

*Interim Condensed Consolidated Financial Statements of*

**Phenom Resources Corp.**

**For the three and nine months ended August 31, 2024 and 2023**

(Unaudited, Expressed in Canadian dollars)

## **NOTICE OF NO AUDITOR REVIEW**

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

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company.

The Company's independent auditors have not performed a review of these consolidated financial statements in accordance with the standards established by the 'Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditors.

**Phenom Resources Corp.**  
**Condensed Interim Consolidated Statements of Financial Position**  
**As at August 31, 2024 and 2023**  
(Unaudited - Expressed in Canadian dollars)

	Note	August 31, 2024	November 30, 2023
		\$	\$
<b>ASSETS</b>			
Current			
Cash		914,741	403,684
GST and other receivables		16,821	6,489
Prepaid expenses and deposits		18,048	5,899
		<b>949,610</b>	416,072
Reclamation bonds	4	224,610	250,286
Exploration and evaluation assets	4	19,199,075	18,482,364
<b>TOTAL ASSETS</b>		<b>20,373,295</b>	19,148,722
<b>LIABILITIES</b>			
Current			
Accounts payable and accrued liabilities	6	289,493	836,941
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	5	30,178,697	28,546,573
Reserves	5	11,421,183	10,357,732
Deficit		(21,516,078)	(20,592,524)
		<b>20,083,802</b>	18,311,781
<b>TOTAL LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>		<b>20,373,295</b>	19,148,722

Nature of operations and going concern (Note 1)  
Commitments (Note 9)

**Approved on behalf of the Board:**

*"Michael Mracek"*

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Director – Michael Mracek

*"Paul S. Cowley"*

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Director – Paul S. Cowley

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

**Phenom Resources Corp.**  
**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**  
**For the three and nine months ended August 31, 2024 and August 31, 2023**  
(Unaudited - Expressed in Canadian dollars)

	Note	Three months ended August 31		Nine months ended August 31	
		2024	2023	2024	2023
		\$	\$	\$	\$
Audit, accounting and legal	6	34,454	43,009	107,261	137,329
Consulting fees	6	53,250	48,000	190,728	144,000
Exploration expenses		27,618	22,227	27,618	23,288
Foreign exchange gain/(loss)		1,241	3,192	10,785	2,115
Investor relations and marketing		46,793	70,492	82,017	155,788
Office expenses		18,939	14,880	54,435	47,391
Property evaluation		27,875	-	119,991	-
Stock based compensation	6	28,299	-	244,315	404,412
Transfer agent and filing fees		25,212	21,171	70,169	69,497
Travel and accommodation		4,952	18,105	11,436	32,211
		(268,633)	(241,076)	(918,755)	(1,016,031)
Interest income		3,636	494	4,201	1,984
Write-down of reclamation bond				(9,000)	-
Write-down of exploration and evaluation assets	4	-	-	-	(632,172)
<b>Loss and comprehensive loss for the period</b>		<b>(264,997)</b>	<b>(240,582)</b>	<b>(923,554)</b>	<b>(1,646,219)</b>
<b>Basic and diluted loss per common share</b>		<b>(0.00)</b>	<b>(0.01)</b>	<b>(0.01)</b>	<b>(0.02)</b>
<b>Weighted average number of common shares outstanding – basic and diluted</b>		<b>104,161,621</b>	<b>93,072,926</b>	<b>100,683,875</b>	<b>90,704,575</b>

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

**Phenom Resources Corp.**  
**Condensed Interim Consolidated Statements of Cash Flows**  
**For the nine months ended August 31, 2024 and August 31, 2023**  
(Unaudited - Expressed in Canadian dollars)

