Condensed Interim Consolidated Financial Statements
(Unaudited – prepared by management)

F3 Uranium Corp.

(formerly Fission 3.0 Corp.)

For the Three- and Nine-Month Period Ended
March 31, 2024 and 2023

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F3 Uranium Corp.

(formerly Fission 3.0 Corp.)

Condensed interim consolidated statements of financial position

(Expressed in Canadian dollars)

	Notes	**March 31, 2024 (unaudited)**	June 30, 2023 (audited)
ASSETS		**$**	$
Current assets			
Cash and cash equivalents	12	**34,167,792**	17,723,499
Amounts receivable		**507,815**	523,920
Marketable securities	7	**361,448**	1,444,860
Investment	7	**433,225**	217,672
Deposits		**783,052**	157,290
Prepaid expenses		**350,821**	373,112
		36,604,153	20,440,353
Right-of-use asset	6	**68,941**	88,956
Exploration advances		**-**	155,998
Exploration and evaluation assets	8,13	**54,370,172**	29,762,105
TOTAL ASSETS		**91,043,266**	50,447,412
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	13	**2,953,858**	1,715,361
Shares to be issued		**-**	8,400
Mineral exploration commitment	8	**1,520,237**	-
Lease liability – short term	6	**27,674**	23,228
Flow-through share premium	10	**-**	2,415,671
		4,501,769	4,162,660
Lease liability – long term	6	**58,152**	79,624
Convertible debt	9	**10,762,279**	-
Deferred income tax liability		**8,864,000**	1,960,000
Total liabilities		**24,186,200**	6,202,284
SHAREHOLDERS' EQUITY			
Share capital	11	**94,821,679**	65,157,500
Subscription receivable	11	**-**	(26,000)
Reserves	11	**27,004,294**	19,257,597
Equity portion of convertible debt	9	**2,737,047**	-
Accumulated deficit		**(57,705,954)**	(40,143,969)
Total shareholders' equity		**66,857,066**	44,245,128
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**91,043,266**	50,447,412

Nature of operations (Note 1)

Commitments (Note 17)

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Approved by the Board of Directors and authorized for issuance on May 30, 2024:

"Devinder Randhawa"
Director

"Terrence Osier"
Director

The accompanying notes form an integral part of these condensed interim consolidated financial statements.

F3 Uranium Corp.

(formerly Fission 3.0 Corp.)

Condensed interim consolidated statements of loss and comprehensive loss

(Expressed in Canadian dollars - Unaudited)

	Notes	**Three months ended March 31, 2024**	Three months ended March 31, 2023	**Nine months ended March 31, 2024**	Nine months ended March 31, 2023
		$	$	**$**	$
EXPENSES					
Accretion interest	9	**819,257**	-	**870,023**	-
Business development		**98,974**	96,481	**312,416**	231,814
Consulting and director fees	13	**918,862**	869,292	**2,555,651**	1,254,162
Depreciation	6	**(145)**	10,081	**20,015**	30,241
Exploration costs		**78,006**	25,768	**78,006**	65,131
Office and administration		**(964,432)**	11,464	**526,399**	217,142
Professional fees (recovery)		**(6,356)**	(4,478)	**446,914**	41,140
Public relations and communications		**193,274**	1,090,630	**1,312,065**	1,484,750
Right-of-use interest	6	**1,981**	6,271	**12,447**	20,036
Share-based compensation	11,13	**6,404,215**	(3,410,936)	**7,930,619**	4,741,071
Wages and benefits	13	**298,234**	130,120	**527,989**	195,710
		(7,841,870)	1,175,307	**(14,592,544)**	(8,281,197)
Other items:					
Flow-through share recovery tax	10	**(2,395,876)**	-	**2,415,671**	376,776
Interest income		**346,490**	189,539	**1,386,025**	278,344
Realized gain on marketable securities		**21,300**	648,926	**23,987**	95,991
Recovery on mineral rights	8	**75,460**	-	**75,460**	-
Change in fair value of marketable securities	7	**(222,147)**	(23,963)	**(844,597)**	90,704
Write-off of deposits		**(134,319)**	-	**(134,319)**	-
		(2,309,092)	814,502	**2,922,227**	841,815
Income (Loss) before tax		**(10,150,962)**	1,989,809	**(11,670,317)**	(7,439,382)
Deferred income tax expense		**(7,364,577)**	-	**(5,891,668)**	-
Income (Loss) and Comprehensive income (loss) for the period		**(17,515,539)**	1,989,809	**(17,561,985)**	(7,439,382)
Basic and Diluted Earnings (Loss) Per Share		**(0.04)**	0.01	**(0.04)**	(0.02)
Weighted Average Number of Shares Outstanding – Basic and Diluted		**472,324,311**	339,058,055	**470,394,030**	301,067,425

The accompanying notes form an integral part of these condensed interim consolidated financial statements.

F3 Uranium Corp.
(formerly Fission 3.0 Corp.)
Condensed interim consolidated statements of shareholder's equity
(Expressed in Canadian dollars - Unaudited)

	Share capital						
	Number of shares	Amount	Reserves	Subscription receivable	Equity portion of convertible debt	Accumulated deficit	Total
		$	$	$	$	$	$
Balance, June 30, 2022	**296,526,184**	**44,416,876**	**13,926,224**	**-**	**-**	**(29,968,309)**	**28,374,791**
Private placements	19,047,619	5,142,857	-	-	-	-	5,142,857
Finder fees and share issuance costs	-	(621,099)	-	-	-	-	(621,099)
Broker warrants	-	(137,000)	137,000	-	-	-	-
Warrants exercised	23,518,909	5,836,430	(1,441,772)	-	-	-	4,394,658
Options exercised	2,824,977	692,419	(278,723)	-	-	-	413,696
RSU exercise	3,299,166	874,279	(874,279)	-	-	-	-
Share-based compensation	-	-	4,741,071	-	-	-	4,741,071
Net loss for the period	-	-	-	-	-	(7,439,382)	(7,439,382)
Balance, March 31, 2023	**345,216,855**	**56,204,762**	**16,209,521**	-	-	**(37,407,691)**	**35,006,592**
Balance, June 30, 2023	**381,284,073**	**65,157,500**	**19,257,597**	**(26,000)**	-	**(40,143,969)**	**44,245,128**
Private placements	41,237,113	15,793,000	4,207,000	-	-	-	20,000,000
Finders' fees and share issuance costs	-	(919,987)	(244,843)	-	-	-	(1,164,830)
Brokers' warrants	-	(495,000)	495,000	-	-	-	-
Warrants exercised	41,493,674	12,511,075	(3,329,459)	26,000	-	-	9,207,616
Options exercised	7,830,262	2,301,475	(977,864)	-	-	-	1,323,611
Conversion of RSUs	1,187,741	317,751	(317,751)	-	-	-	-
Equity portion of convertible debt	-	-	-	-	2,737,047	-	2,737,047
Finder fee shares	380,518	155,865	-	-	-	-	155,865
Share-based compensation	-	-	7,914,614	-	-	-	7,914,614
Net loss for the period	-	-	-	-	-	(17,561,985)	(17,561,985)
Balance, March 31, 2024	**473,413,381**	**94,821,679**	**27,004,294**	**-**	**2,737,047**	**(57,705,954)**	**66,857,066**

The accompanying notes form an integral part of these condensed interim consolidated financial statements.

F3 Uranium Corp.

(formerly Fission 3.0 Corp.)

