PELANGIO EXPLORATION INC.

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Unaudited)

For the Three and Nine Months Ended September 30, 2024

Notice of Non-Review of Interim Financial Statements

The attached Interim Financial Statements for the three and nine months ended September 30, 2024, have been prepared by and are the responsibility of the Company's management (“Management”) and have been approved by the Board of Directors of the Company. The Company's independent auditor has not performed a review of these Interim Financial Statements.

PELANGIO

INDEX **PAGE**

PELANGIO

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN FINANCIAL POSITION (Unaudited)

(Expressed in Canadian Dollars)

As at	Note	September 30, 2024	December 31, 2023
Assets			
Current assets			
Cash		**$113,091**	$234,350
Amounts receivable		**8,188**	7,994
Prepaid expenses		**30,527**	15,550
Investments		**28,366**	239,543
Total assets		**$180,172**	$497,437
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	**7,10,11**	**$943,402**	$970,338
Legal settlement payable	**11**	**—**	119,509
Loan repayable		**—**	40,000
Deferred subscription receipts	**7,14**	**60,000**	—
Total liabilities		**1,003,402**	1,129,847
Shareholders' Equity (Deficiency)			
Share capital	**8**	**59,877,271**	59,595,030
Reserve for warrants	**9**	**1,675,390**	1,440,631
Reserve for share-based payments	**9**	**523,259**	547,153
Accumulated deficit		**(62,899,150)**	(62,215,224)
Total equity		**(823,230)**	(632,410)
Total liabilities and equity		**$180,172**	$497,437

Nature of operations and going concern (note 1)

Commitments and contingencies (note 11)

Subsequent events (note 14)

Approved on behalf of the Board:

"Ingrid Hibbard" Director

"JC St-Amour" Director

PELANGIO

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (Unaudited)
(Expressed in Canadian Dollars)

	Note	Three months ended September 30, 2024	Three months ended September 30, 2023	Nine months ended September 30, 2024	Nine months ended September 30, 2023
		$	$	**$**	$
Operating expenses					
Exploration and evaluation expenses	**6**	**18,143**	(21,025)	**201,097**	473,716
Professional and consulting fees	**10**	**25,551**	78,810	**147,355**	289,774
Compensation	**10**	**22,904**	20,291	**63,299**	69,989
Office and general		**30,988**	23,954	**56,205**	79,716
Investor relations and business development		**31,449**	3,773	**42,346**	18,417
Regulatory and transfer agent fees		**(4,932)**	17,699	**42,858**	30,697
Foreign taxes and penalties		**22,215**	67,898	**22,215**	67,898
Share-based compensation	**9**	**—**	12,856	**3,946**	63,441
Amortization		**—**	428	**—**	1,805
Net loss before the under-noted items:		**158,818**	204,684	**579,321**	1,095,423
Interest (income) expense		**(54)**	(83)	**782**	(2,713)
Other (income) expense	**7,11**	**—**	182,068	**(10,000)**	182,068
Foreign exchange (gain) loss		**(32,053)**	(36,438)	**4,114**	(12,126)
Expense recovery	**5,10**	**—**	(47,132)	**—**	(306,465)
Impairment of equipment		**—**	4,580	**—**	4,580
Unrealized (gain) loss on investments	**5**	**167,123**	58,227	**124,867**	(27,773)
Loss on disposal of investments		**—**	—	**12,682**	—
Net loss and comprehensive loss		**293,834**	365,906	**711,766**	988,540
Net loss per share - basic and diluted		**$(0.00)**	$(0.00)	**$(0.00)**	$(0.01)
Weighted average number of shares outstanding during the period – basic and diluted		**156,182,197**	109,768,953	**143,018,950**	109,472,073

See accompanying notes to the Interim Financial Statements

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIENCY) (Unaudited)
(Expressed in Canadian Dollars)

	Share capital		Reserves		Equity (Deficiency)	
	Number of shares	Amount	Warrants	Share-based payments	Accumulated Deficit	Attributable to shareholders
Balance, December 31, 2022	**109,321,173**	**$59,403,667**	**$1,583,688**	**$782,157**	**$(61,388,857)**	**$380,656**
Private placements	11,719,999	340,180	—	—	—	340,180
Warrants issued	—	(158,817)	158,817	—	—	—
Litigation settlement	285,715	10,000	—	—	—	10,000
Expiry of options	—	—	—	(259,551)	259,551	—
Expiry of warrants	—	—	(301,875)	—	301,875	—
Share-based compensation	—	—	—	24,547	—	24,547
Net loss for the period	—	—	—	—	(1,387,793)	(1,387,793)
Balance, December 31, 2023	**121,326,887**	**$59,595,030**	**$1,440,630**	**$547,154**	**$(62,215,224)**	**(632,410)**
Private placements	33,333,332	477,000	—	—	—	477,000
Warrants issued	—	(234,759)	234,759	—	—	—
Litigation settlement	2,000,000	40,000	—	—	—	40,000
Share-based compensation	—	—	—	3,946	—	3,946
Expiry of options	—	—	—	(27,840)	27,840	—
Net loss for the period	—	—	—	—	(711,766)	(711,766)
Balance, September 30, 2024	**156,660,219**	**$59,877,271**	**$1,675,389**	**$523,260**	**$(62,899,150)**	**$(823,230)**

See accompanying notes to the Interim Financial Statements.