	<b>August 31, 2024</b>	<b>August 31, 2023</b>
	\$	\$
<b>Cash flows provided by (used in):</b>		
<b>Operating activities</b>		
Loss for the period	(923,554)	(1,646,219)
Items not involving cash:		
Share-based compensation	244,315	404,412
Write-down of reclamation bonds	9,000	-
Write-down of exploration and evaluation assets	-	632,172
Net changes in non-cash working capital items:		
GST and other receivables	(12,149)	24,486
Prepaid expenses and deposits	(10,332)	41,212
Accounts payable and accrued liabilities	4,348	(58,620)
<b>Cash used in operating activities</b>	<b>(688,372)</b>	<b>(602,557)</b>
<b>Investing activities</b>		
Exploration and evaluation asset expenditures	(1,196,882)	(679,674)
Reclamation bonds, net	16,676	-
<b>Cash used in investing activities</b>	<b>(1,180,206)</b>	<b>(679,674)</b>
<b>Financing activities</b>		
Proceeds from private placement	2,337,060	-
Proceeds from exercise of options	5,000	92,500
Proceeds from exercise of warrants	79,380	1,435,486
Share issuance costs	(41,805)	-
<b>Cash provided by financing activities</b>	<b>2,379,635</b>	<b>1,527,986</b>
<b>Change in cash during the period</b>	<b>511,057</b>	<b>245,755</b>
<b>Cash, beginning of period</b>	<b>403,684</b>	<b>573,655</b>
<b>Cash, end of period</b>	<b>914,741</b>	<b>819,410</b>

**Supplemental disclosure with respect to cash flows (Note 8)**

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

**Phenom Resources Corp.**  
**Condensed Interim Consolidated Statements of Changes in Equity**  
**For the nine months ended August 31, 2024 and August 31, 2023**  
(Unaudited - Expressed in Canadian dollars)

	<b>Common shares</b>	<b>Share capital</b>	<b>Reserves</b>	<b>Deficit</b>	<b>Total</b>
	number	\$	\$	\$	\$
<b>Balance – November 30, 2022</b>	<b>89,045,065</b>	<b>26,410,704</b>	<b>10,519,203</b>	<b>(18,726,003)</b>	<b>18,203,904</b>
Shares issued for:					
cash pursuant to exercise of options	350,000	160,424	(67,924)	-	92,500
cash pursuant to exercise of warrants	5,521,099	1,882,695	(447,209)	-	1,435,486
Shares issued for bonus	87,500	50,750	(50,750)	-	-
Property options – Nevada Gold	150,000	42,000	-	-	42,000
Share-based compensation	-	-	404,412	-	404,412
Loss and comprehensive loss	-	-	-	(1,646,219)	(1,646,219)
<b>Balance – August 31, 2023</b>	<b>95,153,664</b>	<b>28,546,573</b>	<b>10,357,732</b>	<b>(20,372,222)</b>	<b>18,532,083</b>
Loss and comprehensive loss	-	-	-	(220,302)	(220,302)
<b>Balance – November 30, 2023</b>	<b>95,153,664</b>	<b>28,546,573</b>	<b>10,357,732</b>	<b>(20,592,524)</b>	<b>18,311,781</b>
Shares issued for:					
cash pursuant to private placement	9,218,000	1,495,726	841,334	-	2,337,060
cash pursuant to exercise of options	25,000	8,724	(3,724)	-	5,000
cash pursuant to exercise of warrants	294,000	97,854	(18,474)	-	79,380
Share issuance costs	-	(41,805)	-	-	(41,805)
Property option payment - Nevada Gold	150,000	39,750	-	-	39,750
Property option payment – Mountain Gold	75,000	31,875	-	-	31,875
Share-based compensation	-	-	244,315	-	244,315
Loss and comprehensive loss	-	-	-	(923,554)	(923,554)
<b>Balance – August 31, 2024</b>	<b>104,915,664</b>	<b>30,178,697</b>	<b>11,421,183</b>	<b>(21,516,078)</b>	<b>20,083,802</b>

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

**Phenom Resources Corp.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**For the nine months ended August 31, 2024 and 2023**  
(Unaudited - Expressed in Canadian dollars)

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**1. NATURE OF OPERATIONS AND GOING CONCERN**