Condensed interim consolidated statements of cash flow

(Expressed in Canadian dollars - Unaudited)

For the Nine-Month Period Ended	March 31, 2024	March 31, 2023
	$	$
Operating activities		
Net loss	**(17,561,985)**	(7,439,382)
Non-cash items:		
Accretion interest	**870,023**	-
Deferred income tax expense	**5,891,668**	-
Depreciation and amortization	**20,015**	30,241
Interest on lease	**12,447**	20,036
Realized gain on marketable securities	**(23,987)**	(95,990)
Share based compensation	**7,930,619**	4,741,071
Flow-through share tax recovery	**(2,415,671)**	(376,776)
Recovery on mineral rights	**(75,460)**	-
Unrealized loss on marketable securities	**844,597**	(90,704)
Write-off of deposits	**134,319**	-
Changes in non-cash working capital items:		
Amounts receivable	**16,105**	(435,264)
Prepaid expenses and deposits	**(737,790)**	(197,613)
Accounts payable and accrued liabilities	**(61,055)**	25,743
Cash flows used in operating activities	**(5,156,155)**	(3,818,638)
Investing activities		
Exploration and evaluation assets additions, net of recoveries	**(23,885,470)**	(12,135,092)
Property option recovery	**250,000**	100,000
Purchase of short-term investments	**(215,553)**	-
Cash payment in lieu of required expenditures	**2,000,000**	-
Proceed from sale of shares	**341,452**	1,015,127
Cash flows used in investing activities	**(21,509,571)**	(11,019,965)
Financing activities		
Private placement proceeds	**20,000,000**	5,142,857
Flow-through share premium received in cash	**-**	2,857,143
Finders' fees and share issuance costs	**(1,164,830)**	(621,099)
Warrants exercised	**9,207,616**	4,394,658
Options exercised	**1,299,206**	413,696
Convertible debt gross proceeds	**15,000,000**	-
Transaction costs	**(593,500)**	-
Interest paid	**(609,000)**	-
Lease payments	**(29,473)**	(29,474)
Cash flows provided by financing activities	**43,110,019**	12,157,781
Net change in cash and cash equivalents in the period	**16,444,293**	(2,680,822)
Cash and cash equivalents, beginning of the year	**17,723,499**	12,618,100
Cash and cash equivalents, end of the period	**34,167,792**	9,937,278

Supplemental disclosure with respect to cash flows (Note 12)

The accompanying notes form an integral part of these condensed interim consolidated financial statements.

1. Nature of operations

F3 Uranium Corp. (the "Company") (formerly Fission 3.0 Corp.) was incorporated on September 23, 2013 under the laws of the Canada Business Corporations Act in connection with a court approved plan of arrangement to reorganize Fission Uranium Corp. ("Fission Uranium") which was completed on December 6, 2013 (the "Fission Uranium Arrangement"). The Company's principal business activity is the acquisition and exploration of mineral properties. To date, the Company has not generated revenues from operations and is considered to be in the exploration stage. The Company's head office is located at 750 – 1620 Dickson Ave., Kelowna, BC, V1Y 9Y2 and is listed on the TSX Venture Exchange under the symbol FUU, and on the Frankfurt Stock Exchange under the symbol 2F3.

The Company changed its name from Fission 3.0 Corp. to F3 Uranium Corp. on January 30, 2023.

On January 16, 2024, the Company announced that it has initiated steps to spin out (the "Spin-Out") 17 of the Company's prospective uranium exploration projects in the Athabasca Basin including the Murphy Lake, Cree Bay, Hearty Bay, Clearwater West, Wales Lake, Todd, Smart Lake, Lazy Edward Bay, Grey Island, Seahorse Lake, Bird Lake, Beaver River, Bell Lake, Flowerdew Lake, James Creek, Henderson Lake and Wales Lake East and West properties (collectively, the "Properties") into a newly incorporated wholly-owned subsidiary to be named F4 Uranium Corp. ("F4"). The Patterson Lake North Property along with the Broach and Minto Properties (collectively, the "PLN Project"), will remain with F3. It is expected that the Spin-Out will be effected by way of a plan of arrangement (the "Arrangement"), under the Canada Business Corporations Act.

The Company has not yet determined whether its exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of the amounts shown for the exploration and evaluation assets, including the acquisition costs, is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves, and upon future profitable production.

Over the past year, global stock markets have experienced volatility and a significant weakening in the aftermath of COVID-19. Governments and central banks have responded with monetary and fiscal interventions to stabilize economic conditions. Volatility in financial markets may have a significant impact on the Company's financial position. The duration and impact of the higher inflationary environment, as well as the effectiveness of government and central bank responses, remains unclear at this time.

These condensed interim consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company's ability to continue as a going concern is dependent upon its ability to fund its operations through equity financing, joint ventures, option agreements or other means. As at March 31, 2024 the Company had cash and cash equivalents of $34,167,792 (June 30, 2023 - $17,723,499) and a working capital balance of $32,102,384 (June 30, 2023 - $16,277,693). The Company believes it has sufficient resources to continue operations for the next twelve months.

2. Basis of presentation

(a) Statement of compliance

These condensed interim consolidated financial statements are unaudited and have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, *IAS 34, Interim Financial Reporting* ("IAS 34") and do not contain all the information required for annual financial statements. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's audited financial statements for the year ended June 30, 2023 prepared in accordance with IFRS. These unaudited condensed interim consolidated financial statements were authorized for issue by the Board of Directors on May 30, 2024.

(b) Basis of preparation

These condensed interim consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(c) Basis of consolidation

The condensed interim consolidated financial statements of the Company include F4 Uranium Corp., a wholly-owned subsidiary incorporated in British Columbia on February 9, 2024, and Fission Energy Peru S.A.C., which is 100% owned, has been inactive since 2020 and has no assets or liabilities. The Company consolidates subsidiaries when it is exposed, or has rights, to variable returns from its involvement with the subsidiaries and has the ability to affect those returns through its power over the subsidiaries. All intercompany balances eliminated on consolidation.

3. Material accounting policies

(a) Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

Financial Instrument	**Classification**
Cash and cash equivalents	FVTPL
Marketable securities	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Convertible debt	Amortized cost
Lease liability	Amortized cost

3. Material accounting policies (continued)

(a) Financial instruments (continued)

Measurement

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss in the period in which they arise.

Selected investments in equity instruments at FVTOCI are initially recorded at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Impairment of financial assets at amortized cost

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

Derecognition of financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss.

(b) Cash and cash equivalents

Cash and cash equivalents consist of deposits in banks and redeemable term deposits that are readily convertible to cash. The Company’s cash and cash equivalents are invested with major financial institutions and are not invested in any asset backed deposits/investments.

(c) Foreign currency translation

These condensed interim consolidated financial statements are presented in Canadian dollars. The financial statements for the Company’s subsidiary are measured using the currency of the primary economic environment in which the subsidiary operates (the “functional currency”). Each subsidiary determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. The functional currency determinations were conducted through an analysis of the consideration factors identified in *IAS 21, The Effects of Changes in Foreign Exchange Rates*.

3. Material accounting policies (continued)

(c) Foreign currency translation (continued)

The functional currency of the Company, and the Company's subsidiary are as follows:

- F3 Uranium Corp. – Canadian Dollar
- F4 Uranium Corp – Canadian Dollar (inactive and no assets)
- Fission Energy Peru S.A.C. – Peruvian New Sol (inactive and no assets)

Transactions and balances

Foreign currency transactions are translated into the Company's functional currency using the exchange rates prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at exchange rates prevailing at the reporting date are recognized in profit or loss. Non-monetary assets and liabilities are translated at their historical costs.

Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

Foreign operations

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

(d) Convertible debt

Under the Company's convertible debentures policy, the host debt liability, equity conversion feature and other (when applicable) components of convertible debentures are presented separately on the statement of financial position, at initial recognition. The Company determines the carrying amount of the financial liability by discounting the stream of future payments at the prevailing market rate for a similar liability of comparable credit status and providing substantially the same cash flows.

The liability component is then increased by accretion of the discounted amounts to reach the face value of the convertible debentures at maturity which is recorded in the statement of loss and comprehensive loss as accretion expense.

The carrying amount of other components (when applicable), such as warrants, is determined using the Black-Scholes Model. The carrying amount of the equity component is calculated by deducting the carrying amount of the financial liability and the carrying amounts of any other components (when applicable) from the amount of the convertible debentures, and is presented in equity as an equity component of convertible debentures.

The transaction costs are allocated between the liability and equity components, on a pro-rata basis according to their carrying amounts.

3. Material accounting policies (continued)

(e) Exploration and evaluation assets

The Company records exploration and evaluation assets which consist of the costs of acquiring licenses for the right to explore and costs associated with exploration and evaluation activity, at cost. All direct and indirect costs related to the acquisition, exploration and development of exploration and evaluation assets are capitalized by property.

