PUREBASE CORP

FORM 10-Q
(Quarterly Report)

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended February 28, 2025

or

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________________________ to __________________________

Commission file number **000-55517**

PUREBASE CORPORATION
(Exact name of registrant as specified in its charter)

Nevada	**27-2060863**
(State or other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
8631 State Highway 124 **Ione, California**	**95640**
(Address of principal executive offices)	(Zip Code)

(209) 274-9143
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a small reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" or an "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act: ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 14, 2025, there were 250,497,328 shares of the registrant's common stock outstanding.

PUREBASE CORPORATION AND SUBSIDIARIES
FOR THE QUARTERLY PERIOD ENDED FEBRUARY 28, 2025

		Page
PART I.	**FINANCIAL INFORMATION**	3
ITEM 1.	FINANCIAL STATEMENTS	3
	CONDENSED CONSOLIDATED BALANCE SHEETS AS OF FEBRUARY 28, 2025 AND NOVEMBER 30, 2024	3
	CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE MONTHS ENDED FEBRUARY 28, 2025 AND FEBRUARY 29, 2024	4
	CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT FOR THE THREE MONTHS ENDED FEBRUARY 28, 2025 AND FEBRUARY 29, 2024	5
	CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE THREE MONTHS ENDED FEBRUARY 28, 2025 AND FEBRUARY 29, 2024	6
	NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	7
ITEM 2.	MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	28
ITEM 3.	QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	32
ITEM 4.	CONTROLS AND PROCEDURES	32
PART II.	**OTHER INFORMATION**	33
ITEM 1.	LEGAL PROCEEDINGS	33
ITEM 1A.	RISK FACTORS	33
ITEM 2.	UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS	33
ITEM 3.	DEFAULTS UPON SENIOR SECURITIES	33
ITEM 4.	MINE SAFETY DISCLOSURES	33
ITEM 5.	OTHER INFORMATION	33
ITEM 6.	EXHIBITS	33
SIGNATURES		34

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

PUREBASE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

	February 28, 2025 (Unaudited)	November 30, 2024 (Audited)
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 19,990	$ 28,100
Prepaid expenses and other assets	44,310	19,512
Total Current Assets	64,300	47,612
Property and equipment, net	747,619	749,437
Total Assets	$ 811,919	$ 797,049
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued expenses	$ 144,346	$ 93,548
Interest payable, related party	96,426	74,673
Line of credit, related party	1,000,000	898,449
Advances, related party	238,449	-
Note payable, related party	31,000	31,000
Convertible notes payable, related parties	48,500	43,000
Total Current Liabilities	1,558,721	1,140,670
Interest payable, related party, net of current portion	42,093	29,733
Convertible notes payable; related party, net of current portion	618,000	618,000
Total Liabilities	2,218,814	1,788,403
Commitments and Contingencies (Note 9)	-	-
Stockholders' Deficit:		
Preferred stock, $0.001 par value; 10,000,000 shares authorized; no shares issued and outstanding at February 28, 2025 and November 30, 2024	-	-
Common stock, $0.001 par value; 520,000,000 shares authorized; 250,497,328 and 250,447,331 shares issued and outstanding, at February 28, 2025 and November 30, 2024, respectively	250,497	250,447
Additional paid in capital	63,003,819	62,966,722
Accumulated deficit	(64,661,211)	(64,208,523)
Total Stockholders' Deficit	(1,406,895)	(991,354)
Total Liabilities and Stockholders' Deficit	$ 811,919	$ 797,049

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

PUREBASE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	For the three months ended	
	February 28, 2025	February 29, 2024
Revenue, net	$ -	$ -
Cost of goods sold	-	-
Gross margin	-	-
Operating expenses		
Selling, general and administrative	385,069	453,565
Stock based compensation	33,147	8,191
Total operating expenses	418,216	461,756
Loss from operations	(418,216)	(461,756)
Other income (expense)		
Interest expense related party	(34,472)	(29,216)
Total other income (expense), net	(34,472)	(29,216)
Net loss	$ (452,688)	$ (490,972)
Loss per share – basic and diluted	$ (0.00)	$ (0.00)
Weighted average number of shares of common stock outstanding – basic and diluted	250,469,183	233,712,013

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

PUREBASE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT

	Preferred Stock		Common Stock		Additional Paid-in	Accumulated	Stockholders'
	Shares	Amount	Shares	Amount	Capital	Deficit	Deficit
Balance at November 30, 2023 (audited)	-	$ -	230,863,005	$230,863	$60,271,605	$ (62,730,978)	$ (2,228,510)
Stock based compensation – options	-	-	-	-	4,191	-	4,191
Shares for services	-	-	300,000	300	23,700	-	24,000
Convertible debt converted into common stock, related party	-	-	8,877,923	8,878	1,604,009	-	1,612,887
Net loss	-	-	-	-	-	(490,972)	(490,972)
Balance at February 29, 2024 (unaudited)	-	$ -	240,040,928	$240,041	$61,903,505	$ (63,221,950)	$ (1,078,404)
Balance at November 30, 2024 (audited)	-	$ -	250,447,331	$250,447	$62,966,722	$ (64,208,523)	$ (991,354)
Stock based compensation – options	-	-	-	-	33,147	-	33,147
Shares issued for services	-	-	49,997	50	3,950	-	4,000
Net loss	-	-	-	-	-	(452,688)	(452,688)
Balance February 28, 2025 (unaudited)	-	$ -	250,497,328	$250,497	$63,003,819	$ (64,661,211)	$ (1,406,895)

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

PUREBASE CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Three Months Ended	
	February 28, 2025	February 29, 2024
Cash Flows From Operating Activities:		
Net loss	$ (452,688)	$ (490,972)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock based compensation	33,147	8,191
Stock issued for services	4,000	24,000
Non-cash director compensation	5,500	6,000
Depreciation	1,819	-
Right of use asset and liability, net	-	(80)
Changes in operating assets and liabilities:		
Prepaid expenses and other assets	(24,798)	(11,258)
Accounts payable and accrued expenses	50,797	(136,311)
Settlement liability	-	(103,000)
Interest payable, related party	34,113	28,218
Net Cash Used In Operating Activities	(348,110)	(675,212)
Cash Flows From Investing Activities:		
Net Cash Used In Investing Activities	-	-
Cash Flows From Financing Activities:		
Advances from related party	238,449	-
Advances from related party for convertible note	-	103,000
Proceeds from line of credit, related party	101,551	572,400
Net Cash Provided By Financing Activities	340,000	675,400
Net Increase (Decrease) In Cash and Cash Equivalents	(8,110)	188
Cash and Cash Equivalents - Beginning of Period	28,100	5,572
Cash and Cash Equivalents – End of Period	$ 19,990	$ 5,760
Supplemental Cash Flow Information:		
Cash paid for:		
Interest paid	$ -	$ -
Income taxes paid	$ -	$ -
Noncash operating and financing activities:		
Vendors paid on behalf of the Company by USMC	$ 103	$ -
Convertible debt and accrued interest converted to common stock, related party	$ -	$ 1,612,887
Director compensation - accrued as convertible debt converted to common stock	$ 5,500	$ 6,000

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

NOTE 1 – ORGANIZATION AND BUSINESS OPERATIONS

Corporate Overview

PureBase Corporation ("PureBase" or the "Company") was incorporated in the State of Nevada on March 2, 2010. The Company is an industrial mineral and natural resource company that provides solutions to the agriculture and construction materials markets in the United States through its two subsidiaries, PureBase Agricultural, Inc., a Nevada corporation ("PureBase AG"), and U.S. Agricultural Minerals, LLC, a Nevada limited liability company ("PureBase AM"), respectively.

The Company's headquarters is in Ione, California.

Agricultural Sector

The Company develops specialized sun protectants. The Company has developed and will seek to develop additional products derived from mineralized materials of kaolin clay.

Construction Sector

The Company has been developing and testing a kaolin-based product that it believes will help create a lower CO2-emitting concrete through the use of high-quality supplementary cementitious materials ("SCMs"). The Company is developing an SCM that it believes can potentially replace up to 40% of cement, the most polluting part of concrete. As government agencies continue to enact stricter requirements for less-polluting forms of concrete, the Company believes there are significant opportunities for high-quality SCM products in the construction materials sector.

The Company utilizes the services of US Mine Corporation ("USMC"), a Nevada corporation and a significant shareholder of the Company, for the development and contract mining of industrial minerals. A. Scott Dockter, the Company's Chief Executive Officer and a director, and John Bremer, a director, are also officers, directors, and owners of USMC. In addition, a substantial portion of the minerals used by the Company are obtained from properties owned or controlled by US Mine, LLC. A. Scott Dockter, the Company's Chief Executive Officer and a director, and John Bremer, a director, are also owners of US Mine, LLC.

NOTE 2 – GOING CONCERN AND LIQUIDITY

The accompanying condensed consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which contemplates realization of assets and the satisfaction of liabilities in the normal course of business. As of February 28, 2025, the Company had a significant accumulated deficit of $64,661,211 and a working capital deficit of $1,494,421. For the three months ended February 28, 2025, the Company had a loss from operations of $418,216 and negative cash flows from operations of $348,110. The Company's operating activities consume the majority of its cash resources. The Company anticipates that it will continue to incur operating losses as it executes its development plans for 2025. In addition, the Company has had and expects to have negative cash flows from operations, at least into the near future. The Company has previously funded and plans to continue funding these losses primarily with additional infusions of cash from advances from USMC and the issuance of equity and convertible notes. The accompanying condensed consolidated financial statements do not include any adjustments that may be necessary should the Company be unable to continue as a going concern.