Phenom Resources Corp. (the “Company” or “Phenom Resources”) is in the business of the acquisition, exploration and evaluation of mineral properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company has an interest in properties located in Nevada and Arizona, USA. The Company is incorporated under the Business Corporations Act (British Columbia). The common shares of the Company trade on the TSX Venture Exchange (“TSX-V”) under the symbol “PHNM”. The Company’s corporate head office is located at 1100-1199 W. Hastings Street, Vancouver, British Columbia, Canada.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. Realization values may be substantially different from carrying values as shown and these condensed interim consolidated financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material. At August 31, 2024, the Company had not yet achieved profitable operations, had a deficit of \$21,516,078 (November 30, 2023 – \$20,592,524) since inception, a working capital of \$660,117 (November 30, 2023 – working capital deficit \$420,869), and expects to incur further losses in the development of its business. These circumstances comprise a material uncertainty which may cast significant doubt about the Company’s ability to continue as a going concern. Therefore, the Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company’s ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to explore its exploration property interests and to meet its ongoing levels of corporate overhead and discharge its liabilities as they come due. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

**2. BASIS OF PRESENTATION**

*Statement of compliance*

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended November 30, 2023, which have been prepared in accordance with IFRS as issued by the IASB.

The Company uses the same accounting policies and methods of computations as in the annual consolidated financial statements for the year ended November 30, 2023.

These consolidated financial statements were approved by the board of directors on October 30, 2024.

*Basis of presentation*

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

**3. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS**

The Company uses the same accounting estimates and judgements as in the annual consolidated financial statements for the year ended November 30, 2023.

**Phenom Resources Corp.**  
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**4. EXPLORATION AND EVALUATION ASSETS**

	<b>Carlin Gold- Vanadium</b>	<b>South Carlin Section 22</b>	<b>King Solomon</b>	<b>Crescent Valley</b>	<b>Dobbin</b>	<b>Total</b>
	\$	\$	\$	\$	\$	\$
<b>Balance as at November 30, 2022</b>	<b>17,184,014</b>	<b>632,172</b>	-	-	-	<b>17,816,186</b>
Acquisition expenditures – cash	330,365	-	-	13,520	-	343,885
Acquisition expenditures – shares	-	-	-	42,000	-	42,000
Acquisition expenditures – staking	-	-	-	-	29,014	29,014
Deferred exploration expenditures						
Assaying	24,946	-	-	-	11,555	36,501
Consulting	22,864	-	-	-	7,904	30,768
Drilling	599,907	-	-	-	-	599,907
Licenses, permits and fees	33,554	-	-	-	-	33,554
Surveying	3,655	-	-	-	-	3,655
Other	148,599	-	-	10,230	20,237	179,066
	1,163,890	-	-	65,750	68,710	1,298,350
Write-down	-	(632,172)	-	-	-	(632,172)
<b>Balance as at November 30, 2023</b>	<b>18,347,904</b>	-	-	<b>65,750</b>	<b>68,710</b>	<b>18,482,364</b>
Acquisition expenditures – cash	-	-	20,561	-	-	20,561
Acquisition expenditures – shares	-	-	71,625	-	-	71,625
Acquisition expenditures – staking	-	-	-	-	146	146
Deferred exploration expenditures						
Assaying	24,129	-	-	-	52,053	76,182
Consulting	22,180	-	5,494	166,195	80,257	274,126
Drilling	979	-	-	-	-	979
Licenses, permits and fees	33,561	-	-	-	-	33,561
Other	84,133	-	61,037	11,131	83,230	239,531
	164,982	-	158,717	177,326	215,686	716,711
<b>Balance as at August 31, 2024</b>	<b>18,512,886</b>	-	<b>158,717</b>	<b>243,076</b>	<b>284,397</b>	<b>19,199,075</b>

**Carlin Gold-Vanadium Property, Nevada**

*Acquisition*

On September 22, 2017, the Company entered into an assignment agreement with America’s Gold Exploration Inc. (“AGEI”). Pursuant to the assignment agreement, AGEI assigned to the Company all of AGEI’s interest in an option agreement between AGEI and Golden Predator US Holding Corp. (“GPUS”) dated June 14, 2017 as amended September 12, 2017. The option agreement grants to Phenom Resources the option to acquire a 100% interest in the Carlin Gold-Vanadium Project (the “Property”) located in Elko Nevada.

