TERRA CLEAN ENERGY CORP.
(Formerly TISDALE CLEAN ENERGY CORP.)

FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED MARCH 31, 2025 AND 2024

(Expressed in Canadian Dollars)

TERRA CLEAN ENERGY CORP. (Formerly TISDALE CLEAN ENERGY CORP.)
STATEMENTS OF FINANCIAL POSITION
As at March 31, 2025 and December 31, 2024
(Expressed in Canadian Dollars)

	March 31, 2025	**December 31, 2024**
	$	$
ASSETS		
Current Assets		
Cash	1,012,295	3,086,625
Amounts receivable	32,958	23,864
Prepaid expenses	1,289,197	133,365
Total current assets	2,334,450	3,243,854
Exploration and evaluation assets (Note 5)	2,340,775	1,652,231
TOTAL ASSETS	**4,675,225**	**4,896,085**
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Note 6)	445,350	402,018
Flow-through premium (Note 7)	111,320	111,320
TOTAL LIABILITIES	**556,670**	**513,338**
Equity		
Share capital (Note 9)	22,057,043	21,937,043
Share subscriptions advanced	-	-
Reserves (Note 10)	1,050,383	1,050,383
Deficit	(18,988,871)	(18,604,679)
TOTAL EQUITY	4,118,555	4,382,747
TOTAL LIABILITIES AND EQUITY	**4,675,225**	**4,896,085**

Nature and continuance operations (Note 1)
Commitment (Note 15)

Approved on behalf of the Board:

"Greg Cameron"	*"Alex Klenman"*
Greg Cameron	Alex Klenman
Director	Director

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

TERRA CLEAN ENERGY CORP. (Formerly TISDALE CLEAN ENERGY CORP.)
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the three months ended March 31, 2025 and 2024
(Expressed in Canadian Dollars)

	March 31, 2025	**March 31, 2024**
	$	$
Expenses		
Consulting fees	106,474	549,846
Corporate communications	137,417	237,400
Exploration and evaluation expenses	-	150,000
Filing and transfer agent fees	13,243	11,550
Geological consulting	45,500	1,200
Management fees (Note 11)	68,500	23,700
Office	5,283	18,667
Professional fees	6,600	53,891
Share-based compensation (Note 9)	-	10,172
Loss from operations	(383,017)	(1,056,426)
Other items		
Interest income	3,825	30
Other income	(5,000)	-
Net loss and comprehensive loss for the period	(384,192)	(1,056,396)
Basic and diluted loss per share	(0.01)	(0.04)
Weighted average number of shares outstanding	36,294,471	27,954,647

The accompanying notes are an integral part of these financial statements

TERRA CLEAN ENERGY CORP. (Formerly TISDALE CLEAN ENERGY CORP.)
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the three months ended March 31, 2025 and 2024
(Expressed in Canadian Dollars)

				Reserves			
	Number of shares	Share capital	Share subscriptions advanced	Warrants	Share-based compensation	Deficit	Total equity
		$	$	$	$	$	$
Balance, December 31, 2023	**22,993,362**	**16,971,007**	**5,000**	**163,516**	**583,262**	**(15,753,631)**	**1,969,154**
Shares issued in private placement (Note 9)	8,541,716	1,542,507	(5,000)	-	-	-	1,537,507
Share issuance costs (Note 9)	-	(38,321)	-	10,172	-	-	(28,149)
Net loss	-	-	-	-	-	(1,056,396)	(1,056,396)
Balance, March 31, 2024	**31,535,078**	**18,475,193**	**-**	**173,688**	**583,262**	**(16,810,027)**	**2,422,116**
Balance, December 31, 2024	**35,734,365**	**21,937,043**	**-**	**346,344**	**704,039**	**(18,604,679)**	**4,382,747**
Shares issued for debt settlement (Notes 5 and 9)	625,000	120,000	-	-	-	-	120,000
Net loss	-	-	-	-	-	(384,192)	(384,192)
Balance, March 31, 2025	**36,334,471**	**22,057,043**	**-**	**346,344**	**704,039**	**(18,988,871)**	**4,118,555**

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

TERRA CLEAN ENERGY CORP. (Formerly TISDALE CLEAN ENERGY CORP.)
STATEMENTS OF CASH FLOWS
For the three months ended March 31, 2025 and 2023
(Expressed in Canadian Dollars)

