

Kalo Gold Corp.

Amendment to Annual Report Audited annual financial statements – English for 08/31/2024 originally published through the OTC Disclosure & News Service on [12/24/2024](#)

Explanatory Note:
2024 Annual Report

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*



KALO GOLD CORP.

(An Exploration Stage Company)

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023**

(EXPRESSED IN CANADIAN DOLLARS)

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Kalo Gold Corp.

Opinion

We have audited the consolidated financial statements of Kalo Gold Corp. and its subsidiaries (together, the Company) which comprise:

- the consolidated statements of financial position as at August 31, 2024 and 2023;
- the consolidated statements of loss and comprehensive loss for the years ended August 31, 2024 and 2023;
- the consolidated statements of cash flows for the years ended August 31, 2024 and 2023;
- the consolidated statements of changes in equity for the years ended August 31, 2024 and 2023; and
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

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

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the accompanying consolidated financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended August 31, 2024. 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.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there are no other key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises the Company's Management Discussion and Analysis to be filed with the relevant Canadian securities commissions.

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.

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. 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditors' 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 auditors' 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the 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 Company 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 auditors' 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 auditors' report is Artem Valeev.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
December 24, 2024

KALO GOLD CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT AUGUST 31, 2024 AND 2023
(expressed in Canadian Dollars)

	2024	2023
ASSETS		
Current assets		
Cash (Note 4(b))	\$ 1,192,169	\$ 453,467
Prepaid expenses	94,722	13,286
Sales taxes receivable	25,873	37,852
	1,312,764	504,605
Non-current assets		
Exploration and evaluation assets (Note 8)	1,304	514,495
Equipment (Note 9)	68,282	103,499
Deposits (Note 7)	60,896	59,776
Restricted cash	6,927	6,799
Total assets	\$ 1,450,173	\$ 1,189,174
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 10 and 16)	\$ 524,838	\$ 650,075
Flow-through liability	-	1,553
Total liabilities	524,838	651,628
Equity		
Share capital (Note 11)	12,564,224	10,530,378
Contributed surplus	6,175,469	6,175,469
Reserves (Note 11)	2,591,193	2,362,089
Accumulated other comprehensive loss	(82,684)	(80,629)
Deficit	(20,322,867)	(18,449,761)
Total equity	925,335	537,546
Total liabilities and equity	\$ 1,450,173	\$ 1,189,174

Continuance of Operations and Going Concern (Note 2)
Subsequent Events (Note 18)

Approved and authorized for issue on behalf of the Board of Directors on December 19, 2024.

<u>"Kevin Ma"</u>	Director	<u>"David Whittle"</u>	Director
Kevin Ma		David Whittle	

KALO GOLD CORP.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023

(expressed in Canadian Dollars)

	2024	2023
Operating expenses		
Consulting and management fees (Note 16)	\$ 491,643	\$ 623,706
Depreciation and amortization (Note 9)	35,217	36,146
Exploration and evaluation (Note 12)	365,015	1,214,495
Foreign exchange loss (gain)	(1,711)	5,011
General and administrative expenses	64,303	92,238
Investor relations and marketing	-	190,095
Legal and professional fees	206,374	162,687
Share-based payments (Note 11 and 16)	339,104	917,805
Travel	13,386	5,575
	(1,513,331)	(3,247,758)
Other income (expenses)		
Interest	9,697	22,315
Recovery of flow-through premium (Note 11)	1,553	29,047
Gain/(loss) on debt settlement (Note 11)	52,200	(356,053)
GST recovery	-	56,228
Gain on sale of equipment (Note 9)	89,966	-
Impairment of mineral property (Note 8)	(513,191)	-
Net loss	(1,873,106)	(3,496,221)
Other comprehensive loss		
Items that may be reclassified subsequently to net loss		
Foreign exchange loss on translation of foreign operations	(2,055)	(31,777)
Loss and comprehensive loss for the year	\$ (1,875,161)	\$ (3,527,998)
Basic and diluted loss per share	\$ (0.01)	\$ (0.03)
Weighted average number of common shares outstanding (basic and diluted)	125,154,294	102,775,992

KALO GOLD CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023

(expressed in Canadian Dollars)

	2024	2023
Cash flows used in operating activities		
Net loss for the year	\$ (1,873,106)	\$ (3,496,221)
Adjustments to net loss		
Depreciation and amortization	35,217	36,146
Share-based payments	339,104	917,805
Recovery of flow-through premium	(1,553)	(29,047)
(Gain)/loss on debt settlement	(52,200)	356,053
Interest expense	-	1,351
Gain on sale of equipment	(89,966)	-
Impairment of mineral property	513,190	-
Changes in non-cash working capital		
Accounts payable and accrued liabilities	401,879	500,495
Prepaid expenses, deposits and other assets	(69,457)	138,749
Cash flows used in operating activities	(796,892)	(1,574,669)
Cash flows provided by (used in) investing activities		
Investment in mineral properties	-	(25,935)
Disposal of equipment	90,404	-
Cash flows provided by (used in) investing activities	90,404	(25,935)
Cash flows from financing activities		
Proceeds from issuance of common shares net of issue costs	1,448,930	2,029,923
Proceeds from short-term loan	-	20,654
Payment of short-term loan	-	(20,615)
Cash flows from financing activities	1,448,930	2,029,962
Effect of foreign exchange on cash	(3,740)	(46,499)
Change in cash during the year	738,702	382,859
Cash – beginning	453,467	70,608
Cash – ending	\$ 1,192,169	\$ 453,467

KALO GOLD CORP.
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	Contributed Surplus	Reserves	Accumulated Other Comprehensive Loss	Deficit	Total
Balance – August 31, 2022	63,728,420	\$ 7,394,195	\$ 6,175,469	\$ 1,137,211	\$ (48,852)	\$ (14,953,540)	\$ (295,517)
Net loss for the year	-	-	-	-	-	(3,496,221)	(3,496,221)
Foreign exchange loss on translation of foreign operations	-	-	-	-	(31,777)	-	(31,777)
Shares issued for cash	42,040,000	2,132,600	-	-	-	-	2,132,600
Shares issued in acquisition of 1271895 B.C. Ltd	7,496,250	487,256	-	-	-	-	487,256
Shares issued for the settlement of debt	5,980,871	777,605	-	-	-	-	777,605
Stock options issued for services	-	-	-	140,857	-	-	140,857
Share-based payments	-	-	-	917,805	-	-	917,805
Share issuance costs	-	(261,278)	-	166,216	-	-	(95,062)
Balance – August 31, 2023	119,245,551	\$ 10,530,378	\$ 6,175,469	\$ 2,362,089	\$ (80,629)	\$ (18,449,761)	\$ 537,546
Net loss for the year	-	-	-	-	-	(1,873,106)	(1,873,106)
Foreign exchange loss on translation of foreign operations	-	-	-	-	(2,055)	-	(2,055)
Shares issued for cash	50,688,757	1,520,663	-	-	-	-	1,520,663
Shares issued for the settlement of debt	19,310,549	474,916	-	-	-	-	474,916
Shares issued for vesting of RSU	2,000,000	110,000	-	(110,000)	-	-	-
Share-based payments	-	-	-	339,104	-	-	339,104
Share issuance costs	-	(71,733)	-	-	-	-	(71,733)
Balance – August 31, 2024	191,244,857	\$ 12,564,224	\$ 6,175,469	\$ 2,591,193	\$ (82,684)	\$ (20,322,867)	\$ 925,335

**KALO GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023**

(expressed in Canadian Dollars)

1. Nature of Business

Kalo Gold Corp. ("Kalo" or the "Company"), was incorporated under the Business Corporation Act (British Columbia) on March 6, 2019. The Company's common shares are listed on the TSX Venture Exchange under the symbol "KALO". Kalo is a mineral exploration company focused on the Vatu Aurum gold project ("Vatu Aurum") on Fiji's north island, Vanua Levu and AxelGold Alkalic Gold Project ("AxelGold"), Canada located in Northern British Columbia, Canada.

The registered office of the Company is located at Suite 1500 - 1055 W Georgia Street, Vancouver, British Columbia V6E 4N7. The head office of the Company is located at Suite 1507, 1030 West Georgia Street, Vancouver, British Columbia V6E 2Y3.

2. Continuance of Operations and Going Concern

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of operations.

As at August 31, 2024, the Company had not advanced its exploration and evaluation assets to commercial production and is not able to finance day-to-day activities through operations. The Company had an accumulated deficit of \$20,322,867 as at August 31, 2024, and the Company cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive or raise additional debt and/or equity capital. If the Company is unable to raise additional capital in the future, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favorable terms and/or pursue other remedial measures. These material uncertainties cast significant doubt about the Company's ability to continue as a going concern. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds from and/or raise equity capital or borrowings sufficient to meet current and future obligations.

The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty, such adjustments could be material. Management intends to finance mineral property acquisition, exploration and general administration costs over the next twelve months from proceeds of private placements of its common shares and by receiving contributions from its shareholders.

3. Basis of Preparation and Statement of Compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of these financial statements as set out below. These policies have been consistently applied to all period presented, unless otherwise stated.

These consolidated financial statements have been prepared on a historical cost basis except for financial assets at fair value through profit and loss, which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting. The accounting policies set out in Note 4 have been applied consistently by the Company during the periods presented.

Where fair value is used to measure assets and liabilities in preparing these consolidated financial statements, it is estimated at the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions. Fair values are determined from inputs that are classified within the fair value hierarchy defined under IFRS as follows:

**KALO GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023**

(expressed in Canadian Dollars)

3. Basis of Preparation and Statement of Compliance (Continued)

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly or indirectly

Level 3 – Inputs for the asset or liability that are unobservable

4. Material Accounting Policies

The material accounting policies used in the preparation of these consolidated financial statements are summarized below.

(a) Basis of Consolidation

The Company's consolidated financial statements include the accounts of the parent company and its subsidiaries. Subsidiaries are entities controlled by the Company, where control is achieved by the Company being exposed to, or having rights to, variable returns from its involvement with the entity and having the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is obtained by the Company and are deconsolidated from the date that control ceases.

Company	Place of Incorporation	Ownership
Kalo Gold Corp.	Canada	Parent
Kalo Gold Canada Inc.	Canada	100%
1271895 B.C. Ltd.	Canada	100%
Aloki Mining Limited	British Virgin Islands	100%
Tego Mining Limited	British Virgin Islands	100%
Kalo Exploration Pte Limited	Fiji	100%

All inter-company transactions, balances, income and expenses are eliminated on consolidation.