The exploration and evaluation assets are capitalized until the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable. Exploration and evaluation assets are then assessed for impairment and reclassified to mining property and development assets within property and equipment. If an exploration and evaluation property interest is abandoned, both the acquisition costs and the exploration and evaluation costs will be written off to operations in the period of abandonment.

On an ongoing basis, exploration and evaluation assets are reviewed on a property-by-property basis to consider if there are any indicators of impairment, including the following:

i. Whether the exploration on the property has significantly changed, such that previously identified resource targets are no longer being pursued;

ii. Whether exploration results to date are promising and whether additional exploration work is being planned in the foreseeable future; and

iii. Whether remaining claim tenure terms are sufficient to conduct necessary studies or exploration work.

If any indication of impairment exists, an estimate of the exploration and evaluation asset’s recoverable amount is calculated. The recoverable amount is determined as the higher of the fair value less costs of disposal for the exploration and evaluation property interest and their value in use. The fair value less costs of disposal and the value in use are determined for an individual exploration and evaluation property interest, unless the exploration and evaluation property interest does not generate cash inflows that are largely independent of other exploration and evaluation property interests. If this is the case, the exploration and evaluation property interests are grouped together into cash generating units (“CGUs”) for impairment purposes.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

Where an impairment subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate and its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior periods. A reversal of an impairment loss is recognized in profit or loss in the period in which that determination was made.

3. Material accounting policies (continued)

(f) Agents warrants

Warrants issued to agents in connection with a financing are recorded at fair value using the Black-Scholes Option Pricing Model and charged to share issue costs associated with the offering with an offsetting credit to reserves in shareholders' equity.

(g) Flow-through shares

Resource expenditure deductions for income tax purposes related to exploration activities funded by flow-through share arrangements are renounced to investors under Canadian income tax legislation. On issuance, the Company separates the flow-through share into i) a flow-through share premium, equal to the difference between the current market price of the Company's common shares and the issue price of the flow through share and ii) share capital. Upon eligible exploration expenditures being incurred, the Company recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares must be expended on Canadian resource property exploration within a period of two years. Failure to expend such funds after the end of the first year as required under the Canadian income tax legislation will result in a Part XII.6 tax to the Company on flow-through proceeds renounced under the "Look-back" Rule. When applicable, this tax is accrued as flow-through share tax expense until paid.

(h) Share capital

Share capital includes cash consideration received for share issuances, net of commissions and share issue costs. Common shares issued for non-monetary consideration are recorded at their fair market value based upon the trading price of the Company's shares on the Exchange on the date of the agreement.

The proceeds from the issue of units is allocated between common shares and common share purchase warrants on a prorated basis on relative fair values as follows: the fair value of common shares is based on the market close on the date the units are issued; and the fair value of the common share purchase warrants is determined using the Black-Scholes Option Pricing Model.

(i) Share-based payments

The Company's share-based compensation plans for employees, Directors, Officers, employees and consultants consist of stock options and restricted share units ("RSUs").

The Company has a stock option plan whereby it is authorized to grant stock options to directors, officers, employees and consultants. Directors, officers, employees and consultants are classified as employees who render personal services to the entity and either i) are regarded as employees for legal or tax purposes, ii) work for an entity under its direction in the same way as directors, officers, employees and consultants who are regarded as employees for legal or tax purposes, or iii) the services rendered are similar to those rendered by employees.

The fair value of equity settled stock options issued to employees is measured on the grant date, using the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility of the expected market price of the Company's common shares and an expected life of the options. The fair value less estimated forfeitures is charged over the vesting period of the related options to profit or loss unless it meets the criteria for capitalisation to the exploration and evaluation assets with a corresponding credit to other capital reserves in equity. Stock options granted

3. Material accounting policies (continued)

(i) Share-based payments (continued)

with graded vesting schedules are accounted for as separate grants with different vesting periods and fair values.

The share-based awards issued to non-employees are generally measured on the fair value of goods or services received unless that fair value cannot be reliably measured. This fair value shall be measured at the date the entity obtains the goods or the counterparty renders service. If the fair value of goods or services received cannot be reliably measured, the fair value of the share-based payments to non-employees are periodically re-measured using the Black-Scholes Option Pricing Model until the counterparty performance is complete.

When the stock options are exercised, the proceeds are credited to share capital and the fair value of the options exercised is reclassified from other capital reserves to share capital. The estimated forfeitures are based on historical experience and reviewed on a quarterly basis to determine the appropriate forfeiture rate based on past, present and expected forfeitures.

RSUs are measured at their fair value on the date of grant based on the closing price of the Company's shares on the date of the grant and are recognized as share-based compensation expense over the vesting period, with a corresponding credit to reserve for share-based payments.

(j) Income taxes

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

Deferred income taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they are realized or settled, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future tax profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(k) Loss per share

The Company presents basic and diluted loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the gain or loss attributable to common shareholders when the effect is anti-dilutive.

3. Material accounting policies (continued)

(l) 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 control 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, services or obligations between related parties.

(m) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset over a period of time in exchange for consideration. The Company assesses whether the contract involves the use of an identified asset, whether it has the right to obtain substantially all of the economic benefits from the use of the asset during the term of the contract and it has the right to direct the use of the asset.

The right-of-use asset is subsequently depreciated from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. The right-of-use asset may be reduced due to impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

A lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date discounted by the interest rate implicit in the lease or, if that rate cannot be readily determined the incremental borrowing rate. The lease liability is subsequently measured at amortized cost using the effective interest method. Lease payments included in the measurement of the lease liability comprise fixed payments, variable lease payments, and amounts expected to be payable at the end of the lease term.

The Company does not recognize the right-of-use assets and lease liabilities for short-term leases that have a lease term of twelve months or less. The lease payments associated with these leases are charged directly to income on a straight-line basis over the lease term. Refer to Note 6.

4. Key estimates and judgements

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Judgements

- the recoverability of mineral properties and exploration and evaluation expenditures incurred on its projects; the Company capitalizes acquisition, exploration and evaluation expenditures on its statement of financial position, and evaluates these amounts at least annually for indicators of impairment;

4. Key estimates and judgements (continued)

Judgements (continued)

- the functional currency and reporting currency of the parent company, F3 Uranium Corp. and F4 Uranium Corp., is the Canadian Dollar. The functional currency Fission Energy Peru S.A.C. is the Peruvian Sol. The functional currency determination was conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates. The determination of functional currency involves certain judgments to determine the primary economic environment and the Company reconsiders the functional currency if there are changes in events and conditions of the factors used in the determination of the primary economic environment; and
- the Company determines the flow-through share premium by allocating the total funds received between common share and flow-through premium liability by first assessing the fair value of the common shares issued, based on market price at issuance, with any excess considered being allocated to warrants (if any) and the flow-through premium.

Estimates

- the discount rate used to present value the lease liability related to the office rent and the discount rate used to present value convertible debt was estimated to be 18% which was based off of the Company's interest rate on their corporate credit cards, as the Company does not have any other interest bearing debt;
- the inputs in accounting for share-based payment transactions in the statement of loss and comprehensive loss (using the Black-Scholes Option Pricing Model) including volatility, probable life of options granted, time of exercise of the options and forfeiture rate; and
- the determination and recognition of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

5. New accounting pronouncements

Certain pronouncements have been issued by the IASB that are effective for accounting periods beginning on or after January 1, 2023. With the exception of changing the Company's accounting policies from "significant" to "material", the Company has reviewed all other updates and determined that many of these updates are not applicable or consequential to the Company and have been excluded from discussion within the material accounting policy information.

IAS 1 – Presentation of Financial Statements ("IAS 1"), has been amended to clarify how to classify debt and other liabilities as either current or non-current. The amendment to IAS 1 is effective for the years beginning on or after January 1, 2023, with early application permitted. The Company has adopted this amendment effective July 1, 2023, resulting in no impact to the condensed interim consolidated financial statements.

