FREEGOLD VENTURES LIMITED

(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in U.S. Dollars)

December 31, 2024 and 2023

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Freegold Ventures Limited

Opinion

We have audited the accompanying consolidated financial statements of Freegold Ventures Limited (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2024 and 2023, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 4 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was $99,239,052 as of December 31, 2024. As more fully described in Note 2 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment at each reporting period.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management’s assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company’s recent expenditure activity.
- Assessing compliance with agreements and expenditure requirements including reviewing lease agreements and vouching cash payments on a test basis.
- Obtaining, on a test basis, confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management’s Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management’s Discussion and Analysis prior to the date of this auditor’s report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Catherine Tai.

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

March 31, 2025

Freegold Ventures Limited
(An Exploration Stage Company)

Consolidated Statements of Financial Position

As at December 31,

(Expressed in U.S. Dollars)

ASSETS		**2024**		**2023**
Current				
Cash and cash equivalents	**$**	**3,453,089**	$	2,019,583
Amounts receivable		**46,605**		32,152
Prepaid expenses and deposits		**105,378**		158,138
		3,605,072		2,209,873
Exploration and Evaluation Properties *(Notes 4 & 6)*		**99,239,052**		87,657,666
Property, Plant and Equipment *(Note 5 (a))*		**370,223**		394,680
Right-of-Use Asset *(Note 5 (b))*		**66,668**		98,880
	$	**103,281,015**	$	90,361,099

LIABILITIES				
Current				
Trade payables	**$**	**179,121**	$	134,483
Accrued liabilities		**54,556**		57,463
Current portion of lease liability *(Note 5 (b))*		**26,818**		29,176
		260,495		221,122
Non-Current				
Lease liability (*Note 5(b))*		**36,597**		70,766
Restoration and environmental obligations *(Note 7)*		**374,364**		366,091
		671,456		657,979
SHAREHOLDERS' EQUITY				
Share Capital *(Note 8)*		**141,211,584**		125,848,303
Reserves		**35,703,992**		37,071,327
Deficit		**(74,306,017)**		(73,216,510)
		102,609,559		89,703,120
	$	**103,281,015**	$	90,361,099

Nature and Continuance of Operations *(Note 1)* and **Subsequent Events** *(Note 12)*

APPROVED AND AUTHORIZED FOR ISSUE ON BEHALF OF THE BOARD OF DIRECTORS:

"Garnet Dawson", Director   *"David Knight"*, Director

Freegold Ventures Limited
(An Exploration Stage Company)

Consolidated Statements of Changes in Shareholders' Equity
For the Years Ended December 31, 2024 and 2023

(Expressed in U.S. Dollars)

	Common Shares	Amount	Stock Options Reserve	Warrants Reserve	Foreign Currency Translation Reserve	Deficit	Total
Balance – December 31, 2022	**368,189,021**	**$ 115,505,151**	**$ 8,739,451**	**$ 21,533,143**	**$ 815,072**	**$ (70,119,390)**	**$ 76,473,427**
Issuance and allotment of shares for:							
- Brokered private placement *(Note 8(a))*	41,310,000	12,242,632	-	-	-	-	12,242,632
- Brokered private placement *(Note 8(a))*	10,000,000	2,974,800	-	-	-	-	2,974,800
- Value assigned to warrants *(Note 8(a))*	-	(2,880,606)	-	2,880,606	-	-	-
- Value assigned to warrants *(Note 8(a))*	-	(760,987)	-	760,987	-	-	-
- Exercise of options *(Note 8 (c))*	2,160,000	262,099	(94,566)	-	-	-	167,533
- Share issue costs *(Note 8(a))*	-	(1,189,142)	-	-	-	-	(1,189,142)
- Share issue costs – agent warrants *(Note 8(a))*	-	(305,644)	-	305,644	-	-	-
- Share-based payments *(Note 8(c))*	-	-	2,362,834	-	-	-	2,362,834
Foreign currency translation adjustment	-	-	-	-	(231,844)	-	(231,844)
Loss for the year	-	-	-	-	-	(3,097,120)	(3,097,120)
Balance – December 31, 2023	**421,659,021**	**$ 125,848,303**	**$ 11,007,719**	**$ 25,480,380**	**$ 583,228**	**$ (73,216,510)**	**$ 89,703,120**
Issuance and allotment of shares for:							
- Brokered private placement *(Note 8(a))*	25,000,000	7,380,000	-	-	-	-	7,380,000
- Value assigned to warrants *(Note 8(a))*	-	(1,507,680)	-	1,507,680	-	-	-
- Exercise of warrants *(Note 8b)*	20,114,749	10,256,387	-	(2,721,219)	-	-	7,535,168
- Exercise of options *(Note 8c)*	100,000	8,104	(2,901)	-	-	-	5,203
- Share issue costs *(Note 8(a))*	-	(643,064)	-	-	-	-	(643,064)
- Share issue costs – agent warrants *(Note 8(a))*	-	(130,466)	-	130,466	-	-	-
- Share-based payments *(Note 8(c))*	-	-	141,183	-	-	-	141,183
Foreign currency translation adjustment	-	-	-	-	(422,544)	-	(422,544)
Loss for the year	-	-	-	-	-	(1,089,507)	(1,089,507)
Balance – December 31, 2024	**466,873,770**	**$ 141,211,584**	**$ 11,146,001**	**$ 24,397,307**	**$ 160,684**	**$ (74,306,017)**	**$ 102,609,559**

Freegold Ventures Limited
(An Exploration Stage Company)

Consolidated Statements of Loss and Comprehensive Loss

For the Years Ended December 31,

(Expressed in U.S. Dollars)

