

**WESTERN EXPLORATION, INC.**

**CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024**

**AND 2023**

**(EXPRESSED IN U.S. DOLLARS)**

**(UNAUDITED)**

## NOTICE TO READER

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim condensed consolidated financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying interim condensed consolidated financial statements and the notes thereto have been prepared by, and are the responsibility of, the management of Western Exploration Inc. These interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards using management's best judgments.

The Company's independent auditor has not performed a review of these interim condensed consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Professional Accountants.

November 5, 2024

"Signed"

---

Darcy Marud  
Chief Executive Officer

"Signed"

---

Curtis Turner  
Chief Financial Officer

## TABLE OF CONTENTS

### FINANCIAL STATEMENTS

Consolidated Statements of Financial Position .....	3
Consolidated Statements of Loss and Comprehensive Loss.....	4
Consolidated Statements of Changes in Shareholders' Equity.....	5
Consolidated Statements of Cash Flows .....	6
Notes to the Consolidated Financial Statements.....	7

**WESTERN EXPLORATION, INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**  
**(EXPRESSED IN US DOLLARS)**

As at	September 30, 2024	December 31, 2023
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 2,500,093	\$ 519,701
Other receivable	1,001	1,022
Prepaid expenses	95,476	201,418
	<b>2,596,570</b>	<b>722,141</b>
<b>Non-current Assets</b>		
Mineral properties (note 6)	7,865,000	7,865,000
Property and equipment (note 7)	87,451	92,229
Restricted cash (note 5)	610,950	610,950
Deposits	7,107	7,107
	<b>8,570,508</b>	<b>8,575,286</b>
<b>Total Assets</b>	<b>\$ 11,167,078</b>	<b>\$ 9,297,427</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities (note 8)	\$ 353,915	\$ 249,074
<b>Non-current Liabilities</b>		
Due to related party (note 11)	440,095	440,095
Reclamation provision (note 9)	636,515	636,515
	<b>1,076,610</b>	<b>1,076,610</b>
<b>Total Liabilities</b>	<b>1,430,525</b>	<b>1,325,684</b>
<b>Shareholders' equity</b>		
Share capital (note 10)	52,714,962	49,290,918
Contributed surplus	21,343,535	18,628,037
Accumulated deficit	(64,233,251)	(59,896,851)
Accumulated other comprehensive income	(88,693)	(50,361)
	<b>9,736,553</b>	<b>7,971,743</b>
<b>Total Shareholders' Equity</b>	<b>9,736,553</b>	<b>7,971,743</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 11,167,078</b>	<b>\$ 9,297,427</b>

**Nature of Operations and Going Concern (note 1)**

(Signed) "Brian Kennedy", Director

(Signed) "Marceau Schlumberger", Director

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

**WESTERN EXPLORATION, INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 and 2023**  
**(EXPRESSED IN US DOLLARS)**

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
<b>Operating expenses</b>				
Exploration and evaluation expenditures (note 12)	\$ 2,614,001	\$ 1,603,378	\$ 2,887,768	\$ 2,042,966
General and administrative expenses (notes 13)	<u>493,296</u>	<u>469,141</u>	<u>1,516,414</u>	<u>1,670,804</u>
	<b>3,107,297</b>	<b>2,072,519</b>	<b>4,404,182</b>	<b>3,713,770</b>
<b>Other income</b>				
Foreign exchange gain	17,508	(1,884)	15,058	(3,717)
(Gain) loss on fair value of warrant liability (note 10)	-	-	-	(14,350)
Gain on sale of property and equipment (note 7)	-	-	-	(6,817)
Interest income	<u>(38,629)</u>	<u>(24,991)</u>	<u>(82,840)</u>	<u>(34,518)</u>
	<b>(21,121)</b>	<b>(26,875)</b>	<b>(67,782)</b>	<b>(59,402)</b>
<b>Net loss for the period</b>	<b><u>\$ (3,086,176)</u></b>	<b><u>\$ (2,045,644)</u></b>	<b><u>\$ (4,336,400)</u></b>	<b><u>\$ (3,654,368)</u></b>
Cumulative translation adjustment	14,726	(58,995)	(38,332)	(38,365)
<b>Net loss and comprehensive loss for the period</b>	<b><u>\$ (3,071,450)</u></b>	<b><u>\$ (2,104,639)</u></b>	<b><u>\$ (4,374,732)</u></b>	<b><u>\$ (3,692,733)</u></b>
Basic and diluted net loss per share (note 14)	\$ (0.07)	\$ (0.06)	\$ (0.11)	\$ (0.11)
Weighted average number of shares outstanding	43,933,619	34,449,689	40,843,591	32,656,184