6. Right-of-use asset and lease liability

On September 17, 2021, the Company entered a five-year office lease with an arm's length landlord commencing November 1, 2021. For the first 36 months, the Company will pay $3,275 per month and for the remainder of the term the monthly payments will be $3,488. The Company has recognized a right-of-use ("ROU") asset in respect to this lease, which is included in right-of-use asset on the statement of financial position.

(Expressed in Canadian dollars)

6. Right-of-use asset and lease liability (continued)

Below is a summary of the activities related to right-of-use office lease asset for the indicated periods:

Cost	**Right-of-use asset**
	$
As at June 30, 2022	-
Additions	**133,434**
As at June 30, 2023 and March 31, 2024	**133,434**
Accumulated depreciation	
Balance at June 30, 2022	17,791
Depreciation	26,687
As at June 30, 2023	**44,478**
Depreciation	20,015
As at March 31, 2024	**64,493**
Net Book Value	
As at June 30, 2023	88,956
As at March 31, 2024	**68,941**

The Company has also recognized a lease liability for this lease, which was initially measured at the present value of the future lease payments, discounted using the Company's incremental borrowing rate of 18%.

Below is a summary of the activities related to lease liabilities for the following periods:

	Lease liability
	$
Balance, June 30, 2022	**122,282**
Interest	19,869
Lease payments	(39,299)
Balance, June 30, 2023	**102,852**
Interest	12,447
Lease payments	(29,473)
Balance, March 31, 2024	**85,826**
Current portion of lease liability	27,674
Non-current lease liability	58,152
Balance, March 31, 2024	**85,826**

(Expressed in Canadian dollars)

7. Marketable securities and investments

The Company's marketable securities consist of investments in public company shares. A breakdown of the shares held was as follows:

Traction Uranium Corp.

	Number of Shares	Fair Value
Balance, June 30, 2022	**6,046,952**	**$ 2,297,842**
Sale of shares	(2,418,781)	(919,137)
Loss on change in fair value	-	(108,845)
Balance, June 30, 2023	**3,628,171**	**1,269,860**
Sale of shares	(907,043)	(317,465)
Loss on change in fair value	-	(775,522)
Balance, March 31, 2024	**2,721,128**	**$ 176,873**

SKRR Exploration Inc.

	Number of Shares	Fair Value
As at June 30, 2022	**-**	**$ -**
Acquisition (Note 8)	1,000,000	225,000
Loss on change in fair value	-	(50,000)
As at June 30, 2023	**1,000,000**	**175,000**
Acquisition (Note 8)	605,000	78,650
Loss on change in fair value	-	(69,075)
Balance, March 31, 2024	**1,605,000**	**$ 184,575**

During the period ended March 31, 2024, the Company received 605,000 (December 31, 2023 – 1,000,000) shares of SKRR Exploration Inc. with a fair value of $78,650 (December 31, 2023 - $225,000) as consideration for the sale of Clearwater West mineral property rights (Note 8).

Other investment

On May 29, 2023, the Company purchased a 3.125% undivided interest in a Cessna Citation CJ2+ from AirSprint for a total consideration of $217,672 ($160,000 USD); and a further $215,553 ($160,000 USD) was paid during the period ended March 31, 2024 for an additional 3.125% undivided interest. The undivided interest can be sold to a third party purchase any time. Under the contract, the Company has the right to utilize 42.20 hours (2023 - 25 hours) of flying time on the Cessna Citation CJ2+. The Company is required to pay an annual overhead fees of $169,069 (2023 - $84,535) to cover aircraft operating costs. The Company has the opportunity to sell its interest in the aircraft, as long as AirSprint is used as the agent on the transaction. AirSprint will maintain custody and control over the aircraft for the duration of the Company's ownership term.

The consideration paid to purchase the interest was recorded as a short-term investment.

8. Exploration and evaluation assets

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of title and/or ownership of claims. The agreements, claims, and concessions held at each property are as at March 31, 2024:

(a) Clearwater West Property, Saskatchewan, Canada

The Company holds a 100% interest in 3 claims (June 30, 2023 – 3 claims) at the Clearwater West property.

On May 10, 2023, the Company entered into an option agreement with SKRR Exploration Inc. ("SKRR") whereby SKRR has the opportunity to acquire up to a 70% interest in the Company's Clearwater West Project.

On January 10, 2024, the Company entered into an amending agreement with SKKR to extend the time for SKRR to incur the exploration expenditures. In consideration of amending the terms, SKRR will issue to the Company 1,000,000 additional common shares, as outlined below.

Pursuant to the Clearwater West Option Agreement (the "Clearwater West Agreement"), the Company granted SKRR an option to acquire a 50% interest in the Clearwater West Project for the following consideration:

i. Pay cash payments to the Company of $50,000 (met - $50,000 received).

ii. The issuance of 1,000,000 commons shares of SKRR (met - received with a fair value of $225,000) (Note 7).

iii. Incur $3,000,000 in exploration work on the Clearwater West Property (extended to on or before May 10, 2025).

iv. Issue a further 605,000 common shares of SKRR to the Company upon the approval by the TSX Venture Exchange of the amending agreement (met – received with a fair value of $78,650) (Note 7). Additionally, SKRR is required to issue an additional 395,000 common shares on or before June 1, 2024 unless subsequent to such share issuance, the Company's partially diluted shareholdings in SKRR would exceed 10% of the issued and outstanding shares of SKRR. In which case SKRR shall pay $39,500 in cash on or before June 5, 2024.

Upon completion of the 50% interest earn-in, SKRR and the Company will automatically enter into a joint venture and will negotiate to formalize a joint venture agreement. Pursuant to the terms of the Clearwater West Option Agreement, SKRR will have the option to increase its interest in the Clearwater West Property to 70% by making additional cash and exploration expenditures:

i. Additional cash payments totalling $50,000 on or before December 31, 2024.

ii. Incur an additional $3,000,000 in exploration work on the Clearwater West Property on or before the date that is three years following the date of the Clearwater West Agreement.

8. Exploration and evaluation assets (continued)

(a) Clearwater West Property, Saskatchewan, Canada (continued)

The Company will retain a 2.0% NSR on the property, of which 1% may be repurchased by SKRR for $1,000,000.

During the period ended March 31, 2024, the total consideration received of $78,650 was offset against the capitalized exploration and evaluation expenditures, to reduce the balance to $nil and the remainder of $75,460 was recognized as a recovery on mineral rights in the condensed interim consolidated statement of loss and comprehensive loss.

(b) Patterson Lake North Property, Saskatchewan, Canada

The Company holds a 100% interest in 51 claims (June 30, 2023 – 43 claims) at the Patterson Lake North property.

(c) Wales Lake Property, Saskatchewan, Canada

The Company holds a 100% interest in 31 claims (June 30, 2023 – 31 claims) at the Wales Lake Property.

(d) Key Lake Area, Saskatchewan, Canada

The Company holds a 100% interest in 5 properties that comprise the Key Lake Area in Saskatchewan. The number of claims held at each property is as follows:

(i) Bird Lake Property, 1 claim (June 30, 2023 – 1 claim)
(ii) Hobo Lake Property, nil claims (June 30, 2023– 37 claims)
(iii) Lazy Edward Bay Property, 11 claims (June 30, 2023 – 11 claims)
(iv) Seahorse Lake Property, 3 claims (June 30, 2023 – 3 claims)
(v) Grey Island, 22 claims (June 30, 2023 – 11 claims)
(vi) Henderson Lake, 1 claim (June 30, 2023 – nil claims)

(e) Hobo Lake

On January 16, 2024, F4 Uranium Corp., wholly subsidiary of the Company and CanAlaska Uranium Ltd. ("CanAlaska") entered into a swap agreement, where the Company transferred all rights and interests in the Hobo Lake Property to CanAlaska, and CanAlaska transferred all rights and interests in the Patterson West Property to the Company. The agreement was executed with no monetary consideration; instead, the exchange was based on equivalent values of the properties involved.

In exchange for the Hobo Lake Property, the Company received CanAlaska's rights and title to their Patterson West claims, as well as a 2.5% net smelter royalty on the Hobo Lake Property. In exchange for the Patterson West Property, CanAlaska received the Company's rights and title to their Hobo Lake Property claims, as well as a 2.5% net smelter royalty on the Patterson West property. The net smelter royalties had values of $nil.