During the year ended November 30, 2021, the Company amended the option agreement between AGEI and GPUS. The amendment focused on the extension of the Net Smelter Return (“NSR”) buy out and was required to issue 1,000,000 common share purchase warrants and pay part of the remaining balance earlier. The Company had the right to purchase the underlying 2% NSR at any time on or before June 30, 2023 (the “Royalty Purchase Payment Deadline”) upon payment of \$4,000,000. The Royalty Purchase Payment Deadline may be extended in one year increments for up to four additional years upon the payment of US\$250,000 per year due on or before each of June 30, 2023 (paid), 2024, 2025 and 2026. During the nine months ended August 31, 2024 the Company did not make the extension payment which resulted in the Company losing out in the buy-out privilege.



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On June 27, 2022, the Company completed all work commitments and options payments and owns 100% of the Property, subject to the 2% NSR royalty (noted above). The total consideration applicable to and paid for the Company's acquisition of the Property under the assignment agreement with AGEI was US\$50,000 in cash and issuing 1,000,000 common shares. The consideration completed by the Company on acquisition of the Property under the option agreement with GPUS was US\$2,000,000 cash and incurring \$1,022,000 in exploration expenditures on the Property.

*Access and Mineral Lease Agreement*

On January 17, 2019, the Company entered into an Access and Mineral Lease Agreement which increased mineral rights adjacent to the Carlin Gold-Vanadium property (referred to as the "Cole Creek Property"). Under the terms of the Access and Mineral Lease Agreement the Company paid the lessor US\$50,000 on signing (paid) and is required to pay an additional US\$20,000 annually for the lease. In addition, the Company is to incur an aggregate of US\$100,000 in expenditures before January 19, 2022 (completed). In the event the Company commences mining operations on the Cole Creek Property, the annual payments will be replaced with a 5% NSR royalty in favor of the lessor. The lessor also owns or has rights to certain lands containing roads which the Company wishes to use for access to the Cole Creek Property and the Carlin Gold-Vanadium property. The Access and Mineral Lease Agreement grants to the Company the right to access such lands and roads for a payment of US\$15,000 (paid) on signing and US\$5,000 annually which will terminate at the Company's start of development and mining operations. The Company has the right to terminate the lease portion of the agreement without termination of the road access portion of the agreement.

*Definitive Offtake Agreement*

During the year ended November 30, 2023, the Company signed a definitive offtake agreement with the private Japanese battery company, MK Plus Co, Ltd. ("MK Plus"). The Company will commit to providing 20% of its future Carlin Vanadium project concentrates to MK Plus at fair market value. In exchange for this commitment, MK Plus will issue the Company 5% of MK Plus's issued and outstanding shares. As at August 31, 2024 the shares have not been issued.

As at August 31, 2024 and November 30, 2023, the Company holds a total of \$202,797 (US\$157,424) in reclamation bonds for the Carlin Gold-Vanadium Property.

**Crescent Valley, Nevada**

On April 26, 2023, the Company signed a three-year option agreement with Nevada Gold Ventures, LLC ("Nevada Gold"), whereby the Company has the option to acquire a 100% interest in 38 unpatented mining claims located in Eureka County of Nevada, commonly referred to as the Crescent Valley Property.

As consideration for the property, the Company will make cash payments issue common shares to Nevada Gold as follows:

- Pay US\$10,000 on signing of the Option Agreement (paid);
- Issue 150,000 common shares on receipt of approval from TSX-V (issued July 23, 2024 at fair value of \$42,000); and
- Issue an additional 150,000 common shares on or before each of April 26, 2024 (issued July 23, 2024 at fair value of \$39,750), 2025 and 2026.

In addition, the Company is required to incur US\$500,000 in exploration expenditures on the property over the next three years as follows:

- US\$100,000 on or before April 26, 2024 (completed); and
- US\$200,000 on or before each of April 26, 2025, and 2026.

Nevada Gold will retain a 3% NSR on any mineral products derived from the Crescent Valley Property. The Company will have the right to purchase up to a 2% NSR for US\$1,000,000 for each 1% NSR prior to commencing commercial production.

**Phenom Resources Corp.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
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(Unaudited - Expressed in Canadian dollars)

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During the nine months ended August 31, 2024, the Company deposited a total of \$15,214 (US\$11,147) in reclamation bonds for the Crescent Valley Property.