	2024	2023
General and Administrative Expenses		
Accretion *(Notes 5(b) & 7)*	**$ 14,302**	$ 12,898
Consulting fees *(Note 6)*	**116,210**	30,960
Depreciation *(Notes 5(a) & 5(b))*	**56,669**	66,012
Office and miscellaneous	**60,943**	46,866
Professional fees (*Note 6)*	**144,882**	182,362
Promotion and shareholder relations	**206,305**	265,256
Rent and utilities	**32,723**	28,008
Transfer, filing and other fees	**176,290**	173,510
Travel and transportation	**116,860**	51,988
Share-based payments *(Notes 6 & 8(c))*	**141,183**	2,181,610
Wages, salaries and benefits *(Note 6)*	**227,216**	261,460
Total General and Administrative Expenses	**(1,293,583)**	(3,300,930)
Foreign exchange gain (loss), net	**46,036**	(5,539)
Interest and bank charges	**(7,640)**	(11,316)
Interest income	**165,680**	220,665
	204,076	203,810
Loss for the Year	**$ (1,089,507)**	$ (3,097,120)
Loss per Share – Basic and Diluted	**$ (0.00)**	$ (0.01)
Weighted Average Number of Shares Outstanding – Basic and Diluted	**446,748,924**	393,649,281
Comprehensive Loss		
Loss for the year	**$ (1,089,507)**	$ (3,097,120)
Foreign currency translation adjustment	**(422,544)**	(231,844)
Total Comprehensive Loss for the Year	**$ (1,512,051)**	$ (3,328,964)

Freegold Ventures Limited
(An Exploration Stage Company)

Consolidated Statements of Cash Flows

For the Years Ended December 31,

(Expressed in U.S. Dollars)

Cash Resources Provided By (Used In)	**2024**	2023
Operating Activities		
Loss for the year	**$ (1,089,507)**	$ (3,097,120)
Items not affecting cash:		
Depreciation	**56,668**	66,012
Accretion	**14,302**	12,898
Share-based payments	**141,183**	2,181,610
Net changes in non-cash working capital components:		
Amounts receivable	**(14,453)**	(12,421)
Prepaid expenses and deposits	**52,760**	(64,322)
Trade payables	**43,530**	12,739
Accrued liabilities	**(2,907)**	(6,689)
	(798,424)	(907,293)
Investing Activities		
Exploration and evaluation property acquisition costs	**(1,100,895)**	(553,201)
Exploration and evaluation property exploration costs	**(10,479,383)**	(11,325,389)
	(11,580,278)	(11,878,590)
Financing Activities		
Share capital issued	**14,920,371**	15,384,965
Share issuance costs	**(643,064)**	(1,189,142)
Repayment of lease liability	**(36,527)**	(28,164)
Restricted cash	**-**	-
	14,240,780	14,167,659
Effect of Foreign Currency on Cash and Cash Equivalents	**(428,572)**	(55,428)
Net Increase (Decrease) in Cash and Cash Equivalents	**1,433,506**	1,326,348
Cash and Cash Equivalents - Beginning of Year	**2,019,583**	693,235
Cash and Cash Equivalents - End of Year	**$ 3,453,089**	$ 2,019,583
Interest received	**$ 165,680**	$ 220,665
Income taxes paid	**$ -**	$ -
Supplemental Disclosure of Non-Cash Items		
Exploration expenditures included in trade payables	**$ 114,749**	$ 113,641
Fair value of agent's warrants	**$ 130,466**	$ 305,644
Share-based payments included in exploration and evaluation properties	**$ -**	$ 181,224

-See Accompanying Notes-

1. Nature and Continuance of Operations

Freegold Ventures Limited (the "Company") is in the process of acquiring, exploring and evaluating precious and base metal properties. The Company will attempt to bring the properties to production, structure joint ventures with others, option or lease properties to third parties or sell the properties outright. The Company has not determined whether these properties contain ore reserves and the Company is considered to be in the exploration stage. The recoverability of the amounts expended by the Company on acquiring and exploring mineral properties is dependent upon future profitable production or selling the property.

The head office, principal address and registered records office of the Company is Suite 888 – 700 West Georgia Street, Vancouver, British Columbia, Canada, V7Y 1G5. The Company's common shares are listed on the TSX Exchange under the symbol "FVL".

The Company's consolidated financial statements as at December 31, 2024 and for the year then ended have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company had a comprehensive loss of $1,512,051 for the year ended December 31, 2024 and had working capital of $3,344,577 at December 31, 2024.

Management cannot provide assurance that the Company will ultimately achieve profitable operations or become cash flow positive, or raise additional debt and/or equity capital. If the Company is unable to raise additional capital in the immediate future, management expects that the Company will need to curtail operations, liquidate assets, seek additional capital on less favourable terms and/or pursue other remedial measures or cease operations. The current working capital, proceeds from the exercise of warrants in 2025 and announced financing subsequent to December 31, 2024 (Note 12), management estimates it has sufficient working capital to continue operations for the next 12 months. These consolidated financial statements do not include any adjustments related to the recoverability and classification of assets or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Material Accounting Policy Information

The consolidated financial statements of the Company have been prepared in accordance with IFRS Accounting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

a) **Consolidation**

These consolidated financial statements include the accounts of the Company's wholly-owned subsidiaries, Freegold Alaska Inc. (formerly Free Gold Recovery, USA), Freegold Ventures Limited, USA, Grizzly Bear Gold Inc., McGrath Gold Inc. and Dolphin Gold Inc., all incorporated in the United States. All subsidiaries are US corporations which are involved in exploration and evaluation of properties. Inter-company transactions and balances are eliminated upon consolidation.

b) **Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of income and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

The most significant accounts that require estimates and judgements as the basis for determining the stated amounts include the recoverability of exploration and evaluation properties, determination of functional currency, valuation of share-based compensation, asset retirement obligation and recognition of deferred tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are as follows:

<u>Economic recoverability and probability of future economic benefits of exploration and evaluation properties</u>
Management assesses whether there are any impairment indicators at each reporting period and if any are determined, will perform a valuation test. Management has determined that there were no impairment indicators and exploration, evaluation, and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including, geologic and other technical information, a history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

<u>Determination of functional currency</u>
The Company determines the functional currency through an analysis of several indicators such as expenses and cash flow, financing activities, retention of operating cash flows, and frequency of transactions within the reporting entity.

<u>Going concern of operations</u>
The financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The assessment of the Company's ability to source future operations and continue as a going concern involves judgement. Estimates and assumptions 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. If the going concern assumption is not appropriate for the financial statements, then adjustments would be necessary in the carrying value of assets and liabilities, the reported revenue and expenses and the statement of financial position classifications used (Note 1).