	March 31, 2025	March 31, 2024
	$	$
OPERATING ACTIVITIES		
Net loss for the period	(384,192)	(1,056,396)
Non-cash items		
Share-based compensation	-	10,172
Changes in working capital items:		
Amounts receivable	(9,094)	(40,340)
Prepaid expenses	(1,155,832)	(626,637)
Trade and other payables	163,332	449,512
Cash used in operating activities	(1,385,786)	(1,263,689)
INVESTING ACTIVITIES		
Exploration and evaluation assets	(688,544)	(653,265)
Cash used in investing activities	(688,544)	(653,265)
FINANCING ACTIVITIES		
Share issuance for cash	-	1,537,507
Share issuance costs	-	(38,321)
Cash used in investing activities	-	1,499,186
Change in cash	(2,074,330)	(417,768)
Cash, beginning of the period	3,086,625	693,566
Cash, end of the period	**1,012,295**	**275,798**

Supplemental disclosure of cash flows information – Note 13

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

1. Nature and Continuance of Operations

Terra Clean Energy Corp. (the "Company") is a corporation continued under the laws of the Province of British Columbia with its principal, registered and records office located at 2200 – 885 West Georgia Street, Vancouver, BC V6C 3E8.

On October 2, 2024, the Company changed its name to Terra Clean Energy Corp.

After the close of trading on June 1, 2023, the Company's common shares were delisted from the TSX Venture Exchange and, effective at the open of markets on June 2, 2023, the common shares were listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "TCEC". The Company is also listed on the OTCPINK under the symbol "SNRAF", and on the Frankfurt Exchange under the symbol "T1KC".

The Company is a junior exploration company engaged in the business of identification, acquisition and exploration of mineral interests in North America. At the date of the financial statements, the Company has not identified a known body of commercial grade minerals on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

Management is targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur.

These financial statements have been prepared on a going concern basis which presumes the realization of assets and settlement of liabilities in the normal course of operations in the foreseeable future. The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, tariffs, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The Company continues to incur operating losses and at March 31, 2025 had a cumulative deficit of $18,988,871 (December 31, 2024 - $18,604,679). The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Further discussion of liquidity risk is included in notes 3 and 4.

These interim financial statements were authorized for issue on May 16, 2025 by the directors of the Company.

2. Material Accounting Policies

(a) Statement of compliance and basis of preparation

These interim financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to the preparation of interim financial statements, including International Accounting Standards ("IAS") 34, Interim Financial Reporting. These interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's audited annual financial statements for the three months ended March 31, 2025, which have been prepared in accordance with IFRS.

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The presentation and functional currency of the Company and the subsidiary is the Canadian dollar.

(b) Consolidation

The financial statements include the accounts of the Company and its controlled subsidiaries, after the elimination of all material intercompany balances and transactions. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The Company's controlled subsidiaries included in these financial statements are:

		Ownership	
Name	**Country of Incorporation**	**2025**	**2024**
Gunnar Minerals Corp.(1)	Canada	-	100%

(1) Gunnar Minerals Corp. had no commercial activities during the previous years. On February 26, 2025, Gunnar Minerals Corp. was dissolved by way of voluntary dissolution.

(c) Share consolidation

The Company finalized a share consolidation on the basis of four existing common shares into one common share (4:1) effective December 4, 2024. All balances of common shares, common share purchase warrants and stock options herein are reflective of the share consolidation (unless otherwise noted).

(d) Significant judgments and estimates

The preparation of financial statements in accordance with IFRS requires the Company to make judgments and estimates, in applying accounting policies. The most significant judgments and estimates applying to the Company's financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the assessment of any impairment indicators under IFRS 6 for the Company's exploration and evaluation assets.

2. Material Accounting Policies (continued)

(e) Impairment

At each reporting period, management reviews all assets for indicators of impairment. If such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction. In assessing value in use, the estimated future cash flows are discounted to their present value. If the recoverable amount of the asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for that period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which that asset belongs.

Past impairments are also considered at each reporting period and where there is an indication that an impairment loss may have decreased, the recoverable amount is calculated as outlined above to determine the extent of the recovery. If the recoverable amount of the asset is more than its carrying amount, the carrying amount of the asset is increased to its recoverable amount and the impairment loss is reversed in the profit or loss for that period. The increased carrying amount due to reversal will not be more than what the depreciated historical cost would have been if the impairment had not been recognized.