**Dobbin Property, Nevada**

On September 4, 2023, the Company signed a signed a six-year option agreement to which it may acquire a 100% interest in 52 unpatented mining claims located in Nevada, commonly referred to as the Dobbin Property. As consideration for the property, the Company will make cash payments as follows:

- Reimburse the owner for staking cost (completed); and
- Pay US\$25,000 on or before each of September 30, 2024 (subsequently paid), 2025, 2026, 2027, 2028 and 2029.

In addition, the Company is required to incur US\$2,000,000 in exploration expenditures on the property over the next six years as follows:

- US\$100,000 on or before each of September 30, 2024 (completed), and 2025;
- US\$200,000 on or before each of September 30, 2026, and 2027;
- US\$400,000 on or before September 30, 2028; and
- US\$1,000,000 on or before September 30, 2029.

The optionor will retain a 3% NSR on any mineral products derived from the Dobbin Property. The Company will have the right to purchase 1% NSR loyalty from the Owner at anytime by making a payment of US\$1,000,000 to the Owner.

**King Solomon Gold, Nevada**

On May 21, 2024, the Company signed a four-year option agreement to which it may acquire a 100% interest in 178 claims located in Nevada, commonly referred to as the King Solomon Property. As consideration for the property, the Company will make cash payments and issue common shares as follows:

- Issue 75,000 common shares on receipt of approval from TSX-V (issued June 14, 2024 at fair value of \$31,875);
- Pay US\$10,000 on or before June 15, 2024 (paid); and
- Pay US\$20,000 on or before the first anniversary date.
- Pay US\$7,500 in invoiced consulting fees on or prior to the first anniversary date
- Pay US\$30,000 on or before the second anniversary date
- Pay US\$40,000 on or before the third anniversary date
- Pay US\$50,000 on or before the fourth

The optionor will retain a 3% NSR on any mineral products derived from the King Solomon Property. The Company will have the right to purchase up to 2% NSR by making a payment of US\$3,000,000 at any time. Advanced royalty payments will be required starting in fiscal 2029.

On June 6, 2024, the Company entered into an agreement to acquire a 100% interest in an additional 26 claims of the King Solomon Property. As consideration for the property, the Company will make cash payments as follows:

- Pay US\$5,000 on Signing of the agreement (paid)
- Pay US\$10,000 on or before the first anniversary date.
- Pay US\$20,000 on or before the second anniversary date
- Pay US\$30,000 on or before the third anniversary date
- Pay US\$40,000 on or before the fourth

**Phenom Resources Corp.**  
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The optionor will retain a 3% NSR on any mineral products derived from the King Solomon Property. The Company will have the right to purchase up to 2% NSR by making a payment of US\$3,000,000 at any time. Advanced royalty payments will be required starting in fiscal 2029.

**South Carlin Section 22 Property, Nevada**

On July 12, 2021, the Company, through its wholly-owned subsidiary, Copper One USA, Inc., signed a property option agreement with two private vendors pursuant to acquire a 100% interest in 36 unpatented mining claims located one mile north of the Company's Carlin Gold-Vanadium Property on the Carlin Gold Trend of Nevada, commonly referred to as the South Carlin Section 22 Property ("Section 22"). Pursuant to the option agreement, in order to fully exercise its option and acquire the property, the Company was required to pay an aggregate of US\$920,000 (US\$170,000 paid) and required to incur an aggregate of US\$1,000,000 (US\$300,000 incurred) in exploration expenditures on the property.

On April 3, 2023, the Company terminated its option agreement. Accordingly, the Company recorded a write-down of exploration and evaluation assets of \$632,172.

As at November 30, 2023, the Company held a total of \$12,850 (US\$9,752) in reclamation bonds for the South Carlin Section 22 Property. During the nine months ended August 31, 2024, the total \$12,850 of reclamation bonds were refunded.