The Company's plan, through the continued promotion of its products to existing and potential customers, is to generate sufficient revenues to cover its anticipated expenses. The Company is currently exploring several other options to meet its short-term cash requirements, including issuances of equity securities or equity-linked securities to USMC and other third parties.

Although no assurances can be given as to the Company's ability to deliver on its revenue plans or that unforeseen expenses may arise, management currently believes that the revenue to be generated from operations together with equity and debt financing, including funding from USMC in the form of advances, will provide the necessary funding for the Company to continue as a going concern for the next twelve months.

On March 7, 2024, the Company entered into a $1,000,000 line of credit agreement with USMC, pursuant to a grid note issued in connection with the line of credit. The note bears interest at 8% per annum and any outstanding principal and accrued interest are convertible into shares of the Company's common stock at the sole discretion of the noteholder at a conversion price of $0.08 per share at maturity. The line of credit was fully funded in January 2025. Terms of a new line of credit and unsecured convertible grid promissory note have not yet been determined.

USMC has advanced an additional $406,449 to the Company as of April 14, 2025. Currently, there are no other arrangements or agreements for financing with USMC and management cannot guarantee any other potential debt or equity financing will be available, or if available, on favorable terms. As such, these matters raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the issuance date of this report. If adequate funds are not available on acceptable terms, or at all, the Company will need to curtail operations, or cease its operations completely.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The Company has prepared the accompanying unaudited condensed consolidated financial statements pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") including Form 10-Q and Regulation S-X. The information furnished herein reflects all adjustments (consisting of normal recurring accruals and adjustments, unless otherwise indicated) which are, in the opinion of management, necessary to fairly state the operating results for the respective periods. Certain information and footnote disclosures normally present in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") have been omitted pursuant to such rules and regulations. These financial statements and the information included under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be read in conjunction with the audited financial statements and notes thereto for the year ended November 30, 2024, in our Annual Report on Form 10-K filed with the SEC on February 28, 2025. The results of the three months ended February 28, 2025 (unaudited), are not necessarily indicative of the results to be expected for the full year ending November 30, 2025.

Principles of Consolidation

These condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries PureBase AG and PureBase AM. Intercompany accounts and transactions have been eliminated upon consolidation.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and equity-based transactions at the date of the financial statements and the revenues and expenses during the reporting period. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations may be affected.

The Company believes the following critical accounting policies affect its more significant judgments and estimates used in the preparation of the condensed consolidated financial statements. Significant estimates include the useful lives of property and equipment, deferred tax asset and valuation allowance, and assumptions used in the Black-Scholes valuation methods for fair value of options, such as expected volatility, risk-free interest rate, and expected dividend rate.

Revenue

The Company accounts for revenue in accordance with the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 606, *Revenue from Contracts with Customers*. The Company derives revenues from the sale of products from its agricultural sector and construction sector. The Company's contracted transaction price is allocated to each distinct performance obligation and recognized as revenue when, or as, the performance obligation is satisfied. The Company's contracts have a single performance obligation which are not separately identifiable from other promises in the contracts and is, therefore, not distinct. The Company's performance obligation is satisfied upon the transfer of control to the customer.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Practical Expedients

As part of ASC Topic 606, the Company has adopted practical expedients including:

- Significant Financing Component – the Company does not adjust the promised amount of consideration for the effects of a significant financing component since the Company expects, at contract inception, that the period between when the Company transfers a promised good or service to the customer and when the customer pays for that good or service will be one year or less.
- Unsatisfied and Partially Unsatisfied Performance Obligations – for all performance obligations related to contracts with a duration for less than one year, the Company has elected to apply the optional exemption provided in ASC Topic 606 and therefore is not required to disclose the aggregate amount of transaction price allocated to performance obligations that are unsatisfied or partially satisfied at the end of the reporting period.
- Shipping and Handling Activities – the Company elected to account for shipping and handling activities as a fulfillment cost rather than as a separate performance obligation.
- Right to Invoice – the Company has a right to consideration from a customer in an amount that corresponds directly with the value provided to the customer of the Company's performance completed to date. The Company may recognize revenue in the amount to which the entity has a right to invoice.

Cash and Cash Equivalents

The Company considers all highly liquid investments with maturities of three months or less at the time of purchase to be cash equivalents. There were no cash equivalents as of February 28, 2025 and November 30, 2024.

Accounts Receivable

The Company periodically assesses its accounts and other receivables for collectability on a specific identification basis. If collectability of an account becomes unlikely, a credit loss is recorded for that doubtful account. As of February 28, 2025 and November 30, 2024, the Company had no accounts receivable.

Property and Equipment

Property and equipment are recorded at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the related assets, generally three to five years, except for SCM plants, which lives are estimated at thirty years. Expenditures that enhance the useful lives of the assets are capitalized and depreciated.

Equipment	3-5 years
Autos and trucks	5 years
SCM plants	30 years

Maintenance and repairs are charged to expense as incurred. At the time of retirement or other disposition of property and equipment, the cost and accumulated depreciation will be removed from the accounts and the resulting gain or loss, if any, will be reflected in operations. The Company currently has $547,907 in property and equipment that it acquired on May 1, 2020. As of February 28, 2025, the Company has not put the acquired property and equipment to use. As such, the Company has not recorded depreciation related to these assets. The Company has $202,809 in costs for its pilot plant which has begun manufacturing sample quantities of the Company's SCM product for testing by third-parties. The Company has begun recording depreciation related to the pilot plant. The Company also has $61,750 in other fixed assets which are fully depreciated.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Impairment of Long-Lived Assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. The recoverability of these assets is determined by comparing the forecasted undiscounted net cash flows of the operation to which the assets relate to the carrying amount. If the operation is determined to be unable to recover the carrying amount of its assets, then these assets are written down first, followed by other long-lived assets of the operation to fair value. Fair value is determined based on discounted cash flows or appraised values, depending on the nature of the assets. No impairment losses were recorded during the three months ended February 28, 2025 and February 29, 2024.

Shipping and Handling

The Company incurs shipping and handling costs which are charged back to the customer. There were no net amounts incurred or included in general and administrative expenses for the three months ended February 28, 2025 and February 29, 2024.

Advertising and Marketing Costs

The Company expenses advertising and marketing costs as incurred and such costs are recorded in selling, general and administrative expenses in the accompanying condensed consolidated statements of operations. Advertising and marketing expenses were $9,469 and $6,500 for the three months ended February 28, 2025 and February 29, 2024, respectively.

Fair Value Measurements

As defined in ASC 820, *Fair Value Measurements and Disclosures,* fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. ASC 820 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). This fair value measurement framework applies at both initial and subsequent measurement.

Level 1: Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. Level 1 primarily consists of financial instruments such as exchange-traded derivatives, marketable securities and listed equities.

Level 2: Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reported date. Level 2 includes those financial instruments that are valued using models or other valuation methodologies. These models are primarily industry-standard models that consider various assumptions, including quoted forward prices for commodities, time value, volatility factors and current market and contractual prices for the underlying instruments, as well as other relevant economic measures. Substantially all of these assumptions are observable in the marketplace throughout the full term of the instrument, can be derived from observable data or are supported by observable levels at which transactions are executed in the marketplace. Instruments in this category generally include non-exchange-traded derivatives such as commodity swaps, interest rate swaps, options and collars.

Level 3: Pricing inputs include significant inputs that are generally less observable from objective sources. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

The carrying value of cash, accounts payable, and accrued expenses approximate their fair values based on the short-term maturity of these instruments. The carrying amount of the notes approximates the estimated fair value for these financial instruments as management believes that such notes constitute all of the Company's debt and interest payable on the notes based on the Company's incremental borrowing rate.

Loss Per Common Share

Net loss per share of common stock is computed by dividing the net loss by the weighted average number of shares of common stock outstanding during the three months ended February 28, 2025 and February 29, 2024. All outstanding options are considered potential common stock. The dilutive effect, if any, of stock options are calculated using the treasury stock method. All outstanding convertible notes are considered common stock at the beginning of the period or at the time of issuance, if later, pursuant to the if-converted method. Since the effect of common stock equivalents is anti-dilutive with respect to losses, outstanding options have been excluded from the Company's computation of net loss per share of common stock for the three months ended February 28, 2025 and February 29, 2024.

The following table summarizes the securities that were excluded from the diluted per share calculation because the effect of including these potential shares was antidilutive due to the Company's net loss even though the exercise price could be less than the average market price of the common stock:

	Three Months Ended,	
	February 28, 2025	**February 29, 2024**
Convertible Notes	21,723,598	9,546,247
Stock Options	129,838,187	129,638,187
Total	151,561,785	139,184,434

Stock-Based Compensation

The Company applies the provisions of ASC 718, *Compensation—Stock Compensation* ("ASC 718"), which requires the measurement and recognition of compensation expense for all stock-based awards made to employees, including employee stock options, in the accompanying condensed consolidated statements of operations.

For stock options issued to employees and members of the Company's Board of Directors (the "Board") for their services, the Company estimates the grant date fair value of each option using the Black-Scholes option pricing model. The use of the Black-Scholes option pricing model requires management to make assumptions with respect to the expected term of the option, the expected volatility of the common stock consistent with the expected life of the option, risk-free interest rates and expected dividend yields of the common stock. For awards subject to service-based vesting conditions, including those with a graded vesting schedule, the Company recognizes stock-based compensation expense equal to the grant date fair value of stock options on a straight-line basis over the requisite service period, which is the vesting term. Forfeitures are recorded as they are incurred as opposed to being estimated at the time of grant and revised.