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

**WESTERN EXPLORATION, INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 and 2023**  
**(EXPRESSED IN US DOLLARS)**

	Share Capital	Contributed Surplus	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
<b>Balance at December 31, 2022</b>	\$ 46,899,792	\$ 17,419,658	\$ (55,349,394)	\$ (58,584)	\$ 8,911,472
Cumulative translation adjustment	-	-	-	(38,365)	20,630
Units issued for cash	2,350,010	765,756	-	-	3,115,766
Vesting of restricted stock units	41,116	(41,116)	-	-	-
Stock-based compensation	-	418,620	-	-	418,620
Net loss for the period	-	-	(3,654,368)	-	(3,654,368)
<b>Balance at September 30, 2023</b>	\$ 49,290,918	\$ 18,562,918	\$ (59,003,762)	\$ (96,949)	\$ 8,812,120
Cumulative translation adjustment	-	-	-	46,588	46,588
Stock-based compensation	-	65,119	-	-	65,119
Net loss for the period	-	-	(893,089)	-	(893,089)
<b>Balance at December 31, 2023</b>	\$ 49,290,918	\$ 18,628,037	\$ (59,896,851)	\$ (50,361)	\$ 7,971,743
Cumulative translation adjustment	-	-	-	(38,332)	(38,332)
Units issued for cash	3,382,928	2,501,499	-	-	5,884,427
Vesting of restricted stock units	41,116	(41,116)	-	-	-
Stock-based compensation	-	255,115	-	-	255,115
Net loss for the period	-	-	(4,336,400)	-	(4,336,400)
<b>Balance at September 30, 2024</b>	\$ 52,714,962	\$ 21,343,535	\$ (64,233,251)	\$ (88,693)	\$ 9,736,553

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

**WESTERN EXPLORATION, INC.**  
**CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASHFLOWS**  
**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 and 2023**  
**(EXPRESSED IN US DOLLARS)**

	September 30, 2024	September 30, 2023
<b>Operating Activities</b>		
Net loss	\$ (4,336,400)	\$ (3,654,368)
Adjustments to reconcile net loss to net cash:		
Depreciation expense (note 7)	4,778	7,625
Foreign exchange	(38,311)	(38,366)
Gain on fair value of warrant liability (note 10)	-	(14,350)
Stock-based compensation	255,115	418,620
Gain on sale of property and equipment	-	(6,817)
Changes in operating assets and liabilities:		
Prepaid expenses	105,942	(108,522)
Accounts payable and accrued liabilities (note 8)	104,841	329,974
<b>Cash used in operating activities</b>	<b>(3,904,035)</b>	<b>(3,066,204)</b>
<b>Investing Activities</b>		
Sale of property and equipment	-	6,817
<b>Cash provided by investing activities</b>	<b>-</b>	<b>6,817</b>
<b>Financing Activities</b>		
Net proceeds from private placements (note 11)	5,884,427	3,165,296
<b>Cash provided by financing activities</b>	<b>5,884,427</b>	<b>3,165,296</b>
<b>Net change in cash</b>	<b>1,980,392</b>	<b>105,909</b>
<b>Cash, beginning of period</b>	<b>\$ 1,130,651</b>	<b>\$ 1,877,412</b>
<b>Cash, end of period</b>	<b>\$ 3,111,043</b>	<b>\$ 1,983,321</b>
<b>Reconciliation of cash and restricted cash:</b>		
Cash	\$ 2,500,093	\$ 1,372,371
Restricted cash in non-current assets	610,950	610,950
<b>Total cash and restricted cash</b>	<b>\$ 3,111,043</b>	<b>\$ 1,983,321</b>

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

WESTERN EXPLORATION, INC.  
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
(Expressed in U.S. Dollars)

**1. Nature of Operations and Going Concern**

Western Exploration, Inc., formerly Crystal Peak Minerals Inc. (an exploration stage company referred to as the “Company” or “Western” or “WEX” was originally incorporated in the Yukon territory, Canada on June 25, 2015. The Company commenced trading on the TSX Venture Exchange (the “TSXV”) under the symbol “CPM”. Effective November 13, 2020, the listing of the Company’s common shares was transferred from the TSXV to the TSX NEX Board as a result of the corporate restructuring in connection with the reverse takeover transaction (the “RTO”) (note 5). The Company’s registered and records office is located at Suite 2500, Park Place, 666 Burrard Street, Vancouver, British Columbia. The Company has an operations and project office in the United States at Suite 140, 121 Woodland Avenue in Reno, Nevada.