(f) Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based compensation reserve. The fair value of granted stock options is determined using the Black-Scholes Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

For Restricted Share Units ("RSUs") and Performance Share Units ("PSUs"), the fair value of the grant is determined by multiplying the Company's share price at grant date by the number of RSUs or PSUs granted. The resulting fair value of the RSUs or PSUs is then adjusted for an estimated forfeiture rate which is determined based on historical data and is recognized over the vesting period in profit or loss and share-based payment reserve. Actual number of RSUs or PSUs that will eventually vest is likely to be different from estimation.

(g) Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

2. Material Accounting Policies (continued)

(g) Income taxes (continued)

A deferred tax liability is recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- the initial recognition of goodwill; or
- the initial recognition of an asset or liability in a transaction which:
    - is not a business combination;
    - at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss); and
    - at the time of the transaction, does not give rise to equal taxable and deductible temporary differences.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probably that future taxable profits will be available against which the assets can be utilized.

(h) Exploration and evaluation assets

Exploration and evaluation expenditures incurred before the Company has obtained legal rights to explore an area of interest are expensed as incurred. All costs related to the acquisition, exploration and development of exploration and evaluation assets incurred subsequent to the acquisition of legal rights to explore are capitalized on a property-by-property basis. Costs not directly attributable to exploration and evaluation activities, including general overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mines under construction.” Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs. Mineral exploration and evaluation expenditures are classified as intangible assets. The Company accounts for the mineral exploration tax credit on an accrual basis unless collectability cannot be reasonably assured.

From time to time, the Company may acquire or dispose of a property pursuant to the terms of an option agreement. Due to the fact that property options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments for acquired mineral properties are recorded as acquisition costs. Proceeds of properties that are sold or optioned are recorded as revenues.

2. Material Accounting Policies (continued)

(i) Asset retirement obligations

The fair value of a liability for an asset retirement or environmental obligation is recognized when a reasonable estimate of fair value can be made. The asset retirement or environmental obligation is recorded as a liability with a corresponding increase to the carrying amount of the related long-lived asset. Subsequently, the asset retirement or environmental cost is charged to operations using a systematic and rational method and the resulting liability is adjusted to reflect period-to-period changes in the liability resulting from the passage of time and revisions to either the timing or the amount of the original estimate of undiscounted cash flow.

As of March 31, 2025 and December 31, 2024, the Company does not have any asset retirement or environmental obligations.

(j) Foreign currency translation

Items included in the financial statements of each of the Company's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of the Company and its subsidiaries is the Canadian dollar. The financial statements are presented in Canadian dollars.

On initial recognition, foreign currency transactions are translated into the functional currency at the exchange rate in effect at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction, whereas nonmonetary items that are measured at fair value in a foreign currency are translated.

(k) Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss (“FVTPL”) or at amortized cost. Cash is classified and measured as FVTPL. Trade and other payables is classified as at amortized cost initially recognized at fair value and subsequently measured at amortized cost using effective rate method.

(l) Equity

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company. Depending on the terms and conditions of each financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement.

Warrants that are part of units are accounted for using the residual method, following an allocation of the unit price to the fair value of the common shares as determined by the closing quoted bid price on the closing date. Any fair value attributed to the warrants is recorded as reserves.

Commissions paid to agents and other related share issue costs are charged directly to share capital.

2. Material Accounting Policies (continued)

(m) Flow-through shares

The Company finances a portion of its exploration activities through financings in which flow-through common shares are issued. These shares transfer the tax deductibility of qualifying resource expenditures to investors. At the time of closing a financing involving flow-through shares, the Company allocates the gross proceeds received (i.e. the "flow-through commitment") as follows:

- Capital stock;
- Flow-through share premium – recorded as a liability which equals to the estimated premium, if any, investors pay for the flow-through features; and
- Warrant reserve, any excess.

As qualifying resource expenditures are incurred, these costs are capitalized to exploration and evaluation assets.