Pursuant to ASU 2018-07 *Compensation – Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*, the Company accounts for stock options issued to non-employees for their services in accordance with ASC 718. The Company uses valuation methods and assumptions to value the stock options that are in line with the process for valuing employee stock options as noted above.

Leases

With the adoption of ASC 842, *Leases,* operating lease agreements are required to be recognized on the balance sheet as Right-of-Use ("ROU") assets and corresponding lease liabilities. ROU assets include any prepaid lease payments and exclude any lease incentives and initial direct costs incurred. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. The lease terms may include options to extend or terminate the lease if it is reasonably certain that the Company will exercise that option.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

The Company leases its corporate offices. All of the leases are classified as operating leases. The Company is a party to a two-year lease, with USMC, a related party, for 1,000 square feet of office space located in Ione, California (the "Ione Lease") with respect to its corporate operations (See Note 12). Effective November 1, 2022, the Ione Lease was amended to extend the lease through October 2024 and to add an additional 700 square feet of office space for a total monthly rental price of $3,500 per month. Effective November 1, 2024, the lease was amended to change the term to month-to-month at $1,500 per month. We no longer lease the additional 700 square feet. We are evaluating moving our offices to a nearby location in the current year.

In accordance with ASC 842, the Company recognized a ROU asset and corresponding lease liability on the consolidated balance sheet for long-term office leases. See Note 7 – Leases for further discussion, including the impact in the accompanying consolidated financial statements and related disclosures. Effective November 1, 2024, the lease was amended to change the term to a month-to-month lease at $1,500 per month. The Company no longer leases the additional 700 square feet. ASC 842 is no longer applicable.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the condensed consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carry forwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date.

The Company utilizes ASC 740, *Income Taxes*, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the condensed consolidated financial statements or tax returns. The Company accounts for income taxes using the asset and liability method to compute the differences between the tax basis of assets and liabilities and the related financial amounts, using currently enacted tax rates. A valuation allowance is recorded when it is "more likely-than-not" that a deferred tax asset will not be realized.

For uncertain tax positions that meet a "more likely than not" threshold, the Company recognizes the benefit of uncertain tax positions in the condensed consolidated financial statements. The Company's practice is to recognize interest and penalties, if any, related to uncertain tax positions in income tax expense in the condensed consolidated statements of operations.

Exploration Stage

In accordance with U.S. GAAP, expenditures relating to the acquisition of mineral rights are initially capitalized as incurred while exploration and pre-extraction expenditures are expensed as incurred until such time as the Company exits the exploration stage by establishing proven or probable reserves. Expenditures relating to exploration activities such as drill programs to establish mineralized materials are expensed as incurred. Expenditures relating to pre-extraction activities are expensed as incurred until such time proven or probable reserves are established for that project, after which expenditures relating to mine development activities for that particular project are capitalized as incurred. As of February 28, 2025, the Company was not engaged in any mine exploration.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements

In November 2024, FASB issued Accounting Standards Update (ASU) 2024-03, *Income Statement-Reporting Comprehensive Income-Expense Disaggregation Disclosures* and *Disaggregation of Income Statement Expenses*

The amendments in the Update require disclosure, in the notes to the financial statements, of specific information about certain costs and expenses. The amendments require that at each interim and annual reporting period an entity:

1 Disclose the amounts of (a) purchases of inventory, (b) employee compensation (c) depreciation, (d) intangible asset amortization, and (e) depreciation, depletion, and amortization recognized as part of oil- and gas-producing activities ((DD&A) (or other amounts of depletion expense) included in each relevant expense caption. A relevant expense caption is an expense caption presented on the face of the income statement within continuing operations that contains an of the expense categories listed in (a)-(e).
2 Include certain amounts that are already required to be disclosed under current generally accepted accounting principles (GAAP) in the same disclosure as the other disaggregation requirements.
3 Disclose a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively.
4 Disclose the total amount of selling expenses and, in annual reporting periods, an entity's definition of selling expenses.

The amendments in this Update are effective for annual reporting periods after December 15, 2026, and interim reporting periods beginning after December 15, 2027. Early adoption is permitted. The Company has determined that such disclosures will result in expanded notes to the financial statements. The Company will adopt ASU 2024-03 on or before November 30, 2027.

In December 2023, FASB issued Accounting Standards Update (ASU) 2023-09, *Income Taxes (Topic 740).* The amendment's main provisions are rate reconciliation, income taxes paid, and other disclosures.

For rate reconciliation, the amendments require that public business entities on an annual basis disclose specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold.

Public business entities are required to disclose a tabular reconciliation, using both percentages and reporting currency amounts, according to the following requirements:

1 The following specific categories are required to be disclosed:

a State and local income tax, net of federal income tax effect,
b Foreign tax effects,
c Effect of changes in tax laws or rates enacted in the current period,
d Effect of cross-border tax laws,
e Tax credits,
f Changes in valuation allowances,
g Nontaxable or nondeductible items,
h Changes in unrecognized tax benefits.

2 Separate disclosure is required for any reconciling item listed below in which the effect of the reconciling item is equal to or greater than 5 percent of the amount computed by multiplying income (or loss) from continuing operations before income taxes by the applicable statutory income tax rate:

a If the reconciling item is within the effect of cross-border tax laws, tax credits, or nontaxable or nondeductible items categories, it is required to be disaggregated by nature,
b If the reconciling item is within the foreign tax effects category, it is required to be disaggregated by jurisdiction (country) and by nature, except for reconciling items related to changes in unrecognized tax benefits discussed in (4),
c If the reconciling item does not fall within any of the categories listed in (1), it is required to be disaggregated by nature.

NOTE 3 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3 For the purpose of categorizing reconciling items, except for reconciling items related to changes in unrecognized tax benefits discussed in (4), the state and local income tax category should reflect income taxes imposed at the state or local level within the jurisdiction (country) of domicile, the foreign tax effects category should reflect income taxes imposed by foreign jurisdictions, and the remaining categories listed in (1) should reflect federal (national) income taxes imposed by the jurisdiction (country) of domicile.

4 For the purpose of presenting reconciling items:

a Reconciling items are required to be presented on a gross basis with two exceptions under which unrecognized tax benefits and the related tax positions and tax effects of certain cross-border tax laws and the related tax credits may be presented on a net basis,
b Reconciling items presented in the changes in unrecognized tax benefits category may be disclosed on an aggregate basis for all jurisdictions.

For income taxes paid, the amendments require that all entities disclose on an annual basis the following information about income taxes paid:

1 The amount of income taxes paid (net of funds received) disaggregated by federal (national), state, and foreign taxes,
2 The amount of income taxes paid (net of refunds received) disaggregated by individual jurisdictions in which income taxes paid (net of refunds received) is equal to or greater than 5 percent of total income taxes paid (net of refund received).

For other disclosures, the amendments require that all entities disclose the following information:

1 Income (or loss) from continuing operations before income tax expense (or benefit) disaggregated between domestic and foreign,
2 Income tax expense (or benefit) from continuing operations disaggregated by federal (national), state, and foreign.

The amendments in this ASU are effective for fiscal years beginning after December 15, 2024, and interim periods within fiscal years beginning after December 15, 2025. The Company is currently evaluating this ASU to determine its impact on the Company's disclosures.

NOTE 4 – MINING RIGHTS

Snow White Mine located in San Bernardino County, CA – Deposit

On November 28, 2014, US Mining and Minerals Corporation entered into a Purchase Agreement in which it agreed to sell its fee simple property interest and certain mining claims to USMC. On December 1, 2014, USMC assigned its rights and obligations under the Purchase Agreement to the Company pursuant to an Assignment of Purchase Agreement. As a result of the Assignment, the Company assumed the purchaser position under the Purchase Agreement. The Purchase Agreement provides for the sale of approximately 280 acres of mining property containing 5 placer mining claims known as the Snow White Mine located near Barstow, California in San Bernardino County. The property is covered by a Conditional Use Permit allowing the mining of the property and a Plan of Operation and Reclamation Plan has been approved by San Bernardino County and Bureau of Land Management. An initial deposit of $50,000 was paid to the Company and held in escrow and the Purchase Agreement required the payment of an additional $600,000 at the end of the escrow period. There was a delay in the original seller, Joseph Richard Matthewson, receiving a clear title to the property and a fully permitted project, both of which were conditions to the closing of the sale from US Mining and Minerals Corporation to the Company. In light of the foregoing, and the payment of an additional $25,000, the parties agreed to extend the closing. Due to delays in the Company securing the necessary funding to close the purchase of the Snow White Mine property, John Bremer, a shareholder and a director of the Company, paid $575,000 to acquire the property interest and mining claims on or about October 15, 2015. Mr. Bremer agreed to transfer title to the Company upon payment of $575,000 plus expenses to Mr. Bremer, however, the Company is under no obligation to do so. The mining claims require a minimum royalty payment of $3,500 per year to be made by the Company, which is paid by USMC on behalf of the Company.

On April 1, 2020, the Company entered into a purchase and sale agreement with the Bremer Family 1995 Living Trust (the "Trust"), pursuant to which the Company will purchase the Snow White Mine for $836,000 (the "Purchase Price") from the Trust. The Purchase Price plus 5% interest is payable in cash at closing. On April 14, 2022, the agreement was amended to extend the closing date to April 14, 2023. On April 7, 2023, the agreement was amended to extend the closing date to April 1, 2024. On July 12, 2024 the agreement was amended to extend the closing date to July 12, 2026.