Information about assumptions and estimation uncertainties that have a significant risk of resulting in significant adjustments are as follows:

Valuation of share-based compensation

The Company uses the Black-Scholes option pricing model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, risk-free interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Asset retirement obligations

The Company's asset retirement obligations represent management's best estimate of the present value of the future cash outflows required to settle estimated reclamation and closure costs on the Company's exploration projects. The provision reflects estimates of future costs, inflation and assumptions of risks associated with the future cash outflows, and the applicable interest rates for discounting the future cash outflows. Changes in the above factors can result in a change to the provision recognized by the Company.

Changes to the asset retirement obligations are recorded with a corresponding change to the carrying amounts of related exploration and evaluation assets. Adjustments to the carrying amounts of related mining properties can result in a change to future depletion expense.

c) **Cash and Cash Equivalents**

The Company considers cash and cash equivalents to include amounts held in banks and highly liquid investments with maturities at point of purchase of 90 days or less. The Company places its cash and cash equivalents with institutions of high-credit worthiness.

As at December 31, 2024, the Company holds cash of $3,414,639 (December 31, 2023 - $1,978,472) and cash equivalents of $38,450 (December 31, 2023 - $41,111).

d) **Financial Instruments**

Financial instruments consist of financial assets and financial liabilities, and are initially recognized at fair value net of transaction costs that are directly attributable to the acquisition or issue of the financial asset or liability. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit and loss.

The Company classifies its financial assets and financial liabilities in the following measurement categories:

a) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss); and
b) those to be measured at amortized cost.

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at the end of subsequent accounting periods. All other financial assets are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income. The Company's cash and cash equivalents, amounts receivable and deposits are recorded at amortized cost.

Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). Any fair value changes due to credit risk for liabilities designated at fair value through profit and loss are recorded in other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Impairment of Financial Assets

An expected credit loss (ECL) model applies to financial assets measured at amortized cost, contract assets and debt investments at fair value through other comprehensive income, but not to investments in equity instruments. The Company's financial assets, measured at amortized cost and subject to the ECL model, include cash and cash equivalents, and amounts receivable.

An entity is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure requirements about expected credit losses and credit risk.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods, if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as fair value through profit or loss ("FVTPL") or amortized cost. Financial liabilities classified as amortized cost are initially recognized at fair value less directly attributable transaction costs.

The Company's trade payables, accrued liabilities and lease liability are classified at amortized cost. The Company does not currently have any FVTPL financial liabilities.

e) **Exploration and Evaluation Properties**

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Option payments received are treated as a reduction of the carrying value of the related exploration and evaluation properties and deferred costs until the receipts are in excess of costs incurred, at which time they are credited to income. Option payments are at the discretion of the optionee, and accordingly, are recorded on a cash basis.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

f) **Impairment**

The carrying amount of the Company's non-financial assets is reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the Company makes an estimate of the asset's recoverable amount. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. Recoverable amount of an asset group is the higher of its fair value less costs to sell and its value in use. Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in profit or loss. In assessing value in use, the estimated future cash flows are adjusted for the risks specific to the asset group and are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

g) **Restoration and Environmental Obligations**

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as the related assets.

The Company's estimates of restoration costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the restoration provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit and loss for the period. The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to profit or loss in the period incurred. The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

h) **Property, Plant and Equipment**

Property, plant and equipment are recorded at cost less any impairment losses and are amortized over their estimated useful lives using the declining balance method at the following annual rates:

Automotive	30%
Computer equipment	30%
Exploration office	4%
Land	N/A
Office equipment	20%
Exploration office equipment	20%

Where an item of property, plant and equipment consists of major components with different useful lives, the components are accounted for as separate items of property, plant and equipment. Expenditures incurred to replace a component of an item of property, plant and equipment that is accounted for separately, including major inspection and overhaul expenditures, are capitalized.

i) **Share Capital**

Common shares and warrants are classified as equity. Incremental costs directly attributable to the issue of common shares, including warrants, are recognized as a reduction of equity, net of tax. For compound financial instruments, the relative fair value method is used to separate the components where the Company issues common shares and warrants as part of its equity financing activities.

The Company has adopted a relative fair value method with respect to the measurement of shares and warrants issued as private placement units. The relative fair value method allocates value to each component on a pro-rata basis, based on the fair value of the components calculated independently of one another. The Company considers the market value of the common shares issued as fair value and measures the fair value of the warrant component of the unit using the Black-Scholes option pricing model. The unit value is then allocated, pro-rata, between the two components, with the fair value attributed to the warrants being recorded to the warrants reserve.

j) **Share-Based Payments**

Share-based payments to employees are measured at the fair value of the instruments issued and recognized over the vesting periods using graded vesting. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the stock options reserve. The fair value of options, as determined using the Black-Scholes option pricing model, which incorporates all market vesting conditions, is expensed. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that will eventually vest.

k) **Earnings (loss) per Share**

Basic earnings (loss) per share ("EPS") is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting year. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting year.

For the periods presented, the calculations proved to be anti-dilutive.

l) **Income Taxes**

Income tax expense is comprised of current and deferred income taxes. Current income tax and deferred income tax are recognized in profit or loss, except to the extent that they relate to items recognized directly in equity.

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

Deferred income tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred income tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred income tax assets and liabilities are offset if there is a legally enforceable right to offset current income tax liabilities and assets, and they relate to income taxes levied by the same tax authority for the same taxable entity. A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related income tax benefit will be realized.

m) **Foreign Currency Translation**

The functional currency of each of the Company's entities is measured using the currency of the primary economic environment in which that entity operates. The Company determined that the functional currency of Freegold Ventures Limited is the Canadian dollar. The functional currency of Freegold Alaska Inc. (formerly Free Gold Recovery Inc., USA) Freegold Ventures Limited, USA, Dolphin Gold, Inc., Grizzly Bear Gold Inc. and McGrath Gold Inc. is the U.S. dollar.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge. Exchange differences arising on the translation of non-monetary items are recognized in comprehensive loss. Where the non-monetary gain or loss is recognized in profit or loss, the exchange component is also recognized in profit or loss.