(b) Cash

Cash shown on the balance sheet is comprised of cash held in banks and cash held in trust account.

As at August 31, 2024, the Company's cash balance is \$1,192,169 (2023 - \$453,467). The Company has \$6,927 (2023 - \$6,799) of restricted cash as at August 31, 2024. Restricted cash is held as security deposit for credit card payments by a bank.

(c) Equipment

i) Recognition and measurement

Items of equipment are measured initially at cost, unless they are acquired as part of a business combination in which case they are initially measured at fair value. Thereafter, equipment is recorded net of accumulated depreciation and accumulated impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the assets to a working condition for their intended use, estimated decommissioning provisions and borrowing costs on qualifying assets.

**KALO GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023**

(expressed in Canadian Dollars)

4. Material Accounting Policies (Continued)

(c) Equipment (Continued)

Cost may also include any gain or loss realized on foreign currency transactions directly attributable to the purchase or construction of equipment. Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment. When parts of an item of equipment have different useful lives, they are accounted for as separate components of equipment. The gain or loss on disposal of an item of equipment is determined by comparing the proceeds from disposal with the carrying amount of equipment, and are recognized within other expense or income in earnings.

ii) Subsequent costs

The cost of replacing a part of an item of equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized and recorded as depreciation expense. The cost of maintenance and repair expenses of the equipment are recognized in earnings as incurred.

iii) Depreciation

Depreciation is based on the cost of an asset less its residual value. Depreciation is recognized in earnings on a straight line or declining balance basis, which most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Depreciation methods, useful lives, economic lives and residual values are reviewed annually and adjusted if appropriate.

The following table outlines the methods used to depreciate equipment:

Field equipment	Straight line – 20%
Office equipment	Straight line – 20%
Vehicles	Straight line – 30%

(d) Exploration and Evaluation Assets

Exploration and evaluation properties consist of payments to acquire property rights. Property acquisition costs are capitalized. Exploration and evaluation costs are expensed to the consolidated statement of loss and comprehensive loss in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent costs are capitalized into development assets.

Development costs incurred on a mineral property are deferred once management has determined based on a feasibility study that a property is capable of economical commercial production as a result of having established proven and probable reserves. Developmental costs are carried at cost less accumulated depletion and accumulated impairment charges. Exploration costs incurred prior to determining a property has economically recoverable resources are expensed as incurred.

4. Material Accounting Policies (Continued)

(d) Exploration and Evaluation Assets (Continued)

At each reporting period, the Company assesses whether there is an indication that the exploration and evaluation assets may be impaired. When impairment indicators exist, or when the decision to proceed with a particular project is taken based on its technical and commercial viability, the Company estimates the recoverable amount of exploration and evaluation asset and compares it against the carrying amount. The recoverable amount is the higher of the fair value less cost of disposal and the exploration and evaluation asset's value in use. If the carrying value exceeds the recoverable amount, an impairment loss is recorded in the consolidated statement of loss and comprehensive loss for the period. In calculating the recoverable amount, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the exploration and evaluation asset. The cash flows are based on the best estimate of expected future cash flows from the continued use of the exploration and evaluation asset.

Once a mine has achieved commercial production, mineral properties and development costs are depleted on a unit of production basis over the life of the mine.

(e) Current and Deferred Income Taxes

Income tax expense comprises current and deferred income taxes. Current and deferred income taxes are recognized in profit or loss except to the extent that they relate to a business combination or to items recognized directly in equity or in other comprehensive income.

Current income taxes are the expected taxes payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to taxes payable in respect of previous periods.

Deferred income taxes are recognized using the liability method, on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for tax purposes. However, deferred income taxes are not recognized if they arise from initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit nor loss.

Deferred income taxes are determined using tax rates and laws that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets and liabilities are presented as non-current in the consolidated financial statements.

Deferred income tax assets and liabilities are offset if there is a legally enforceable right of offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. Deferred income tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the assets can be utilized.

**KALO GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023**

(expressed in Canadian Dollars)

4. Material Accounting Policies (Continued)

(f) Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities and include key management of the Company and its parent. A transaction is considered to be a related party transaction when there is a transfer of resources, services or obligations between related parties.

(g) Foreign Currencies

The consolidated financial statements are presented in Canadian dollars (CAD). The functional currencies of the Company and its controlled entities are measured using the principal currency of the primary economic environment in which each entity operates. The functional currency of Kalo is CAD, the functional currency of the BVI entities is US dollars (USD), and the functional currency of the Fijian entity is Fijian dollars (FJD).

Foreign currency transactions are translated into the functional currency of each entity using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are retranslated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Foreign exchange differences on monetary items are recognized in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the costs of assets when they are regarded as an adjustment to interest costs on those currency borrowings;
- Exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- Exchange differences on monetary items receivable from or payable to a foreign operation which settlement is neither planned nor likely to occur, which are recognized initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

Group companies:

On consolidation, the assets and liabilities of foreign operations are translated into Canadian dollars at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at average exchange rates. The exchange differences arising on translation are recognized in other comprehensive income ("OCI"). On disposal of a foreign operation, the component of OCI relating to that foreign operation is reclassified to profit or loss.

**KALO GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023**

(expressed in Canadian Dollars)

4. Material Accounting Policies (Continued)

(h) Loss Per Share

Basic loss per share is calculated by dividing the net loss for the period by the weighted average number of common shares outstanding during the period.

Diluted loss per share is calculated using the treasury share method whereby all “in the money” options, warrants and equivalents are assumed to have been exercised at the beginning of the period and the proceeds from the exercise are assumed to have been used to purchase common shares at the average market price during the period.

Where dilutive potential ordinary shares have an anti-dilutive impact they are excluded from the calculation of diluted loss per share.

(i) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the consolidated statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

(j) Financial Instruments

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive income (loss) (“FVOCI”) or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The classifications and measurement of the Company’s financial assets and liabilities are as follows:

Assets/liabilities	IFRS 9
Cash	FTVPL
Restricted cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Subscriptions payable	Amortized cost

**KALO GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023**

(expressed in Canadian Dollars)

4. Material Accounting Policies (Continued)

(j) Financial Instruments (Continued)

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed.

All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Cash and digital assets are measured at FVTPL.

Impairment of financial assets

IFRS 9, Financial Instruments, uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

An expected credit loss impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

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4. Material Accounting Policies (Continued)

(j) Financial Instruments (Continued)

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized costs. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the consolidated statement of financial position subsequent to inception and how changes in value are recorded.

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 de-recognition are generally recognized in profit or loss.

(k) Decommissioning Liabilities

The Company is subject to various government laws and regulations relating to environmental disturbances caused by exploration and evaluation activities. The Company records the present value of the estimated costs of legal and constructive obligations required to restore the exploration sites in the period in which the obligation is incurred. The nature of the rehabilitation activities includes restoration, reclamation and re-vegetation of the affected exploration sites. When the liability is recognized, the present value of the estimated costs is capitalized by increasing the carrying amount of the related exploration and evaluation assets. Over time, the discounted liability is increased for the changes in present value based on current market discount rates and liability specific risks. Additional environmental disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the period in which they occur. The Company does not currently have material rehabilitation requirements.

(l) Share-Based Compensation

The Company may grant stock options to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options are measured on the date of grant, using the Black-Scholes option pricing model with an expense recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share-based compensation is transferred to deficit.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

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4. Material Accounting Policies (Continued)

(m) Flow-Through Shares

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. These shares transfer the tax deductibility of the qualifying resource expenditures to investors. On issuance, the Company splits the flow-through shares into: i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability; and ii) share capital. When expenses are incurred, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The deferred tax liability will be reduced to the extent that deferred tax asset is available to offset. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures. The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

5. Material Accounting Judgments and Estimates

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

Areas requiring a significant degree of judgment that have the most significant effect on the amounts recognized in the Company's consolidated financial statements are as follows:

- *Going Concern*

The assessment of the Company's ability to continue as a going concern involves critical judgement based on historical experience and expectations of the Company's ability to generate adequate financing. Significant judgements are used in the Company's assessment of its ability to continue as a going concern.

- *Functional Currency*

The functional currency of Canadian entities is CAD, the functional currency of the BVI entities is US dollars (USD), and the functional currency of Fijian entity is Fijian dollars (FJD) - the currencies of the primary economic environment in which the entities operate. Determination of functional currency may involve certain judgments to determine the primary economic environment and the Corporation reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

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5. Material Accounting Judgements and Estimates (Continued)

• *Income Taxes*

Deferred tax assets and liabilities are determined based on differences between the financial statement carrying values of assets and liabilities and their respective income tax bases ("temporary differences"), and losses carried forward.

The determination of the ability of the Company to utilize tax loss carry-forwards to offset deferred tax liabilities requires management to exercise judgement and make certain assumptions about the future performance of the Company. Management is required to assess whether it is probable that the Company will benefit from these prior losses and other deferred tax assets. Change in economic conditions, metal prices and other factors could result in revision to the estimates of the benefits to be realized or the timing of utilizing the losses.

• *Share-Based Compensation*

In determining the fair value of share-based compensation, the Company uses the Black-Scholes option pricing model. The Black-Scholes option pricing model requires the input of highly subjective assumptions such as the expected life of the options, estimates of interest rates and share price volatility that can materially affect the fair value estimate.

6. Acquisition of 1271895 B.C. Ltd.

On September 1, 2022, Kalo and 1271895 B.C. Ltd. completed a share exchange agreement, whereby Kalo acquired 100% of the issued and outstanding shares of 1271895 B.C. Ltd. by issuing to former shareholders of 1271895 B.C. Ltd., 7,496,250 common shares of the Company (the "Acquisition"). The sole asset of 1271895 B.C. Ltd was a 100% interest in the AxelGold Alkalic Gold Project located in northern British Columbia. The fair value of the shares issued under the Acquisition was determined to be \$487,256. In addition, the Company paid \$25,935 in transaction costs which have been capitalized to the AxelGold mineral property.

For accounting purposes, the Acquisition is considered to be an acquisition outside the scope of IFRS 3 Business Combinations since 1271895 B.C. Ltd., prior to the Acquisition, did not constitute a business. The Acquisition is accounted for in accordance with IFRS 2 Share-Based Payment whereby Kalo issued shares to acquire the net assets of 1271895 B.C. Ltd.