On December 22, 2021, the Company changed its name from Crystal Peak Minerals Inc. to Western Exploration Inc. in conjunction with the RTO and resumed trading on the TSXV at the opening of the market under the new symbol “WEX” on January 19, 2022.

The Company is engaged in the business of exploration, acquisition, development, and mining (if warranted) of precious metal and other mineral deposits in the State of Nevada. All the Company’s projects are conducted pursuant to claims, leases, permits, and licenses granted by appropriate authorities or on fee land controlled by the Company. In the future, when deemed appropriate certain projects may be pursued on a joint venture basis to share the associated risk and to assist in the project funding.

These consolidated financial statements have been prepared by management on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. Several adverse conditions indicate the existence of a material uncertainty that may cast significant doubt on the validity of this assumption. At September 30, 2024, the Company had working capital of \$2,242,655, an accumulated deficit of \$64,233,251, produced a net loss of \$4,336,400 and used funds in operations of \$3,904,035 for the nine months period then ended. The Company has incurred operating losses to date and is currently unable to self-finance any future operations. The Company’s ability to continue as a going concern is dependent upon raising additional capital or evaluating strategic alternatives.

These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these consolidated financial statements, adjustments would be necessary in the consolidated statement of financial position classifications used. Such adjustments could be material.



WESTERN EXPLORATION, INC.  
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
(Expressed in U.S. Dollars)

## 2. Summary of Significant Accounting Policies

### (a) Statement of compliance

The Company applies International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”). These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by IASB and interpretations issued by IFRIC.

### (b) Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiary, Western Exploration LLC, incorporated under the laws of the State of Nevada in the United States of America. All intercompany accounts and transactions between the Company and its subsidiary have been eliminated upon consolidation.

### (c) Functional and presentation currency

These condensed consolidated interim financial statements have been prepared in US dollars (“USD”), which is the Company's presentation currency. As of December 31, 2023 and September 30, 2024, the functional currency was determined to be USD for the Western Exploration LLC and Canadian dollars (“CAD”) for Western Exploration Inc.

For the purpose of presenting condensed consolidated interim financial statements, the assets and liabilities are presented in USD using exchange rates prevailing at the end of the reporting period. Income and expense items are translated at the average exchange rate for the period, unless the exchange rate fluctuated significantly during the period, in which case the exchange rates at the date of the transactions are used. Exchange differences arising are recognized as a separate component of equity and as a cumulative translation adjustment in other comprehensive income in the condensed consolidated interim statements of loss and comprehensive loss.

The policies applied in these condensed consolidated interim financial statements are based on IFRSs issued and outstanding as of November 5, 2024, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these condensed consolidated interim financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended December 31, 2023.

## 2. Summary of Significant Accounting Policies (continued)

### (d) Stock-based compensation

Share-based compensation to employees is measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based compensation to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to contributed surplus. The Company records stock-based compensation expense for service-based stock options and restricted share units (“RSU’s”) on a graded method over the requisite service period. The Company records stock-based compensation expense for non-market performance-based stock options on a graded method over the requisite service period, and only if performance-based conditions are considered probable to be satisfied.

These condensed consolidated interim financial statements and the accompanying notes were prepared using the accounting policies described in note 2 to the annual consolidated financial statements except as discussed in note 2 herein.

### (e) Significant accounting estimates

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make estimates and judgments that affect amounts reported in the condensed consolidated interim financial statements.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances, and subject to measurement uncertainty. The effect on the condensed consolidated interim financial statements of changes in such estimates in future reporting periods could be significant. Significant estimates and areas where judgment is applied that have significant effect on the amount recognized in the condensed consolidated interim financial statements include:

#### *Determination of, and provision for, reclamation and remediation obligations*

The Company assesses its provision for reclamation obligations on an annual basis or when new material information becomes available. Accounting for reclamation and remediation obligations requires management to make estimates of the future costs the Company will incur to complete the reclamation and remediation work required to comply with existing laws and regulations. Actual costs incurred may differ from those amounts estimated. Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation.

#### *Going concern*

The assessment of the Company’s ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

## 2. Summary of Significant Accounting Policies (continued)

### *Impairment of long-lived assets*

The carrying value of mineral property acquisition costs is reviewed each reporting period to determine whether there is any indication of impairment. The determination of the impairment involves the application of several significant judgments and estimates to certain variables including metal price trends, plans for properties, and the results of exploration and evaluation to date.