On consolidation, the Company's financial statements are translated into the presentation currency, being the U.S. dollar. Assets and liabilities are translated at the period-end exchange rate. Income and expenses are translated at the average exchange rate for the period in which they arise. Exchange differences are recognized in comprehensive income (loss) as a separate component of equity.

n) **Leases**

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognizes a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, at the commencement of the lease, with the following exceptions: (a) the Company has elected not to recognize right-of-use assets and liabilities for leases where the total lease term is less than or equal to 12 months, or (b) for leases of low value. The payments for such leases are recognized in profit or loss on a straight-line basis over the lease term.

The right-of-use asset is initially measured based on the present value of lease payments, lease payments made at or before the commencement day, and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses. The right-of-use asset is amortized over the shorter of the lease term or the useful life of the underlying asset. The right-of-use asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate. Lease payments include fixed payments less any lease incentives, and any variable lease payments where variability depends on an index or rate. When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the right-of-use asset and lease liability. The related payments are recognized as an expense in the period in which the triggering event occurs and are included in profit or loss.

o) **Future Changes in Accounting Policies**

The following new standards, amendments to standards and interpretations have been issued but are not effective during the year ended December 31, 2024.

On April 9, 2024, the IASB issued a new standard – IFRS 18, “Presentation and Disclosure in Financial Statements” with a focus on updates to the statement of profit or loss. The key new concepts introduced in IFRS 18 relate to:

- the structure of the statement of profit or loss;
- required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity’s financial statements (that is, management-defined performance measures); and
- enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general.

IFRS 18 will replace IAS 1; many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will apply for reporting periods beginning on or after January 1, 2027 and also applies to comparative information. Adoption of IFRS 18 will not impact the recognition or measurement of items in the consolidated financial statements, but it might change what an entity reports as its ‘operating profit or loss’. The Company is currently assessing the impact the new standard will have on its consolidated financial statements.

3. Approval

These consolidated financial statements were approved and authorized for issue by the Audit Committee of the Board of Directors on March 31, 2025.

(Expressed in U.S. Dollars)

4. Exploration and Evaluation Properties

2023:

	Golden Summit Property	Shorty Creek Property	Total
Acquisition costs			
Balance, December 31, 2022	$ 6,623,259	$ 198,546	$ 6,821,805
Additions	553,201	-	553,201
Balance, December 31, 2023	$ 7,176,460	$ 198,546	$ 7,375,006
Exploration and evaluation costs			
Balance, December 31, 2022	$ 63,403,243	$ 5,808,891	$ 69,212,134
Assaying	1,092,065	-	1,092,065
Camp costs	1,030,343	-	1,030,343
Drilling	6,536,135	-	6,536,135
Engineering and consulting	59,798	2,580	62,378
Environmental studies	36,695	-	36,695
Geological and field expenses	240,440	27,541	267,981
Geophysical	208,708	-	208,708
Land maintenance and tenure	49,537	115,892	165,429
Legal	35,951	-	35,951
Metallurgical studies	35,515	-	35,515
Mineral resource update	85,246	-	85,246
Personnel	1,406,449	37,078	1,443,527
Travel	70,553	-	70,553
Total incurred during the year ended December 31, 2023	$ 10,887,435	$ 183,091	$ 11,070,526
Balance, December 31, 2023	$ 74,290,678	$ 5,991,982	$ 80,282,660
Total	**$ 81,467,138**	**$ 6,190,528**	**$ 87,657,666**

(Expressed in U.S. Dollars)

2024:

	Golden Summit Property	Shorty Creek Property	Total
Acquisition costs			
Balance, December 31, 2023	$ 7,176,460	$ 198,546	$ 7,375,006
Additions	1,100,895	-	1,100,895
Balance, December 31, 2024	$ 8,277,355	$ 198,546	$ 8,475,901
Exploration and evaluation costs			
Balance, December 31, 2023	$ 74,290,678	$ 5,991,982	$ 80,282,660
Assaying	804,510	-	804,510
Camp costs	1,042,819	-	1,042,819
Drilling	6,385,432	-	6,385,432
Engineering and consulting	85,474	15,610	101,084
Environmental studies	50,489	-	50,489
Geological and field expenses	351,338	41,102	392,440
Land maintenance and tenure	54,465	147,075	201,540
Legal	58,532	-	58,532
Metallurgical studies	103,919	-	103,919
Mineral resource update	102,123	-	102,123
Personnel	1,163,797	36,430	1,200,227
Travel	37,376	-	37,376
Total incurred during the year ended December 31, 2024	$ 10,240,274	$ 240,217	$ 10,480,491
Balance, December 31, 2024	$ 84,530,952	$ 6,232,199	$ 90,763,151
Total	**$ 92,808,307**	**$ 6,430,745**	**$ 99,239,052**

a) **Golden Summit Property, Alaska, USA**

In 1997, the Company acquired certain mineral claims from Fairbanks Exploration Inc. ("FEI"), subject to a 7% carried working interest held in trust by the Company for FEI. After production is achieved, FEI must contribute 7% of any future approved budget. The same claims are also subject to a 2% NSR payable to FEI. The Company has a 30-day right of first refusal in the event that the 7% carried working interest of FEI or the NSR is to be sold. The Company can also purchase the NSR at any time following the commencement of commercial production, for a price equal to its then net present value as determined in accordance with an agreed upon formula.

(i) **Keystone Claims**

By agreement dated May 17, 1992, the Company entered into a lease agreement, subsequently amended, with Keystone Mines Partnership. The agreement was renegotiated in 2000 and subsequently amended. The Company agreed to make advance royalty payments. The Company has paid $2,480,000 to December 31, 2024 (December 31, 2023 - $2,405,000), and under the current agreement, will pay $75,000 per annum for as long as the advance royalty payment is being paid or mining, permitting, or processing is being conducted on the Property. These claims are subject to a 3% NSR. If commercial production is achieved, the advance royalty payments may be deducted from the royalties owing.