The allocation of the consideration transferred is summarized as follows:

Purchase Price		
7,496,250 common shares of Kalo	\$	487,256
Transaction costs		25,935
Total Purchase Price	\$	513,191
Allocation of Purchase Price		
Mineral property	\$	513,191
	\$	513,191

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7. Deposits

	August 31, 2024	August 31, 2023
Deposits	\$ 60,896	\$ 59,776

As at August 31, 2024, the Company held a term deposit of the amount in Fijian (FJD) \$ 99,620 (August 31, 2023 – FJD \$99,620) for an environmental bond with the Mineral Resource Department of Fiji for the Vatu Aurum Gold Project. An amount is required to either be held as a deposit or paid directly to the Mineral Resource Department of Fiji for the environmental bond in accordance with the budgeted exploration expenses.

8. Exploration and Evaluation Assets

	August 31, 2024	August 31, 2023
Vatu Aurum Gold Project, Fiji	\$ 1,304	\$ 1,304
AxelGold Alkalic Gold Project, Canada	-	513,191
	\$ 1,304	\$ 514,495

Kalo Exploration Pte Limited, a wholly-owned subsidiary of the Company, owns 100% of the Vatu Aurum Gold Project (“Vatu Aurum”). Vatu Aurum consists of Special Prospecting Licences (SPL) 1464 and 1511, granted by the Mineral Resource Department (“MRD”) of Fiji, and is located on Vanua Levu (North Island), Republic of Fiji.

SPL 1464 and 1511 have minimum spending targets as follows:

For the twelve months period ending	Minimum Annual Expenditures FJD \$
SPL 1464	
July 3, 2024	400,000
July 3, 2025	600,000
July 3, 2026	800,000
July 3, 2027	1,800,000
July 3, 2028	1,800,000
Total SPL 1464	5,400,000
SPL 1511	
September 14, 2022*	200,000
September 14, 2023*	300,000
September 14, 2024*	600,000
Total SPL 1511	1,100,000

*As at August 31, 2024, the minimum expenditures have not been met on SPL 1511.

During the year ended August 31, 2024, the Company recorded an impairment of \$513,191 on the AxelGold Alkalic Gold Project in Canada, as the Company has not budgeted further expenditures on exploration of the property.

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9. Equipment

		Office Equipment		Vehicles		Field Equipment		Total
As at August 31, 2022 and 2023	\$	26,305	\$	68,910	\$	135,584	\$	230,799
Disposals		-		(3,056)		-		(3,056)
As at August 31, 2024	\$	26,305	\$	65,854	\$	135,584	\$	227,743
Accumulated depreciation								
As at August 31, 2022	\$	(12,590)	\$	(40,321)	\$	(38,243)	\$	(91,154)
Depreciation		(4,080)		(8,756)		(23,310)		(36,146)
As at August 31, 2023	\$	(16,670)	\$	(49,077)	\$	(61,553)	\$	(127,300)
Depreciation		(3,596)		(9,039)		(22,582)		(35,217)
Disposals				3,056		-		3,056
As at August 31, 2024	\$	(20,266)	\$	(55,060)	\$	(84,135)	\$	(159,461)
Net book value								
As at August 31, 2023	\$	9,635	\$	19,833	\$	74,031	\$	103,499
As at August 31, 2024	\$	6,039	\$	10,794	\$	51,449	\$	68,282

During the year ended August 31, 2024, the Company sold equipment for 170,000 FJD. The Company recorded a gain of 147,826 FJD (\$89,966) as a result of the sale.

10. Accounts Payable and Accrued Liabilities

	August 31, 2024	August 31, 2023
Accounts payable	\$ 406,669	\$ 561,145
Accrued liabilities	118,169	88,930
	\$ 524,838	\$ 650,075

As at August 31, 2024, included in accounts payable are amounts totalling \$635 (2023 - \$230,302) due to a related parties (Note 16).

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11. Share Capital

(a) Authorized Share Capital

The Company is authorized to issue unlimited of common shares without par value.

(b) Issued Share Capital

During the year ended August 31, 2024, the Company issued common shares as follows:

- Between July 22 and August 14, 2024, the Company issued 50,688,757 common shares for gross proceeds of \$1,520,663 in a non-brokered private placement. In addition, the Company issued 7,966,666 common shares to certain officers and directors of the company for the settlement of outstanding accounts payable balance of \$239,000. The Company further issued 903,883 common shares to an unrelated third party for settlement of outstanding accounts payable balance of \$27,116. In connection with the private placement that closed between July 22 and August 14, 2024, the Company incurred \$71,733 of share issuance costs.
- On March 19, 2024, the Company issued 10,440,000 common shares for the settlement of outstanding accounts payable balance to certain officers and directors of the Company. The Company recorded \$208,800 in equity and a \$52,200 gain on settlement of debt.
- On January 24, 2024, 2,000,000 Restricted Share Units ("RSU's") vested and were converted to common shares. The Company recorded a \$110,000 charge to equity.

During the year ended August 31, 2023, the Company issued common shares as follows:

- On September 1, 2022, the Company issued 7,496,250 common shares in connection to the acquisition of 1271895 B.C. Ltd. (Note 6).
- On September 1, 2022, the Company issued 2,040,000 flow-through shares at a price of \$0.08 per share for gross proceeds of \$163,200. The amount of flow-through share liability associated with the flow-through shares was determined to be \$30,600 based on the difference between the fair value price per share of the flow-through shares and the market price at the time of closing of the financing. The remaining proceeds of \$132,600 are allocated to share capital. In connection with the offering, the Company incurred share issuance costs of \$856 in fees paid in cash. As at August 31, 2023, the Company has spent \$154,919 of the required flow-through spending of \$163,200. The total remaining flow-through spending balance is \$8,281.
- On December 29, 2022, the Company issued 12,500,000 common shares for gross proceeds of \$625,000 in the first tranche of the non-brokered private placement.
- On January 11, 2023, the Company issued 27,500,000 common shares for gross proceeds of \$1,375,000 in the second tranche of the non-brokered private placement. In addition, the Company issued 5,384,611 common shares for the settlement of debt of \$350,000 in a second non-brokered private placement offering. The Company recorded \$726,922 in equity and a loss in debt settlement of \$376,922.
- In connection with the private placements closed on December 29, 2022 and January 11, 2023, the Company paid finders' fees of \$82,600, legal fees of \$11,605 and issued 1,652,000 finders warrants, exercisable at a price of \$0.05 per warrant. Each warrant expires 24 months from the date of issuance. The Company has recorded a fair value of \$166,216 for the warrants as share issuance costs (Note 11(d)).

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11. Share Capital (continued)

(b) Issued Share Capital

- On April 3, 2023, the Company issued 596,260 common shares as payment for \$71,551 of consulting fees. The Company recorded \$50,682 in equity and a gain in debt settlement of \$20,869.

(c) Stock Options

The Company has a stock option plan whereby the Company is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares.

The changes in incentive share options outstanding are summarized as follow:

	Weighted average exercise price	Number of shares issued or issuable on exercise
Balance – August 31, 2022	\$0.20	5,890,000
Stock options granted	0.09	5,975,000
Stock options cancelled	0.16	(795,000)
Balance – August 31, 2024 and 2023	\$0.14	11,070,000

On October 14, 2022, the Company issued 1,400,000 stock options expiring October 14, 2027 with an exercise price of \$0.05. The fair value of the options at the date of the grant was estimated using the Black-Scholes Option Pricing Model, assuming a risk-free interest rate of 3.57% per annum, an expected life of option of 5 years, an expected volatility of 120.52% and no expected dividends. Expected volatility is determined using the average volatility of comparative companies over the expected life of the option. The fair value of the options of \$65,103 has been recorded as share based payment expense. These stock options vest immediately upon grant.

On January 11, 2023, the Company issued 4,575,000 stock options expiring January 11, 2028 with an exercise price of \$0.10. Of the 4,575,000 stock options, 1,900,000 options were issued to settle \$140,857 of debt. The fair value of the remaining 2,675,000 options at the date of the grant was estimated using the Black-Scholes Option Pricing Model, assuming a risk-free interest rate of 3.02% per annum, an expected life of option of 5 years, an expected volatility of 118.20% and no expected dividends. Expected volatility is determined using the average volatility of comparative companies over the expected life of the option. The fair value of the options is determined to be \$242,355.

During the year ended August 31, 2023, stock options were cancelled as follows:

Grant Date	Expiry Date	Number of options cancelled	Exercise Price
February 28, 2020	February 28, 2030	200,000	\$0.10
February 24, 2021	February 24, 2031	500,000	\$0.20
October 14, 2022	October 14, 2027	70,000	\$0.05
January 11, 2023	January 11, 2028	25,000	\$0.10
		795,000	\$0.16

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11. Share Capital (Continued)

(c) Stock Options (Continued)

Stock options outstanding and exercisable are summarized as follows:

Exercise Price	Options Outstanding			Options Exercisable	
	Number of Shares Issuable on Exercise	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	Number of Shares Issuable on Exercise	Weighted Average Exercise Price
\$0.34	120,000	6.51	\$0.34	120,000	\$0.34
\$0.26	900,000	1.90	\$0.26	900,000	\$0.26
\$0.20	3,770,000	6.49	\$0.20	3,770,000	\$0.20
\$0.10	4,950,000	3.54	\$0.10	4,950,000	\$0.10
\$0.05	1,330,000	3.12	\$0.05	1,330,000	\$0.05
	11,070,000	4.39	\$0.14	11,070,000	\$0.14

(d) Warrants

Details regarding warrants issued and outstanding are summarized as follows:

	Weighted Average exercise price	Number of shares issued or issuable on exercise
Balance – August 31, 2022	\$0.25	492,936
Share purchase warrants issued	\$0.05	1,652,000
Balance – August 31, 2023	\$0.10	2,144,936
Share purchase warrants expired	\$0.25	(492,936)
Balance – August 31, 2024	\$0.05	1,652,000

The expiry of warrants are as follows:

Grant Date	Expiry Date	Number of warrants issued	Weighted Average Exercise Price
January 11, 2023	January 11, 2025	1,652,000	\$0.05
		1,652,000	\$0.05

On December 10, 2023, 492,936 warrants expired unexercised.