NOTE 5 – PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at:

	February 28, 2025	November 30, 2024
Furniture and equipment	$ 1,538	$ 1,538
Machinery and equipment	35,151	35,151
Automobiles and trucks	25,061	25,061
Pilot plant	202,809	202,809
Construction in process	547,907	547,907
	812,466	812,466
Less: accumulated depreciation	(64,847)	(63,029)
Property and equipment, net	$ 747,619	$ 749,437

There was $1,819 and $0 depreciation expense for the three months ended February 28, 2025 and February 29, 2024, respectively.

NOTE 6 – NOTES PAYABLE

A. Scott Dockter – Chief Executive Officer

On August 31, 2017, the Company issued a note in the amount of $197,096 to A. Scott Dockter, Chief Executive Officer and a director of the Company, to consolidate the total amounts due to Mr. Dockter. The note bears interest at 6% and is due upon demand. During the three months ended February 28, 2025 and February 29, 2024, the Company made no payments towards the outstanding balance of the note. Total interest expense on the note was $0 and $130 for the three months ended February 28, 2025 and February 29, 2024, respectively. The balance on the note was $0 as of February 28, 2025, and November 30, 2024, respectively. There was $42,263 and $42,263 of accrued interest as of February 28, 2025, and November 30, 2024, respectively.

Convertible Promissory Notes – USMC

August 30, 2022

On August 30, 2022, in connection with the April 7, 2022 securities purchase agreement with USMC (See Note 12), the Company issued a convertible promissory note in the amount of $470,862 to USMC, with a maturity date of August 30, 2024 ("Tranche #7"). The note bears interest at 5% per annum which is payable on maturity. Amounts due under the note may be converted into shares of the Company's common stock at any time at the option of the noteholder, at a conversion price of $0.39 per share. Total interest expense on Tranche #7 was $3,999 for the three months ended February 29, 2024. On January 31, 2024, the principal of $470,862 and accrued interest through January 31, 2024 of $33,476 were converted into 1,293,175 shares of the Company's common stock.

November 29, 2022

On November 29, 2022, in connection with the April 7, 2022 securities purchase agreement with USMC (See Note 12), the Company issued a convertible promissory note in the amount of $140,027 to USMC, with a maturity date of August 30, 2024 ("Tranche #8"). The note bears interest at 5% per annum which is payable on maturity. Amounts due under the note may be converted into shares of the Company's common stock at any time at the option of the noteholder, at a conversion price of $0.39 per share. Total interest expense on Tranche #8 was $1,189 for the three months ended February 29, 2024. On January 31, 2024, the principal of $140,027 and accrued interest through January 31, 2024 of $8,210 were converted into 380,095 shares of the Company's common stock.

February 28, 2023

On February 28, 2023, in connection with the April 7, 2022 securities purchase agreement with USMC (See Note 12), the Company issued a convertible promissory note in the amount of $308,320 to USMC, with a maturity date of February 28, 2025 ("Tranche #9"). The note bears interest at 5% per annum which is payable on maturity. Amounts due under the note may be converted into shares of the Company's common stock at any time at the option of the noteholder, at a conversion price of $0.39 per share. Total interest expense on Tranche #9 was and $2,619 for the three months ended February 29, 2024. On January 31, 2024, the principal of $308,320 and accrued interest through January 31, 2024 of $14,233 were converted into 827,060 shares of the Company's common stock.

May 31, 2023

On May 31, 2023, in connection with the March 20, 2023 securities purchase agreement with USMC (See Note 12), the Company issued a convertible promissory note in the amount of $412,533 to USMC, with a maturity date of May 31, 2025 ("Tranche #10"). The note bears interest at 8% per annum which is payable on maturity. Amounts due under the note may be converted into shares of the Company's common stock at any time at the option of the noteholder, at a conversion price of $0.10 per share. Total interest expense on Tranche #10 was $5,606 for the three months ended and February 29, 2024. On January 31, 2024, the principal of $412,533 and accrued interest through January 31, 2024 of $22,152 were converted into 4,346,855 shares of the Company's common stock.

NOTE 6 – NOTES PAYABLE (CONTINUED)

June 30, 2023

On June 30, 2023, in connection with the March 20, 2023 securities purchase agreement with USMC (See Note 12), the Company issued a convertible promissory note in the amount of $193,935 to USMC, with a maturity date of June 30, 2025 (“Tranche #11”). The note bears interest at 8% per annum which is payable on maturity. Amounts due under the note may be converted into shares of the Company’s common stock at any time at the option of the noteholder, at a conversion price of $0.10 per share. Total interest expense on Tranche #11 was $2,635 for the three months ended February 29, 2024. On January 31, 2024, the principal of $193,935 and accrued interest through January 31, 2024 of $9,139 were converted into 2,030,738 shares of the Company’s common stock.

February 8, 2024

On February 8, 2024, the Company issued a convertible promissory note in the amount of $618,000 to USMC, with a maturity date of February 7, 2026. The principal amount was funded in equal installments as follows: on February 8, 2024 $103,000; on March 1, 2024 $103,000; on April 1, 2024 $103,000; on May 1, 2024 $103,000; on July 1, 2024 $103,000; on August 1, 2024 $103,000. The note bears interest at 8% per annum which is payable on maturity. Total interest expense for the three months ended February 28, 2025 and February 29, 2024 was $3,845 and $0, respectively. Amounts due under the note may be converted into shares of the Company’s common stock at any time at the option of the noteholder, at a conversion price of $0.08 per share.

Lines of Credit –USMC

July 10, 2023

On July 10, 2023, the Company entered into a line of credit agreement and unsecured convertible grid promissory note with USMC. The July 10, 2023 line of credit agreement provided for the issuance of up to an aggregate of $1,000,000 from USMC under an unsecured convertible grid promissory note (See Note 12) until July 2024. The note bears interest at 8% per annum and any outstanding principal or accrued interest under the note is convertible into shares of the Company’s common stock at a conversion price of $0.10 per share on the maturity date. As of May 31, 2024, there had been $1,000,000 advances from USMC under the July 10, 2023 line of credit agreement. Total interest expense was $12,040 for the three months ended February 29, 2024. On March 31, 2024, the noteholder converted the July 10, 2023 line of credit principal of $1,000,000 and accrued interest of $25,640 into 10,256,400 shares of common stock.

March 7, 2024

On March 7, 2024, the Company entered into a line of credit agreement and unsecured convertible grid promissory note with USMC. The March 7, 2024 line of credit agreement provides for the issuance of up to an aggregate of $1,000,000 of advances from USMC under an unsecured convertible grid promissory note until March 7, 2025. The note bears interest at 8% per annum and any outstanding principal or accrued interest under the note is convertible into shares of the Company’s common stock at the sole discretion of the noteholder at a conversion price of $0.08 per share at maturity. As of the date hereof, there have been $1,000,000 total advances from USMC under the March 7, 2024 line of credit agreement. Total interest expense for the three months ended February 28, 2025 was $19,518.

NOTE 6 – NOTES PAYABLE (CONTINUED)

Terms of a new line of credit and unsecured convertible grid promissory note have not yet been determined. USMC has advanced an additional $406,449 as of April 14, 2025. The Company had $1,420 in accrued interest as of February 28, 2025, based on an estimated interest rate of 8% per annum.

The Company issued a $31,000 promissory note to a related party on November 1, 2024. The promissory note is due November 1, 2025 and bears interest at 8% per annum. Total interest expense for the three months ended February 28, 2025 was $815.

Convertible Debt – Board of Directors

On April 8, 2021, the Company entered into a twelve-month director agreement with Jeffrey Guzy, as amended on August 26, 2022 (the "Guzy Director Agreement") pursuant to which Mr. Guzy will serve as a director of the Company, which agreement will automatically renew (the "Renewal Date") for successive one-year terms unless either party notifies the other of its desire not to renew the Agreement within 30 days of the expiration of the then current term. As compensation therefor, Mr. Guzy is entitled to a cash fee of $1,000 per month which accrues as debt to the Company until the Company has its first cash-flow positive month. Effective March 1, 2023, Mr. Guzy's monthly compensation was increased to $1,500 to be paid in cash. Effective February 6 2025, Mr. Guzy's monthly compensation was increased to $2,000 as Mr. Guzy is on both the audit committee and the compensation committee. Any amounts owed to Mr. Guzy at the Renewal Date or upon Mr. Guzy' resignation or removal (the "Termination Date") will be converted into the Company's common stock at a price per share equal to the lower of the market price on the exchange or trading market where such stock is then traded or quoted or the volume-weighted average price ("VWAP") of the common stock for the 20 days immediately preceding the Renewal Date or the Termination Date, as the case may be. On April 14, 2023, Mr. Guzy converted $24,000 in accrued but unpaid director fees into 80,000 shares of common stock at $0.15 per share and 150,000 shares of common stock at $0.08 per share. The Agreement also includes a non-competition provision during the term of the Agreement and for twelve months thereafter. As of February 28, 2025, there were no cash fees owed to Mr. Guzy.