PELANGIO

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited)
(Expressed in Canadian Dollars)

For the nine months ended September 30,	**Note**	**2024**	2023
Cash flows used in operating activities			
Net loss for the period		**$(711,766)**	$(988,540)
Adjustments to non-cash items:			
Share-based compensation expense	**9**	**3,946**	63,411
Amortization		**—**	1,805
Unrealized loss on investments	**5**	**124,867**	27,773
Disposal of investments		**86,310**	—
Impairment of equipment		**—**	4,580
Shares issued for legal settlement	**11**	**40,000**	10,000
Working capital adjustments:			
Accounts receivables		**(14,977)**	68,540
Prepaid expenses		**(194)**	(17,480)
Accounts payable and accrued liabilities		**(26,936)**	125,498
Legal settlement payable	**6**	**(119,509)**	148,160
Net cash flows used in operating activities		**(618,259)**	(556,253)
Cash flows provided by financing activities			
Proceeds from private placement financing, net	**8**	**477,000**	201,155
Deferred subscription receipts		**60,000**	—
Repayment of CEBA loan	**7**	**(40,000)**	—
Net cash flows provided by financing		**497,000**	201,155
Change in cash		**(121,259)**	(355,098)
Cash, beginning of the period		**234,350**	603,638
Cash, end of the period		**$113,091**	$248,540

1. Nature of operations and going concern

Pelangio Exploration Inc. (the "Company" or "Pelangio") was incorporated on February 27, 2008, under the Alberta Business Corporations Act and continued under the Canada Business Corporations Act (the "Act") on June 25, 2009. The principal business of the Company is the acquisition, exploration and development of mineral property interests in Ghana, Africa. The registered office is located at 82 Richmond Street East, Toronto, Ontario M5C 1P1.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of amounts expended on exploration and evaluation activities is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development and future profitable production or upon disposition of such properties at a profit. The Company may also be subject to increases in taxes and royalties, renegotiation of contracts, expropriation, currency exchange fluctuations and restrictions, and political uncertainty.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements, unregistered prior claims and agreements, aboriginal claims, social license requirements, and non-compliance with regulatory requirements.

Consistent with other companies in the sector of mineral exploration, the Company has incurred operating losses since inception, has limited sources of revenue, is unable to self-finance operations, and has significant cash requirements to meet its overhead and maintain its mineral interests.

For the three and nine months ended September 30, 2024, the Company had net losses of $293,834 (2023 - $365,906) and $711,766 (2023 - $988,540) respectively. As at September 30, 2024, the Company had an accumulated deficit of $62,899,150 (December 31, 2023 - $62,215,224) and a working capital deficit of $823,228 (December 31, 2023 – $632,410). These conditions indicate the existence of material uncertainties that cast significant doubt on the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent on the Company being able to satisfy its liabilities as they become due, to obtain the necessary financing to complete the development of its mineral properties, attainment of profitable mining operations, and, or the receipt of proceeds from the disposition of its mineral properties. The outcome of these matters cannot be predicted at this time. There is no assurance that funds will be available on terms acceptable to the Company or at all. These interim financial statements do not include any adjustments to the carrying values and classification of assets and liabilities that would be necessary if the Company was unable to realize its assets or discharge its liabilities in anything other than the ordinary course of operations. Such adjustments could be material.

2. Basis of presentation

(a) Statement of Compliance with International Financial Reporting Standards

These condensed consolidated interim financial statements for the three and nine months ended September 30, 2024 ("Interim Financial Statements") have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). Accordingly, these Interim Financial Statements have been prepared on the basis of and using accounting policies, methods of computation and presentation consistent with those applied in the annual consolidated financial statements prepared for the year ended December 31, 2023 ("Annual Financial Statements").

(b) Basis of preparation

These Interim Financial Statements are presented in Canadian dollars and are prepared on a historical cost basis. In addition, these Interim Financial Statements are prepared using the accrual basis of accounting except for cash flow information.

In the opinion of Management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flows have been included. These Interim Financial Statements were authorized for issuance by the Board of Directors on November 27, 2024.

Current accounting changes

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on January 1, 2024, or later. This includes IAS1 and IAS8. These new standards and changes did not have any material impact on the Company's financial statements. Updates that are not applicable or are not consequential to the Company have been excluded.

Currency translation

The functional and reporting currency of the Company and its subsidiaries is the Canadian dollar. Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign currency translation differences are recognized in profit or loss.

3. Significant accounting policies

Basis of Consolidation

These Interim Financial Statements include the accounts of the Company and its wholly owned subsidiaries. All material intercompany transactions and balances are eliminated on consolidation. For partly owned subsidiaries, the interest attributable to non-controlling shareholders is reflected In non-controlling interest.

3. Significant accounting policies, continued

Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company possesses power over an investee, has exposure to variable returns from the investee and has the ability to use its power over the investee to affect its returns. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by the Company.

The subsidiaries of the Company are as follows:

Company	Registered	Ownership	Principal activity
Pelangio Mines (B) Inc.	Barbados	100%	Holdco
Pelangio Adansi Asaasi (G) Limited	Ghana	100%	Exploration
Pelangio Kyereboso Mining (G) Limited	Ghana	100%	Exploration
Pelangio Adansi Gold (G) Limited	Ghana	100%	Exploration
Pelangio Ahafo (B) Inc.	Barbados	100%	Holdco
Pelangio Ahafo (G) Limited	Ghana	100%	Exploration
5007223 Ontario Inc.	Canada	100%	Inactive

Critical judgments and estimation uncertainties

The preparation of interim financial statements in conformity with IFRS requires Management to make judgments, estimates, and assumptions about future events that affect the amounts reported in the interim financial statements and related notes thereto. Although these estimates are based on Management's best knowledge of the amount, event or actions, actual results may differ from those estimates and these differences could be material.