(ii) **Newsboy Claims**

By lease agreement dated February 28, 1986, subsequently amended, the Company assumed the obligation to make advance royalty payments. The Company has paid $285,000 to December 31, 2024 (December 31, 2023 - $273,000).

On February 22, 2022, the Company received a lease extension for an additional 5 years from March 1, 2022 to February 28, 2027. The minimum royalty payable under the amended lease will be $12,000 per year for the term of the lease. The lease payment for 2024 of $12,000 was paid.

The claims are subject to a 4% NSR. The Company has the option to purchase the NSR for the greater of the current value or US$1,000,000 less all advance royalty payments completed to date.

(iii) **Tolovana Claims**

In May 2004, the Company entered into an agreement with a third party (the "Seller") whereby the Seller transferred 100% of the rights via a Quit Claim Deed to a 20-year lease on the Tolovana Gold Property in Alaska.

Under the terms of the agreement, the Company assumed all of the Seller's obligations under the lease, which included making annual lease payments. The Company has paid $344,750 to December 31, 2024 (December 31, 2023 - $340,250).

The property was subject to a sliding scale NSR as follows: 1.5% NSR if gold is below $300 per ounce, 2.0% NSR in the event the price of gold is between $300 to $400, and 3.0% NSR in the event that the price of gold is above $400.

During the year ended December 31, 2024, the Company, exercised its right to purchase the state and federal mining claims that had previously been subject to a 20-year lease by making a payment of US$655,250 ($1,000,0000 less any amounts paid). The Tolovana purchase eliminates the NSR under the lease and further solidifies Freegold's land position.

(iv) **Green Claims**

On December 16, 2010, the Company entered into a 20-year lease agreement with Christina Mining Company, LLC to lease certain mineral claims in the Fairbanks Mining District of Alaska known as the Green Property. The Company has paid $1,750,000 to December 31, 2024 (December 31, 2023 - $1,550,000) and under the current agreement will pay $200,000 per annum until 2028 and $250,000 in 2029. Pursuant to the agreement, the Company was required to incur $1,000,000 in cumulative exploration expenditures (incurred).

The claims are subject to a 3% NSR.

(v) **Chatham Claims**

The Company has a 100% interest in certain mineral claims in the Fairbanks Mining District of Alaska known as the Chatham Property.

The claims are subject to a 1.75% to 2.00% NSR.

(vi) **Alaska Mental Health Trust Property**

By lease agreements from June 1, 2012 and subsequent, the Company entered into mining leases on certain mineral claims in the Fairbanks Mining District of Alaska known as the Alaska Mental Health Trust Property.

Lease for 403 acres:

The Company has paid lease payments of $119,705 to December 31, 2024 (December 31, 2023 - $107,615) and will pay $12,090 per annum until 2026 and $16,120 per annum from 2027 to 2029. The Company has met the cumulative exploration expenditure requirements of $1,521,325 to December 31, 2024 (2023 - $1,293,630) and is required to incur exploration expenditures of $227,695 per annum from 2025 to 2026 and $282,100 per annum from 2027 to 2029.

Lease for 627 acres:

The Company has paid lease payments of $97,969 to December 31, 2024 (December 31, 2023 - $82,294) and will pay $15,675 per annum until 2026 and $18,810 per annum from 2027 to 2029. The Company has met the cumulative exploration expenditure requirements of $1,551,825 to December 31, 2024 (2023 - $1,269,675) and is required to incur exploration expenditures of $282,150 per annum from 2025 to 2026 and $354,255 per annum from 2027 to 2029.

(Expressed in U.S. Dollars)

Lease for 546 acres:

The Company has paid lease payments of $32,760 to December 31, 2024 (December 31, 2023 - $24,570) and will pay $8,190 per annum until 2025, $10,920 per annum from 2026 until 2028 and $13,650 from 2029 to 2031. The Company has met the cumulative exploration expenditure requirements of $461,370 to December 31, 2024 (2023 - $333,060) and is required to incur exploration expenditures of $128,310 in 2025, $193,830 per annum from 2026 to 2028 and $245,700 per annum from 2029 to 2031.

Lease for 1,818 acres:

The Company has paid lease payments of $54,540 to December 31, 2024 (December 31, 2023 - $36,360) and will pay $27,270 per annum from 2025 until 2027 and $36,360 per annum from 2028 to 2030. The Company has met the cumulative exploration expenditure requirements of $681,750 to December 31, 2024 (2023 - $454,500) and is required to incur exploration expenditures of $454,500 per annum from 2025 to 2027 and $681,750 per annum from 2028 to 2030. The claims will be subject to the following NSR:

Price of Gold (per ounce)	Net Royalty
$500 or below	1.0%
$500.01 - $700.00	2.0%
$700.01 - $900.00	3.0%
$900.01 - $1,200.00	3.5%
above $1,200.00	4.5%

(vii) **Cheechako Claims**

By agreement effective November 29, 2023, the Company purchased certain mineral claims in the Fairbanks Mining District of Alaska. The purchase price consists of annual payments of $100,000 until the earlier of the seller's death or a total of $1,000,000. The Company has paid $200,000 to December 31, 2024 (December 31, 2023 - $100,000).

b) **Shorty Creek Property, Alaska, USA**

By agreement dated July 17, 2014, the Company entered into a renewable lease agreement with an initial term expiring December 31, 2024, subsequently extended to June 30, 2025. to the lease agreement includes mineral claims known as the Shorty Creek Property and is located northwest of Fairbanks, Alaska. On August 8, 2014, the Company issued 750,000 common shares as consideration for entering into the lease agreement. The vendor will retain a 2% NSR. The Company is responsible for ongoing annual assessment work as required by the State of Alaska. In 2014 and 2016, additional claims were staked within and outside the area of interest and the Company will be responsible for these annual State of Alaska rents.