**SMOKE Property, Nevada**

On October 27, 2021, the Company signed a three-year option agreement with Nevada Gold Ventures, LLC ("Nevada Gold"), whereby the Company has the option to acquire a 100% interest in the SMOKE Property. As consideration for the property, the Company will make cash payments of US\$10,000 (paid), issue 600,000 common shares to Nevada Gold (150,000 issued), and incur US\$500,000 in exploration expenditures on the property over the next three years (completed).

On November 15, 2022, the Company terminated its option agreement. Accordingly, the Company recorded a write-down of exploration and evaluation asset of \$848,410 for the year ended November 30, 2022.

As at August 31, 2024, the Company holds a total of \$6,599 (US\$5,115) (November 30, 2023 \$16,539 (US\$12,787)) in reclamation bonds for the SMOKE Property. During the nine months ended August 31, 2024 a total of \$9,940 (US\$7,672) in reclamation bonds were refunded.

**AVP Property, Nevada**

As at November 30, 2023, the Company held a total of \$9,100 (US\$7,554) in reclamation bonds for the AVP Property. During the nine months ended August 31, 2024, the total \$9,100 of reclamation bonds were refunded.

**West Jerome, Arizona**

On August 22, 2013, the Company acquired all of the issued and outstanding shares of CO USA. The acquisition included an undivided 100% interest in West Jerome located in Arizona. The property is subject to a 1.5% NSR to one party and a 0.5% NSR to another party.

During the none months ended August 31, 2024, the Company paid \$27,618 (November 30, 2023 - \$21,964) in permitting and geophysical consulting fees to keep the West Jerome property in good standing. These costs have been expensed as exploration costs on the statement of loss and comprehensive loss.

**Other**

As at November 30, 2023, the Company held \$9,000 of reclamation bonds related to its previously held Spences Bridge prospect. During the nine months ended August 31, 2024, the total of \$9,000 of reclamation bonds were written off.

**Phenom Resources Corp.**  
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## 5. SHARE CAPITAL

- a) Authorized: Unlimited common shares without par value.
- b) Financing:

*For the nine months ended August 31, 2024*

On June 21, 2024, the Company closed a non-brokered private placement issuing 2,750,000 units at a price of \$0.45 per unit for gross proceeds of \$1,237,500. Each Unit is comprised of one common share and one share purchase warrant, whereby each share purchase warrant will entitle the holder to purchase one common share for a period of three years at a price of \$0.65. The Company incurred cash finders' fees of \$6,000 in connection with this private placement. The value of \$434,916 attributed to the warrants related to the private placement was estimated using the Black-Scholes pricing model with the following weighted average assumptions: share price - \$0.54; exercise price - \$0.65; risk-free rate - 3.49%; expected life - 3.0 years; expected volatility - 73.02%; and expected dividends - nil. Additionally, in connection with the private placement, the Company incurred an additional \$12,410 in cash share issuance costs.

On February 15, 2024, the Company closed a non-brokered private placement of 6,468,000 units at a price of \$0.17 per unit to raise total gross proceeds of up to \$1,099,560. Each Unit is comprised of one common share and one share purchase warrant, whereby each share purchase warrant will entitle the holder to purchase one common share for a period of three years at a price of \$0.27. The Company incurred cash finders' fees of \$6,474 in connection with this private placement. The value of \$406,418 attributed to the warrants related to the private placement was estimated using the Black-Scholes pricing model with the following weighted average assumptions: share price - \$0.22; exercise price - \$0.27; risk-free rate - 3.83%; expected life - 3.0 years; expected volatility - 73.69%; and expected dividends - nil. Additionally, in connection with the private placement, the Company incurred an additional \$16,921 in cash share issuance costs.

During the nine months ended August 31, 2024, a total of 150,000 common shares were issued in relation to the Crescent Valley property valued at \$39,750; and a total of 75,000 common shares were issued in relation to the King Solomon property valued at \$31,875.

During the nine months ended August 31, 2024, total of 294,000 warrants with an exercise price of \$0.27 and 25,000 options at an exercise price of \$0.59 were exercised for gross proceeds of \$94,130.

*For the nine months ended August 31, 2023*

During the nine months ended August 31, 2023, a total of 5,521,099 warrants with an exercise price of \$0.26 per share were exercised for gross proceeds of \$1,435,485. The fair value of the warrants of \$447,209 was reclassified from reserves to share capital.