The areas that require Management to make significant judgments, estimates, and assumptions in determining carrying values include, but are not limited to:

i) the inputs used in accounting for the valuation of warrants and options which are included in the statement of financial position;
ii) the inputs used in accounting for share-based compensation expense in the statement of comprehensive loss;
iii) the nil provision for asset retirement obligations which is included in the statement of financial position;
iv) the estimated useful life of property, plant, and equipment; and
v) the existence and estimated amount of contingencies (*note 11 – Commitments and Contingencies*).

(Expressed in Canadian dollars unless otherwise noted)

4. Operating segments

Geographical information

The Company operates in a single segment, in the gold exploration industry. Its activities are focused on the exploration and evaluation of and the development of gold property interests in Ghana and Canada. To determine reportable operating segments, Management reviews various factors.

5. Investments

The Company holds shares ("Investments") in certain public and private companies operating in the mining industry. At September 30, 2024, the Company's investments had a fair market value of $28,366 (December 31 2023 - $239,543). During the nine months ended September 30, 2024, the Company sold certain marketable securities for net proceeds of $73,629 (September 30, 2023 - $nil) and realized a loss of $12,682 (September 30, 2023 - $nil) on the sale of the investments.

The following table summarizes information regarding the Company's public investments for the nine months ended September 30, 2024, and the year ended December 31, 2023:

As at	**September 30, 2024**	December 31, 2023
Balance, beginning of the period	**$123,447**	$132,816
Acquisitions	**—**	30,000
Transfer from private shares	**105,248**	—
Disposals	**(73,629)**	—
Realized loss	**(12,682)**	—
Change in fair value	**(115,826)**	(39,369)
Balance, end of the period	**$26,558**	$123,447

On March 12, 2024, the Company received 3,508,277 shares of Record Resources (private) in exchange for the same number of shares the Company held in Record Gold ("Record"). The Company recorded the exchange of shares as an acquisition of public company shares of $105,248 and a disposition of private company shares of $105,248.

The following table summarizes information regarding the Company's private investments for the nine months ended September 30, 2024, and the year ended December 31, 2023.

As at	**September 30, 2024**	December 31, 2023
Balance, beginning of the period	**$116,096**	$193,495
Transfer to public shares	**(105,248)**	—
Change in fair value	**(9,040)**	(77,399)
Balance, end of the period	**$1,808**	$116,096

(Expressed in Canadian dollars unless otherwise noted)

5. Investments, continued

Total Investments for the nine months ended September 30, 2024, and the year ended December 31, 2023 are as follows:

As at	September 30, 2024	December 31, 2023
Public investments (note 13)	**$26,558**	$123,447
Private investments (note 13)	**1,808**	116,096
Balance	**$28,366**	$239,543

6. Mineral properties and Exploration and evaluation expenses

GHANA PROPERTIES

As at September 30, 2024, the Company holds interests in three exploration properties in Ghana.

Manfo, Ghana

During 2011, the Company satisfied the terms of three (2010) definitive option agreements in respect of certain concessions comprising the Manfo Property, pursuant to which the Company had an option to acquire a 100% interest (the “Manfo Option”). The Manfo Option is subject to a) 5% royalty interest, b) a free carried 10% interest held by the Ghanaian government, and c) the right of the Ghanaian government to acquire a further 20% interest on mutually agreed terms, in each of the concessions (the “Government Interest”). The Manfo Property is comprised of the Subriso, Twabidi and Sempekrom concessions. These concession renewals are pending, and such renewals are not assured.

The Manfo Property is also subject to a 2% net smelter royalty ("NSR") and the Company has the right to repurchase 1% of the NSR for a payment of US$4,000,000. The Company (or its successor or permitted assignee) shall pay a discovery bonus totaling the sum of (i) US$1,000,000 plus (ii) US$1.00 per ounce of proven and probable gold reserves set out in the first positive feasibility study published or released in respect of the Manfo Property, to the Optionor.

The Company has entered a review period, subject to certain financial conditions, with the Manfo Property Optionor, regarding the NSR repurchase terms. As at September 30, 2024, the Company remains in the review period.

Dankran Property

On November 12, 2020, the Company entered into an Option Agreement with BNT Resources Ghana Ltd., ("BNT") to acquire 100% interest in the Subriso-Kokotro concession (“Dankran”), located adjacent to the Company's Obuasi project. To acquire a 100% interest in the Dankran, the Company must a) make aggregate cash payments of US$300,000 (paid) to BNT, b) issue 2,250,000 Pelangio common shares (issued) (“Option Shares”) to BNT and c) grant to BNT, a 2% NSR within 10 days of fulfilling all of the cash payments and share issuances. The Option Shares issued were valued

(Expressed in Canadian dollars unless otherwise noted)

6. Mineral properties and Exploration and evaluation expenses, continued

at $97,500 based on the quoted market price on the date of issuance. On April 1, 2023, the Company granted BNT the 2% NSR.