On January 11, 2023, 1,652,000 warrants (see Note 11(b)) expiring two years from the issuance have been valued using the Black-Scholes Option Pricing Model, assuming a risk-free interest rate of 3.76% per annum, an expected life of warrants of 2 years, an expected volatility of 97.57% and no expected dividends. The fair value of the warrants was determined to be \$166,216 and has been recorded as a share issuance cost in equity.

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11. Share Capital (Continued)

(e) Escrow

Pursuant to the RTO transaction on February 25, 2021, 20,825,000 common shares of the Company were held in escrow. As at August 31, 2024, no common shares remain in escrow (2023 – 3,108,750).

(f) Restricted Share Units

On October 14, 2022, the Company issued 3,000,000 Restricted Share Units ("RSU") to the CEO of the Company expiring December 31, 2025. 2,000,000 RSUs vested in 12 months from the date of grant, 500,000 RSUs vest in 18 months from the date of grant, and the remaining 500,000 RSUs vest 12 months from the date of grant. The 3,000,000 RSUs are valued at the date of grant at \$165,000, of which, \$38,419 has been recorded as a share-based payment during the year ended August 31, 2024 (2023 - \$124,924). On October 22, 2023, 2,000,000 RSUs vested and common shares were issued on January 24, 2024.

(g) Deferred Share Units

On January 11, 2023, the Company issued 5,000,000 Deferred Share Units ("DSU"). The DSUs vest 12 months from the date of grant. The 5,000,000 are valued at the date of grant at \$675,000, of which \$255,205 has been recorded as a share-based payment during the year ended August 31, 2024 (2023 – \$419,795).

On March 18, 2024, the Company issued 5,000,000 DSUs. The DSUs vest 12 months from the date of grant. The 5,000,000 are valued at the date of grant at \$100,000, of which \$45,479 has been recorded as a share-based payment during the year ended August 31, 2024 (2023 - \$nil).

12. Exploration and Evaluation Expenses

The exploration and evaluation expenditures were incurred in relation to the Vatu Aurum and AxelGold (Note 8). Exploration and evaluation expenses are as follows:

Exploration and evaluation expenses for the year ended August 31, 2024 are as follows:

	AxelGold		Vatu Aurum		Total
Assay	\$	-	\$	\$	-
Camp		-		34,548	34,548
Drilling		-		11,827	11,827
Geology		7,841		60,224	68,065
Geophysics		-		2,257	2,257
Operating		-		28,319	28,319
Overhead		-		219,999	219,999
	\$	7,841	\$	357,174	\$ 365,015

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12. Exploration and Evaluation Expenses (Continued)

Exploration and evaluation expenses for the year ended August 31, 2023 are as follows:

	AxelGold		Vatu Aurum		Total
Assay	\$	4,326	\$	43,608	\$ 47,934
Camp		5,000		143,403	148,403
Drilling		-		52,024	52,024
Geology		5,258		117,031	122,289
Geophysics		97,963		221,388	319,351
Operating		19,556		151,647	171,203
Overhead		1,500		351,791	353,291
	\$	133,603	\$	1,080,892	\$ 1,214,495

13. Income Tax

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

	August 31, 2024		August 31, 2023	
Net loss for the year	\$	1,873,106	\$	3,496,221
Net loss exempted for tax in BVI		-		(24,598)
Total net loss subject to income tax		1,873,106		3,471,623
Income tax recovery at statutory rate of 27%		(505,739)		(937,338)
Change in statutory tax rates and other		(1,147,754)		(593,169)
Permanent difference		216,239		242,682
Impact of flow-through shares		-		44,064
Share issuance costs		19,368		70,545
Adjustment to prior year's provision versus statutory tax returns and expiry of non-capital losses		-		-
Change in unrecognized deferred tax assets		1,417,886		1,173,216
Income tax provision	\$	-	\$	-

The significant components of deferred tax assets (liabilities) are as follows:

	August 31, 2024		August 31, 2023	
Equipment	\$	34,886	\$	34,603
Exploration and evaluation expenditures		1,149,722		1,218,070
Share issuance costs		201,062		185,568
Non-capital losses - Canada		2,280,061		1,982,465
Unrecognized deferred tax assets		(3,665,731)		(3,420,706)
Net deferred income tax assets	\$	-	\$	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2024	Expiry date range	2023	Expiry date range
Temporary Differences				
Equipment	\$ 171,031	No expiry date	\$ 169,972	No expiry date
Exploration and evaluation expenditures	5,692,688	No expiry date	6,029,879	No expiry date
Share issuance cost	744,674	2024 to 2027	687,287	2024 to 2027
Non-capital losses available for future periods - Canada	8,571,379	2040 to 2043	7,466,784	2040 to 2043

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14. Management of Capital

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds to finance the development of the Vatu Aurum and AxelGold. Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

There was no change to the Company's management of capital during the year ended August 31, 2024. 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 any externally imposed capital requirements.

15. Financial Instruments

Financial Assets and Liabilities

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short term maturity of these instruments.

Financial Instrument Risk Exposure

The Company's financial instruments expose it to a variety of financial risks: market risk (including price risk, currency risk and interest rate risk), credit risk and liquidity risk. These risks arise from the normal course of operations and all transactions are undertaken to support those operations. Risk management is carried out by management under policies approved by the Board of Directors. Management identifies and evaluates the financial risks in co-operation with the Company's operating units. The Company's overall risk management program seeks to minimize potential adverse effects on the Company's financial performance, in the context of its general capital management objectives.

Concentration of Credit Risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support its normal operating requirements.

The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in Note 14.

As at August 31, 2024, the Company has a cash balance of \$1,192,169 (2023 - \$453,467) to settle current liabilities of \$524,838 (2023 - \$651,628). All of the Company's accounts payable and accrued liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

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(expressed in Canadian Dollars)

15. Financial Instruments (Continued)

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Company is exposed to interest rate risk of cash balances. The Company periodically monitors cash balances and is of the opinion that it has no significant exposure at August 31, 2024 and 2023 to interest rate risk through its other financial instruments.

Currency Risk

Currency risk is the risk that the Company will be subject to foreign currency fluctuations in satisfying obligations related to its foreign activities. The Company is exposed to foreign currency risk on fluctuations related to cash, deposits and other current assets, and accounts payable and accrued liabilities that are denominated in Fijian Dollars. The Company has not used derivative instruments to reduce its exposure to foreign currency risk nor has it entered into foreign exchange contracts to hedge against gains or losses from foreign exchange fluctuations. Net assets exposed to foreign currency risk is FJD219,503 (\$134,178). A 5% change in the CAD-FJD foreign exchange rate would affect comprehensive loss by approximately \$6,709 (2023 - \$9,012).

16. Related Party Transactions

The Company's related parties include key management personnel and companies related by way of directors or shareholders in common. Key management includes the Board of Directors and members of senior management.

(a) Key Management Personnel Compensation

The Company paid and/or accrued the following compensation to key management personnel:

	August 31, 2024		August 31, 2023	
Consulting Fees				
Management Director	\$	634,500	\$	728,438
		-		-
Share-based payments				
Management Director	\$	231,136	\$	473,896
		60,137		118,098
	\$	925,773	\$	1,320,432

On March 18, 2024, the Company issued 5,000,000 DSUs. The DSUs vest 12 months from the date of grant. The 5,000,000 are valued at the date of grant at \$100,000, of which \$45,479 has been recorded as a share-based payment during the year ended August 31, 2024 (2023 - \$nil).

(b) Due to Related Parties

As at August 31, 2024, the balances payable to related parties are \$635 (2023 – \$230,302).

KALO GOLD CORP.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED AUGUST 31, 2024 AND 2023

(expressed in Canadian Dollars)

16. Related Party Transactions (Continued)

(c) Transactions with Related Parties

Between July 22 and August 14, 2024, the Company issued 7,966,666 common shares to certain officers and directors of the Company for the settlement of outstanding accounts payable balance of \$239,000.

On March 19, 2024, the Company issued 10,440,000 common shares for the settlement of outstanding accounts payable balance to certain officers and directors of the Company. The company recorded \$208,800 in equity and a \$52,200 gain on settlement of debt.

17. Geographic Segment Information

The breakdown by geographic area as at August 31, 2024 is as follows

	Canada		Fiji		BVI		Consolidated
Assets	\$	1,267,909	\$	182,066	\$	198	\$ 1,450,173
Liabilities		497,675		13,877		13,286	524,838
Operating expenses	\$	1,331,473	\$	181,858	\$	-	\$ 1,515,331

The breakdown by geographic area as at August 31, 2023 is as follows

	Canada		Fiji		BVI		Consolidated
Assets	\$	995,417	\$	193,559	\$	198	\$ 1,189,174
Liabilities		617,505		7,987		26,136	651,628
Operating expenses	\$	2,699,876	\$	523,280	\$	24,602	\$ 3,247,758

18. Subsequent Events

On November 14, 2024, the Company issued 1,000,000 common shares for the vesting of RSUs to an officer of the Company.

On December 16, 2024, the Company granted 500,000 stock options and 6,621,091 DSUs to certain consultants, advisors, directors and management. The Options are exercisable at an exercise price of \$0.05 per Share for a period of five (5) years from the date of grant. The Options will be vesting 50% in 12 months and 50% in 24 months.



KALO GOLD CORP.

**MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED AUGUST 31, 2024
(EXPRESSED IN CANADIAN DOLLARS)**

GENERAL

This Management's Discussion and Analysis ("MD&A") of Kalo Gold Corp. ("Kalo" or the "Company"), formerly Kalo Gold Holdings Corp., is prepared as of December 19, 2024, provides analysis of the Company's financial results for the year ended August 31, 2024 compared to the year ended August 31, 2023.

The following information should be read in conjunction with the Company's audited consolidated financial statements with accompanying notes and related MD&A for the fiscal years ended August 31, 2024 and 2023, which were prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. All dollar figures are expressed in Canadian dollars unless otherwise stated.

There can be no assurance that such information will prove to be accurate, and readers are cautioned not to place undue reliance on this forward-looking information.

All dollar figures are expressed in Canadian dollars unless otherwise stated.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This MD&A contains certain statements that may be deemed "forward-looking statements", including statements regarding developments in the Company's operations in future periods, adequacy of financial resources and future plans and objectives of Company. All statements in this document, other than statements of historical fact, which address events or developments that the Company expects to occur, are forward looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or events or conditions that "will", "would", "may", "could" or "should" occur. Forward-looking statements in this document include statements regarding future exploration programs, liquidity and effects of accounting policy changes.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Readers are cautioned not to place undue reliance on this forward-looking information.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that Management's beliefs, estimates, opinions or other factors should change except as required by law.