The Company holds a 100% interest in 2 properties (2023 – 3 properties) that comprise the Beaverlodge/ Uranium City Area in Saskatchewan. The number of claims held at each property is as follows:

(i) Beaver River Property, 9 claims (June 30, 2023 – 14 claims)
(ii) Hearty Bay Property, 7 claims (June 30, 2023 – 7 claims)
(iii) Midas, nil claim (June 30, 2023 – 1 claim)

8. Exploration and evaluation assets (continued)

(f) Northeast Athabasca Basin Area, Saskatchewan, Canada

The Company holds a 100% interest in 29 claims (June 30, 2023 – 28 claims) in other uranium properties in and around the Northeast Athabasca Basin area.

Murphy Lake (Letter of Intent)

On February 13, 2024, F4 Uranium Corp., wholly-owned subsidiary of the Company, entered into a non-binding letter of intent with Canadian GoldCamps Corp. ("Camp"), outlining the terms for Camp to earn up to a 70% interest in the Murphy Lake property in the Athabasca Basin, Saskatchewan (the "LOI"). Under the proposed terms, Camp will commit to $1,400,000 in cash payments, $18,000,000 in exploration expenditures, and the issuance of shares representing 9.9% of the issued and outstanding shares of Camp. As part of the initial terms, Camp made an initial payment of $100,000 upon signing the LOI. The completion of this transaction is contingent upon the parties entering a Definitive Agreement within 90 days.

Traction Uranium Corp. Option Agreements

On December 9, 2021, the Company entered into two Option Agreements with Traction Uranium Corp. ("Traction") whereby Traction has the opportunity to acquire up to a 70% interest in two properties controlled by the Company: the Hearty Bay Project and the Lazy Edward Bay Project.

On February 28, 2023, the Company entered into an amending agreement with Traction to extend the time for Traction to incur the exploration expenditures.

Hearty Bay Project

Pursuant to the Hearty Bay Option Agreement (the "Hearty Bay Agreement"), the Company granted Traction an option to acquire a 50% interest in the Hearty Bay Project for the following consideration:

i. Pay cash payments to the Company of $650,000 over a two-year period (met - $150,000 received in 2024; $200,000 received in 2023; and $300,000 received in 2022).

ii. Issue shares to the Company equal to 7.5% of the number of issued and outstanding common shares of Traction that are outstanding as of such date, provided Traction has completed one or more equity financings for gross proceeds of $2,000,000 by such date (the Company received 3,023,476 Traction shares on December 29, 2021 with a fair value of $2,569,955) (met).

iii. Incur $3,000,000 in exploration work on the Hearty Bay Property by December 31, 2024. On March 11, 2022, the Company received $1,000,000 in cash to be used for mineral expenditures. As at June 30, 2023, the Company had incurred the $1,000,000 in eligible expenditures. During the period ended March 31, 2024, the Company received an additional $2,000,000 in cash to be used for mineral expenditures. As at March 31, 2024, the Company incurred $479,763 in eligible expenditures and has a commitment to spend the remaining $1,520,237.

8. Exploration and evaluation assets (continued)

(f) Northeast Athabasca Basin Area, Saskatchewan, Canada (continued)

To acquire the additional 20% interest in Hearty Bay Project, Traction will need to incur the following:

i. Additional cash payments totalling $350,000 ($150,000 on or before June 6, 2025; and $200,000 on or before December 9, 2025)

ii. Incur an additional $3,000,000 in exploration work on the Hearty Bay Property on or before December 9, 2025.

The Company will retain a 2.0% net smelter return royalty ("NSR") on the property.

During the period ended March 31, 2024, the consideration received was offset against the capitalized exploration and evaluation expenditures, to reduce the balance to $195,790 (2023 - $nil) and the remainder of $nil (2023 - $nil) was recognized as a recovery on mineral rights in the statements of loss and comprehensive loss.

Lazy Edward Project

Pursuant to the Lazy Edward Project Option Agreement (the "Lazy Edward Agreement") the Company granted Traction an option to acquire a 50% interest in the Lazy Edward Project for the following consideration:

i) Pay cash payments to the Company of an aggregate of $550,000 over a two-year period (not met - $nil received in 2023; $300,000 received in 2022).

ii) Issue shares to the Company equal to 7.5% of the number of issued and outstanding common shares of Traction that are outstanding as of such date, provided Traction has completed one or more equity financings for gross proceeds of $2,000,000 by such date (the Company received 3,023,476 Traction shares on December 29, 2021 with a fair value of $2,569,955) (met).

iii) Incur $4,500,000 in exploration work on the Lazy Edward Property over the first two years of the contract. On May 20, 2022, the Company received $1,500,000 in cash to be used for mineral expenditures. As at June 30, 2022, the Company incurred $1,406,344 in eligible expenditures and the remaining balance of $93,656 was incurred during the year ended June 30, 2023.

The Company will retain a 2.0% NSR on the property.

During the year ended June 30, 2023, Traction terminated the Lazy Edward Agreement.

(Expressed in Canadian dollars)

8. Exploration and evaluation assets (continued)

As at March 31, 2024

	Clearwater West Property	Patterson Lake North Property	Key Lake Area	Beaverlodge / Uranium City Area	North East Athabasca Basin Area	**Total**
	$	$	$	$	$	**$**
Acquisition costs						
Balance, beginning of period	-	52,543	53,961	38,017	15,574	**160,095**
Additions	-	-	-	-	-	**-**
Balance, end of period	-	52,543	53,961	38,017	15,574	**160,095**
Exploration costs						
Balance, beginning of year	-	22,636,476	1,387,203	594,111	4,984,220	**29,602,010**
Incurred during the year						
Drilling	-	21,213,575	637	-	2,684	**21,216,896**
Camp costs and exploration costs	-	2,001,230	-	-	-	**2,001,230**
Geological costs	-	(260)	-	-	-	**(260)**
Geophysics costs	-	1,470,202	1,105	-	15,853	**1,487,160**
Land retention and permitting	-	5,197	31,469	889	8,810	**46,365**
Reporting and survey	-	48,109	20,586	-	37,770	**106,465**
Community relations	-	211	-	-	-	**211**
Additions	-	24,738,264	53,797	889	65,117	**24,858,067**
Property swap	-	949,675	(949,675)	-	-	**-**
Recovery of costs	-	-	-	(150,000)	(100,000)	**(250,000)**
Balance, end of year	-	48,324,415	491,325	445,000	4,949,337	54,210,077
Total	**-**	**48,376,958**	**545,286**	**483,017**	**4,964,911**	**54,370,172**

(Expressed in Canadian dollars)

8. Exploration and evaluation assets (continued)

As at June 30, 2023

	Clearwater West Property	Patterson Lake North Property	Wales Lake Property	Key Lake Area	Beaverlodge / Uranium City Area	North East Athabasca Basin Area	**Total**
	$	$	$	$	$	$	**$**
Acquisition costs							
Balance, beginning of year	-	13,472	29,947	53,534	36,545	15,574	**149,072**
Additions	-	76	9,048	427	1,472	-	**11,023**
Balance, end of year	-	13,548	38,995	53,961	38,017	15,574	**160,095**
Exploration costs							
Balance, beginning of year	93,228	9,457,727	1,208,908	955,235	698,452	1,900,769	**14,314,319**
Incurred during the year							
Drilling	616	10,977,100	-	32,194	443,178	2,721,321	**14,174,409**
Camp costs and exploration costs	-	864,987	-	-	28,000	271,228	**1,164,215**
Geological costs	-	15,119	-	-	79,816	4,968	**99,903**
Geophysics costs	-	77,321	-	377,012	1,368	82,236	**537,937**
Land retention and permitting	487	7,926	7,152	5,240	3,695	1,383	**25,883**
Reporting and survey	156	17,767	-	12,893	1,567	10,668	**43,051**
General	-	-	2,469	4,629		106	**7,204**
Additions	1,259	11,960,220	9,621	431,968	557,624	3,091,910	**16,052,602**
Recovery of costs	(94,487)	-	-	-	(200,000)	-	**(294,487)**
Impairment of costs	-	-	-	-	(461,965)	(8,459)	**(470,424)**
Balance, end of year	-	21,417,947	1,218,529	1,387,203	594,111	4,984,220	29,602,010
Total	**-**	**21,431,495**	**1,257,524**	**1,441,164**	**632,128**	**4,999,794**	**29,762,105**

(Expressed in Canadian dollars)

9. Convertible debt

On October 18, 2023, the Company closed a $15,000,000 convertible debenture financing (the "Debentures") with Denison Mines Corp. ("Denison").