On November 11, 2023, the Subriso-Kokotro concession expired. The Company has requested that BNT apply for the renewal of this concession prior to the expiry date. As at September 30, 2024, the concession renewal is pending, and such renewal is not assured.

Obuasi Property

Pursuant to an option agreement dated May 3, 2006, and satisfied by the Company in 2011, certain Company subsidiaries acquired 100% of a property situated in southwest Ghana, West Africa. (The “Obuasi Property”). The Obuasi Property consists of the Kyereboso #2, Kyereboso #3, Meduma and Adokwae concessions. The Obuasi Property is subject to a) a 5% royalty interest b) a 10% interest currently held by the Ghanaian government and c) the right of the Ghanaian government to acquire a further 20% interest on mutually agreed terms (the “Government Interest”). In addition, the Obuasi Property is subject to a 2% NSR royalty in favour of the Optionor. The renewal applications for the Obuasi Property are pending and such renewals are not assured.

E&E expenditures for the Ghana properties for the nine months ended September 30, 2024 and 2023, were as follows:

	Note	Nine months ended September 30, 2024 (1)	2023 (1)
		$	$
Manfo			
Exploration and evaluation expenditures		**79,682**	376,656
Total Manfo expenses		**79,682**	376,656
Dankran			
Exploration and evaluation expenditures		**11,552**	68,258
Total Dankran expenses		**11,552**	68,258
Obuasi			
Exploration and evaluation expenditures		**95,250**	35,269
Total Obuasi expenses		**95,250**	35,269
Total Ghana exploration		**186,484**	480,183

(1) Included in E&E for Ghana are the annual mining rights costs assessed to Pelangio. The assessment for fiscal 2024 was US$132,050 (fiscal 2023 – US$162,370).

6. Mineral properties and Exploration and evaluation expenses, continued

CANADA PROPERTIES

As at September 30, 2024, the Company has two significant and several minor mineral property interests in Canada. Total E&E for the Canadian properties for the nine months ended September 30, 2024 were $700 (September 30, 2023 – recovery $6,467).

Dome West Property

The Dome West Property consists of certain mining cells in Tisdale Township. Pursuant to an agreement dated January 29, 2019, the Company has a right to earn a 100% interest in the property by issuing an aggregate of 500,000 shares, making cash payments of $220,000 and completing $750,000 of exploration expenses. As at December 31, 2023, the Company had made cash payments of $220,000, issued the 500,000 shares and incurred $450,000 of exploration expenditures. The shares issued were valued at $99,000 based on the quoted market price on the date of issuance.

In March 2024, 6398651 Canada Inc. and François C. Desrosiers provided notice of default to Pelangio. It was unanimously agreed between all the parties that the option agreement would be terminated effective December 31, 2023.

Gowan Property

The Gowan Property consists of certain claims located in Gowan Township.

On January 20, 2022, the Company entered into a earn-in letter agreement with 11530313 Canada Inc. ("Privco"), whereby Privco can earn up to a 50% interest in the Gowan Property by making payments in aggregate of $500,000 over 18 months and completing $1,500,000 of exploration expenditures over 30 months. An option payment in the amount of $400,000 was received in the year ended December 31, 2022. During the year ended December 31, 2023, the Company did not receive an option payment. The Company and Privco are currently in discussions in regards to the completion of the required exploration expenditures and timing of the next option payment.

Kenogaming Property

On April 28, 2022, the Company agreed to acquire a 100% interest in the Kenogaming Property for 350,000 common shares of the Company. The shares issued were valued at $35,000 based on the quoted market price on the date of issuance. The property consists of certain claims located in Kenogaming Township and is subject to a 3% NSR, of which 70% is held by a wholly- owned subsidiary of the Company. One-third of the 3% NSR can be purchased at any time for $1,000,000.

OTHER

Grenfell Property

The Grenfell Property consists of certain leases and claims located in Grenfell Township.

On August 19, 2022, the Company entered into an earn-in agreement with Record Gold Corp.

6. Mineral properties and Exploration and evaluation expenses, continued

("Record Gold"), on the Company's Grenfell property. Record Gold may earn an 80% interest in the Grenfell property by incurring $2,000,000 of exploration expenditures and making $60,000 of option payments to the Company. The agreement term is five years.

Hailstone property

On July 15, 2019, the Company entered into an option agreement, amended October 1, 2019, and satisfied in 2021, in which it acquired a 90% interest in the Hailstone property, comprised of certain mineral claims located in La Ronge, Northern Mining District, Saskatchewan pursuant to an agreement between First Geolas Consulting and the Company.

The property is subject to a 1.5% net smelter royalty ("NSR").

Birch Lake, Canada

Birch Lake consists of the following:

(i) a 100% interest in 28 unpatented mining claims in Keigat Lake and Casummit Lake Townships, Ontario. The property is subject to net smelter return royalties of 2%.

(ii) 100% interest in 10 unpatented mining claims in Keigat Lake and Casummit Lake Townships, Ontario.

Birch Lake West

The Birch Lake West property consists of certain unpatented claims in the Casummit Lake Township, Ontario, west of and adjacent to the Company's Birch Lake property.