These statements are based on a number of assumptions including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for the Company's proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.

COMPANY OVERVIEW

Kalo Gold Corp., formerly Kalo Gold Holdings Corp., was incorporated under the Business Corporation Act (British Columbia) on March 6, 2019. On February 25, 2021, the Company changed its name from E36 Capital Corp. to Kalo Gold Holdings Corp. On August 16, 2021, the Company changed its name once more from Kalo Gold Holdings Corp. to Kalo Gold Corp. The Company's common shares are listed on the TSX Venture Exchange under the symbol "KALO".

The registered office of the Company is located at Suite 1500 - 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7, Canada. The head office of the Company is located at Suite 1507, 1030 West Georgia Street, Vancouver, British Columbia V6E 2Y3.

Vatu Aurum Gold Project, Republic of Fiji

Kalo Gold Corp, a gold exploration company, is focused on exploration for low sulphidation epithermal gold deposits of the Vatu Aurum Gold Project ("Vatu Aurum" or "Property") on the island of Vanua Levu (North Island) in the Republic of Fiji. Kalo holds a 100% interest in two Special Prospecting Licenses, covering 367 square kilometers ("km²") or 36,700 hectare ("ha") which hosts a minimum of seven volcanic arc related calderas ranging between 1 kilometer ("km") to 10 km in diameter. Vatu Aurum's geological setting may be analogous to the alkaline related low sulphidation epithermal gold deposits of the Vatukoula Gold Mine and the Lion One Metals' Tuvatu Alkaline Gold Project located on Viti Levu (South Island). Historical exploration work concentrated on the Qiriyaga Hill Prospect and resulted in the identification of over fourteen priority epithermal gold exploration targets.

Both Viti Levu and Vanua Levu are on the prolific Pacific "Ring of Fire", a trend that has produced numerous large deposits, including Porgera, Lihir and Grasberg and the exceptional Vatukoula Gold Mine. The Vatukoula Gold Mine has produced more than 7 million ounces of gold since opening in 1937. The island of Viti Levu also hosts the fully permitted Tuvatu Alkaline Gold Project, where Lion One Metals is fast tracking a high-grade underground gold mining operation that contemplates a 300 tonne per day ("tpd") operation.

Historical work on Vatu Aurum includes 11,423 meters ("m") of diamond drilling of which 50% was conducted by Placer Pacific which was concentrated in the resource area at Qiriyaga Hill Prospect. Vatu Aurum has multiple gold and copper-gold prospects with favorable geology. The Qiriyaga Hill Prospect, where Kalo Gold plans to initially focus its work is a 3.3 km long northeast trending zone. Drilling on Qiriyaga Hill located on the southern end of this zone confirmed the presence of several high-grade zones drill intersections including 8.75 m @ 36.02 grams per tonne ("g/t") gold ("Au") (61.25 m to 80.00 m) and 10 m @ 27.18 g/t Au (76.00 m to 86.00 m) including 3 m @ 120 g/t Au (80.00 m to 83.00 m).

Mineralization at the Qiriyaga Hill Prospect is epithermal type as with the rest of the targets on the Property. Outside of the Qiriyaga Hill Prospect there are at least fourteen additional gold targets that have been identified with some exhibiting copper mineralization. These targets, as with Qiriyaga Hill Prospect, are located within or around up to seven volcanic calderas that are interpreted to be present on the Property.

AxelGold Alkalic Gold Project, British Columbia, Canada

On September 1, 2022, the Company acquired 100% of the issued and outstanding shares of 1271895 B.C. Ltd. ("BCCo"), a British Columbia private company owned by the principals of Agentis Capital Mining Partners, that holds a 100% interest in the AxelGold Alkalic Gold Project ("AxelGold") with the issuance of 7,496,250 Kalo common shares. AxelGold now consists of 15 claims covering 5,287.8 ha or 52.8 km² and is an alkalic related syenite porphyry gold-copper-molybdenum prospect located in north central British Columbia approximately 150 km northeast of Smithers.

Exploration was performed on AxelGold from August 26, 2022 to August 29, 2022. The 2022 exploration program was carried out as a preliminary site visit to confirm geological potential and gather further information on logistical aspects. An extensive amount of exploration work was conducted on AxelGold between 1984 and 2007 including important work by the BC Geological Survey in 2002 which explored much of the project area. The 2022 field program has been filed as assessment work and twelve claims covering 4,690 ha are now valid until August 19, 2026 and three additional claims covering 597.6 ha, the three were acquired after the 2022 field program was completed, are valid until August 19, 2026. The addition of an alkalic related gold project compliments Kalo's flagship Vatu Aurum Gold Project, that may also be an alkalic system, positions the Company as a global leader in discovery and advancement of this rare and high potential class of deposit.

GOING CONCERN

This MD&A and the Annual Financial Statements have been prepared on the basis that the Company will remain a going concern which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business for the Company's next fiscal year. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due.

As at August 31, 2024, the Company had not advanced its exploration and evaluation assets to commercial production, is not able to finance its day-to-day activities through operations, had an accumulated deficit of \$20,322,867 and insufficient financial resources to achieve profitable operations or become cash flow positive, and the management of the Company cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive or raise additional debt and/or equity capital to finance that objective.

The Company's ability to continue as a going concern is dependent upon the ability to find, acquire and develop various businesses with growth potential, its ability to obtain the necessary financing to carry out this strategy and to meet its corporate overhead needs and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. Therefore, this indicates a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

As a result of the above, realization values may be substantially different from the carrying values shown and the financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

HIGHLIGHTS

During the year ended August 31, 2024, the Company issued 50,688,757 common shares for gross proceeds of \$1,520,663 in a non-brokered private placement. In addition, the Company issued 8,870,543 common shares for the settlement of debt of \$266,166. In connection with the private placement closed between July 22 and August 14, 2024, the Company incurred \$71,733 of share issuance costs.

Subsequent to closing the non-brokered private placement, on September 17, 2024, the Company commenced field exploration at the Vatu Aurum gold project, in the Republic of Fiji. Field exploration work completed over the past 30-plus years has been part of a year-long compilation program and has resulted in a significant and improved understanding of the geological setting of the epithermal gold mineralization at Vatu Aurum and its district-scale gold potential.

The compilation focused on developing a geological model of Vatu Aurum by integrating and interpreting all the existing exploration data. The identification of widespread sinters will provide an important vectoring tool for potential new gold discoveries. The exploration work will focus on the identification of hydrothermal fluid vent sources, determine structural controls of the gold mineralization, and establish an updated and comprehensive geological and exploration model to identify new epithermal systems with the objective to expand the existing historical gold resources.

Exploration work will initially focus on the Qiriyaga and Vuinubu Ridge gold deposits, and the Vuinubu Ridge to Namalau trend. The Namalau trend is a more-than-2,000-metre (m) northeast-trending priority epithermal gold target located along the deep-seated Nubu graben fault. Fieldwork to date indicates that less than 20 metres of the epithermal system has been eroded, and it is interpreted that trenching and shallow drilling have intersected only the upper portion of the epithermal system.

MINERAL PROPERTIES

	August 31, 2024	August 31, 2023
Vatu Aurum Gold Project, Republic of Fiji	\$ 1,304	\$ 1,304
AxelGold Alkalic Gold Project, British Columbia, Canada	-	513,191
	\$ 1,304	\$ 514,495

Vatu Aurum Gold Project, Republic of Fiji

Kalo Exploration Pte Limited, a wholly owned subsidiary of the Company, acquired the Vatu Aurum Gold Project ("Vatu Aurum") in 2009 from Aurum Exploration Ltd. ("Aurum"). Aurum first applied for the licences in the early 2000's and received the licences consisting of Special Prospecting Licences ("SPL") 1464 and 1511 in 2018. Vatu Aurum is located on Vanua Levu, the second largest island (North Island) in the Republic of Fiji. Kalo holds a 100% interest Vatu Aurum, covering 367 km² that hosts a minimum of seven volcanic arc related calderas ranging between 1 km to 10 km in diameter in a geological setting that could be analogous to the alkaline related low sulphidation epithermal gold deposits of both the Vatukoula Gold Mine and the Lion One Metals' Tuvatu Alkaline Gold Project located on Viti Levu (South Island). Historical exploration work concentrated on the Qiriyaga Hill Prospect and resulted in the identification of over fourteen additional priority epithermal gold exploration targets.

Under the terms of the SPL, the Company has targeted exploration expenditures as follows:

SPL	Issue Date	Expiry Date	Targeted Expenditures (FJD \$)
1464	Jul 4, 2023	Jul 3, 2028	\$5,400,000
1511	Sep 15, 2021	Sep 14, 2024	\$1,100,000
			\$6,500,000

SPL 1464 and 1511 have minimum spending targets as follows:

For the twelve months period ending	Minimum Annual Expenditures FJD \$
SPL 1464	
July 3, 2024	400,000
July 3, 2025	600,000
July 3, 2026	800,000
July 3, 2027	1,800,000
July 3, 2028	1,800,000
Total SPL 1464	5,400,000
SPL 1511	
September 14, 2022*	200,000
September 14, 2023*	300,000
September 14, 2024*	600,000
Total SPL 1511	1,100,000

**As at August 31, 2024, the minimum expenditures have not been met on SPL 1511..*

Subsequent to the year ended August 31, 2024, the Company is currently undertaking the application process with the Mineral Resource Department (MRD) of Fiji to renew SPL 1511. An application has been submitted, pending review and approval.

Both Viti Levu and Vanua Levu are on the prolific Pacific "Ring of Fire", a trend that has produced numerous large deposits, including Porgera, Lihir and Grasberg and the exceptional Vatukoula Gold Mine. The Vatukoula Gold Mine has produced more than 7 million ounces of gold since production commenced in 1937. The island of Viti Levu also

hosts the fully permitted Tuvatu Alkaline Gold Project, where Lion One Metals is fast tracking a high-grade underground gold mining operation that contemplates a 300 tpd operation.