At the end of each reporting period, the Company reviews its tax position and records an adjustment to its deferred tax expense/liability accounts for taxable temporary differences, including those arising from the transfer of tax benefits to investors through flow-through shares. For this adjustment, the Company considers the tax benefits (of qualifying resource expenditures already incurred) to have been effectively transferred, if it has formally renounced those expenditures at any time (before or after the end of the reporting period). Additionally, the Company reverses the liability for the flow-through share premium to other income as the expenditures are incurred.

(n) New accounting standards adopted

The amendments to IAS 1, Classification of Liabilities as Current or Non-current, clarifies the presentation of liabilities. The classification of liabilities as current or non-current is based on contractual rights that are in existence at the end of the reporting period and is affected by expectations about whether an entity will exercise its right to defer settlement. A liability not due over the next twelve months is classified as non-current even if management intends or expects to settle the liability within twelve months. The amendment also introduces a definition of 'settlement' to make clear that settlement refers to the transfer of cash, equity instruments, other assets, or services to the counterparty. The amendment also clarifies how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments are effective for annual reporting periods beginning on or after January 1, 2024. The adoption of this amendment has no material impact on the Company's financial statements.

2. Material Accounting Policies (continued)

(o) New accounting standards issued but not yet effective

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

1. Three defined categories for income and expenses—operating, investing and financing—to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit.

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

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

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

3. Capital Management

The Company's objectives for the management of capital are to safeguard the Company's ability to continue as a going concern, including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

The Company considers its capital to be the accounts within shareholders' equity. The Company's policy is to maintain sufficient cash balances to cover operating and exploration costs over a reasonable future period. The Company accesses capital markets as necessary and may also acquire additional funds where advantageous circumstances arise.

The Company currently has no externally imposed capital requirements. There have been no changes in the Company's approach to capital management during the year.

4. Financial Instruments and Risk Management

As at March 31, 2025, the Company's financial instruments consist of cash and trade and other payables. In management's opinion, the Company's carrying value of trade and other payables approximates its fair values due to the immediate or short-term maturity of the instrument.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

As at March 31, 2025, cash is assessed to be a Level 1 instrument.

The Company's financial instruments are exposed to the following risks:

Credit Risk

Currently the Company does not have any material exposure to credit risk. As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet trade and other payables requirements. The ability to do this relies on the Company maintaining sufficient cash on hand through debt or equity financing. Liquidity risk is assessed as low.

Price Risk

The Company is not exposed to price risk.

Currency Risk

As at March 31, 2025, the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars. As a result, the Company does not believe it is exposed to any significant currency risk.

Interest Rate Risk

The Company is exposed to interest rate risk arising from the cash and short-term investments maintained at Canadian financial institutions and lawyers' trust accounts. During the three months ended March 31, 2025, the Company purchased a 30-day $900,000 in GIC generating 2.60% interest.

5. Exploration and Evaluation Assets

South Falcon East, Northern Saskatchewan

On October 19, 2022 and effective January 3, 2023, and amended on February 7, 2024, August 23, 2024 and December 30, 2024, the Company entered into an option agreement ("Agreement") with a vendor, an unrelated party, whereby the Company is granted the right to acquire up to a 75% interest in the South Falcon East uranium property ("the Property"). Pursuant to the terms of the Agreement, the Company can earn an initial 51% interest in the Property by paying cash, issuing shares and incurring exploration expenditures as below:

(a) $350,000 in cash (paid) and issuing 277,778 common shares (issued) of the Company upon the Closing date ("Closing") of the Agreement;
(b) Issuing 625,000 common shares (issued) on or before August 30, 2024;
(c) $750,000 of exploration expenditures on or before December 30, 2024 (incurred);
(d) $250,000 in cash on or before February 28, 2025 (paid);
(e) $820,000 in shares and $1,500,000 of exploration expenditures on or before May 31, 2025; In the event that such issuance would result in the Optionor owning more than 9.9% of the Company's issued and outstanding shares, the amount of shares to be issued would be reduced so that the Optionor will not own more than 9.9% of the Company's outstanding shares, and the amount of such reduction would be satisfied through issuance of shares on or before February 28, 2026;
(f) $1,620,000 in cash on or before February 28, 2026, of which up to $1,320,000 may be paid in shares;
(g) $1,500,000 of exploration expenditures on or before May 31, 2026;
(h) $3,700,000 in cash on or before February 28, 2027, of which up to $2,000,000 may be paid in shares; and
(i) $2,000,000 of exploration expenditures on or before May 31, 2027.