On August 13, 2021, the Company entered into a twelve-month director agreement with Dr. Kurtis, as amended on August 26, 2022 (the "Kurtis Director Agreement") pursuant to which Dr. Kurtis will provide board services, which agreement will automatically renew for successive one-year terms unless either party notifies the other of its desire not to renew the Agreement within 30 days of the expiration of the then current term. As compensation therefor, Dr. Kurtis is entitled to a cash fee of $1,000 per month which accrues as debt to the Company until the Company has its first cash-flow positive month. Effective February 6, 2025, Dr. Kurtis' monthly compensation was increased to $1,500 as Dr. Kurtis is on the compensation committee. Any amounts owed to Dr. Kurtis at the Renewal Date or the Termination Date will be converted into common stock at the lower of the market price on the exchange or trading market where such stock is then traded or quoted or the VWAP of the common stock for the 20 days immediately preceding the Renewal Date or the Termination Date, as the case may be. On April 14, 2023, Dr. Kurtis converted $12,000 in accrued but unpaid director fees into 80,000 shares of common stock at $0.15 per share. The Agreement also includes a non-competition provision during the term of the Agreement and for twelve months thereafter. As of February 28, 2025, cash fees owed to Dr. Kurtis under the Kurtis Director Agreement were deferred and debt in the amount of $31,500 is owed to Dr. Kurtis.

On September 11, 2023, the Company entered into a twelve-month director agreement with Brady Barto ("the Barto Agreement") pursuant to which Mr. Barto will serve as a director. Mr. Barto will be notified within 30 days before the end of the twelve months whether his contract will be renewed under the same terms of compensation. As compensation therefor, Mr. Barto is entitled to a cash fee of $1,000 per month which accrues as debt to the Company until the Company has its first cash-flow positive month. Any amounts owed to Mr. Barto at the end of the twelve-month term or at his earlier removal or resignation will be converted into common stock at the lower price of $0.15 per share or the VWAP of the common stock for the 20-days from the last date Mr. Barto is on the board. The Agreement includes a non-competition provision during the term of the Agreement and for twelve months thereafter. As of February 28, 2025, cash fees owed to Mr. Barto under the Barto Director Agreement were deferred and debt in the amount of $17,000 is owed to Mr. Barto. Mr. Barto resigned as director on February 5, 2025.

NOTE 7 – LEASES

The following table presents net lease cost and other supplemental lease information:

		Three Months Ended February 29, 2024
Lease cost		
Operating lease cost (cost resulting from lease payments)	$	10,500
Short term lease cost		-
Sublease income		-
Net lease cost	$	10,500
Operating lease – operating cash flows (fixed payments)	$	10,500
Operating lease – operating cash flows (liability reduction)	$	10,029
Non-current liabilities – right of use assets	$	29,850
Current liabilities – operating lease liabilities	$	30,851
Non-current liabilities – operating lease liabilities	$	-

The Company had a month-to-month lease effective November 1, 2024.

NOTE 8 – ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consisted of the following amounts as of:

		February 28, 2025		November 30, 2024
Accounts payable	$	108,107	$	40,402
Accrued compensation		36,239		53,146
Accounts payable and accrued expenses	$	144,346	$	93,548

NOTE 9 – COMMITMENTS AND CONTINGENCIES

Office and Rental Property Leases

The Company is leasing office space from USMC, which is owned by the Company's majority stockholders and directors, A. Scott Dockter and John Bremer (See Note 12).

Mineral Properties

The Company's mineral rights require various annual lease payments (See Note 4).

NOTE 9 – COMMITMENTS AND CONTINGENCIES (CONTINUED)

Legal Matters

On July 8, 2020, the Company's former Chief Financial Officer, Al Calvanico ("Calvanico"), filed a demand for arbitration alleging retaliation, wrongful termination, and demand for a minimum of $600,000 in alleged stock value, plus interest, recovery of past and future wages, attorneys' fees, and punitive damages (collectively, the "Calvanico Claims"). The Company denied all Calvanico Claims. The Company believed Calvanico was owed nothing because it took the position that Calvanico was not terminated, but rather, his employment contract expired on September 21, 2019, in accordance with its terms, and was not renewed by the Company and because Calvanico never exercised his stock options. The Company and Calvanico engaged in binding arbitration which concluded on February 3, 2023. On June 20, 2023, the arbitrator decided in favor of the Company with respect to Calvanico's breach of contract, fraud and negligent representation and wrongful discharge claims and in favor of Calvanico for asserted attorney fee claims in accordance with Calvanico's employment agreement with the Company. At a July 18, 2023, teleconference regarding a determination of attorney fees to be paid, the arbitrator established a briefing schedule for the parties to formally present their legal arguments on the issue. Calvanico's brief in support of attorney fees was due and timely filed on August 15, 2023. The Company's brief in opposition was due and timely filed on September 19, 2023. Calvanico's reply brief was filed on October 4, 2023. On February 6, 2024, the Company agreed to pay $618,000 in six equal monthly payments of $103,000 with the first payment made February 8, 2024. $618,000 in payments have been made as of February 28, 2025.

Contractual Matters

On November 1, 2013, the Company entered into an agreement with USMC, in which USMC provides various technical evaluations and mine development services for the Company regarding the various mining properties/rights owned by the Company. Terms of services and compensation will be determined for each project undertaken by USMC.

On October 12, 2018, the Company entered into a material supply agreement with USMC, pursuant to which USMC provides designated natural resources to the Company at predetermined prices (See Note 12).

NOTE 10 - STOCKHOLDERS' EQUITY

On January 31, 2024, the Company issued 8,877,923 shares of common stock to USMC in exchange for $1,525,676 notes payable principal and $87,211 in interest accrued through January 31, 2024.

On February 23, 2024, the board of directors authorized the immediate issuance of 300,000 shares of common stock and the issuance of 16,667 shares of common stock monthly from March 2024 through January 2025 and 16,663 shares of common stock in February 2025 pursuant to a consulting agreement. 500,000 shares of common stock have been issued as of February 28, 2025.

NOTE 11 – STOCK-BASED COMPENSATION

The Company accounted for its stock-based compensation in accordance with the fair value recognition provisions of FASB ASC Topic 718.

2017 Equity Incentive Plan

On November 10, 2017, the Board approved the 2017 PureBase Corporation Stock Option Plan which is intended to be a qualified stock option plan (the “Option Plan”). The Board reserved ten million shares of the Company’s common stock to be issued pursuant to options granted under the Option Plan. The Option Plan was subsequently approved by shareholders on September 28, 2018. As of February 28, 2025, options to purchase an aggregate of 4,668,787 shares of common stock are outstanding under the Option Plan.

The Company has also granted options to purchase an aggregate of 500,000 shares of common stock pursuant to employment agreements with certain employees prior to the adoption of the Option Plan.

On December 13, 2023, the Company granted the Chief Financial Officer an option to purchase 200,000 shares of the Company’s common stock at an exercise price of $0.09 per share and a fair value of $16,762. This option vests in one year. The option was valued using the Black-Scholes option pricing model under the assumption in the table below.

On February 6, 2025, the Company granted the Chief Financial Officer an option to purchase 200,000 shares of the Company’s common stock at an exercise price of $0.06 per share and a fair value of $15,886. This option vests in one year. The option was valued using the Black-Scholes option pricing model under the assumption in the table below.

On February 6, 2025, the Company granted an employee two options to purchase 100,000 shares for each option of the Company’s common stock at an exercise price of $0.06 per share and a fair value of $7,943 for each option. These options vest in one year. The option was valued using the Black-Scholes option pricing model under the assumption as found in the table below.

On February 6, 2025, the Company repriced all options outstanding under the 2017 Purebase Corporation Stock Option Plan from exercise prices ranging from $0.09 to $0.36 per share to an exercise price of $0.06 per share. A fair value of $30,499 was recorded for the repricing. All vested options under the 2017 Purebase Corporation Stock Option Plan at February 6, 2025 had their exercise period extended until February 6, 2030.

Grant Date	Number of Options	Stock Price	Exercise Price	Expected Volatility	Risk-free Interest Rate	Dividend Rate	Expected Term	Fair Value
12/13/2023	200,000	$ 0.09	$ 0.09	206.88%	4.18%	0.00%	3.00 years	$ 16,762
02/06/2025	200,000	$ 0.081	$ 0.06	240.81%	4.23%	0.00%	3.50 years	$ 15,886
02/06/2025	100,000	$ 0.081	$ 0.06	240.81%	4.23%	0.00%	3.50 years	$ 7,943
02/06/2025	100,000	$ 0.081	$ 0.06	240.81%	4.23%	0.00%	3.50 years	$ 7,943

The Company granted options to purchase an aggregate of 400,000 shares of common stock during the three months ended February 28, 2025, and granted an option to purchase 200,000 shares of common stock during the three months ended February 29, 2024.

The weighted average grant date fair value of options granted and vested during the three months ended February 28, 2025 was $11,315. The weighted average grant date fair value of options granted and vested during the three months ended February 29, 2024 was $0.

Compensation based stock option activity for qualified and unqualified stock options is summarized as follows:

	Number of Shares	Weighted Average Exercise Price
Outstanding at November 30, 2023	129,438,187	$ 0.53
Granted	200,000	$ 0.09
Exercised	-	-
Expired or cancelled	-	-
Outstanding at February 29, 2024	129,638,187	$ 0.53
Outstanding at November 30, 2024	129,438,187	$ 0.53
Granted	400,000	$ 0.06
Exercised	-	-
Expired or cancelled	-	-
Outstanding at February 28, 2025	129,838,187	$ 0.52

NOTE 11 – STOCK-BASED COMPENSATION (CONTINUED)

The following table summarizes information about options to purchase shares of the Company's common stock outstanding and exercisable at February 28, 2025:

Exercise Price	Outstanding Options	Weighted-Average Remaining Life In Years	Weighted-Average Exercise Price	Number Exercisable
$ 0.06	4,668,787	5.03	$ 0.06	4,268,787
$ 0.38	116,000,000	3.59	$ 0.38	116,000,000
$ 2.50	8,669,400	2.26	$ 2.50	8,669,400
$ 3.00	500,000	1.00	$ 3.00	500,000
	129,838,187	3.54	$ 0.52	129,438,187

The compensation expense attributed to the issuance of the options is recognized as vested options.