(Expressed in U.S. Dollars)

5 (a) Property, Plant and Equipment

2023:

	Automotive	Computer Equipment	Office Equipment	Exploration Office	Exploration Office Equipment	Land	Total
Costs							
Balance, December 31, 2022	$ 205,445	$ 12,209	$ 6,658	$ 179,944	$ 13,396	$ 218,892	$ 636,544
Additions	-	-	-	-	-	-	-
Balance, December 31, 2023	$ 205,445	$ 12,209	$ 6,658	$ 179,944	$ 13,396	$ 218,892	$ 636,544
Accumulated Depreciation							
Balance, December 31, 2022	$ (111,477)	$ (11,572)	$ (5,832)	$ (67,396)	$ (12,360)	$ -	$ (208,637)
Depreciation	(28,190)	(234)	(94)	(4,502)	(207)	-	(33,227)
Balance, December 31, 2023	$ (139,667)	$ (11,806)	$ (5,926)	$ (71,898)	$ (12,567)	$ -	$ (241,864)
Net Book Value	$ **65,778**	**$ 403**	**$ 732**	**$ 108,046**	**$ 829**	**$ 218,892**	**$ 394,680**

(Expressed in U.S. Dollars)

2024:

	Automotive	Computer Equipment	Office Equipment	Exploration Office	Exploration Office Equipment	Land	Total
Costs							
Balance, December 31, 2023	$ 205,445	$ 12,209	$ 6,658	$ 179,944	$ 13,396	$ 218,892	$ 636,544
Additions	-	-	-	-	-	-	-
Balance, December 31, 2024	$ 205,445	$ 12,209	$ 6,658	$ 179,944	$ 13,396	$ 218,892	$ 636,544
Accumulated Depreciation							
Balance, December 31, 20223	$ (139,667)	$ (11,806)	$ (5,926)	$ (71,898)	$ (12,567)	$ -	$ (241,864)
Depreciation	(19,734)	(161)	(74)	(4,322)	(166)	-	(24,457)
Balance, December 31, 2024	$ (159,401)	$ (11,967)	$ (6,000)	$ (76,220)	$ (12,733)	$ -	$ (266,321)
Net Book Value	**$ 46,044**	**$ 242**	**$ 658**	**$ 103,724**	**$ 663**	**$ 218,892**	**$ 370,223**

(Expressed in U.S. Dollars)

5 (b) Right-of-Use Asset and Lease Liability

The Company has an office lease for its head office in Vancouver, BC, with a lease term to September 30, 2026.

The continuity of the right-of-use asset for the years ended December 31, 2024 and 2023 is as follows:

	Right-of-Use Asset
December 31, 2022	$131,665
Amortization	(32,785)
December 31, 2023	$98,880
Amortization	(32,212)
December 31, 2024	$66,668

The continuity of the lease liability for the years ended December 31, 2024 and 2023 is as follows:

	Lease Liability
December 31, 2022	$ 128,106
Lease payments	(32,971)
Accretion expense	4,807
December 31, 2023	$ 99,942
Lease payments	(42,556)
Accretion expense	6,029
December 31, 2024	$ 63,415
Less: Current portion of lease liability	(26,818)
Long-term portion of lease liability – December 31, 2024	$ 36,597

Future minimum lease payments are as follows:

		December 31, 2024
Less than 1 year	$	36,874
1 to 5 years		37,431
Total	$	74,305

Short-term leases are leases with a lease term of twelve months or less. As at December 31, 2024, the Company did not have any short-term leases.

The right-of-use asset and corresponding lease liability were initially measured at the present value of the remaining lease payments, discounted using the Company’s incremental borrowing rate of 4.25% per annum.

(Expressed in U.S. Dollars)

6. Related Party Balances and Transactions

Key management personnel include individuals having authority and responsibility for planning, directing and controlling the activities of the Company. The Company has determined that key management personnel consist of directors and officers of the Company, and any companies controlled by these parties.

A summary of key management compensation is as follows:

		December 31, 2024		December 31, 2023
Professional fees – Chief Financial Officer and Corporate Secretary*	**$**	**67,395**	$	74,156
Consulting fees– Corporate Secretary*		**10,929**		25,955
Wages, salaries and benefits – President and Vice President**		**438,676**		479,699
Total	**$**	**517,000**	$	579,810

*On June 30, 2024, the Corporate Secretary resigned and the Chief Financial Officer was appointed Corporate Secretary.

**During the year ended December 31, 2024, $273,224 (2023 – $278,087) of the President's and Vice President's salary was allocated to the Company's exploration and evaluation properties.

During the year ended December 31, 2024, the Company did not grant any stock options to directors and officers (2023 – 5,530,000) for no share-based payment cost (2023 - $2,152,276).

During the year ended December 31, 2024, the Company incurred no geological consulting costs (2023 - $8,130) with a director of the Company.

7. Restoration and Environmental Obligations

The Company's restoration and environmental obligations consist of reclamation and land rehabilitation costs for the Golden Summit Property *(Note 4a)*. As at December 31, 2024, the present value of the estimated obligations relating to properties is $374,364 (December 31, 2023 – $366,091) using a discount rate of 2.47% (2023 – 2.47%) and an inflation rate of 7.0% (2023 – 7.0%).

The undiscounted reclamation and closure cost obligation at December 31, 2024 is $400,000 (2023 – $400,000).

Movements in the reclamation and closure cost balance during the years are as follows:

		December 31, 2024		December 31, 2023
Balance, beginning of year	**$**	**366,091**	$	358,000
Accretion		**8,273**		8,091
Balance, end of year	**$**	**374,364**	$	366,091

8. Share Capital

The Company has authorized an unlimited number of common shares with no par value. At December 31, 2024, the Company had 466,873,770 common shares outstanding (December 31, 2023 – 421,659,021).

a) **Share Issuances**

On March 26, 2024, the Company closed a brokered private placement (the "Private Placement") of 25,000,000 units (each, a "Unit") at a price of Cdn$0.40 per Unit for aggregate gross proceeds of Cdn$10,000,000. Each Unit is comprised of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will be exercisable to acquire one common share of the Company (a "Warrant Share") for 24 months from the closing date of the Private Placement at an exercise price of Cdn$0.52 per Warrant Share. The fair value of these warrants was $1,507,680. The valuation was based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 4.02%; volatility of 59.18%; and expected life of 2.0 years.