### *The recoverability of exploration and evaluation assets*

The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure has been capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off to profit or loss in the period the new information becomes available.

### *Fair value of equity instruments and warrant liability*

The Company uses the Black-Scholes Option Pricing Model to determine the fair value of stock options and standalone share purchase warrants issued. This model requires the input of subjective assumptions including expected share price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings (loss) and equity reserves.

### 3. Financial Risk Management

The Company's financial instruments include cash and restricted cash which are classified as financial assets measured at amortized cost, accounts payable and accrued liabilities, and due to related parties, which are classified as financial liabilities measured at amortized cost and warrant liability which is classified as a financial liability measured at FVTPL. The carrying values of the Company's financial instruments approximate fair value due to their short-term nature.

The Company's financial instruments are exposed to certain financial risks, including interest rate risk, liquidity risk, and credit risk. The Company's exposure to these risks and its methods of managing the risks are summarized as follows:

(i) Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates. The Company is not exposed to material interest rate risk.

(ii) Liquidity Risk

Liquidity risk is the risk that the Company will be unable to meet financial obligations as they fall due. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet liabilities when due by forecasting cash flows for operations, anticipated investing and financing activities and through management of its capital structure. As at September 30, 2024, all of the Company's financial liabilities with the exception of amounts due to related parties are either due immediately or have contractual maturities of less than 90 days.

(iii) Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge its contractual obligations. The Company is mainly exposed to credit risk with respect to managing its cash and restricted cash. The Company's risk management policies require that significant cash deposits are held with U.S. FDIC insured banks. All investments must be less than one year in duration.

### 4. Capital Risk Management

The Company's capital is the shareholders' equity balance. The Company's objectives in managing its capital are to maintain the ability to continue as a going concern and to continue to explore the Company's mineral properties for the benefit of its shareholders. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place setting out the expenditures required to meet its strategic goals. The Company compares actual expenses to budget on all exploration projects and overhead to manage costs, commitments, and exploration activities. As the Company is in the exploration stage, its operations have been substantially funded by the issuance of common stock and mineral property earn-in agreements. The Company is not subject to any externally imposed credit or capital requirements. However, the Company will continue to rely on such funding depending upon market and economic conditions at the time. There have been no changes in the Company's approach to capital management during the nine months ended September 30, 2024.

WESTERN EXPLORATION, INC.  
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
(Expressed in U.S. Dollars)

## 5. Restricted Cash

The Company held restricted cash outstanding in the amounts of \$610,950 (December 31, 2023 - \$610,950) as of September 30, 2024, for the Wood Gulch and Doby George Projects as required by the U.S. Forest Service and Bureau of Land Management.

During the period ended September 30, 2024 and December 31, 2023, these amounts were held in a restricted fund to be held as collateral for surety bonds in place to cover current and future reclamation obligations.

## 6. Mineral Properties

Total mineral property acquisition costs as at September 30, 2024 and December 31, 2023 were \$7,865,000.

### Aura Project

The Aura project consists of 709 unpatented lode mining claims, totaling 12,848 acres, and mineral leases on 2,296 acres of fee land in nine different parcels. The Aura project is an amalgamation of three projects, Doby George, IL Ranch and Wood Gulch.

The current mineral lease agreement has an expiration date of December 31, 2031.

The Aura project is subject to a 2% Net Smelter Royalty (NSR) on precious metals and a 1.4% NSR on base metals payable to IL Minerals LLC. RG Royalties holds a 2% NSR after the first 400,000 ounces of gold production at Doby George. When the RG Royalties royalty becomes effective the IL Minerals NSR decreases to 1% on the RG Royalties area. There is also additional 1% NSR and production royalties ranging from .1% to 1% payable to Tyler Shepard on claims overlying the Wood Gulch.

On December 22, 2021, the Company granted a 1% royalty on the entire Aura project to Agnico Eagle in exchange for the redemption of 2,358,490 Western shares (note 11). The royalty has a \$5,000,000 buyback option for 2 years and thereafter the buyback escalates by \$500,000 per year up to a maximum of \$9,000,000 on the tenth anniversary date, thereafter, increasing to \$10,000,000 up until the eleventh anniversary and expiring thereafter. As of the date of grant, the fair value of the royalty was deemed to be \$nil as it was undetermined at the time of grant whether the Company will achieve commercial production with its property.