To earn the remaining 24% interest in the Property, the Company is required to pay cash and incur minimum exploration expenditures as follows:

- $5,000,000 in cash on or before February 28, 2028, of which up to $3,000,000 may be paid in shares;
- $2,500,000 of exploration expenditures on or before May 31, 2028; and
- $2,500,000 of exploration expenditures on or before May 31, 2029.

The Property is subject to 2% net smelter royalty ("NSR") to the former optionor of the Property. In addition, the Company agrees to pay a further 2% NSR to the vendor, 1% NSR may be purchased for $1,000,000 at any time.

(Expressed in Canadian Dollars)

5. Exploration and Evaluation Assets (continued)

A summary of the acquisition cost and exploration expenditures for the three months ended March 31, 2025 is as follows:

	South Falcon East	Total
	$	$
ACQUISITION COST		
Balance, December 31, 2024	**950,000**	**950,000**
Cash payments	250,000	250,000
Shares issued	-	-
Balance, March 31, 2025	**1,200,000**	**1,200,000**
EXPLORATION AND EVALUATION COSTS		
Balance, December 31, 2024	**702,231**	**702,231**
Administration	258,807	258,807
Drilling	179,737	179,737
Government grant	-	-
Recovery of deficiency deposits paid	-	-
Balance, March 31, 2025	**1,140,775**	**1,140,775**
Balance, March 31, 2025	**2,340,775**	**2,340,775**

A summary of the acquisition cost and exploration expenditures for the year ended December 31, 2024 is as follows:

	South Falcon East	Total
	$	$
ACQUISITION COST		
Balance, December 31, 2023	**800,000**	**800,000**
Shares issued	150,000	150,000
Balance, December 31, 2024	**950,000**	**950,000**
EXPLORATION AND EVALUATION COSTS		
Balance, December 31, 2023	**141,222**	**141,222**
Administration	59,607	59,607
Drilling	655,250	655,250
Government grant	(50,000)	(50,000)
Recovery of deficiency deposits paid	(103,848)	(103,848)
Balance, December 31, 2024	**702,231**	**702,231**
Balance, December 31, 2024	**1,652,231**	**1,652,231**

(Expressed in Canadian Dollars)

6. Trade and Other Payables

	March 31, 2025	December 31, 2024
	$	$
Trade payables	435,350	366,518
Accruals	10,000	35,500
	445,350	**402,018**

7. Flow-through premium

The following is a continuity schedule of the flow-through premium:

	December 31, 2024
	$
Balance, December 31, 2022 and 2023	**-**
Incurred on flow-through shares issued	111,320
Balance, December 31, 2024	**111,320**
Incurred on flow-through shares issued	-
Balance, March 31, 2025	**111,320**

<u>Three months ended March 31, 2025</u>

There were no additional flow-through shares (“FT share”) were granted during the three months ended March 31, 2025.

<u>Year ended December 31, 2024</u>

On December 17, 2024, the Company issued 11,132,035 FT shares at a price of $0.135 per FT share. The premium paid by investors was calculated as $0.01 per FT share. Accordingly, $111,320 was recorded as flow-through premium.

<u>Expenditure commitments</u>

As at March 31, 2025, the Company has $1,064,281 (December 31, 2024 - $1,502,825) of exploration expenditures to incur in relation to its flow-through financing.

8. Share Capital

(a) Authorized:

Unlimited number of common shares without par value.
Unlimited number of special shares issuable in series without par value.

As at March 31, 2025, there were 36,334,471 common shares issued and outstanding.

(b) Common shares issued:

Three months ended March 31, 2025

On January 7, 2025, the Company completed a settlement agreement with Terralogic Exploration Inc., pursuant to which the Company has settled $120,000 in debt through the issuance of 600,000 common shares of the Company.

Year ended December 31, 2024

On February 1, 2024, the Company closed the second tranche of its non-brokered private placement by issuing 1,590,554 units at a price of $0.72 per unit for gross proceeds of $1,145,198. Each unit consists of one common share and one share purchase warrant exercisable at a price of $1.20 for a period of 24 months. In connection with completion of the private placement, the Company paid $17,600 and issued 24,306 finder's warrants. Each finder's warrant is exercisable at a price of $1.20. The fair value of finder's warrant was $6,009 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 4.11%; expected dividend yield of 0%; annualized share price volatility of 86.22% based on comparable public companies' volatilities; and expected life of 2 years. The finder's warrants have the same term as for the purchase warrants issued in the private placement.