In 2021, the Company drilled four holes at the Qiriyaga Hill Prospect ("Qiriyaga Hill") with multiple gold intersections starting at surface, included KGD-01 which recorded 101 m averaging 0.94 g/t Au with several higher-grade intervals, including 2 m at 6.0 g/t Au from 8 m to 10 m, within a 9 m thick interval from 4 m to 13 m averaging 2.29 g/t Au and in hole KCD17 recorded 8.75 m averaging 36.02 g/t Au. Work to date has identified a large argillic alteration zone associated with high grade epithermal gold mineralization yielding excellent drill results and will be the focus of continued exploration and follow up diamond drilling. Further, the Company completed mapping and a soil sampling program and both Induced Polarization (IP) and magnetic surveys which indicated three significant priority targets beyond the Qiriyaga Hill that had never been drill tested or they occur beyond the limits of historical drilling. In addition to Qiriyaga Hill exploration activities, the Company also completed reconnaissance mapping and soil sampling at Mouta Prospect ("Mouta"), located on the northwest part of the Property approximately 9 km from Qiriyaga Hill.

In 2022, exploration work consisted of geological and alteration mapping, rock and trench sampling and a 992.5 m three-hole diamond drilling program at Qiriyaga Hill. Analytical results confirmed the presence of a large low sulphidation epithermal gold system.

The 2023 and 2024 exploration work program highlights include:

- A Project scale bulk leach extractable gold ("BLEG") sampling program that successfully defined a 33 km long NE-trending gold corridor across the Property. Numerous epithermal gold targets have been discovered within this corridor including Nubu, Qiriyaga Hill, Wainikoro Complex, Koroiwa and Coqeloa South Prospects and correlate with the Nubu Graben and known volcanic centers.
- A Project scale stream sediment sampling program successfully identified several priority target drainages with known and previously unknown Prospects.
- A Controlled-Source Audio-frequency Magnetotellurics ("CSAMT") geophysical survey consisting of 57.6-line km covering 12.5 km² over Qiriyaga Hill Prospect, which includes Drudrusavu, was completed, including coverage of the epithermal gold mineralization of the Qiriyaga Hill and Vuinubu Ridge Gold Deposits.
- The Company renewed the cornerstone Special Prospecting License ("SPL") 1464, one of two SPLs that make up the Project, for a term of five years to the 4 July 2028.
- Exploration diamond drilling completed at Drudrusavu Prospect, located within the Qiriyaga Hill Prospect area, identified a new and separate epithermal gold system characterized by two stages of quartz-sulphide mineralization with anhedral and open-space (comb) textures within silica-chlorite altered polymictic breccia and dacite. Drudrusavu is associated with a large CSAMT resistivity high target. A total of 87 m of alteration and quartz veining was intersected in three zones in KGD-2023-08 and 65 m was intersected in three zones in KGD-2023-09. This new epithermal gold discovery warrants testing and follow up work along strike and at depth.
- Exploration diamond drilling was completed at Mouta Prospect which successfully intersected two styles of mineralization. The first is the shear-style mineralized zone and the second is the broad zone of multi-directional epithermal sulfide veinlets consisting of zinc sulfides (sphalerite and marmatite) along with pyrite, and minor chalcopyrite. The mineralization is interpreted to be related to a shallowly eroded phreatomagmatic eruption setting like the other Prospects or possibly it is a telescoped epithermal system.
- Ongoing compilation work has identified Vuinubu Ridge to Namalau as a >1,900 m northeast trending priority epithermal gold target located along the deep seated Nubu Graben Fault. A combination of geology, structure, geochemistry and geophysics indicates that the upper 100 m to 150 m of the epithermal system has been eroded and it is interpreted that subsequent trenching and shallow drilling has intersected only the upper portion of the precious metal horizon. Shallow drill testing of Vuinubu Ridge has tested approximately 500 m strike length of the trend and trenching has tested over 1,900 m to the northeast to Namalau. Given that Vuinubu Ridge represents the top of the precious metal horizon it is estimated that drilling within 300 m of the surface, targeting the main gold mineralized zones which are interpreted to underlie the current trench and drill tested zone, are the priority for the next phase of exploration work. Vuinubu Ridge sits on the southern bounding extensional fault of the Nubu Graben. The Nubu Graben, an extremely important deep seated regional scale NE-SW striking structure was formed by the downward drag of the Pacific Plate stretching crust resulting in rifting. The Nubu Graben lies along the Viti Levu Lineament, sometimes referred to as Fiji's Mineralized Gold Belt which hosts large gold deposits such as Vatukoula / Emperor and Tuvatu. These types

of faults extend at depth into the crust and act as conduits for the mineralizing fluids and gases to rise to the surface, which then deposit their mineral content as the system cools and condenses.

- Evidence is emerging through the current reinterpretation work and compilation of historical data that the Nubu Graben Fault may host additional untested epithermal centres, highlighted by their geochemical fingerprint at surface or the occurrence of rocks such as silica sinters which are associated with the hot spring environments that sit at the subaerial interface of epithermal / hydrothermal systems.
- The gold mineralization of the Qiriyaga Hill Deposit is located between two interpreted volcanic centres and sits immediately east of the newly interpreted Vunisea Fault. The Vunisea Fault is associated with a >1,200 m north-northeast trending untested soil anomaly. The Vunisea Fault potentially acted as a metal-bearing epithermal fluid conduit or “feeder zone” that then spread laterally to the east into layers of porous tuffs, volcanic breccias and limestone layers, thereby creating the Qiriyaga Hill Deposit. Historically, drilling at Qiriyaga Hill was solely focused on the development of a shallow open pit gold mining operation over approximately a 400 m strike length and therefore the deepest hole drilled to date has a vertical depth of only 150 m. No drilling has been undertaken to explore the potential “feeder zone” of the Qiriyaga Hill Deposit.

Given that the Qiriyaga Hill Deposit and the Vuinubu Ridge Trend both represents the distal or top of two precious metal epithermal systems respectively it is estimated that drilling within 400m of the surface, targeting the Vunisea Fault related “feeder zone” will be a priority for the next phase of exploration work. With the work that has been completed to date the Company has formulated a detailed trenching, mapping, sampling and drill core relogging program that would be followed up by a diamond drilling program for the Qiriyaga Hill Prospect which would include diamond drilling of the Vuinubu Ridge and Qiriyaga Hill.

AxelGold Alkalic Gold Project, British Columbia, Canada

1271985 B.C. Ltd, a wholly owned subsidiary of the Company, owns 100% of the AxelGold Alkalic Gold Project (“AxelGold”) located approximately 150 kilometers northeast of Smithers in northern British Columbia. AxelGold consists of 15 mineral claims and is subject to a 2% Net Smelter Returns Royalty (“NSR”). Up to 1% of the NSR can be repurchased by the Company at any time for \$1,000,000. AxelGold consists of 15 claims covering 5,287.8-hectares (“ha”) with an alkalic related syenite porphyry gold-copper-molybdenum target.

AxelGold is an early stage greenfield alkalic related syenite related gold prospect with a significant amount of historical exploration work. AxelGold is underlain by a multi-phase syenite feldspar porphyry, as an intrusion or sill, that is located proximal to the deep-seated Pinchi Fault system. Older Paleozoic Cache Creek Group, including ultramafic rocks, are juxtaposed against carbonaceous Triassic sediments of the Takla Group. These rocks are then intruded by a +/-3 km by +/-0.5 km, Cretaceous, pyritic multiphase alkalic intrusive complex or possibly overlain as a sill.

Exploration work conducted between 1984 and 2002 includes >2,900 soils, 550 rock samples, 2,091 m of diamond drilling in 16 holes that indicates that the AxelGold syenite complex is gold bearing yet both it and its margins remain underexplored. Soil surveys identified seven strong large multi-element (Au-Sb-As-Mo-Cu-Zn-Pb) anomalies (up to 700 m by 300 m) within and immediately adjacent to the syenite. Hydrothermal stages of alteration, including various styles of sericite, carbonate alteration is recognized in drill core. The abundance of carbonate minerals and identification of tellurium in geochemistry results and roscoelite in alteration assemblages is diagnostic of alkaline related precious metal systems.

The best mineralization observed on AxelGold to date occurs in the valley bottom, between diamond drill holes AX87-03 to AX87-06, in a poorly defined quartz-carbonate-fluorite stockwork zone approximately 650 m long. The stockwork zones occur within silicified megacrystic feldspar syenite porphyry. The mineralized zones contain up to 3.12 g/t Au over 5.79 m in drill core and up to 12.6 g/t Au in grab samples from surface trenching. Gold appears to be related to these stockwork zones and is associated with tellurides, chalcocite, pyrite, galena, sphalerite and stibnite mineralization.

The Company conducted field exploration on AxelGold from August 26, 2022 to August 29, 2022. The 2022 exploration program was carried out as a preliminary site visit to confirm geological potential and gather further information on logistical aspects. In addition, a 711-line km airborne magnetic survey was completed which confirmed all the major structural elements mapped at AxelGold and the surface extent of the syenite intrusion or sill.

KALO GOLD CORP.
FOR THE YEAR ENDED AUGUST 31, 2024 AND 2023

The 2022 field program has resulted in assessment work being filed on AxelGold and twelve claims covering 4,690.2 ha are now valid until August 19, 2026 and three additional claims covering 597.6 ha, acquired after the 2022 field program, are valid until October 23, 2023.

During the four days on site, the team covered most of the major targets outlined prior to the expedition as well as expanding into some additional areas. The focus area was primarily around a feature called Gossan Hill named so due to the bright weathering rocks which are conspicuous in the landscape. This is defined as a syenite intrusion or sill and historically has been the main source of gold mineralization. The team carried out mapping of the highlighted areas as well as stream sediment and rock sampling. During the program, a total of twelve rock samples and 6 stream sediment samples were collected and X-Ray Fluorescence (XRF) analysis was conducted on 56 rock samples and 10 stream sediment samples.

AxelGold is an important project of merit for the Company and as such further exploration is warranted. Usually something this remote would have major logistical considerations, but the proximity of access roads and now the major exploration and development of copper-targets to the east makes this more feasible.