The stock options granted are exercisable over various terms from three to ten years from the grant date and vest over various terms from the grant date to five years.

Total compensation expense related to the options was $33,147 and $8,191 for the three months ended February 28, 2025 and February 29, 2024, respectively. As of February 28, 2025, there was $29,124 compensation cost related to non-vested stock options.

As of February 28, 2025, the aggregate intrinsic value of the total outstanding and exercisable options was $0, which was based on an estimated fair value of the Company's common stock of $0.085 as of such date and which represents the aggregate fair value of the common stock that would have been received by the option holders had all option holders exercised their options as of that date, net of the aggregate exercise price.

NOTE 12 – RELATED PARTY TRANSACTIONS

US Mine Corporation

On December 1, 2013, the Company entered into a contract mining agreement with USMC, a 5% shareholder and a company 25% owned by A. Scott Dockter, our President and Chief Executive Officer, and a director, 25% owned by John Bremer, a director, and 50% owned by Craig Barto, father of Brady Barto, a former director of the Company, pursuant to which USMC will provide various technical evaluations and mine development services to the Company. No services were rendered by USMC for the three months ended February 28, 2025 and February 29, 2024., respectively. For the three months ended February 28, 2025 and February 29, 2024, the Company made no purchases from USMC under the mining agreement.

During the three months ended February 28, 2025 and February 29, 2024, USMC paid $103 and $0, respectively, of expenses to the Company's vendors and creditors on behalf of the Company and also made cash advances to the Company of convertible notes payable of $0 and $103,000, respectively, and lines of credit of $101,551 and $572,400, respectively. In addition, USMC advanced the Company $238,449 during the three months ended February 28, 2025 for which there currently is no agreement.

USMC Notes

On February 8, 2024, the Company issued a convertible promissory note in the amount of $618,000 to USMC, with a maturity date of February 7, 2026. The principal amount was funded in equal installments as follows: on February 8, 2024 $103,000; on March 1, 2024 $103,000; on April 1, 2024 $103,000; on May 1, 2024 $103,000; on July 1, 2024 $103,000; on August 1, 2024 $103,000. The note bears interest at 8% per annum which is payable on maturity. Total interest expense for the three months ended February 28, 2025 and February 29, 2024 was $16,480 and $458, respectively. Amounts due under the note may be converted into shares of the Company's common stock at any time at the option of the noteholder, at a conversion price of $0.08 per share.

The outstanding balance due on the above notes to USMC was $618,000 at February 28, 2025 and November 30, 2024.

USMC Lines of Credit

On July 10, 2023, the Company entered into a line of credit agreement and unsecured convertible grid promissory note with USMC. The July 10, 2023 line of credit agreement provides for the issuance of up to an aggregate of $1,000,000 of advances from USMC under an unsecured convertible grid promissory note (See Note 6) until July 2024. The note bears interest at 8% per annum and any outstanding principal or accrued interest under the note is convertible into shares of the Company's common stock at a conversion price of $0.10 per share on the maturity date. On March 31, 2024, the noteholder converted the July 10, 2023 line of credit principal of $1,000,000 and accrued interest of $25,640 into 10,256,400 shares of common stock.

On March 7, 2024, the Company entered into a line of credit agreement and unsecured convertible grid promissory note with USMC. The March 7, 2024 line of credit agreement provides for the issuance of up to an aggregate of $1,000,000 of advances from USMC under an unsecured convertible grid promissory note (See Note 12) until March 7, 2025. The note bears interest at 8% per annum and any outstanding principal or accrued interest under the note is convertible into shares of the Company's common stock at a conversion price of $0.08 per share on the maturity date. As of February 28, 2025, there have been total advances of $1,000,000 from USMC under the March 7, 2024 line of credit agreement. As of February 28, 2025, the accrued interest on the March 7, 2024 line of credit was $51,928. The line of credit was fully funded in January 2025.

USMC has advanced an additional $406,449 to the Company as of April 14, 2025. Terms of a new line of credit and unsecured convertible grid promissory note have not yet been determined. There was $1,420 in accrued interest as of February 28, 2025, based on an estimated interest rate of 8% per annum.

A related party advanced the Company $31,000 on November 1, 2024. The promissory note is due November 1, 2025 and bears interest at 8% per annum. Total interest expense for the three months ended February 28, 2025 was $815.

NOTE 12 – RELATED PARTY TRANSACTIONS (CONTINUED)

USMC Mining Agreements

On April 22, 2020, the Company entered into a Material Supply Agreement (the "Supply Agreement") with USMC which amended the prior Materials Supply Agreement entered on October 12, 2018. Under the terms of the Supply Agreement, all kaolin clay purchased by the Company from USMC under the Supply Agreement must be used exclusively for agricultural products and supplementary cementitious materials. The Company will pay $25 per ton for the kaolin clay for supplementary cementitious materials and $145 per ton for bagged products for clay for agriculture (in each case plus an additional $5 royalty fee per ton). The Supply Agreement also provides that if USMC provides pricing to any other customer which is more favorable than that provided to the Company, USMC will adjust the cost to the Company to conform to the more favorable terms. The initial term of the Supply Agreement was three years, which automatically renews for three successive one-year terms, unless either party provides notice of termination at least sixty days prior to the end of the then current term. For the three months ended February 28, 2025 and February 29, 2024, the Company made no purchases under the Supply Agreement.

US Mine LLC

On May 27, 2021, the Company entered into the Materials Extraction Agreement with US Mine, LLC, pursuant to which the Company acquired the right to extract up to one hundred million of certain raw clay materials. The Materials Extraction Agreement is effective until one hundred million tons of material are extracted. As compensation for the right, the Company issued a ten-year convertible promissory note in the principal amount of $50,000,000 to US Mine, LLC (the "US Mine Note"). The US Mine Note bears interest at the rate of 2.5% per annum which is payable upon maturity. Amounts due under the US Mine Note may be converted into shares of the Company's common stock at the option of the noteholder, at a conversion price of $0.43 per share. The noteholder may convert (i) up to 50% of the outstanding balance on or after such date as the Company's common stock is listed for trading on any national securities exchange, (ii) up to an additional 25% of the outstanding balance on or after the six-month anniversary of such initial trading date, and (iii) the remaining 25% on or after the twelve-month anniversary of such initial trading date. In addition, the Company will pay US Mine, LLC a royalty fee of $5.00 per ton of materials extracted and any royalty not paid in a timely manner will be subject to 15% interest per annum compounded monthly.

On October 6, 2021, and prior to consummation of activities under the Materials Extraction Agreement, the Company and US Mine, LLC executed an amendment to the Materials Extraction Agreement (the "Amendment"). Pursuant to the Amendment, as further amended on June 17, 2022, the US Mine Note was retroactively rescinded, ab initio and an option to purchase an aggregate of 116,000,000 shares of the Company's common stock at an exercise price of $0.38 per share until April 6, 2028, was issued to US Mine, LLC as compensation. Shares subject to the option vested as to 58,000,000 shares on April 6, 2022, 29,000,000 shares on October 6, 2022, and 29,000,000 shares on April 6, 2023.

Transactions with Officers

On August 31, 2017, the Company issued a note in the amount of $197,096 to A. Scott Dockter, Chief Executive Officer and a director of the Company, to consolidate the total amounts due to Mr. Dockter. The note bears interest at 6% and is due upon demand. During the three months ended February 28, 2025 and 2024, the Company made no payments towards the outstanding balance of the note. Total interest expense on the note was $0 and $130 for the three months ended February 28, 2025 and February 29, 2024, respectively. The balance on the note was $0 as of February 28, 2025, and November 30, 2024, respectively. There was $42,263 of accrued interest as of February 28, 2025, and November 30, 2024.

NOTE 12 – RELATED PARTY TRANSACTIONS (CONTINUED)

Convertible Debt – Board of Directors

On April 8, 2021, the Company entered into the Guzy Director Agreement (See Note 6) pursuant to which Mr. Guzy will serve as a director of the Company, which agreement will automatically renew for successive one-year terms unless either party notifies the other of its desire not to renew the Agreement within 30 days of the expiration of the then current term. As compensation therefor, Mr. Guzy is entitled to a cash fee of $1,000 per month which accrues as 0% debt to the Company until the Company has its first cash-flow positive month. Effective March 1, 2023, Mr. Guzy's monthly compensation was increased to $1,500 to be paid in cash. Effective February 6, 2025, Mr. Guzy's monthly compensation was increased to $2,000 as Mr. Guzy is on both the audit committee and the compensation committee. Any amounts owed to Mr. Guzy at the Renewal Date or upon Mr. Guzy' resignation or removal will be converted into common stock at the lower of price per share of $0.10 or the VWAP of the common stock for the 20-days immediately preceding the Renewal Date or the Termination Date, as the case may be. On April 14, 2023, Mr. Guzy converted $24,000 in accrued but unpaid director fees into 80,000 shares of common stock at $0.15 per share and 150,000 shares of common stock at $0.08 per share. The Agreement also includes a non-competition provision during the term of the Agreement and for twelve months thereafter. As of February 28, 2025, there were no cash fees owed to Mr. Guzy.