The Company received net proceeds of Cdn$9,332,160 after deducting the agents 7% commission and costs. The agent was also granted 1,426,250 broker warrants entitling the agent to acquire one common share of the Company (a "Broker Warrant Share") for 24 months from the closing date of the Private Placement at an exercise price of Cdn$0.43 per Broker Warrant Share. The fair value of the broker warrants was $130,466. The valuation was based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 4.02%; volatility of 59.18%; and expected life of 2.0 years.

On April 12, 2023, the Company closed a brokered private placement (the "Private Placement") of 10,000,000 units (each, a "Unit") at a price of Cdn$0.40 per Unit for aggregate gross proceeds of Cdn$4,000,000. Each Unit is comprised of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will be exercisable to acquire one common share of the Company (a "Warrant Share") for 24 months from the closing date of the Private Placement at an exercise price of Cdn$0.52 per Warrant Share. The fair value of these warrants was $760,987. The valuation was based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 3.67%; volatility of 64.73%; and expected life of 2.0 years.

The Company received net proceeds of CDN$3,880,000 after deducting the agents 3% commission.

On March 30, 2023, the Company closed a brokered private placement (the "2023 Private Placement") of 41,310,000 units (each, a "2023 Unit") at a price of Cdn$0.40 per 2023 Unit for aggregate gross proceeds of Cdn$16,524,000. Each 2023 Unit is comprised of one common share of the Company and one-half of one common share purchase warrant (each whole warrant, a "2023 Warrant"). Each 2023 Warrant will be exercisable to acquire one common share of the Company (a "2023 Warrant Share") for 24 months from the closing date of the 2023 Private Placement at an exercise price of Cdn$0.52 per 2023 Warrant Share. The fair value of these 2023 warrants was $2,880,606. The valuation was based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 3.65%; volatility of 64.68%; and expected life of 2.0 years.

The Company received net proceeds of Cdn$15,278,495 after deducting the agents 7% commission and costs. The agent was also granted 2,891,700 broker warrants entitling the agent to acquire one common share of the Company (a "2023 Broker Warrant Share") for 24 months from the closing date of the Private Placement at an exercise price of Cdn$0.47 per 2023 Broker Warrant Share. The fair value of the 2023 broker warrants was $305,644. The valuation was based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 3.65%; volatility of 64.68%; and expected life of 2.0 years.

(Expressed in U.S. Dollars)

b) **Share Purchase Warrants**

The following is a summary of the changes in the Company's share purchase warrants for the periods ended December 31, 2024 and December 31, 2023:

	December 31, 2024		December 31, 2023	
	Number of warrants	Weighted average exercise price (Cdn$)	Number of warrants	Weighted average exercise price (Cdn$)
Outstanding, beginning of the year	28,546,700	0.51	-	0.64
Granted	-	-	20,655,000	0.52
Granted	12,500,000	0.52	2,891,700	0.47
Granted	1,426,250	0.43	5,000,000	0.52
Exercised	(2,353,000)	0.47	-	-
Exercised	(17,761,749)	0.52	-	-
Outstanding, end of the Period	22,358,201	0.51	28,546,700	0.51

The following table summarizes information regarding share purchase warrants outstanding as at December 31, 2024:

	Number	Price per Share (Cdn$)	Expiry Date
	11,531,251	0.52	March 30, 2025
	538,700	0.47	March 30, 2025
	8,862,000	0.52	March 26, 2026
	1,426,250	0.43	March 26, 2026
Total	22,358,201		

(Expressed in U.S. Dollars)

c) **Stock Options**

The Company has established a stock option plan (the "Stock Option Plan") whereby the Board of Directors (the "Board"), may from time to time, grant options to directors, officers, employees or consultants. At the Company's Annual General Meeting held on June 28, 2024, shareholders re-approved a resolution which reserves up to 10% of the issued and outstanding shares from time to time (including existing stock options), as a "rolling stock option plan". Stock options may be granted under the Stock Option Plan with an exercise period of up to ten (10) years from the date of grant or such lesser period as determined by the Board, subject to a short extension in the case of a Company imposed blackout period. Any stock options granted under the Stock Option Plan will not be subject to any vesting schedule, unless otherwise determined by the Board. The exercise price of an option will not be less than the closing price of the common shares on the day prior to grant. The policies of the TSX require the approval of all unallocated options, rights or entitlements under the Stock Option Plan by the Company's shareholders every three years with the next such renewal approval requested by shareholders on or before June 28, 2027.

During the year ended December 31, 2024, the Company granted the following options which vested immediately:

	Exercise Price (Cdn$)	Number of options	2024 Vested Amount
Consultant	0.485	500,000	$ 141,183*

*The $141,183 ($0.28 per option) estimated fair value of 500,000 options is recorded in the Company accounts as share-based payments expense calculated on the vesting date. The offsetting entry was to the stock options reserve.

A summary of the Company's stock options at December 31, 2024 and the changes for the period are as follows:

Number Outstanding December 31, 2023	Granted	Exercised	Cancelled	Expired	Number Outstanding December 31, 2024	Number Exercisable December 31, 2024	Exercise Price (Cdn$)	Expiry Date
100,000	-	(100,000)	-	-	-	-	0.07	May 15, 2024
4,135,000	-	-	-	-	4,135,000	4,135,000	0.70	Aug. 31, 2026
5,880,000	-	-	-	-	5,880,000	5,880,000	0.65	May 2, 2028
50,000	-	-	-	-	50,000	50,000	0.65	June 9, 2028
-	500,000	-	-	-	500,000	500,000	0.485	April19, 2029
10,165,000	500,000	(100,000)	-	-	10,565,000	10,565,000	0.66	

During the year ended December 31, 2023, the Company granted the following options which vested immediately:

	Exercise Price (Cdn$)	Number of options	2023 Vested Amount
Directors and Officers	0.65	5,530,000	$2,152,420*
Employees	0.65	75,000	29,190*
Consultants	0.65	425,000	165,420**
Consultant	0.55	50,000	15,804**
Total		6,080,000	$2,362,834

(Expressed in U.S. Dollars)

*The $2,181,610 ($0.39 per option) estimated fair value of 5,605,000 options is recorded in the Company accounts as share-based payments expense calculated on the vesting date. The offsetting entry was to the stock options reserve.