The Debentures carry a 9% coupon (the "Interest"), payable quarterly, have a maturity date of October 18, 2028, and are convertible at Denison's option into common shares of the Company at a conversion price of $0.56 per share (the "Conversion Price").

The Company, at its sole discretion, may pay up to one-third of the Interest in common shares of the Company issued at a price per common share equal to the volume-weighted average trading price of the Company's common shares on the TSX Venture Exchange (the "TSXV") for the 20 trading days ending on the day prior to the date on which such payment of Interest is due.

Transaction costs associated with the issuance of the Debenture totaled $749,365, which includes cash payments of $593,500 and the issuance of 380,518 common shares with a fair value of $155,865 (Note 11).

The following table summarizes the accounting for the convertible note during the period ended March 31, 2024:

	Liability Component	Equity Component
	$	$
Balance – June 30, 2023 and 2022	-	-
Initial recognition	10,501,256	2,737,047
Accretion	870,023	-
Interest	(609,000)	-
Balance – March 31, 2024	**10,762,279**	**2,737,047**

For accounting purposes, the convertible loan is separated into its liability and equity components by first valuing the liability component. The fair value of the liability component at the time of issue was calculated as the discounted cash flows of the loan assuming a 18% discount rate, which was the estimated rate for a similar loan without a conversion feature. The fair value of the equity component (conversion feature) was determined at the time of issue as the difference between the face value of the loan and the fair value of the liability component, less deferred income tax adjustments.

(Expressed in Canadian dollars)

10. Flow-though share premium liability

A summary of the changes in the Company's flow-though share premium liability is as follows:

Flow-Through Share Premium Liability	**March 31, 2024**	June 30, 2023
Opening balance	**$ 2,415,671**	$ 376,776
Flow-through share premium on issuance of flow-through common share units (Note 11)	-	5,780,547
Settlement of flow-through share premium liability on expenditures incurred	(2,415,671)	(3,741,652)
Ending balance	**$ -**	$ 2,415,671

11. Share capital and other capital reserves

The Company is authorized to issue an unlimited number of common shares, without par value. All of the Company's issued shares are fully paid.

(a) Share issuances

For the period ended March 31, 2024

November 27, 2023

On November 27, 2023, the Company issued 380,518 common shares valued at $155,865 as part of the financial advisory fees related to the convertible debenture agreement with Denison Mines Corp. (Note 9).

September 12, 2023

The Company closed a private placement for gross proceeds of $20,000,000 comprising 41,237,113 charity flow-through shares of the Company (each, a "Charity FT Unit") at a price of $0.485 per share.

Each Charity FT Unit is comprised of one common share of the Company to be issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) (each, a "FT Share") and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.485 for a two year period. The Company paid a cash fee of $1,086,250 and incurred $78,580 in expenses in connection with this private placement.

The Company also issued 2,239,690 brokers' warrants which entitles the holder to purchase a one common share of the Company at a price of $0.485 per share at any time on or before September 12, 2025.

Gross proceeds from this private placement were allocated between shares and warrants using a pro-rata based on the fair value of shares and warrants on the date of issuance. A total of $15,793,000 was recorded in share capital in relation to the common shares and $4,207,000 was recorded in other capital reserves in relation to the warrants. The fair value of the warrants was determined using the Black-Scholes Option Pricing Model using the following assumptions: a volatility of 106.28%; risk-free interest rate of 4.58%; expected life of 2 years; and a dividend rate of 0%. A total of $244,843 was

11. Share capital and other capital reserves (continued)

(a) *Share issuances (continued)*

reclassified from unit issuance costs to tother capital reserves for the proportionate share of warrants in the units issued.

The fair value of the brokers' warrants was determined based on the closing trading price on September 12, 2023 and the fair value of warrants was determined using the Black-Scholes Option Pricing Model and $495,000 was recorded as share issuance costs using the following assumptions: a volatility of 106.28%; risk-free interest rate of 4.58%; expected life of 2 years; and a dividend rate of 0%.

Exercise of warrants and options

During the period ended March 31, 2024, the Company issued 41,493,674 common shares for the exercise of warrants at prices ranging from $0.13 to $0.26 per share for gross proceeds of $9,181,616. The fair value of warrants exercised, $3,329,459 was reclassified to share capital from reserves.

During the period ended March 31, 2024, the Company issued 7,830,262 common shares for the exercise of options at prices ranging from $0.12 to $0.33 per share for gross proceeds of $1,323,611. The fair value of options exercised, $977,864 was reclassified to share capital from reserves.

For the year ended June 30, 2023

May 26, 2023

On May 26, 2023, the Company closed a private placement for gross proceeds of $12,000,000 comprising:

- 4,255,319 flow-through units of the Company (each, a "FT Unit") at a price of $0.47 per FT Unit for gross proceeds of $2,000,000 from the sale of FT Units; and

- 21,276,596 FT Units to be sold to charitable buyers (each, a "Charity FT Unit") at a price of $0.47 for gross proceeds of $10,000,000 from the sale of Charity FT Units.

Each FT Unit is comprised of one common share of the Company to be issued as a "flow-through share" within the meaning of the Income Tax Act (Canada) (each, a "FT Share") and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.47 at any time on or before May 26, 2026. The Company paid cash finders' fees of $712,500 and incurred $117,307 expenses in connection with this private placement which has been recorded as share issuance costs. The Company also issued 1,515,957 brokers' warrants which entitles the holder to purchase one common share of the Company at a price of $0.35 at any time on or before May 26, 2025.

Gross proceeds from this private placement were allocated between shares and warrants using a pro-rata based on the fair value of shares and warrants on the date of issuance. A total of $10,187,000 was recorded in share capital in relation to the common shares and $1,813,000 was recorded in other capital reserves in relation to the warrants. The

11. Share capital and other capital reserves (continued)

(a) Share issuances (continued)

May 26, 2023 (continued)

fair value of the warrants was determined using the Black-Scholes Option Pricing Model using the following assumptions: a volatility of 109.13%; risk-free interest rate of 3.94%; expected life of 3 years; and a dividend rate of 0%. A total of $125,322 was reclassified from unit issuance costs to other capital reserves for the proportionate share of warrants in the units issued. In addition, a value of $2,923,404 was attributed to the flow-through premium liability in connection with the flow-through and charity flow-through shares (Note 10).

The fair value of the brokers' warrants was determined based on the closing trading price on May 26, 2023 and the fair value of warrants was determined using the Black-Scholes Option Pricing Model and $245,000 was recorded as share issuance costs using the following assumptions: a volatility of 116%; risk-free interest rate of 4.20%; expected life of 2 years; and a dividend rate of 0%.

December 21, 2022

The Company closed a private placement for gross proceeds of $8,000,000, comprising 19,047,619 flow-through shares of the Company at a price of $0.42 per share.

The Company paid a cash finders' fee of $450,000 and incurred $171,099 in expenses in connection with this private placement which has been recorded as share issuance costs. The Company also issued 1,071,427 brokers' warrants which entitles the holder to purchase a one common share of the Company at a price of $0.42 per share at any time on or before December 21, 2024. The fair value of the brokers' warrants was determined based on the closing trading price on December 21, 2022 and the fair value of warrants was determined using the Black-Scholes Option Pricing Model and $137,000 was recorded as share issuance cost using the following assumptions: a volatility of 110.80%; risk-free interest rate of 3.65%; expected life of 2 years; and a dividend rate of 0%.

In addition, a value of $2,857,143 was attributed to the flow-through premium liability in connection with the flow-through shares.