On August 13, 2021, the Company entered into the Kurtis Director Agreement (See Note 6) pursuant to which Dr. Kurtis will serve as a director and provide board services, which agreement will automatically renew for successive one-year terms unless either party notifies the other of its desire not to renew the Agreement within 30 days of the expiration of the then current term. As compensation therefor, Dr. Kurtis is entitled to a cash fee of $1,000 per month which accrues as debt to the Company until the Company has its first cash-flow positive month. Effective February 6 2025, Dr. Kurtis' monthly compensation was increased to $1,500 as Dr. Kurtis is on the compensation committee. Any amounts owed to Dr. Kurtis at the Renewal Date or upon Dr. Kurtis' resignation or removal will be converted into common stock at a price per share equal to market price on the exchange or trading market where such stock is then traded or quoted or the VWAP of the common stock for the 20-days immediately preceding the Renewal Date or the Termination Date, as the case may be. Dr. Kurtis was also issued a five-year stock option to purchase 200,000 shares of common stock at $0.15 per share. The Agreement includes a non-competition provision during the term of the Agreement and for twelve months thereafter. As of February 28, 2025, the Company has debt in the amount of $31,500 owed to Dr. Kurtis.

On September 11, 2023, the Company entered into the Barto Agreement (see Note 6) pursuant to which Mr. Barto agreed to devote as much time as is necessary to perform completely the duties as a director. Mr. Barto was to be notified within 30 days before the end of the twelve months whether his contract would be renewed under the same terms of compensation. As compensation therefor, Mr. Barto was entitled to a cash fee of $1,000 per month which accrues as debt to the Company until the Company has its first cash-flow positive month. Any amounts owed to Mr. Barto at the end of the twelve-month term or at his earlier removal or resignation will be converted into common stock at the lower price of $0.15 per share or the VWAP of the common stock for the 20-days from the last date of Mr. Barto being on the board. Mr. Barto was also issued a five-year stock option to purchase 200,000 shares of common stock at $0.15 per share. The Agreement includes a non-competition provision during the term of the Agreement and for twelve months thereafter. As of February 28, 2025, the Company has debt in the amount of $17,000 owed to Mr. Barto. Mr. Barto resigned as director on February 5, 2025.

On February 16, 2024, the Company entered into a one-year consulting agreement with Magmatics, Inc. ("Magmatics") pursuant to which Joe Thomas, an advisory board member, will assist in the design, production, testing, and certification of metakaolin and an HP-SCM. Magmatics was issued 300,000 shares of the Company's common stock upon entering into the agreement and will be issued 16,667 shares of the Company's common stock for each thirty-day period completed for eleven months and 16,663 shares of the Company's common stock for the twelfth month. 500,000 shares have been issued as of February 28, 2025 under such agreement.

Leases

On October 1, 2020, the Company entered into a two-year lease agreement for its office space with USMC with a monthly rent of $1,500 (See Note 7). The lease was amended to extend the lease for an additional two-year term effective November 1, 2022 and to add an additional 700 square feet of office space for a total monthly rental price of $3,500 per month. Effective November 1, 2024, the lease was amended to change the term to month-to-month at $1,500 per month. We no longer lease the additional 700 square feet. We are evaluating moving our offices to a nearby location in the current year.

NOTE 13 – CONCENTRATION OF CREDIT RISK

Cash Deposits

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits. Accounts at each institution are insured by the Federal Deposit Insurance Corporation ("FDIC") up to $250,000. As of February 28, 2025 and November 30, 2024, the Company had no deposits over the FDIC insured limit.

Revenues

The Company had no revenues for the three months ended February 28, 2025 and February 29, 2024.

Accounts Receivable

The Company had no accounts receivable at February 28, 2025 and February 29, 2024.

Vendors

The Company had no purchases for the three months ended February 28, 2025 and February 29, 2024.

NOTE 14 – SUBSEQUENT EVENTS

In accordance with ASC 855, *Subsequent Events*, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued, the Company has evaluated all events and transactions that occurred after February 28, 2025 through the date the condensed consolidated financial statements were filed. During this period the Company did not have any material reportable subsequent events.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-Q includes forward-looking statements that reflect management's current views with respect to future events and financial performance. Forward-looking statements are statements in respect of future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. These statements include statements regarding the intent, belief or current expectations of our management team, as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks set forth in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended November 30, 2024, as filed with the Securities and Exchange Commission (the "SEC") on February 28, 2025, any of which may cause our company's or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied in our forward-looking statements. These risks and factors include, by way of example and without limitation:

- absence of contracts with customers or suppliers;
- our ability to maintain and develop relationships with customers and suppliers;
- the impact of competitive products and pricing;
- supply constraints or difficulties;
- the retention and availability of key personnel;
- general economic and business conditions;
- substantial doubt about our ability to continue as a going concern;
- our ability to successfully implement our business plan;
- our need to raise additional funds in the future;
- our ability to successfully recruit and retain qualified personnel in order to continue our operations;
- our ability to successfully acquire, develop or commercialize new products;
- the commercial success of our products;
- the impact of any industry regulation;
- our ability to develop existing mining projects or establish proven or probable reserves;
- our dependence on one vendor for our minerals for our products;
- the impact of potentially losing the rights to properties; and
- the impact of the increase in the price of natural resources.

We undertake no obligation to update or revise forward-looking statements to reflect events or circumstances occurring after the date of this Quarterly Report, except as required by law.

As used in this Quarterly Report and unless otherwise indicated, the terms "Company," "we," "us," and "our," refer to PureBase Corporation and its wholly-owned subsidiaries, PureBase Agricultural, Inc., a Nevada corporation ("PureBase AG") and U.S. Agricultural Minerals, LLC, a Nevada limited liability company ("PureBase AM").

Business Overview

We are an industrial mineral and natural resource company that provides solutions to the agriculture and construction materials markets in the United States, through our two subsidiaries, Purebase AG, and Purebase AM, respectively. The Company has not yet commenced mining operations and relies on USMC for its mineral resources extracted from mineral sites owned by US Mine LLC.

We obtain certain raw clay materials from USMC through a materials extraction agreement with US Mine LLC. US Mine LLC owns the mining property which USMC leases. USMC pays US Mine LLC a royalty, for which the Company reimburses USMC.

Agricultural Sector

We develop specialized fertilizers, sun protectants, soil amendments and bio-stimulants for organic and non-organic sustainable agriculture. We have developed and will seek to develop additional products derived from mineralized materials of leonardite, kaolin clay, laterite, and other natural minerals. These mineral and soil amendments are used to protect crops, plants and fruits from the sun and winter damage, to provide nutrients to plants, and to improve dormancy and soil ecology to help farmers increase the yields of their harvests. We are building a brand family under the parent trade name "Purebase," consisting of its Purebase Shade Advantage WP product, a kaolin-clay based sun protectant for crops and Humic Advantage a humic acid product derived from leonardite.

Construction Sector

We are developing and testing a kaolin-based product that it believes will help create a lower CO2-emitting concrete through the use of high-quality supplementary cementitious materials ("SCMs"). We are developing SCMs for the construction material markets, particularly the cement markets that we believe can potentially replace up to 40% of cement, the most polluting part of concrete. As government agencies continue to enact stricter requirements for less-polluting forms of concrete, we believe there are significant opportunities for high-quality SCM products in the construction-materials sector.

We utilize the services of USMC for the development and contract mining of industrial mineral and metal projects, exploration drilling, preparation of feasibility studies, mine modeling, on-site construction, production, site reclamation and product fulfillment. Exploration services include securing necessary permits, environmental compliance, and reclamation plans. In addition, a substantial portion of the minerals used by the Company are obtained from properties owned or controlled by USMC. A. Scott Dockter, the Company's Chief Executive Officer and a director, and John Bremer, a director, are also officers, directors and owners of USMC.

Results of Operations

Comparison of the Three Months Ended February 28, 2025 to the Three Months Ended February 29, 2024

	February 28, 2025	February 29, 2024	Variance
Revenue, net	$ -	$ -	$ -
Cost of goods sold	-	-	-
Operating income	-	-	-
Operating Expenses:			
Selling, general and administrative	385,069	453,565	(68,496)
Stock based compensation	33,147	8,191	24,956
Total operating expenses	418,216	461,756	(43,540)
Loss from operations	(418,216)	(461,756)	(43,540)
Interest expense, related parties	(34,472)	(29,216)	(5,256)
Loss before provision for income taxes	(452,688)	(490,972)	38,284
Provision for income tases	-	-	-
Net Loss	$ (452,688)	$ (490,972)	$ 38,284

Revenues

There was no revenue in the three months ended February 28, 2025 and February 29, 2024. Customer purchases of agricultural products is seasonal and usually does not begin until the Company's second quarter.

Cost of Goods Sold

There was no cost of goods sold for the three months ended February 28, 2025 and February 29, 2024 as there was no revenue during those periods.

Operating Expenses

Total operating expenses decreased by $43,540, or 9%, for the three months ended February 28, 2025, as compared to the three months ended February 29, 2024. The decrease in operating expenses was primarily due to a decrease in selling and general and administrative expenses of $68,703 for the three months ended February 28, 2025, as compared to the three months ended February 29, 2024, primarily due to a decrease in professional services, offset by an increase in wages and related expenses and stock-based compensation.