WESTERN EXPLORATION, INC.  
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
(Expressed in U.S. Dollars)

**7. Property and Equipment**

<b>Cost</b>		
<b>Balance, December 31, 2022</b>	<b>\$</b>	<b>426,322</b>
Disposals		(27,500)
<b>Balance, December 31, 2023 and September 30, 2024</b>	<b>\$</b>	<b>398,822</b>
<b>Accumulated Depreciation</b>		
<b>Balance, December 31, 2022</b>	<b>\$</b>	<b>324,876</b>
Depreciation		9,218
Disposals		(27,500)
<b>Balance, December 31, 2023</b>	<b>\$</b>	<b>306,594</b>
Depreciation		4,777
<b>Balance, September 30, 2024</b>	<b>\$</b>	<b>311,371</b>
<b>Carrying amount</b>		
<b>Balance, December 31, 2023</b>		<b>92,228</b>
<b>Balance, September 30, 2024</b>		<b>87,451</b>

**8. Accounts Payable and Accrued Liabilities**

	<b>September 30, 2024</b>	<b>December 31, 2023</b>
Trade payables	\$ 353,315	\$ 111,216
Accrued liabilities	600	137,858
	<b>\$ 353,915</b>	<b>\$ 249,074</b>

**9. Reclamation Provision**

The provision for environmental rehabilitation consists of land rehabilitation and related costs. Although the ultimate amount of the environment rehabilitation provision is uncertain, the amount of these obligations is based on information currently available, including closure plans and the Company's interpretation of current regulatory requirements.

WESTERN EXPLORATION, INC.  
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
(Expressed in U.S. Dollars)

**9. Reclamation Provision (continued)**

The provision for environmental rehabilitation relates to reclamation and closure costs of the Company's Aura Project. The undiscounted provision for environmental rehabilitation is estimated at \$613,700 as at September 30, 2024 (December 31, 2023: \$613,700), over a period of 4-5 years, inflated using rates ranging from 4.51% to 5.61% (December 31, 2023 – 4.51% to 5.61%) per annum and discounted using a risk-free rate of 4.01% (December 31, 2023: 4.01%) per annum.

<b>Balance as of January 1, 2023</b>	<b>\$</b>	<b>501,160</b>
Accretion		19,896
Loss on Disturbances		115,459
<b>Balance as of December 31, 2023 and September 30, 2024</b>	<b>\$</b>	<b>636,515</b>

**10. Share Capital Authorized**

**Share Capital**

The Company's authorized capital consisted solely of voting common shares without par value.

On October 24, 2022, the Company amended its notice of articles to change the identifying name of its outstanding class of shares from "Common Shares" to "Variable Voting Shares" to reflect that the outstanding class of listed shares of the Company are subject to a voting reduction to the shares held by residents of the United States to ensure that not more than 50% of the outstanding voting securities of the Company are held, directly, or indirectly, by residents of the United States.

**Issued Share Capital**

45,432,798 common shares issued and outstanding as at September 30, 2024.

During the period ended September 30, 2024 and December 31, 2023, the Company issued the following shares:

	<b>Common Shares</b>	<b>Amount</b>
<b>Balance - January 1, 2023</b>	<b>31,481,117</b>	<b>\$ 46,899,792</b>
Units issued for cash	2,937,322	2,350,010
Exercise of restricted stock units	31,250	41,116
<b>Balance - December 31, 2023</b>	<b>34,449,689</b>	<b>49,290,918</b>
Units issued for cash	10,951,859	3,382,928
Exercise of restricted stock units	31,250	41,116
<b>Balance - September 30, 2024</b>	<b>45,432,798</b>	<b>52,714,962</b>

## 10. Share Capital Authorized (Continued)

On June 14, 2023, the Company completed its "best efforts" private placement offering of an aggregate 2,937,332 units (the "Units") at a price of CAD\$1.55 per Unit for aggregate gross proceeds of CAD \$4,552,864.60 (USD 3,423,989) (the "Offering"). Each Unit consists of one variable voting share of the Company and one-half of one variable voting share purchase warrant of the Company (each whole variable voting share purchase warrant, a "Unit Warrant"), with each Unit Warrant entitling the holder thereof to acquire one variable voting share of the Company (each, a "Warrant Share") at a price of CAD \$2.15 per Warrant Share at any time until June 14, 2026, subject to adjustment in certain circumstances. Proceeds were allocated to common shares and warrants using the relative fair value method. The fair value of the warrants was determined to be \$668,890 on the date of issuance, estimated using the Black Scholes pricing model using a fair value share price of CAD\$1.50, risk free interest rate of 4.15%, an expected dividend yield of 0%, volatility rate of 88% based on historical share prices of comparable companies and an expected life of 3 years.