During the nine months ended August 31, 2023 a total of 150,000 options with an exercise price of \$0.26 per share, 50,000 options with an exercise price of \$0.32 per share and 150,000 options with an exercise price of \$0.17 per share were exercised for gross proceeds of \$92,500. The fair value of the stock options of \$67,924 was reclassified from reserves to share capital.

During the nine months ended August 31, 2023 a total of 150,000 common shares were issued in related to the Crescent Valley property valued at \$42,000.

**Phenom Resources Corp.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
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c) Stock options:

The balance of fully exercisable options outstanding and related information for the nine months ended August 31, 2024 are as follows:

	<b>Options Outstanding</b>	<b>Weighted Average Exercise Price (per share)</b>	<b>Weighted Average Life (Years)</b>
Balance, November 30, 2022	4,735,000	\$0.45	2.32
Granted	1,075,000	\$0.37	
Exercised	(350,000)	\$0.26	
Expired	(880,000)	\$0.51	
Balance, November 30, 2023	4,580,000	\$0.45	2.32
Granted	1,750,000	\$0.20	
Exercised	(25,000)	\$0.20	
Expired	(340,000)	\$0.33	
<b>Balance, August 31, 2024</b>	<b>5,965,000</b>	<b>\$0.39</b>	<b>2.55</b>

As at August 31, 2024, the Company had the following fully exercisable options outstanding:

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Options Outstanding</b>	<b>Options Exercisable</b>
November 8, 2024	\$0.25	100,000	100,000
November 18, 2024	\$0.25	100,000	100,000
August 5, 2025	\$0.32	1,150,000	1,150,000
May 13, 2026	\$0.59	1,815,000	1,815,000
March 11, 2028	\$0.37	1,075,000	1,075,000
February 9, 2029	\$0.20	1,425,000	1,425,000
August 1, 2027	\$0.45	300,000	100,000-
		<b>5,965,000</b>	<b>5,765,000</b>

During the nine months ended August 31, 2024, the Company granted 1,750,000 stock options and recognized share-based payment compensation of \$244,315. A total of 1,650,000 options vested immediately upon issuance and a total of 200,000 options will vest every three months. The weighted average fair value per option of the share options granted during the period was \$0.15. The fair value of the options was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions: share price – \$0.25; exercise price – \$0.24; dividend yield – nil; volatility – 84.9%; risk-free interest rate – 3.46%; expected life of options (years) – 4.66 years; forfeiture rate – nil.

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d) Warrants:

The balance of warrants outstanding and related information for the nine months ended August 31, 2024 were as follows:

	<b>Warrants Outstanding</b>	<b>Weighted Average Exercise Price (per share)</b>	<b>Weighted Average Life (Years)</b>
Balance, November 30, 2022	24,822,159	\$0.52	1.91
Exercised	(5,521,096)	\$0.26	
Expired	(1,602,235)	\$0.26	
Balance, November 30, 2023	17,698,828	\$0.62	1.43
Issued	9,218,000	\$0.38	
Exercised	(294,000)	\$0.27	
Expired	(7,650,325)	\$0.55	
<b>Balance, August 31, 2024</b>	<b>18,972,503</b>	<b>\$0.54</b>	<b>1.97</b>

As at August 31, 2024, 2024, the Company had the following warrants outstanding:

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Warrants Outstanding</b>
October 21, 2025	\$0.50	2,045,169
November 10, 2025	\$0.50	1,003,334
March 3, 2026	\$0.75	6,000,000
July 9, 2026	\$0.75	1,000,000
February 15, 2027	\$0.27	6,174,000
June 21, 2027	\$0.65	2,750,000
		<b>18,972,503</b>

## 6. RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and include both executive and non-executive directors, and entities controlled by such persons. The Company's key management personnel include all directors, officers and companies associated with them including the following:

- Buena Tierra Development Ltd ("Buena Tierra"), a company owned by Paul Cowley, the President, Chief Executive Officer and a director of the Company.