On February 29, 2024, the Company closed the third tranche of its non-brokered private placement by issuing 544,875 units at a price of $0.72 per unit for gross proceeds of $392,310. Each unit issued consists of one common share and one share purchase warrant exercisable at a price of $1.20 for a period of 24 months. Fair value of $98,078 was allocated to the share purchase warrants. In connection with completion of the private placement, the Company paid $20,721 and issued 28,779 finder's warrants. Each finder's warrant is exercisable at a price of $1.20. The fair value of finder's warrant was $4,163 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 4.28%; expected dividend yield of 0%; annualize share price volatility of 85.34% based on comparable public companies' volatilities; and expected life of 2 years. The finder's warrants have the same term as for the purchase warrants issued in the private placement.

On July 31, 2024, the Company closed its non-brokered private placement and issued 1,413,666 units at a price of $0.30 per unit for gross proceeds of $424,100. Each unit consists of one common share and one share purchase warrant, exercisable at a price of $0.60 until July 31, 2027. In connection with completion of the private placement, the Company paid $20,621 and issued 53,750 finder's warrants. The fair value of finder's warrant was $6,489 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 3.35%; expected dividend yield of 0%; annualized share price volatility of 100% based on comparable public companies' volatilities; and expected life of 3 years. The finder's warrants have the same term as for the purchase warrants issued in the private placement.

(Expressed in Canadian Dollars)

9. Share Capital (continued)

(b) Common shares issued (continued):

Year ended December 31, 2024 (continued)

On December 17, 2024, the Company closed its non-brokered private placement issuing a total of 14,680,000 non-flow-through units at a price of $0.125 per unit for gross proceeds of $1,835,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at a price of $0.20 for a period of 36 months following the closing of the private placement. The Company also issued 11,132,035 flow-through shares ("FT share") at a price of $0.135 per FT share for gross proceeds of $1,502,824. In connection with the closing of the private placement, the Company paid finders an aggregate of: (i) cash fees of $135,306 and issued: (ii) 227,200 finder's warrants to those finders who assisted with the sale of units; and (iii) 732,934 finders' warrants to those finders who assisted with the sale of FT shares. Each unit finder's warrant entitles the holder to purchase one common share at a price of $0.125 for a period of 24 months from the date of issuance. Each FT finder's warrant entitles the holder to purchase one common share a price of $0.135 for a period of 24 months. The fair value of finder's warrant was $68,089 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 2.99%, expected dividend yield of 0%; annualized share price volatility of 100% based on comparable public companies' volatilities; and expected life of 2 years.

(c) Warrants

Warrant activity for the three months ended March 31, 2025 and year ended December 31, 2024 is presented below:

	March 31, 2025		**December 31, 2024**	
	Number of warrants	**Weighted average exercise price**	**Number of warrants**	**Weighted average exercise price**
		$		$
Outstanding – beginning of year	22,265,661	0.45	22,265,661	0.45
Issued			-	-
Exercised	-	-	-	-
Outstanding – end of year	22,265,661	0.45	22,265,661	0.45

(Expressed in Canadian Dollars)

9. Share Capital (continued)

(c) Warrants (continued)

As at March 31, 2025, the following warrants were outstanding:

Number of warrants	Weighted average exercise price	Expiry date	Remaining life (years)
	$		
1,085,139	1.20	December 22, 2025	0.73
1,614,860	1.20	February 1, 2026	0.84
573,654	1.20	February 28, 2026	0.91
328,663	3.00	March 13, 2026	0.95
1,287,500	0.72	August 17, 2026	1.38
268,295	0.72	August 30, 2026	1.41
732,934	0.135	December 17, 2026	1.71
227,200	0.125	December 17, 2026	1.71
14,680,000	0.20	December 17, 2027	2.71
1,467,416	0.60	July 31, 2027	2.33
22,265,661	0.45		2.24

(d) Stock options

The Company has a rolling incentive stock option plan that can reserve a maximum of 10% of the issued shares of the Company at the time of the stock option grant with no vesting provisions, but including the following terms:

- Each incentive share purchase option is personal to the grantee and may be neither assigned nor transferred to anyone else;
- Individual incentive share purchase options will have no more than a maximum term of 10 years from the date of their grant;
- Incentive share purchase options granted to any one individual in any 12-month period cannot exceed 5% of the issued and outstanding shares of the Company;
- Individual incentive share purchase options granted to any one consultant in any 12-month period shall not exceed 2% of the issued and outstanding shares of the Company; and
- Individual incentive share purchase option agreements granted to an employee or consultant conducting investor relations activities will not exceed an aggregate of 2% of the issued and outstanding shares of the Company in any twelve-month period.

(Expressed in Canadian Dollars)

9. Share Capital (continued)

(d) Stock options (continued)

During the three months ended March 31, 2025, there were no options granted.

On July 23, 2024, the Company granted 437,500 incentive stock options to its certain directors, officers and consultants, to purchase up to an aggregate of 437,500 common shares, exercisable at $0.48 per share until July 23, 2029. The fair value of incentive stock option was $120,777 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 3.20%; expected dividend yield of 0%; annualized share price volatility of 100% based on average volatility of comparable companies; and expected life of 5 years.

The following table summarizes activity related to stock options for the three months ended March 31, 2025 and the year ended December 31, 2024:

	March 31, 2025		December 31, 2024	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
		$		$
Outstanding – beginning of year	712,500	0.62	300,000	0.88
Granted	-	-	437,500	0.48
Cancelled	(325,000)	0.67	(25,000)	1.36
Outstanding – end of year	387,500	0.58	712,500	0.62

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

Expiry date	Number of options outstanding	Number of options vested	Weighted average exercise price	Remaining life (years)
			$	
March 7, 2027	125,000	125,000	0.80	1.93
July 23, 2029	262,500	262,500	0.48	4.31
	387,500	387,500	0.58	3.54

(e) Restricted Share Units

The Company has adopted a restricted share unit (“RSU”) plan under which it may grant unlimited RSUs as long as RSU shares combined with any other compensation agreements do not exceed 10% of the Company’s issued and outstanding shares. RSUs vest at a specified date and may be settled by the Company at any time after the vesting date and before the expiry date. The Company has the option to settle RSUs either by issuing one common share of the Company for each RSU, or by paying a cash equivalent or a combination thereof upon confirmation by the Board.

During the three months ended March 31, 2025, the Company granted 2,075,000 RSUs pursuant to its Omnibus Incentive Plan to directors, officers and consultants. The RSUs are subject to a one-year vesting period from the date of grant.

(Expressed in Canadian Dollars)

10. Reserves

(a) Warrants reserve

This reserve records the incremental increase in the fair value of previously outstanding warrants resulting from a re-pricing.

(b) Share-based payments reserve

This reserve records items recognized as share-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the fair value remains in the share-based payments reserve account.

11. Related Party Transactions

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

Key management personnel comprise the Company's Board of Directors and executive officers.

During the three months ended March 31, 2025 and 2024, the following remunerations were paid to key management personnel:

	2025	2024
	$	$
Management fees	68,500	23,700
Geological fees	1,302	-
Total	**69,802**	**23,700**

During the three months ended March 31, 2025, the Company incurred $37,500 (2024 - $22,500) in management fees to a Company controlled by the former CEO and Director of the Company.

During the three months ended March 31, 2025, the Company incurred $31,000 (2024 - $1,200) in management fees to Directors of the Company.

During the year ended December 31, 2024, the Company incurred $31,500 (2024 - $Nil) in consulting fees to a Company with a common CFO of the Company.

There were no due to or from related parties as of March 31, 2025.

12. Operating Segment

The Company's operations are limited to a single industry segment being the acquisition, exploration and development of mineral properties. The Company has mineral properties located in North America (Saskatchewan).

13. Commitment

On January 7, 2025, the Company issued 600,000 common shares to settled $120,000 of debt, pursuant to a settlement agreement with an arm's length creditor. Pursuant to the agreement, the Company also needs to complete a drill program with this creditor as general contractor by June 30, 2025, of no less than $1 million. In the event that the Company has not completed the drill program by June 30, 2025, it shall issue the creditor that number of common shares of the Company equal in value of $120,000 (subsequently fulfilled in April 2025).