The Offering was completed pursuant to the terms of an agency agreement dated June 14, 2023, among the Company and a syndicate of agents (collectively, the "Agents"). In consideration for the services provided by the Agents in connection with the Offering, the Company paid an aggregate cash commission of \$147,854 and issued an aggregate 126,839 non-transferable compensation options (the "Compensation Options") to the Agents. In addition, in consideration for the provision of certain finder services to the Company in connection with the Offering, the Company also paid an aggregate cash finder's fee of \$26,220 and issued an aggregate 22,493 finder's options (the "Finder's Options"). The Finder's Options were issued on substantially the same terms as the Compensation Options. Please see "Compound Options" for more details on the Finder's Options and Compensation Options. The Company also incurred share issuance costs of \$134,138 for this financing.

On March 28, 2024, the Company closed its non-brokered private placement of units (the "Units") in the capital of the Company (the "Offering"). The Offering consisted of the issuance of 9,348,086 Units at a price of CAD\$0.70 per Unit, for aggregate gross proceeds of approximately CAD\$6,543,659 (USD \$4,829,270). Each Unit consists of one variable voting share of the Company (each, a "Share") and one variable voting share purchase warrant of the Company (each whole variable voting share purchase warrant, a "Warrant"). Each Warrant will entitle the holder to purchase one variable voting share of the Company (each, a "Warrant Share") at a price of CAD\$1.00 per Warrant Share at any time on or before the date which is 36 months after the closing date of the Offering (the "Closing Date"), subject to adjustment in certain events. Proceeds were allocated to common shares and warrants using the relative fair value method. The fair value of the warrants was determined to be \$2,140,169 on the date of issuance, estimated using the Black Scholes pricing model using a fair value share price of CAD\$1.10, risk free interest rate of 3.87%, an expected dividend yield of 0%, volatility rate of 139% based on historical share prices of comparable companies and an expected life of 3 years.

In connection with the Offering, the Company has paid certain parties finder's fees in the form of an aggregate of \$82,954 in cash and has issued 158,495 variable voting share purchase warrants (each a "Finder's Warrant"). Each Finder's Warrant entitles the holder to purchase one Share at CAD\$1.00 for 36 months. The fair value of the Finder's Warrants was determined to be \$102,403 on the date of issuance, estimated using the Black Scholes pricing model using a fair value share price of CAD\$1.10, risk free interest rate of 3.87%, an expected dividend yield of 0%, volatility rate of 139% based on historical share prices of comparable companies and an expected life of 3 years. The Company also incurred share issuance costs of \$104,296 for this financing.



WESTERN EXPLORATION, INC.  
 NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
 (Expressed in U.S. Dollars)

**10. Share Capital Authorized (Continued)**

On September 24, 2024, the Company closed its non-brokered private placement (the "Offering") of units of the Company (the "Units"). Under the Offering, the Company issued an aggregate of 1,603,773 Units at a price of CDN \$1.06 per Unit for gross proceeds of approximately CDN \$1.7 million.

Each Unit consists of one variable voting share of the Company (each, a "Share") and one-half of one variable voting share purchase warrant of the Company (each whole variable voting share purchase warrant, a "Warrant"). Each Warrant entitles the holder thereof to purchase one variable voting share of the Company (each, a "Warrant Share") at a price of CDN \$1.36 per Warrant Share at any time on or before the date which is 24 months after the closing date of the Offering, subject to adjustment in certain events. Proceeds were allocated to common shares and warrants using the relative fair value method. The fair value of the warrants was determined to be \$359,366 on the date of issuance, estimated using the Black Scholes pricing model using a fair value share price of CAD\$1.17, risk free interest rate of 2.90%, an expected dividend yield of 0%, volatility rate of 104% based on historical share prices of comparable companies and an expected life of 2 years.

**Share Purchase Warrants**

As of September 30, 2024, the following share purchase warrants of the Company were issued and outstanding:

<b>Total Warrants</b>	<b>Strike Price</b>	<b>Grant Date</b>	<b>Expiration Date</b>
407,143	CAD\$1.96	2022-12-21	2024-12-21
1,543,333	CAD\$2.15	2023-06-14	2026-06-14
9,506,581	CAD\$1.00	2024-03-28	2027-03-28
801,886	CAD\$1.36	2024-09-24	2026-09-24
12,258,943			

On January 27, 2024, 169,205 warrants with an exercise price of CAD\$3.975 expired.