Compensation paid or payable to key management personnel for services provided during the three and nine months ended August 31, 2024 and 2023 was as follows:

	<b>Three months ended August 31,</b>		<b>Nine months ended August 31,</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Accounting fees	7,166	4,169	26,599	24,836
Consulting fees	45,000	45,000	138,600	135,000
Share based compensation	-	-	171,323	-
	<b>52,166</b>	<b>49,169</b>	<b>336,522</b>	<b>159,836</b>

**Phenom Resources Corp.**  
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As at August 31, 2024, accounts payable and accrued liabilities include \$139,286 (November 30, 2023 – \$136,945) due to the Chief Executive Officer of the Company and/or companies controlled by officers of the Company. The amounts are non-interest bearing, unsecured and have no specific terms of repayment. Of this amount, \$103,010 (November 30, 2023 - \$132,010) relates to bonus payments earned by an officer and director of the Company. The payment will be deferred for working capital purposes until the Company’s Board of Directors approves the payment.

**7. SEGMENTED INFORMATION**

The Company has identified its operating segments based on the internal reports that are reviewed and used by the chief executive officer and the executive management in assessing performance and in determining the allocation of resources. The Company considers the business from a geographic perspective and assesses the performance of the operating segments based on measures such as net property and equipment as well as operational results.

**Operating Segment**

The Company’s operations are limited to a single industry segment, being the acquisition, exploration of mineral properties.

**Geographic Segments**

As at August 31, 2024 the Company’s operations and assets are located in Canada and the USA. By geographic areas, the Company’s losses for the three and nine months ended August 31, 2024 and 2023 are as follows:

	Three months ended		Six months ended	
	August 31,		August 31,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Canada	226,308	204,870	865,357	924,668
USA	38,689	35,712	58,197	721,551
	<b>264,997</b>	<b>240,582</b>	<b>923,554</b>	<b>1,646,219</b>

By geographic areas, the Company’s non-current assets as at August 31, 2024 and November 30, 2023 are as follows:

	2024	2023
	\$	\$
Canada	-	9,000
USA	19,423,685	18,723,650
	<b>19,423,685</b>	<b>18,732,650</b>

**8. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

Non-cash investing and financing activities that do not have a direct impact on current cash flows are excluded from the statements of cash flows. During the nine months ended August 31, 2024 and 2023, non-cash financing and investing activities included:

- \$18,474 (2023 - \$447,209) was reclassified from reserves to share capital on the exercise of warrants;
- \$3,724 (2023 - \$67,924) was reclassified from reserves to share capital on the exercise of options;
- \$101,538 (November 30, 2023 - \$653,334) in accounts payable and accrued liabilities related to exploration and evaluation assets;
- \$71,625 (2023 - \$42,000) was recorded on issuance of 225,000 (2023 - 150,000) common shares for mineral property
- \$841,334 (November 30, 2023 - \$nil) was allocated from share capital to reserves to record the relative fair value of the warrants issued in private placements;

**Phenom Resources Corp.**  
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**9. COMMITMENTS**

The following table summarizes the contractual maturities of the Company's significant financial liabilities and capital commitments, including contractual obligations for the years ended November 30<sup>th</sup> as indicated:

	<b>2024</b>	<b>2025</b>	<b>2026</b>	<b>2027</b>	<b>2028</b>	<b>Total</b>
	\$	\$	\$	\$	\$	\$
Accounts payable and accrued liabilities	289,493	-	-	-	-	<b>289,493</b>
Consulting agreement obligations <sup>(1)</sup>	45,000	180,000	180,000	180,000	180,000	<b>765,000</b>
Exploration obligations <sup>(2)</sup>	33,728	522,776	674,550	431,712	728,514	<b>2,391,280</b>
	<u>368,221</u>	<u>702,776</u>	<u>854,550</u>	<u>611,712</u>	<u>908,514</u>	<b><u>3,445,773</u></b>

<sup>(1)</sup> The consulting obligation shall be payable to the CEO if the Company elects to continue with the contract on an ongoing basis. The contract has a 60 day termination clause with a total commitment of \$30,000.

<sup>(2)</sup> Exploration obligations include all option payments, mineral access, mineral lease, and exploration expenditure obligations for the Company's mineral properties.