Earn-in Agreement Birch Lake and Birch Lake West

On October 4, 2021, the Company entered into an earn-in agreement with First Mining Gold Corp. ("First Mining") and Gold Canyon Resources Inc. ("Gold Canyon"), a wholly owned subsidiary of First Mining, on Pelangio's Birch Lake and Birch Lake West properties. Gold Canyon may earn up to a 51% interest in the Birch Lake properties with a) cash payments of $350,000, b) the issuance of 1,300,000 First Mining common shares and c) incurring $1,750,000 ($250,000 in 2022 and $1,500,000 in 2025) of exploration expenditures.

Upon completion of the 51% earn-in, Gold Canyon has the right to earn a further 29% interest for a period of 2 years from the date of exercise of the 51% earn-in right. Gold Canyon may earn an additional 29% interest by a) making an option payment of $400,000 in cash or the equivalent in shares of First Mining (at First Mining's option) and b) incurring an additional $1,750,000 of exploration expenditures.

On October 10, 2023, the Company amended the terms of the option agreement with Gold Canyon to include a) the extension of the expiry of the 51% earn-in option from October 2025 to October 2028 and b) the total shares to be issued by First Mining were increased to 2,100,000 and c) the

(Expressed in Canadian dollars unless otherwise noted)

6. Mineral properties and Exploration and evaluation expenses, continued

total cash payments decreased to $220,000. On October 10, 2023, the Company received the third cash option payment of $10,000.

On October 19, 2023, the Company received 250,000 shares of First Mining. The Company recognized $30,000 option income based on the market value of the shares on the date received. On July 4, 2024, the Company received a fourth cash option payment of $10,000.

See note 14 – Subsequent events.

Poirier Gold, Canada
Poirier Gold consists of one mining lease made up of two mining claims in Bristol Township, Ontario. The property is subject to net smelter return royalties of 2%.

E&E expenditures for the Canada properties for the nine months ended September 30, 2024 and 2023, were as follows:

	Note	Nine months ended September 30, 2024	2023
		$	$
Dome West			
Exploration and evaluation expenditures		—	294
Recovery			(10,000)
Total Dome West expenses		—	(9,706)
Gowan			
Exploration and evaluation expenditures		—	524
Total Gowan expenses		—	524
Kenogaming			
Exploration and evaluation expenditures		**625**	294
Total Kenogaming expenses		**625**	294
Other Projects			
Exploration and evaluation expenditures		**1,011**	2,421
Total Canada exploration		**1,636**	(6,467)

Total exploration and evaluation expenditures ("E&E") for the three and nine months ended September 30, 2024, was $18,143 (September 30, 2023 – recovery of ($21,025)) and $201,097 (September 30, 2023 - $473,716) respectively. As at September 30, 2024, total E&E included $12,977 (September 30, 2023 - $nil) of evaluation expenditures related to the review of potential properties on which the Company does not have an ownership interest.

7. Loans repayable

Canada Emergency Business Account Loan

On May 7, 2020, the Company was approved for a $40,000 non-interest-bearing bank loan under the Canadian Emergency Business Assistance ("CEBA") program funded by the Government of Canada. CEBA loans were repayable at any time without notice or penalty and up to 25% of the loan would be forgiven if 75% of the CEBA was repaid by January 18, 2024.

On January 11, 2024, the Company made the required $30,000 repayment of the CEBA in order to qualify for the $10,000 debt forgiveness. The debt forgiveness was recorded as other income in the condensed consolidated statements of operations and comprehensive loss.

Directors' loans

On February 28, 2024, certain directors of the Company entered into unsecured loan agreements for an aggregate principal amount of $60,000 to cover short-term working capital needs. The loans carry a simple annual interest rate of 10.5% and have a maturity date of June 30, 2024.

On April 24, 2024, the Company repaid the $60,000 principal and interest of $996, which represents all accrued interest on the loans up to the date of settlement.

As at September 30, 2024, the Company incurred $996 (September 30, 2023 - $nil) interest expense and had an aggregate loan payable of $nil (December 31, 2023 - $nil).

8. Share capital

(i) Authorized

Authorized share capital consists of an unlimited number of common shares without par value.

(ii) Non-brokered private placements

On March 28, 2024, the Company completed the first tranche of a non-brokered private placement financing ("March Offering") with the issuance of 7,566,666 units, at a price of $0.015 per unit ("March Unit"), for gross proceeds of $113,500. Each March Unit is comprised of one common share and one common share purchase warrant ("March Warrant"). Each March Warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.05, until March 28, 2029. The Company paid a finder's fee of $500 in cash and issued 33,333 finders' warrants. The finders' warrants have the same terms as the March Unit warrants.

Certain insiders of the Company participated in the March Offering for an aggregate total of $85,500.

On April 16, 2024, the Company completed the second and final tranche of the March Offering with the issuance of 25,766,666 March Units at a price of $0.015 per Unit, for gross proceeds of $386,500. Each warrant in this second tranche entitles the holder thereof to purchase one common share of

8. Share capital, continued

the Company at a price of $0.05 per common share until August 16, 2029. The Company paid a finder's fee of $22,500 in cash and issued 1,500,000 finders' warrants. The finders' warrants have the same terms as the March Unit warrants.

Shares issued for Obuasi Settlement

(See note 11 – *Commitments and contingencies*).

On February 6, 2024, the Company issued 500,000 common shares to settle the second instalment of $10,000 to be paid in shares under the terms of the Settlement Agreement.

On July 9, 2024, the Company issued 1,500,000 common shares to settle the third and final instalment of $30,000 to be paid in shares under the terms of the Settlement Agreement.