As of September 30, 2024, the weighted average remaining life of the share purchase warrants outstanding was 2.28 years.

**Restricted Stock Units**

The Company has established a Restricted Share Unit Plan (the "RSU Plan"). Under the RSU Plan, together with any other share compensation arrangement. The Board may in its own discretion, at any time, and from time to time, grant RSUs to any employee, director or consultant of the Company or its subsidiaries, other than persons conducting investor relations activities, from time to time by the Board, subject to the limitations set forth in the RSU Plan. The Board may designate one or more performance periods under the RSU Plan.

On June 8, 2022, the Company granted a total of 125,000 RSU's, of which 62,500 RSU's vested immediately, with the remaining 62,500 vesting equally on the first and second anniversary from the date of grant. Each RSU is exercisable into one common share of the Company at no additional cost. On the date of grant, the fair value of RSU's granted was determined to be \$164,464 based on the fair market trading price of the Company's common shares. During the nine months period ended September 30, 2024, \$8,999 of stock-based compensation expense was recognized in the relation to the vesting of RSU's.

WESTERN EXPLORATION, INC.  
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
(Expressed in U.S. Dollars)

**10. Share Capital Authorized (Continued)**

Following is a summary of changes in RSU's outstanding for the periods ended September 30, 2024 and December 31, 2023:

<b>Balance - December 31, 2022</b>	<b>62,500</b>
Exercised	(31,250)
<b>Balance as of December 31, 2023</b>	<b>31,250</b>
Exercised	(31,250)
<b>Balance as of September 30, 2024</b>	<b>-</b>

**Stock Options**

The Company has established a rolling Stock Option Plan (the "Plan"). Under the Plan, the number of shares reserved for issuance may not exceed 10% of the total number of issued and outstanding shares and, to any one optionee, may not exceed 5% of the issued shares on a yearly basis. The maximum term of each option shall not be greater than 5 years. The exercise price of each option shall not be less than the market price of the Company's shares at the date of grant. Options vest at the discretion of the Board of Directors.

On June 8, 2022, the Company granted a total of 1,596,025 options to directors, officers, employees and consultants of the Company. Under the terms of the options, a total of 50% of the options are to vest immediately, 25% vesting on June 8, 2023 and the remaining vesting on June 8, 2024. The fair value of the options was determined to be \$1,905,154 on the date of issuance, estimated using the Black Scholes pricing model using a fair value share price of CAD\$1.65, risk free interest rate of 3.18%, an expected dividend yield of 0%, and volatility rate of 157%. During the nine months period ended September 30, 2024, \$104,249 of stock-based compensation expense was recognized in the relation to the vesting of options.

On August 5, 2024 the Company granted a total of 1,415,000 options to directors, officers, employees and consultants of the Company. The options expire on August 5, 2027 and have an exercise price of CAD\$1.10. Under the terms of the options, a total of 50% of the options are to vest immediately, 25% vesting on August 5, 2025 and the remaining vesting on August 5, 2026. Included in the option grant are 125,000 options issued to Peak Investor Marketing ("Peak"). The options issued to Peak were granted with ½ vesting on the 6 month anniversary, ¼ on the 12 month anniversary ¼ on the 18 month anniversary of the grant date. The fair value of the options was determined to be \$605,133 on the date of issuance, estimated using the Black Scholes pricing model using a fair value share price of CAD\$1.10, risk free interest rate of 3.09%, an expected dividend yield of 0%, and volatility rate of 101%. During the nine months period ended September 30, 2024, \$141,867 of stock-based compensation expense was recognized in the relation to the vesting of options.

The following is a summary of changes in options outstanding for the periods ended September 30, 2024 and December 31, 2023:

	Amount	Weighted Average Exercise Price
<b>Balance - December 31, 2022 and 2023</b>	<b>1,596,025</b>	<b>C \$2.65</b>
Granted	1,415,000	C \$1.10
<b>Balance, September 30, 2024</b>	<b>3,011,025</b>	<b>C \$1.92</b>

WESTERN EXPLORATION, INC.  
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
(Expressed in U.S. Dollars)

**10. Share Capital Authorized (Continued)**

As of September 30, 2024, the following options of the Company were issued and outstanding:

<b>Outstanding Options</b>	<b>Exercisable</b>	<b>Strike Price</b>	<b>Grant Date</b>	<b>Expiration Date</b>
1,596,025	1,596,025	CAD\$2.65	2022-06-08	2027-06-08
1,415,000	707,500	CAD\$1.10	2024-08-05	2027-08-05
3,011,025	2,303,525			

As at September 30, 2024, the weighted average remaining life of stock options outstanding is 2.76 years.