Interest Expense, Related Parties

Interest expense increased by $5,256 for the three months ended February 28, 2025, as compared to the three months ended February 29, 2024, primarily due to increased borrowings on the lines of credit, advances from USMC, and a new convertible note payable, partially offset by conversion of five notes payable to common stock in January 2024.

Liquidity and Capital Resources

As of February 28, 2025, we had cash on hand of $19,990 and a working capital deficiency of $1,494,421, as compared to cash on hand of $28,100 and a working capital deficiency of $1,093,058 as of November 30, 2024. The increase in working capital deficiency is primarily a result of an increase in advances from USMC of $238,449, an increase in the line of credit with USMC of $101,551, an increase of accounts payable and accrued expenses of $50,798, an increase in interest payable related parties of $21,753, an increase in convertible notes payable related parties of $5,500, a decrease in cash of $8,110, offset by an increase in prepaid expenses of $24,798.

The Company's operating activities consume the majority of its cash resources. The Company anticipates that it will continue to incur operating losses as it executes its development plans for 2025, as well as other potential strategic and business development initiatives. In addition, the Company has had and expects to have negative cash flows from operations, at least into the near future. The Company has previously funded, and plans to continue funding, these losses with cash advances from USMC and the sale of equity and convertible notes.

Although no assurances can be given as to the Company's ability to deliver on its revenue plans or that unforeseen expenses may arise, management currently believes that the revenue to be generated from operations together with equity and debt financing, including funding from USMC in the form of a line of credit, will provide the necessary funding for the Company to continue as a going concern for the next twelve months.

Going Concern

The unaudited condensed consolidated financial statements contained in this Quarterly Report on Form 10-Q have been prepared assuming that the Company will continue as a going concern. The Company has accumulated losses from inception through February 28, 2025 of $64,661,211, negative cash flows from operating activities of $348,110 for the three months ended February 28, 2025 and a working capital deficiency of $1,494,421 as of February 28, 2025. During the three months ended February 28, 2025, the Company received net cash proceeds of $340,000 from USMC through a line of credit and additional advances. If the Company does not generate additional revenue and obtain equity and debt financing from USMC or other third parties, it will not have sufficient cash to meet its obligations for the next nine months, following the date of this Quarterly Report on Form 10-Q. There currently are no other arrangements or agreements for financing, and there can be no assurances that any other potential debt or equity financing will be available, or if available, on favorable terms. As such, these matters raise substantial doubt about the Company's ability to continue as a going concern for a period of twelve months from the date of this Quarterly Report on Form 10-Q. The condensed consolidated financial statements in this Quarterly Report on Form 10-Q do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Working Capital Deficiency

	February 28, 2025	November 30, 2024
Current assets	$ 64,300	$ 47,612
Current liabilities	1,558,721	1,140,670
Working capital deficiency	$ (1,494,421)	$ (1,093,058)

The increase in current assets as of February 28, 2025, is primarily due to the increase in prepaid expenses of $24,798, offset by a decrease in cash of $8,110. The increase in current liabilities is primarily a result of an increase in advances from USMC of $238,449, an increase in the line of credit with USMC of $101,551, an increase of accounts payable and accrued expenses of $50,798, an increase in interest payable related parties of $21,753, and an increase in convertible notes payable related parties of $5,500.

Cash Flows

	Three Months Ended	
	February 28, 2025	February 29, 2024
Net cash used in operating activities	$ (348,110)	$ (675,212)
Net cash used in investing activities	-	-
Net cash provided by financing activities	340,000	675,400
Increase in cash	$ 8,110	$ 188

Operating Activities

Net cash used in operating activities was $348,110 for the three months ended February 28, 2025, primarily due to a net loss of $452,688 and an increase in prepaid expenses and other current assets of $24,798, partially offset by an increase in accounts payable and accrued expenses of $50,797, an increase in interest payable related parties of $34,113, an increase in stock-based compensation of $33,147, an increase in non-cash board of directors compensation of $5,500, an increase in common stock issued for services of $4,000, and an increase in depreciation of $1,819. Net cash used in operating activities was $675,212 for the three months ended February 29, 2024, due to a net loss of $490,972, a decrease in accounts payable and accrued expenses of $136,311, a decrease in settlement liability of $103,000, a decrease in prepaid expenses and other current assets of $11,258, and a decrease in right of use asset and liability of $80, offset by an increase in interest payable related parties of $28,218, an increase in common stock issued for services of $24,000,an increase in stock-based compensation of $8,191, and an increase in non-cash board of directors compensation of $6,000.

Investing Activities

There were no investing activities in the three months ended February 28, 2025 and February 29, 2024.

Financing Activities

For the three months ended February 28, 2025, net cash provided by financing activities was $340,000, consisting of advances from USMC of $238,449 and increases in the line of credit from USMC of $101,551. For the three months ended February 29, 2024, net cash provided by financing activities was $675,400, consisting advances in the line of credit from USMC of $572,400 and advances from USMC on a convertible note of $103,000.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Critical Accounting Policies and Procedures

Our significant accounting policies are more fully described in Note 1 to our condensed consolidated financial statements included in this Quarterly Report and in our Annual Report on Form 10-K for the fiscal year ended November 30, 2024, as filed with the SEC on February 28, 2025.

Recently Adopted Accounting Pronouncements

Our recently adopted accounting pronouncements are more fully described in Note 3 to our unaudited condensed consolidated financial statements included in this Quarterly Report.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to provide the information required by this Item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as that term is defined in Rules 13a-15I and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosures. In designing disclosure controls and procedures, our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible disclosure controls and procedures. The design of any disclosure controls and procedures also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives.

Our management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Report. Based upon that evaluation and subject to the foregoing, our principal executive officer and principal financial officer concluded that, our disclosure controls and procedures were not effective as of February 28, 2025 due to the material weaknesses in internal control over financial reporting described below.

Material Weaknesses in Internal Control over Financial Reporting

A material weakness, as defined in the standards established by Sarbanes-Oxley is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

The Company has determined that its internal control over financial reporting was ineffective due to the following material weaknesses:

- Inadequate segregation of duties consistent with control objectives; and
- Lack of risk assessment procedures on internal controls to detect financial reporting risks on a timely manner.

Management's Plan to Remediate the Material Weakness

Management has been implementing and continues to implement measures designed to ensure that control deficiencies contributing to the material weaknesses are remediated, such that these controls are designed, implemented, and operating effectively. The remediation actions include:

- Continue to establish appropriate segregation of duties to achieve internal control objectives; and
- Continue to develop risk assessment policies and procedures on internal control over financial reporting and monitor the effectiveness of operations on existing controls and procedures.

Management will continue to monitor and evaluate the effectiveness of our internal controls and procedures over financial reporting on an ongoing basis and is committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal controls over financial reporting that occurred during the quarter ended February 28, 2025, that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

As a smaller reporting company, we are not required to provide the information required by this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

Except as set forth below there were no sales of equity securities during the period covered by this Report that were not registered under the Securities Act and were not previously reported in a Quarterly Report on Form 10-Q or a Current Report on Form 8-K filed by the Company

On December 20, 2024, January 21, 2025, and February 18, 2025, the Company issued 16,667, 16,667, and 16,663 shares of common stock, respectively, to a consultant for services provided to the Company.

The above issuances did not involve any underwriters, underwriting discounts or commissions, or any public offering and we believe are exempt from the registration requirements of the Securities Act of 1933 by virtue of Section 4(2) thereof.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

During the quarter ended February 28, 2025, no director, officer or Section 16 officer adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 10b5-1 trading arrangements.

ITEM 6. EXHIBITS

Exhibit Number	Description
31.1*	Section 302 Certification under the Sarbanes-Oxley Act of 2002 of the Chief Executive Officer
31.2*	Section 302 Certification under the Sarbanes-Oxley Act of 2002 of the Chief Financial Officer
32.1*	Section 906 Certification under the Sarbanes-Oxley Act of 2002 of the Chief Executive Officer
32.2*	Section 906 Certification under the Sarbanes-Oxley Act of 2002 of the Chief Financial Officer
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PUREBASE CORPORATION

By: */s/ A. Scott Dockter*

A. Scott Dockter
Chief Executive Officer
(Principal Executive Officer)

Date: April 14, 2025

By: */s/ Stephen Gillings*

Stephen Gillings
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: April 14, 2025

Exhibit 31.1

PUREBASE CORPORATION
CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, A. Scott Dockter, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of PureBase Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: */s/ A. Scott Dockter*
A. Scott Dockter
Chief Executive Officer
(Principal Executive Officer)

Date: April 14, 2025

Exhibit 31.2

PUREBASE CORPORATION
CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stephen Gillings, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of PureBase Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a–15(e) and 15d–15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a–15(f) and 15d–15(f)) for the registrant and have:

   (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: */s/ Stephen Gillings*
Stephen Gillings
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: April 14, 2025

Exhibit 32.1

PUREBASE CORPORATION
CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Quarterly Report on Form 10-Q of PureBase Corporation as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the registrant.

By: */s/ A. Scott Dockter*
A. Scott Dockter
Chief Executive Officer
(Principal Executive Officer)

Date: April 14, 2025

Exhibit 32.2

PUREBASE CORPORATION
CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this Quarterly Report on Form 10-Q of PureBase Corporation as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned, in the capacity and on the date indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to his knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the registrant.

By: */s/ Stephen Gillings*
Stephen Gillings
Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: April 14, 2025