Exercise of warrants and options

During the year ended June 30, 2023, the Company issued 30,272,545 common shares for the exercise of warrants at prices ranging from $0.06 to $0.26 per share for gross proceeds of $5,636,044. The fair value of warrants exercised, $1,837,470 was reclassified to share capital from reserves.

During the year ended June 30, 2023, the Company issued 5,439,977 common shares for the exercise of options at prices ranging from $0.12 to $0.20 per share for gross proceeds of $787,963. The fair value of options exercised, $594,757 was reclassified to share capital from reserves.

(Expressed in Canadian dollars)

11. Share capital and other capital reserves (continued)

(a) *Share issuances (continued)*

Exercise of warrants and options

During the period ended March 31, 2023, the Company issued 23,518,909 common shares for the exercise of warrants at prices ranging from $0.06 to $0.26 per share for gross proceeds of $4,394,658. The fair value of warrants exercised, $1,441,772 was reclassified to share capital from reserves.

During the period ended March 31, 2023, the Company issued 2,824,977 common shares for the exercise of options at prices ranging from $0.12 to $0.20 per share for gross proceeds of $413,696. The fair value of options exercised, $278,723 was reclassified to share capital from reserves.

(b) *Stock options and warrants*

The Company has a stock option plan which allows the Board of Directors to grant stock options to employees, directors, officers, and consultants. The exercise price is determined by the Board of Directors provided the minimum exercise price is set at the Company's closing share price on the day before the grant date. The options can be granted for a maximum term of five years and vesting terms are determined by the Board of Directors at the date of grant. The common shares reserved for issuance cannot exceed 10% of the issued and outstanding common shares of the Company.

Stock option and warrant transactions are summarized as follows:

	Stock options		**Warrants**	
	Number outstanding	Weighted average exercise price	Number outstanding	Weighted average exercise price
		$		$
Balance, June 30, 2022	23,815,833	0.15	73,758,788	0.21
Granted	12,400,000	0.28	15,353,342	0.45
Expired	-	-	(657,500)	0.12
Exercised	(5,439,977)	0.14	(30,272,545)	0.19
Forfeited	(880,000)	0.16	-	-
Balance, June 30, 2023	**29,895,856**	**0.21**	**58,182,085**	**0.28**
Granted	22,765,000	0.43	22,858,246	0.49
Expired	(1,170,333)	0.12	(1,335,069)	0.26
Exercised	(7,830,262)	0.17	(41,493,674)	0.22
Balance, March 31, 2024	**43,660,261**	**0.33**	**38,211,588**	**0.47**

(Expressed in Canadian dollars)

11. Share capital and other capital reserves (continued)

(b) Stock options and warrants (continued)

As at March 31, 2024, stock options and warrants were outstanding as follows:

Stock Options

Number outstanding	Exercise price	Number of vested options	Expiry date
	$		
600,000	0.19	600,000	October 18, 2024
4,050,500	0.12	4,050,500	September 2, 2026
4,200,000	0.16	4,200,000	October 12, 2026
600,000	0.19	600,000	October 18, 2026
3,638,159	0.20	3,638,159	March 8, 2027
7,806,602	0.33	3,806,602	April 6, 2028
12,765,000	0.41	4,255,000	December 15, 2028
10,000,000	0.45	3,333,333	January 12, 2029
43,660,261		**24,483,594**	

The weighted average remaining life of the stock options is 3.95 years.

Warrants

Number outstanding	Exercise price	Number of vested warrants	Expiry date
	$		
1,071,427	0.42	1,071,427	December 21, 2024
1,515,957	0.35	1,515,957	May 26, 2025
20,618,556	0.485	20,618,556	September 12, 2025
2,239,690	0.485	2,239,690	September 12, 2025
12,765,958	0.47	12,765,958	May 26, 2026
38,211,588		**38,211,588**	

The weighted average remaining life of the warrants is 1.65 years.

(Expressed in Canadian dollars)

11. Share capital and other capital reserves (continued)

(c) Share-based compensation

All options are recorded at fair value using the Black-Scholes option pricing model. During the period ended March 31, 2024, the Company granted 22,765,000 stock options (March 31, 2023 – 4,400,000 stock options). Pursuant to the vesting schedule of options granted, during the period ended March 31, 2024 share-based compensation of $4,894,791 (March 31, 2023 – $924,772) was recognized in the condensed interim consolidated statement of loss and comprehensive loss. The weighted average assumptions used in the Black-Scholes Option Pricing Model were as follows:

	March 31, 2024	June 30, 2023
Discount rate	3.57%	2.44%
Expected life	5	5
Expected volatility	102.10%	111.41%
FV granted price	$0.34	$0.23

(d) Restricted stock units

The Company has adopted a restricted share unit plan (the "RSU Plan"), which provides that the Board of Directors of the Company may, from time to time, grant to directors, officers, employees and consultants of the Company, non-transferable RSUs. The expiry date for each restricted share unit shall be set by the Board of Directors at the time of issue. A vesting schedule may be imposed at the discretion of the Board of Directors at the time of issue. The number of shares that may be reserved for issuance shall not exceed 41,103,400 shares of the Company unless approved by disinterested shareholders of the Company at a duly held meeting but shall not exceed 10% of the issued and outstanding shares of the Company.

On December 12, 2022, the Company granted 30,127,618 RSUs to directors, officers, consultants and employees of the Company. Each RSU entitles the holder to receive one common share of the Company upon the vesting of such RSU. The RSUs will vest in three one-third tranches on January 1, 2023, January 1, 2024 and January 1, 2025. The fair value of these RSUs was determined to be $7,983,819 by reference to the fair value of the Company's common shares on the date of grant and will be recognized as an expense over the vesting period.

On December 12, 2022, the Company granted 65,000 RSUs to a consultant of the Company. Each RSU entitles the holder to receive one common share of the Company upon the vesting of such RSU. The RSUs will vest in two one-half tranches on January 1, 2023 and May 1 2023. The fair value of these RSUs was determined to be $17,225 by reference to the fair value of the Company's common shares on the date of grant and will be recognized as an expense over the vesting period.

On January 23, 2023, the Company granted 150,000 RSUs to an advisor of the Company. Each RSU entitles the holder to receive one common share of the Company upon the vesting of such RSU. The RSUs will vest in three one-third tranches on July 1, 2023, July 1, 2024 and July 1, 2025. The fair value of these RSUs was determined to be $48,750 by reference to the fair value of the Company's common shares on the date of grant and will be recognized as an expense over the vesting period.

(Expressed in Canadian dollars)

11. Share capital and other capital reserves (continued)

(d) Restricted stock units (continued)

On July 24, 2023, the Company granted 1,000,000 RSU to a key employee. Each RSU entitles the holder to receive one common share of the Company upon the vesting of such RSU. The RSUs will vest in three one-third tranches on July 27, 2024, January 27, 2025 and July 27, 2026. The fair value of these RSUs was determined to be $365,000 by reference to the fair value of the Company's common shares on the date of grant and will be recognized as an expense over the vesting period.

On December 15, 2023, the Company granted 12,590,000 RSU to officers, directors, employees and consultants. Each RSU entitles the holder to receive one common share of the Company upon the vesting of such RSU. The RSUs will vest in three one-third tranches on December 15, 2024, December 15, 2025 and December 15, 2026. The fair value of these RSUs was determined to be $5,665,500 by reference to the fair value of the Company's common shares on the date of grant and will be recognized as an expense over the vesting period.

Pursuant to the vesting schedule of RSUs granted during the period ended March 31, 2024 share-based compensation of $3,019,823 (March 31, 2023 - $3,816,299) was recognized in the condensed interim consolidated statement of loss and comprehensive loss.

The continuity of RSUs are summarized below:

	Number of RSUs
Balance as at June 30, 2022	**-**
RSUs granted	30,342,618
Converted to shares	(4,465,833)
Cancelled	(1,633,334)
Balance as at June 30, 2023	**24,243,451**
RSUs granted	13,590,000
Converted to shares	(1,187,741)
Cancelled	(2,333,333)
Balance as at March 31, 2024	**34,312,377**

As at March 31, 2024, there were 12,561,745 (June 30, 2023 – 5,541,706) RSUs vested and pending issuance. During the period ended March 31, 2024, 1,187,741 (December 31, 2023 – 3,299,166) common shares were issued for the conversion of RSUs and $317,751 (December 31, 2023 - $874,249) was transferred from reserves to share capital.