**Compensation Options**

In connection to the Offering dated June 14, 2023, the Company issued 126,839 Compensation Options. Each Compensation Option is exercisable to acquire one unit of the Company (each, a "Compensation Option Unit") at a price of CAD\$1.55 per Compensation Option Unit, until June 14, 2026. Each Compensation Option Unit consists of one variable voting share of the Company and one-half of one variable voting share purchase warrant of the Company, each whole warrant entitling the holder to purchase one variable voting share of the Company at a price of CAD\$2.15 per share at any time until June 14, 2026. In addition, in consideration for the provision of certain finder services to the Company in connection with the Offering, the Company also issued 22,493 Finder's Options. The Finder's Options were issued on substantially the same terms as the Compensation Options. The fair value of the Compensation Options and Finder's Options was determined to be \$96,866 on the date of issuance, estimated using the Black Scholes pricing model using a fair value share price of CAD\$1.50, risk free interest rate of 4.15%, an expected dividend yield of 0%, volatility rate of 88% based on historical share prices of comparable companies and an expected life of 3 years.

WESTERN EXPLORATION, INC.  
 NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
 (Expressed in U.S. Dollars)

**11. Related Party Transactions**

Related parties include the Board of Directors, officers and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The below noted transactions are in the normal course of business and are measured at the amount as agreed to by the parties and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations. The Company considers key management to be officers and directors of the Company.

During the three and nine months periods ended September 30, 2024 and 2023, the Company paid, or accrued remuneration to key management of the Company as follows:

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Salaries and fees	\$52,500	\$52,500	\$157,500	\$157,500
Stock-based compensation	\$141,867	\$42,705	\$216,344	\$274,535

As at September 30, 2024, amounts totaling \$440,095 (December 31, 2023 - \$440,095) were due to a corporation controlled by a director of the Company. During the year ended December 31, 2023, the repayment terms of the payable were extended to January 1, 2025, bearing no interest.

Major shareholders:

To the knowledge of the directors and senior officers of the Company, as at September 30, 2024, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than as set out below:

	Number of common Shares	Percentage of outstanding shares
Golkonda LLC	19,969,391	44.0%
Agnico Eagle (USA) Ltd	6,299,334	13.9%

WESTERN EXPLORATION, INC.  
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS  
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023  
(Expressed in U.S. Dollars)

## 12. Exploration Expenditures

The following table reflects the exploration expenditures incurred in the periods ended September 30, 2024 and 2023:

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Drilling	\$ 2,120,938	\$ 1,064,989	\$ 2,126,052	\$ 1,065,088
Permitting	50,045	24,863	78,563	66,802
Geological	287,073	327,929	503,624	604,222
Land maintenance	141,800	125,613	141,800	125,613
Metallurgy	14,145	59,984	37,729	181,241
<b>Total</b>	<b>\$ 2,614,001</b>	<b>\$ 1,603,378</b>	<b>\$ 2,887,768</b>	<b>\$ 2,042,966</b>

## 13. General and Administrative Expenses

The following table reflects general and administrative expenses incurred in the periods ended September 30, 2024 and 2023:

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Salaries	\$ 90,318	\$ 90,310	\$ 272,750	\$ 272,413
Office and general	198,377	235,351	792,854	798,373
Audit and accounting fees	17,155	6,299	40,657	25,322
Stock-based compensation	141,867	65,118	255,115	418,620
Legal and regulatory fees	43,987	70,470	150,261	148,451
Depreciation	1,592	1,593	4,777	7,625
<b>Total</b>	<b>\$ 493,296</b>	<b>\$ 469,141</b>	<b>\$ 1,516,414</b>	<b>\$ 1,670,804</b>

## 14. Loss Per Share

The calculation of basic and diluted loss per share for the three and nine month period ended September 30, 2024 was based on losses attributable to common shareholders of \$3,086,176 and \$4,336,400 (September 30, 2023 – loss of \$2,045,644 and \$3,654,368) and the basic weighted average number of common shares outstanding of 43,933,619 and 40,843,591 (September 30, 2023 – 34,449,689 and 32,656,184). Diluted loss per share did not include the effect of outstanding warrants, options and RSU's as they are anti-dilutive.