9. Equity reserves

Share-based compensation

The Company has a share option plan ("SOP") to assist the Company in attracting, retaining, and motivating directors, key officers, employees and consultants of the Company and to closely align the personal interests of such parties with those of the shareholders by providing them with the opportunity, through options, to acquire common shares of the Company. The maximum number of shares reserved for issuance under the SOP is limited to 10% of the issued and outstanding common shares of the Company. Each stock option converts into one common share of the Company upon exercise. Share options granted under the SOP vest at the discretion of the Board of Directors.

For the three and nine months ended September 30, 2024, the Company recorded share-based compensation expense related to previously granted stock options of $nil (September 30, 2023 - $12,856) and $3,946 (September 30, 2023 - $63,441) respectively.

There were no options granted during the three and nine months ended September 30, 2024.

The risk-free rate for periods within the contractual term of the option is based on the Bank of Canada-administered interest rates in effect at the time of the grant. The Company has assumed that any granted stock options will not be exercised until the expiry date. Expected volatilities are based on historical volatilities of stock prices of comparable companies given the limited life of the Company as an exploration and development company. Expected forfeiture rates have been assumed to be nil to date.

(Expressed in Canadian dollars unless otherwise noted)

9. Equity reserves, continued

Share-based compensation, continued

The following table summarizes the share-based payments activity during the year ended December 31, 2023, and the nine months ended September 30, 2024 and 2023:

	Number of options	Weighted average exercise price
Balance, Dec. 31, 2022	**7,682,500**	**$0.13**
Forfeited (expired)	(1,325,000)	(0.14-0.20)
Balance, Dec. 31, 2023	**6,357,500**	**$0.13**
Expired	(100,000)	(0.32)
Balance, Sep 30, 2024	**6,257,500**	**$0.13**

The following table reflects stock options outstanding at September 30, 2024:

Options Granted	Exercise Price ($)	Weighted Average Remaining Contractual Life - Years	Options Exercisable	Expiry Date
417,500	0.14	.64	417,500	May 4, 2025
160,000	0.19	.72	160,000	June 2, 2025
65,000	0.23	.94	65,000	August 20, 2025
2,345,000	0.17	1.15	2,345,000	Nov. 5, 2025
1,650,000	0.12	1.89	1,650,000	August 24, 2026
250,000	0.10	2.56	250,000	April 28, 2027
1,370,000	0.05	2.90	1,370,000	August 31, 2027
6,257,500	**0.13**	**1.74**	**6,257,500**	

The weighted average exercise price and weighted average remaining contractual life of options exercisable at September 30, 2024, was $0.13 and 1.74 years (December 31, 2023 - $0.13 and 2.44 years).

During the nine months ended September 30, 2024, 100,000 stock options expired unexercised. The options had a weighted average exercise price of $0.32 and an estimated grant date fair value of $27,840.

(Expressed in Canadian dollars unless otherwise noted)

9. Equity reserves

Share-based compensation, continued

The following table summarizes the Company's share-based payments reserve activity during the nine months ended September 30, 2024 and the year ended December 31, 2023:

	Nine months ended September 30, 2024	Year ended December 31, 2023
Balance, beginning of period	**$547,154**	$782,157
Expired options – transferred to deficit	**(27,840)**	(259,550)
Vesting of options	**3,946**	24,547
Balance, end of period	**$523,260**	$547,154

Warrants

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

	Number of Warrants	**Weighted average exercise price**	**Weighted average grant date fair value**
Balance, December 31, 2022	**58,334,907**	**$0.15**	**$1,583,688**
Issued	11,959,999	0.05	158,817
Forfeited (expired)	(5,000,000)	(0.20)	(301,875)
Balance, December 31, 2023	**65,294,906**	**$0.13**	**1,440,630**
Issued	34,866,665	0.05	234,759
Balance, September 30, 2024	**100,161,571**	**$0.09**	**1,675,389**

(Expressed in Canadian dollars unless otherwise noted)

9. Equity reserves, continued

Warrants, continued

The following table reflects the Company's warrants outstanding at September 30, 2024:

Exercise Price	Number of Warrants Outstanding	Weighted Average Remaining Contractual Life in Years	Expiry Date
$0.18	24,020,000	0.18	December 3, 2024
$0.20	2,343,750	0.20	December 10, 2024
$0.15	1,950,157	0.25	December 30, 2024
$0.05	8,148,333	1.09	November 1, 2025
$0.05	16,872,667	1.21	December 16, 2025
$0.05	7,210,000	3.99	September 27, 2028
$0.05	4,749,999	4.07	October 27, 2028
$0.05	7,599,999	4.49	March 28, 2029
$0.05	27,266,666	4.54	April 15, 2029
$0.09	**100,161,571**	**2.40**	

The weighted average life of the outstanding warrants at September 30, 2024 is 2.4 years (December 31, 2023 – 1.94 years).

10. Related party transactions and Key management compensation

Effective September 1, 2024, the Company engaged Grove Corporate Services Ltd. ("Grove") to provide issuer corporate services, including those provided by the Chief Financial Officer ("CFO") (the "Services").

