its normal operating and financing activities. As at September 30, 2024 the Company is not exposed to interest rate risk.

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14. FINANCIAL INSTRUMENTS *(continued)*

Market risk *(continued)*

Foreign currency risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The results of the Company's operations are subject to currency transaction and translation risks. The Company holds cash in US Dollars. The Company's main risk is associated with fluctuations in the US Dollar. Assets and liabilities are translated based on the foreign currency translation policy described in Note 3. Financial assets and liabilities held in US Dollars include cash, exploration and evaluation assets and accounts payables and accruals. Foreign exchange risk is assessed as moderate.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk.

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity

prices or general movements in the level of the stock market. The Company's ability to raise capital to fund operations is subject to risks associated with equity prices.

15. SUBSEQUENT EVENTS

On October 9, 2024, 400,000 stock options were granted with an exercise price of \$0.38 and an expiration date of October 10, 2029, which vest evenly every 3 months over 12 months.

On October 31, 2024, 3,731,875 warrants with an exercise price of \$0.70 expired.