12. Supplemental disclosure with respect to cash flows

	March 31, 2024	June 30, 2023
	$	$
Cash	**34,098,792**	17,665,999
Cash equivalents	**69,000**	57,500
	34,167,792	17,723,499

There were no cash payments for income taxes during the ended March 31, 2024 and 2023. During the periods ended March 31, 2024, the Company received $1,386,025 (March 31, 2023 - $278,344) in interest income.

12. Supplemental disclosure with respect to cash flows (continued)

Significant non-cash transactions for the period ended March 31, 2024 included:

(a) The Company received 605,000 common shares from SKRR Exploration Inc. valued at $78,650 pursuant to the amended mineral option agreement with the Company for up to 70% interest in the Clearwater West claims.

(b) Reallocation of $4,207,000 out of the total the proceeds received for the private placements to reserves as the value of the warrants issued in connection with the private placements.

(c) Reallocation of $244,843 of share issuance costs to reserves in connection with the private placements.

(d) Incurred $2,788,426 of exploration and evaluation related expenditures through accounts payable and accrued liabilities.

(e) Reallocation of $4,307,323 of exercised warrants and options from reserves to share capital.

(f) Reallocation of $3,749,379 from the liability component, of which $2,737,047 was allocated to the equity component of the convertible debt and $1,012,332 was allocated to deferred tax liability.

(g) The Company issued 380,518 common shares valued at $155,865 as part of the financial advisory fees related to the convertible debenture agreement.

(h) Reallocation of $317,751 of redeemed RSUs from reserves to share capital.

(i) Fair value of issued brokers' warrants of $495,000.

(j) Mineral exploration commitment to incur $479,763 for the Hearty Bay property, respectively, pursuant to option agreement.

(k) Exploration advances of $155,998 were recognized in exploration and evaluation assets.

Significant non-cash transactions for the period ended March 31, 2023 included:

(a) The Company transferred $2,857,143 from share capital to flow-through share premium liability in connection with the issuance of flow-through shares.

(b) Incurred $1,584.173 of exploration and evaluation related expenditures through accounts payable and accrued liabilities.

(c) Reallocation of $1,720,495 of exercised warrants and options from reserves to share capital.

(d) Reallocation of $874,279 of redeemed RSUs from reserves to share capital.

(e) Fair value of issued brokers' warrants of $137,000.

(Expressed in Canadian dollars)

13. Related party transactions

The Company has identified the Company's officers, directors, and senior management as its key management personnel.

	March 31, 2024	March 31, 2023
	$	$
Compensation costs		
Wages, consulting and directors fees paid or accrued to key management personnel and companies controlled by key management personnel	**2,020,118**	912,370
Share-based compensation pursuant to the vesting schedule of options and RSUs granted to key management personnel	**5,155,148**	2,973,766
	7,175,266	3,886,136
Exploration and evaluation expenditures	905,039	292,500
Total	**8,080,305**	**4,178,636**

Included in accounts payable at March 31, 2024 is $9,088 (June 30, 2023 - $59,091) for expenses due to key management personnel and companies controlled by key management personnel. Amounts were non-interest bearing, unsecured and due on demand.

These transactions were in the normal course of operations.

14. Segmented information

The Company primarily operates in one reportable operating segment being the acquisition and exploration of mineral properties. As at March 31, 2024 and June 30, 2023, all of the Company's assets were in Canada.

15. Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue exploration and development of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company depends on external financing to fund its activities. The capital structure of the Company currently consists of common shares, stock options, RSUs and warrants.

Changes in the equity accounts of the Company are disclosed in the statements of changes in equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or debt or dispose of assets. The issuance of common shares or issuance of debt requires approval of the Board of Directors.

15. Capital management (continued)

The Company reviews its capital management approach on an on-going basis and updates it as necessary depending on various factors, including capital deployment and general industry conditions. The Company anticipates continuing to access equity markets and the use of joint ventures to fund continued exploration and development of its exploration and evaluation assets and the future growth of the business.

16. Financial instruments and risk management

Financial instruments

IFRS 13, Fair Value Measurement, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash and cash equivalents, marketable securities, accounts payable and accrued liabilities, convertible debt, and lease liability. Cash and cash equivalents and marketable securities are valued using quoted prices from an active market (Level 1). For the accounts payable and accrued liabilities, the carrying values are considered to be a reasonable approximation of fair value due to the short-term nature of these instruments.

The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity and foreign exchange risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of its operations warrant such hedging activities.

Risk management

(a) Credit risk

Credit risk is the risk that a counterparty to a financial instrument will not discharge its obligations, resulting in a financial loss to the Company. The Company has procedures in place to minimize its exposure to credit risk. Company management evaluates credit risk on an ongoing basis including counterparty credit rating and other counterparty concentrations as measured by amount and percentage.

The primary sources of credit risk for the Company arise from cash and marketable securities.

The Company has not suffered any credit losses in the past, nor does it expect to have any credit losses in the future. As at March 31, 2024, the Company has no significant financial assets that are past due or impaired due to credit risk defaults. The Company's maximum exposure to credit risk is limited to its cash and investment account balances.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations with respect to financial liabilities as they fall due (see Note 1). The Company's financial liabilities are comprised of accounts payable and accrued liabilities. The Company frequently assesses its liquidity position by reviewing the timing of amounts due and the

(Expressed in Canadian dollars)

16. Financial instruments and risk management (continued)

(b) Liquidity risk (continued)

Company's current cash flow position to meet its obligations. The Company manages its liquidity risk by maintaining sufficient cash and cash equivalents and short-term investment balances to meet its anticipated operational needs.

The Company's accounts payable and accrued liabilities arose as a result of exploration and development of its exploration and evaluation assets and other corporate expenses. Payment terms on these liabilities are typically 30 to 60 days from receipt of invoice and do not generally bear interest.

The following table summarizes the remaining contractual maturities of the Company's financial liabilities.

	Dates	**March 31 2024**	June 30 2023
		$	$
Accounts payable and accrued liabilities	< 6 months	**2,953,858**	1,715,361

Interest rate risk

1. From time-to-time, the Company invests excess cash in guaranteed investment certificates ("GICs") at fixed or floating rates of interest and cash equivalents are to be maintained in floating rates of interest in order to maintain liquidity, while achieving a satisfactory return. As at March 31, 2024, the Company was exposed to nominal interest rate risk. The Company manages risk by monitoring changes in interest rates in comparison to prevailing market rates.

Market risk

2. Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or currency risk. The Company is exposed to other price risk on its marketable securities due to fluctuations in the current market prices and fluctuations in trading volumes of those securities. The Company's exposure to market risk is limited to the fair value of its marketable securities.

17. Commitments

During the period ended March 31, 2024, the Company entered into various consulting agreements with consultants and officers to provide various services. In the event of termination without cause or a change of control, the Company is committed to paying severance. This severance ranges from six months of consulting fees, with an additional one month of fees for each twelve months of service to three years of fees (the "Severance Period"). In the event there is a change in control and these individuals are terminated within the Severance Period, the Company will be liable to cover $3,116,000 in termination fees.

18. Subsequent events

Subsequent to March 31, 2024, the Company:

a) 1,062,951 RSUs were converted into common shares.

b) 1,019,234 options were exercised at prices ranging from $0.12 to $0.33 for total proceeds of $92,130.

c) The Company closed a private placement for gross proceeds of $10,074,415, comprising 7,409,908 federal flow-through Units of the Company at a price of $0.5355 per unit, and 10,447,235 Saskatchewan flow-through units at a price $0.5845 per unit (together "FT Units"). Each FT Unit issued pursuant to the offering, comprises of one common share of the Company and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of $0.56 at any time on or before May 30, 2026. The Company paid a cash finders' fee of $540,343 and incurred $70,000 in expenses in connection with this private placement. In addition, the Company issued 957,589 brokers' warrants which entitles the holder to purchase one common share of the Company at a price of $0.56 per share at any time on or before May 30, 2026.