The following is the compensation recorded for Key Management, the aggregate of which was paid to individuals, a personal management company and Grove during the three and nine months ended September 30, 2023, and 2024:

	Three months ended September 30,		Nine months ended September 30,	
	2024	2023	**2024**	2023
Corporate management fees (1)	**$28,250**	$32,500	**$92,250**	$120,123
Technical management fees (2)	**33,750**	9,888	**30,589**	19,775
Share-based compensation	**—**	12,855	**3,946**	63,411
	$97,055	$55,243	**$127,055**	$203,308

(1) Includes the fees incurred for the CEO, two CFOs and Corporate Secretary.
(2) Includes the fees incurred for the Senior V.P. Exploration who invoices the Company through a personal management company. These costs are classified as exploration and evaluation expenditures on the statement of loss and comprehensive loss.

10. Related party transactions and Key management compensation, continued

During the nine months ended September 30, 2024, an officer/director of the Company subscribed for a total of 5,700,000 March Units for gross proceeds of $85,500. Refer to note 8 – Share Capital for details of the private placement.

Accounts payable and accrued liabilities at September 30, 2024 includes amounts owed to three officers in the aggregate $218,764 (December 31, 2023 - $218,669, for unpaid management fees). These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.
See note 7 - *Directors' loans.*

11. Commitments and contingencies

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Employment agreements

As September 30, 2024, the Company is party to two employment agreements. One of these contracts contains clauses requiring additional payments to be made upon the occurrence of certain events such as change of control. The additional commitments total approximately $90,000.

As a triggering event has not taken place, the contingent payments have not been reflected in these Interim Financial Statements.

Obuasi Litigation

In 2009, the Company was named in an action involving one of the vendors of the Obuasi Property, relating to such vendor's corporate history and founding shareholders and the ownership of the lands covered by the Kyereboso #2 and Kyereboso #3 prospecting licenses.

On July 11, 2023, the Company entered into a settlement agreement ("Settlement Agreement") to resolve all outstanding litigation in the Ghana High Court involving the vendor of two of the four prospecting licenses comprising Pelangio's Obuasi property.

On July 21, 2023, the Ghana High Court issued a court judgment (the "Judgment") approving the Settlement Agreement. The Judgment formally resolves the long outstanding legal claim against Pelangio.

Pursuant to the terms of the Settlement Agreement, the Company shall make five payments totaling US$100,000 and issue common shares having an aggregate market value of CAD50,000. The share issuances are subject to approval by the TSXV for every individual tranche.

(Expressed in Canadian dollars unless otherwise noted)

11. Commitments and contingencies, continued

Cash Payments (USD)	# Shares	Shares Value (CAD)	Target Dates of Completion
20,000	285,715	$10,000	July 21, 2023 (paid)
20,000	—	—	On or before October 21, 2023 (paid)
20,000	500,000	$10,000	On or before January 21, 2024 (paid and issued)
20,000	—	—	On or before April 21, 2024 (paid)
20,000	1,500,000	$30,000	On or before July 21, 2024 (paid and issued)
$100,000	**2,285,715**	**$50,000**	

On February 6, 2024, the Company made the third US$20,000 payment and issued 500,000 common shares to satisfy the second share issuance of CAD10,000.

On April 18, 2024, the Company made the fourth US$20,000 settlement payment.

On July 9, 2024, the Company made the fifth and final US$20,000 settlement payment and issued the final 1,500,000 common shares to satisfy the third and final issuance of CAD30,000.

For the nine months ended September 30, 2024, the Company recognized legal settlement expense of $nil (December 31, 2023 - $182,068) and had a legal settlement payable of $nil (December 31, 2023 - $119,509).

Ghana Revenue Agency ("GRA") audit

In August 2023, the Company's Ghana subsidiaries underwent a compliance audit by the GRA. As a result of the audit, a total of GH₵$584,571 (CAD$68,804) including penalties and interest and mediation costs was assessed; GH₵$415,959 was owed to the Ghana government and GH₵168,612 was owed to a Ghana accounting firm, for mediation costs. This assessment has been paid in full.

12. Capital management

The capital of the Company consists of common shares, treasury shares, warrants and options. The Company manages and adjusts its capital structure based on available funds in order to support the acquisition, exploration and development of its exploration and evaluation assets. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust its capital structure, the Company may issue new shares, seek debt financing, or acquire or dispose of assets. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of Management to sustain future development of the business.

12. Capital management, continued

Management reviews its capital management approach on an ongoing basis and believes that this

approach, given the relative size of the Company, is reasonable. There have been no significant changes in the risks, objectives, policies and procedures in the nine months ended September 30, 2024, or 2023.

The Company's capital management objectives, policies, and processes have remained unchanged during the nine months ended September 30, 2024, and the year ended December 31, 2023. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As at September 30, 2024, Management believes that the Company is not compliant with Policy 2.5 as its current liabilities exceed its current assets.

13. Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies, and procedures from the previous period.

Credit risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. Cash may be lodged with reputable financial institutions, in interest-bearing instruments, from which Management believes the risk of loss to be remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2024, the Company had a cash balance of $113,091 (December 31, 2023 - $234,350) to settle current liabilities of $1,003,402 (December 31, 2023 - $1,129,847). The deferred subscription receipts liability of $60,000 will be satisfied with the issuance of common shares and not with settled with cash. The Company's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. The Company's loan repayable is described in note 7.

Accrued in the accounts payable and accrued liabilities at September 30, 2024 is $112,500 (December 31, 2023 - $112,500) for accrued wages owing to the Company President/CEO. This amount is unsecured, non-interest-bearing and due on demand.