Exploration and Evaluation Expenditures

The Company has spent the following amounts on exploration and evaluation activities on Vatu Aurum and Axelgold:

	Assay	Camp	Drilling	Geology	Geophysics	Operations	Overhead	Total
2010	\$ -	\$ 64,609	\$ 387,009	\$ 75,071	\$ -	\$ 111,212	\$ -	\$ 637,901
2011	79,107	62,741	335,565	124,852	-	100,853	9,378	712,496
2012	61,404	48,550	143,888	180,496	-	104,008	12,029	550,375
2013	43,792	53,619	122,377	133,080	-	69,353	11,944	434,165
2014	27,175	21,351	14,640	113,470	-	42,696	44,152	263,484
2015	5,794	23,676	64,245	47,944	-	32,524	1,434	175,617
2016	1,351	16,466	32,610	-	-	27,896	4,564	82,887
2017	-	39,436	39,683	3,836	-	47,185	39,253	169,393
2018	1,508	17,636	65,526	619	-	39,230	11,821	136,340
2019	151	5,996	32,674	-	-	28,052	86	66,959
2020	15,844	37,601	39,217	20,224	-	91,708	23,388	227,982
2021	206,141	92,971	291,162	190,335	278,514	188,457	21,313	1,268,893
2022	166,244	34,044	133,630	134,377	38,730	255,378	267,388	1,029,791
2023	47,934	148,403	52,024	122,289	319,351	171,203	353,291	1,214,495
2024	-	34,548	11,827	68,065	2,257	28,319	219,999	365,015
	\$ 656,445	\$ 701,647	\$ 1,766,077	\$ 1,214,658	\$ 638,852	\$ 1,338,074	\$ 1,020,040	\$ 7,335,793

Exploration and Evaluation activities during the period ended August 31, 2024

During the year ended August 31, 2024, the Company focused its work to rank and prioritize targets for follow-up drilling in 2024 that could lead to a significant gold discovery -- interpretation of results to date indicates the key focus will be the Qiriyaga Hill Prospect.

The Company continued data compilation and results have shown that Vuinubu Ridge sits on the southern-bounding extensional fault of the Nubu Graben. The Nubu Graben, an extremely important deep-seated regional-scale northeast-southwest-striking structure, was formed by the downward drag of the Pacific Plate stretching crust, resulting in rifting. The Nubu Graben lies along the Viti Levu lineament, sometimes referred to as Fiji's mineralized gold belt, which hosts large gold deposits such as Vatukoula/Emperor and Tuvatu. These types of faults extend at depth into the crust and act as conduits for the mineralizing fluids and gases to rise to the surface, which then deposit their mineral content as the system cools and condenses. Evidence is emerging through the current reinterpretation work and compilation of historical data that the Nubu Graben fault may host additional untested epithermal centres, highlighted by their geochemical fingerprint at surface or the occurrence of rocks such as silica sinters which are associated with the hot spring environments that sit at the subaerial interface of epithermal/hydrothermal systems.

In addition, the results of recent compilation work have also shown that the gold mineralization of Qiriyaga Hill Deposit is located between two interpreted volcanic centres and sits immediately east of the newly interpreted Vunisea Fault. The Vunisea Fault is associated with a >1,200 m north-northeast-trending untested soil anomaly. The Vunisea Fault potentially acted as a metal-bearing epithermal fluid conduit or feeder zone that then spread laterally to the east into layers of porous tuffs, volcanic breccias and limestone layers, thereby creating the Qiriyaga Hill Deposit. Historically, drilling at Qiriyaga Hill was solely focused on the development of a shallow open-pit gold mining operation over

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approximately a 400 m strike length and therefore the deepest hole drilled to date has a vertical depth of only 150 m. No drilling has been undertaken to explore the potential feeder zone of the Qiriyaga Hill Deposit. Given that the Qiriyaga Hill Deposit and the Vuinubu Ridge Deposit both represent the distal or top of two precious metal epithermal systems, respectively, it is estimated that drilling within 400 m of the surface will be a priority for the next phase of exploration work.

SELECTED FINANCIAL INFORMATION

Balance Sheet:	August 31, 2024	August 31, 2023
	(\$)	(\$)
Total assets	1,450,173	1,189,174
Current assets	1,312,764	504,605
Current liabilities	524,838	651,628

Operations:	Year ended August 31, 2024	Year ended August 31, 2023
	(\$)	(\$)
Net loss	1,873,106	3,496,221
Net comprehensive loss	1,875,161	3,527,998
Basic and diluted loss per share	0.01	0.03

SUMMARY OF QUARTERLY RESULTS

Key financial information for the year ended August 31, 2024, as well as, the quarters spanning the most recently preceding fiscal years is summarized as follows, reported in Canadian dollars:

	F2024-Q1	F2024-Q2	F2024-Q3	F2024-Q4
	November 30, 2023	February 29, 2024	May 31, 2024	August 31, 2024
	(\$)	(\$)	(\$)	(\$)
Total operating expenses	(454,580)	(504,586)	(273,174)	(280,991)
Net loss	(365,114)	(502,509)	(216,813)	(788,670)
Loss per share	(0.00)	(0.00)	(0.00)	(0.01)

	F2023-Q1	F2023-Q2	F2023-Q3	F2023-Q4
	November 30, 2022	February 28, 2023	May 31, 2023	August 31, 2023
	(\$)	(\$)	(\$)	(\$)
Total operating expenses	(547,331)	(1,007,606)	(904,433)	(788,388)
Net loss	(463,816)	(1,410,428)	(868,969)	(753,008)
Loss per share	(0.01)	(0.01)	(0.01)	(0.01)

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED AUGUST 31, 2024

Operating expenses for the three months ended August 31, 2024 were \$280,991, compared to \$788,388 incurred the same period in the prior year. The significant differences in expenditures were as follows:

- Consulting expenses and management fees were \$146,268 during the three months ended August 31, 2024, compared to \$116,429 incurred during the same period in the prior year.
- Exploration and evaluation expenses of \$15,104 compared to \$291,400 during the same period in the prior year. Exploration spending decreased during the period due to the timing of the work programs.
- Investor relation and marketing expenses were \$nil during the three months ended August 31, 2024, compared to \$46,350 during the same period in the prior year, as the Company focused on capital management.
- Share-based payments were \$28,666 during the three months ended August 31, 2024, compared to \$274,031 incurred during the same period in the prior year. The decrease in share-based payments is a result of the timing of issuances of stock options, deferred stock units, and restricted stock units issued.
- The Company recorded an impairment of \$513,190 compared to \$nil during the same period in the prior year as it has not budgeted further exploration on the AxelGold property.

As a result of the foregoing, the Company recorded a comprehensive loss for the three months ended August 31, 2024 of \$780,737 as compared to a comprehensive loss of \$760,441 during the same period in the prior year.

RESULTS OF OPERATIONS FOR THE YEAR ENDED AUGUST 31, 2024

Operating expenses for the year ended August 31, 2024 were \$1,513,331, compared to \$3,247,758 incurred the same period in the prior year. The significant differences in expenditures were as follows:

- Exploration and evaluation expenditures were \$365,015 during the year ended August 31, 2024 compared with \$1,214,495 during the same period in the prior year. Exploration spending decreased during the period due to the timing of the work programs.
- Consulting expenses and management fees were \$491,643 during the year ended August 31, 2024, compared to \$623,706 incurred during the same period in the prior year.
- Investor relation and marketing expenses were \$nil during the year ended August 31, 2024, compared to \$190,095 during the same period in the prior year, as the Company focused on capital management.
- Legal and professional fees were \$206,374 for the year ended August 31, 2024, compared to \$162,687 incurred during the period in the prior year.
- Share based payments were \$339,104 for the year ended August 31, 2024, compared to \$917,805 during the same period in the prior year. The increase in share-based payments is a result of the issuances of stock options, deferred stock units, and restricted stock units issued during the period.
- The Company recorded an impairment of \$513,190 compared to \$nil during the same period in the prior year as it has not budgeted further exploration on the AxelGold property.

As a result of the foregoing, the Company recorded a comprehensive loss for the year ended August 31, 2024 of \$1,875,161, as compared to a comprehensive loss of \$3,527,998 during the same period in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

SHARE DATA

As at the date of this MD&A, the Company has 192,244,856 common shares, 11,570,000 stock options, 1,652,000 share purchase warrants, and 16,621,096 DSUs issued and outstanding.

Subsequent to the year ended August 31, 2024, the Company issued 1,000,000 commons shares on exercise of vested RSUs. On December 16, 2024, the Company granted 500,000 stock options and 6,621,096 DSUs to certain consultants, advisors, directors and management. The Options are exercisable at an exercise price of \$0.05 per Share for a period of five (5) years from the date of grant. The Options will be vesting 50% in 12 months and 50% in 24 months.

During the year ended August 31, 2024, the Company issued common shares as follows:

- Between July 22 and August 14, 2024, the Company issued 50,688,757 common shares for gross proceeds of \$1,520,663 in a non-brokered private placement. In addition, the Company issued 7,966,666 common shares to certain officers and directors of the company for the settlement of outstanding accounts payable balance of \$239,000. The Company further issued 903,883 common shares to an unrelated third party for settlement of debt of \$27,116. In connection with the private placement closed that between July 22 and August 14, 2024, the Company incurred \$71,733 of share issuance costs.
- On March 19, 2024, the Company issued 10,440,000 common shares for the settlement of outstanding accounts payable balance to certain officers and directors of the Company. The Company recorded \$208,800 in equity and a \$52,200 gain on settlement of debt.
- On January 24, 2024, 2,000,000 Restricted Share Units ("RSU's") vested and were converted to common shares. The Company recorded a \$110,000 charge to equity.
- On December 10, 2023, 492,936 finders' warrants, expired unexercised.

During the year ended August 31, 2023, the Company issued common shares as follows:

- On September 1, 2022, the Company issued 7,496,250 common shares in connection to the acquisition of 1271895 B.C. Ltd.
- On September 1, 2022, the Company issued 2,040,000 flow-through shares at a price of \$0.08 per share for gross proceeds of \$163,200. The amount of flow-through share liability associated with the flow-through shares was determined to be \$30,600 based on the difference between the fair value price per share of the flow-through shares and the market price at the time of closing of the financing. The remaining proceeds of \$132,600 are allocated to share capital. In connection with the offering, the Company incurred share issuance costs of \$856 in fees paid in cash. As at May 31, 2023, the Company has spent \$154,919 of the required flow-through spending of \$163,200. The total remaining flow-through spending balance is \$8,281.
- On December 29, 2022, the Company issued 12,500,000 common shares for gross proceeds of \$625,000 in the first tranche of the non-brokered private placement.
- On January 11, 2023, the Company issued 27,500,000 common shares for gross proceeds of \$1,375,000 in the second tranche of the non-brokered private placement. In addition, the Company issued 5,384,611 common shares for the settlement of debt of \$350,000 in the second non-brokered private placement offering. The Company recorded \$726,922 in equity and a loss in debt settlement of \$376,922.
- In connection with the private placements closed on December 29, 2022 and January 11, 2023, the Company paid finders' fees of \$82,600, \$11,605 in legal fees and issued 1,652,000 finders warrants, exercisable at a price of \$0.05 per warrant. Each warrant expires 24 months from the date of issuance. The Company has recorded a fair value of \$166,216 for the warrants as share issuance costs.
- On April 3, 2023, the Company issued 596,260 common shares as payment for \$71,551 of consulting fees. The Company recorded \$50,682 in equity and a gain in debt settlement of \$20,869.