Interest rate risk

The Company has cash balances in bank accounts. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of

13. Financial risk factors, continued

its banks. The Company is sensitive to changes in the interest rates through interest income earned on its cash balance.

Price risk

Price risk associated with commodity prices is minimal since the Company is not a producing entity. The Company is exposed to price risk with respect to its investments. Unfavourable market conditions could result in the disposition of investments at less than favourable prices.

Fair value of financial instruments

IFRS accounting requires that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.
As at September 30, 2024 and December 31, 2023, the carrying and fair value amounts of the Company's financial instruments, other than marketable securities are approximately the same because of the short-term nature of these instruments.

Fair value measurements are classified using a fair value hierarchy that reflects the significance of the input used in making the measurements. The fair value hierarchy shall have the following levels: (a) quoted market prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) 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) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The Company has determined the carrying values of its financial instruments as follows:

i. The carrying values of cash, amounts receivable, accounts payable and accrued liabilities, legal settlement payable and loan repayable approximate their fair values due to the short-term nature of these instruments.

ii. Public and private investments are carried at amounts in accordance with the Company's accounting policies as set out in Note 3 of the annual consolidated financial statements.

(Expressed in Canadian dollars unless otherwise noted)

13. Financial risk factors, continued

The following tables summarize the classification and hierarchy of the Company's financial instruments, measured at fair value in the statements of financial position as at September 30, 2024.

Investments, fair value	Level 1 (Quoted Market price)	Level 2 (Valuation technique - observable market inputs)	Level 3 (Valuation technique - non-observable market inputs)	Total
Publicly traded investments	$26,558	$—	$—	$26,558
Private investments	—	1,808	—	1,808
September 30, 2024	**$26,558**	**$1,808**	**$—**	**$28,366**

Within Level 2, the Company included private company investments that are not quoted on an exchange. The key assumptions previously used in the valuation of these instruments include (but are not limited to) the value at which a recent financing was done by the investee, company-specific information, trends in general market conditions and the share performance of comparable publicly-traded companies. As at September 30, 2024, the Company had no Level 3 financial instruments.

Record Resources

On September 2, 2020, the Company entered into an option agreement with Jubilee Minerals Inc. on its Birch Lake property. Consideration received for this option was 4,667,940 common shares of Record Gold Corp. During 2022, a total of 798,044 (private) shares of Record Gold Corp. were exchanged for 798,044 (public) shares of Record Resources.

On March 12, 2024, the TSXV provided Record Resources and Record Gold approval for the second share exchange. The Company received 3,508,277 shares of Record Resources in exchange for the same number of shares the Company held in Record Gold.

The valuation of the remaining 361,619 shares of Record Gold Corp. is no longer dependent on the approval of the TSXV and further is no longer based on a non-observable input since the completion of the most recent financing of Record Gold. Pursuant to the approval of shareholders, Management, and the TSXV, of the 1:1 transfer of private shares to publicly-traded shares, Management has determined that the valuation of the Record Gold shares can now be linked directly to the observable market input of the daily trading price of the Record Resources shares until such time as the TSXV approves the final share exchange.

13. Financial risk factors, continued

Market Risk Commodity price risk

The ability of the Company to develop its properties and the future profitability of the Company is directly related to fluctuations in the market price of certain minerals.

Foreign exchange risk

The Company is subject to foreign exchange risk as some of its operating and investing activities are transacted in currencies other than the Canadian dollar, including the US dollar and the Ghanaian Cedi. The Company is therefore subject to gains and losses due to fluctuations in these currencies relative to the Canadian dollar.

Sensitivity analysis

Based on Management's knowledge and experience of the financial markets, Management believes the following movements are "reasonably possible" over one year:

US dollars and Ghana Cedis

As at September 30, 2024, the Company held approximately $2,600 (December 31, 2023 - $34,000) of cash balances denominated in US dollars. As at September 30, 2024, the Company had accounts payable and accrued liabilities denominated in US dollars of $286,000 (December 31, 2023 - $506,600). A 10% change in the value of the Canadian dollar compared to the US dollar would result in a corresponding foreign exchange gain/loss of approximately US$28,340 based on the balance of monetary assets and liabilities at September 30, 2024 (December 31, 2023 - US$47,260).

As at September 30, 2024, the Company’s cash and liabilities denominated in Ghana Cedis were minimal.

14. Subsequent events

(a) On October 10, 2024, the Company completed the first tranche of a non-brokered private placement financing (“October Offering”) with the issuance of 11,200,000 units, at a price of $0.025 per unit (“October Unit”), for gross proceeds of $280,000. Each October Unit is comprised of one common share and one common share purchase warrant (“October Warrant”). Each October Warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.05, until October 10, 2029.

On October 17, 2024 the Company completed the second and final tranche of the October Offering with the issuance of 4,800,000 October Units a price of $0.025 per Unit, for gross proceeds of $120,000. Each warrant in this second tranche entitles the holder thereof to purchase one common share of the Company at a price of $0.05 per common share until October 17, 2029.

Certain insiders of the Company participated in the final tranche of the October Offering for an aggregate total of $59,000.

14. Subsequent events, continued

(b) On or about October 10, 2024, the Company received option payments totaling $10,000 cash and 250,000 common shares of First Mining, pursuant to an Option agreement dated October 4, 2021, on the Birch Lake Project. See note 6 – *Exploration and Evaluation Expenditures*