Stock Options

Stock options outstanding and exercisable as at the date of the MD&A:

Exercise Price	Options Outstanding			Options Exercisable	
	Number of Shares Issuable on Exercise	Weighted Average Remaining Life (Years)	Weighted Average Exercise Price	Number of Shares Issuable on Exercise	Weighted Average Exercise Price
\$0.34	120,000	6.51	\$0.34	120,000	\$0.34
\$0.26	900,000	1.90	\$0.26	900,000	\$0.26
\$0.20	3,770,000	5.29	\$0.20	3,770,000	\$0.20
\$0.10	4,950,000	4.43	\$0.10	4,950,000	\$0.10
\$0.05	1,830,000	3.71	\$0.05	1,330,000	\$0.05
	11,570,000	4.43	\$0.14	11,070,000	\$0.14

Subsequent to the year ended August 31, 2024, on December 16, 2024, the Company granted 500,000 stock options to certain consultants of the Company.

On October 14, 2022, the Company issued 1,400,000 stock options expiring October 14, 2027 with an exercise price of \$0.05. The fair value of the options at the date of the grant was estimated using the Black-Scholes Option Pricing Model, assuming a risk-free interest rate of 3.57% per annum, an expected life of option of 5 years, an expected volatility of 120.52% and no expected dividends. Expected volatility is determined using the average volatility of comparative companies over the expected life of the option. The fair value of the options of \$65,103 has been recorded as share based payment expense. These stock options vest immediately upon grant.

On January 11, 2023, the Company issued 4,575,000 stock options expiring January 11, 2028 with an exercise price of \$0.10. Of the 4,575,000 stock options, 1,900,000 options were issued to settle \$140,857 of debt. The fair value of the remaining 2,675,000 options at the date of the grant was estimated using the Black-Scholes Option Pricing Model, assuming a risk-free interest rate of 3.02% per annum, an expected life of option of 5 years, an expected volatility of 118.20% and no expected dividends. Expected volatility is determined using the average volatility of comparative companies over the expected life of the option. The fair value of the options is determined to be \$242,355.

Warrants

The following warrants are outstanding as of the date of the MD&A:

Grant Date	Expiry Date	Number of warrants issued	Weighted Average Exercise Price
January 11, 2023	January 11, 2025	1,652,000	\$0.05
		1,652,000	\$0.05

On January 11, 2023, 1,652,000 warrants expiring two years from the issuance have been valued using the Black-Scholes Option Pricing Model, assuming a risk-free interest rate of 3.76% per annum, an expected life of warrants of 2 years, an expected volatility of 97.57% and no expected dividends. The fair value of the warrants was determined to be \$166,216 and has been recorded as a share issuance cost in equity.

On December 10, 2023, 492,936 finders' warrants, expired unexercised.

Restricted Share Units

On October 14, 2022, the Company issued 3,000,000 Restricted Share Units ("RSU") to the CEO of the Company expiring December 31, 2025. 2,000,000 RSUs vest in 12 months from the date of grant, 500,000 RSUs vest in 18 months from the date of grant, and the remaining 500,000 RSUs vest 12 months from the date of grant. The 3,000,000 RSUs are valued at the date of grant at \$165,000, of which, \$38,419 has been recorded as a share-based payment during the year ended August 31, 2024 (2023 - \$124,924). During the year ended August 31, 2024, the Company

issued 2,000,000 common shares on exercised of vested RSUs. Subsequent to the year ended August 31, 2024, the Company issued the remaining 1,000,000 common shares on exercise of vested RSUs.

Deferred Share Units

On January 11, 2023, the Company issued 5,000,000 Deferred Share Units ("DSU"). The DSUs vested 12 months from the date of grant. The 5,000,000 are valued at the date of grant at \$675,000, of which \$255,205 has been recorded as a share-based payment during the year ended August 31, 2024 (2023 - \$419,795). Subsequent to the year ended August 31, 2024, the Company granted 6,621,096 DSUs to certain advisors, directors and management.

Escrow

Pursuant to the RTO transaction on February 25, 2021, 20,825,000 common shares of the Company were held in escrow. As at August 31, 2023, 3,108,750 common shares remain in escrow. As at August 31, 2024, no common shares remain in escrow.

CAPITAL RESOURCES

The Company defines capital as consisting of shareholder's equity and cash. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital, but rather relies on the expertise of the Company's management to sustain the future development of the business. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

As at August 31, 2024, the Company is not subject to any externally imposed capital requirements or debt covenants. There was no change to the Company's approach to capital management during the year ended August 31, 2024.

LIQUIDITY

The Company's objective in managing liquidity risk is to maintain sufficient liquidity in order to meet operational and investing requirements at any point in time. The Company has historically financed its operations primarily through the sale of share capital by way of private placements.

At August 31, 2024 the Company had cash of \$1,192,169 and working capital 741,603. At August 31, 2023, the Company had cash of \$453,467 and working capital deficit of \$147,023.

Cash used in operating activities was \$796,892 during the year ended August 31, 2024 compared to \$1,574,669 used in operating activities during the prior period.

Cash flows used in investing activities were \$90,404 for the year ended August 31, 2024 and cash flows from investing activities \$25,935 for the year ended August 31, 2023.

Cash flows from financing activities were \$1,448,930 during the year ended August 31, 2024 and \$2,029,962 during same period in the prior year. Cash flow from financing consists of proceeds of the issuance of common shares during the year ended August 31, 2023.

The development of the Company in the future will depend on the Company's ability to obtain additional financings. In the past, the Company has relied on the sale of equity securities to meet its cash requirements. Future developments, in excess of funds on hand, will depend on the Company's ability to obtain financing through joint venturing of projects, debt financing, equity financing or other means. There can be no assurance that the Company will be successful in obtaining any such financing or in joint venturing its property; failure to obtain such additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's properties.

OUTLOOK

The Company plans to conduct further exploration at Vatu Aurum and AxelGold. Further exploration and corporate costs are expected to be funded through future equity financing.

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The focus of the ongoing work on Vatu Aurum is to rank and prioritize targets for follow-up drilling in 2024 that will lead to a significant gold discovery – interpretation of preliminary results to date indicates the key focus will be the Qiriyaga Hill Prospect.

RELATED PARTY TRANSACTIONS

The Company's related parties include key management personnel and companies related by way of directors or shareholders in common. Key management includes the Board of Directors and members of senior management. During the year ended August 31, 2024 and 2023, the Company paid and/or accrued the following fees to key management personnel:

	August 31, 2024		August 31, 2023	
Consulting Fees				
Management Director	\$	634,500	\$	728,438
		-		-
Share-based payments				
Management Director	\$	231,136	\$	473,896
		60,137		118,098
	\$	925,773	\$	1,320,432

Due to/from Related Parties

As at August 31, 2024, the balances payable to related parties are \$635 (2023 – \$230,302).

Transactions with Related Parties

Between July 22 and August 14, 2024, the Company issued 7,966,666 common shares to certain officers and directors of the company for the settlement of debt of \$239,000.

On March 19, 2024, the Company issued 10,440,000 common shares for the settlement of debt to certain officers and directors of the Company. The company recorded \$208,800 in equity and a \$52,200 gain on settlement of debt.

OFF BALANCE SHEET ARRANGEMENTS

The Company currently has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial assets and liabilities are classified in the fair value hierarchy according to the lowest level of input that is significant to the fair value measurement. Assessment of the significance of a particular input to the fair value measurement requires judgement and may affect placement within the fair value hierarchy levels.

The hierarchy is as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 fair value measurements are those derived from inputs that are unobservable inputs for the asset or liability.

The fair value of cash approximates their carrying value due to the short-term maturity. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

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

As at August 31, 2024 and August 31, 2023, the Company does not have any level 2 or 3 financial assets or liabilities.

Financial Risk Factors

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

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company is exposed to liquidity risk.

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 has no interest-bearing debt. The Company's sensitivity to interest rates is minimal.

Foreign Currency Risk

Foreign Currency Risk is the risk on fluctuation of currency related to monetary items with a settlement currency other than Canadian dollars. The functional currency of Kalo and its subsidiary located in Canada is Canadian Dollars, its subsidiaries located in the BVI is US Dollar and the functional currency of the subsidiary in Fiji is Fijian dollars. The Company is exposed to foreign currency risk on fluctuations related to cash, receivables, prepayments, and accrued liabilities that are denominated in Fijian dollars. The Company has not used derivative instruments to reduce its exposure to foreign currency risk nor has it entered into foreign exchange contracts to hedge against gains or losses from foreign exchange fluctuations.

BUSINESS RISKS AND UNCERTAINTIES

Kalo is engaged in mineral exploration and development activities, which by their nature, are speculative due to the high-risk nature of the business and the present stage of the development of the Project. Any investment in the common shares of Kalo should be considered a highly speculative investment due to the nature of the Company's business. Such risk factors could materially affect Kalo's future financial results and could cause actual results and events to differ materially from those described in forward looking statements and forward looking information relating to Kalo or the business, property or financial results, any of which could cause investors to lose part or all of their investment in Kalo.

CONTRACTUAL OBLIGATIONS

The Company presently has no contractual obligations pursuant to which the Company has any payments owing in the next five years other than pursuant to the Purchase Agreement and agreements entered into in the ordinary course of business.

SIGNIFICANT ACCOUNTING POLICIES & CRITICAL ACCOUNTING ESTIMATES

The Company's significant accounting policies and critical accounting estimates are summarized in Note 5 to the audited consolidated financial statements for the year ended August 31, 2024.