**The $181,224 ($0.38 per option) estimated fair value of 475,000 options is recorded in the Company accounts as deferred exploration costs calculated on the vesting date. The offsetting entry was to the stock options reserve.

A summary of the Company's stock options at December 31, 2023 and the changes for the year are as follows:

Number Outstanding December 31, 2022	Granted	Exercised	Cancelled	Expired	Number Outstanding December 31, 2023	Number Exercisable December 31, 2023	Exercise Price (Cdn$)	Expiry Date
2,170,000	-	(2,160,000)	-	(10,000)	-	-	0.10	July 23, 2023
100,000	-	-	-	-	100,000	100,000	0.07	May 15, 2024
4,315,000	-	-	(180,000)	-	4,135,000	4,135,000	0.70	Aug. 31, 2026
-	6,030,000	-	(150,000)	-	5,880,000	5,880,000	0.65	May 2, 2028
-	50,000	-	-	-	50,000	50,000	0.55	June 9, 2028
6,585,000	6,080,000	(2,160,000)	(330,000)	(10,000)	10,165,000	10,165,000	0.66	

	December 31, 2024	December 31, 2023
Expected dividend yield	**-**	-
Historical volatility	**105.38%**	115.07%
Risk-free interest rate	**3.68%**	2.85%
Expected life of options	**5.00 yrs**	5.00 yrs

9. Income Taxes

A reconciliation of income taxes at statutory rates with the reported taxes is as follows, using Canadian federal and provincial statutory tax rates of 27% (2023 – 27%):

	December 31, 2024	December 31, 2023
Loss before income taxes	**$ (1,089,507)**	$ (3,097,120)
Expected income tax (recovery)	**$ (294,000)**	$ (836,000)
Changes in tax rates and foreign exchange rates	**(3,000)**	(4,000)
Permanent differences	**43,000**	597,000
Share issue cost	**(174,000)**	(321,000)
Foreign exchange effect on current year provision	**620,000**	(172,000)
Adjustment to prior years provision versus statutory tax returns	**(529,000**	10,000
Expiry of unused losses	**6,000**	-
Change in unrecognized deductible temporary differences	**331,000**	726,000
Total income tax expense (recovery)	**$ -**	$ -

(Expressed in U.S. Dollars)

The significant components of the Company's unrecognized deferred tax assets are as follows:

		December 31, 2024		December 31, 2023
Deferred tax assets				
Share issue costs	**$**	**313,000**	$	403,000
Asset retirement obligation		**107,000**		77,000
Non-capital losses		**8,043,000**		7,617,000
Capital losses		**20,000**		22,000
Property, plant and equipment		**63,000**		73,000
Exploration and evaluation properties		**687,000**		710,000
		9,233,000		8,902,000
Unrecognized deferred tax assets		**(9,233,000)**		(8,902,000)
Net deferred tax assets	**$**	**-**	$	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statements of financial position are as follows:

	2024	Expiry	2023	Expiry
Temporary Differences				
Share issue costs	$ 1,160,000	2045 to 2048	$ 1,494,000	2044 to 2047
Allowable capital losses	74,000	No expiry date	81,000	No expiry date
Property, plant, and equipment	229,000	No expiry date	282,000	No expiry date
Restoration and environmental Obligations	374,000	No expiry date	366,000	No expiry date
Exploration and evaluation properties	2,544,000	No expiry date	2,629,000	No expiry date
Non-capital losses	29,435,000		29,704,000	
Canada	22,719,000	2026 to 2044	22,981,000	2026 to 2043
USA	6,716,000	2025 to indefinite	6,723,000	2024 to indefinite

Tax attributes are subject to review, and potential adjustment, by tax authorities.

10. Segmented Information

As at December 31, 2024, the Company operates in one segment which is in the mineral property exploration sector but operates in two geographical locations as set out below which are as follows:

		USA		Canada		Total
Right-of-use asset	**$**	**-**	**$**	**66,668**	**$**	**66,668**
Property, plant and equipment	**$**	**369,323**	**$**	**900**	**$**	**370,223**
Exploration and evaluation properties	**$**	**99,239,052**	**$**	**-**	**$**	**99,239,052**

(Expressed in U.S. Dollars)

Details on a geographic basis as at December 31, 2023 are as follows:

	USA	Canada	Total
Right-of-use asset	$ -	$ 98,880	$ 98,880
Property, plant and equipment	$ 393,545	$ 1,135	$ 394,680
Exploration and evaluation properties	$ 87,657,666	$ -	$ 87,657,666

11. Financial Instruments and Risk Management

a) Financial Instruments

The carrying value of financial assets and liabilities at December 31, 2024 and 2023 are as follows:

	December 31, 2024	December 31, 2023
Financial Assets		
Amortized cost		
Cash and cash equivalents	**$ 3,453,089**	$ 2,019,583
Amounts receivable	**19,712**	1,061
Financial Liabilities		
Amortized cost		
Trade payables	**$ 179,121**	$ 134,483
Accrued liabilities	**54,556**	57,463
Lease liability	**63,415**	99,942

The carrying value of these financial instruments approximates their fair values.

Financial instrument hierarchy

Financial instruments measured at fair value on the consolidated statement of financial position are summarized into the following fair value hierarchy levels:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company does not carry any financial instruments measured at fair value through profit or loss.

b) **Capital Management**

The capital structure of the Company consists of equity attributable to common shareholders, comprising issued capital, accumulated other comprehensive income (loss) and deficit. The Company's objectives when managing capital are to: (i) preserve capital, (ii) obtain the best available net return, and (iii) maintain liquidity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

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 were no changes in the Company's approach to capital management during the year ended December 31, 2024. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

c) **Credit Risk**

Credit risk is the risk of an unexpected loss if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises primarily from the Company's cash and cash equivalents and amounts receivable. The Company manages its credit risk relating to cash and cash equivalents by dealing only with highly-rated Canadian financial institutions. As at December 31, 2024, amounts receivable of $46,605 was comprised of goods and services tax receivable of $26,893 and other receivables of $19,712. As a result, credit risk is considered insignificant. The financial instruments that potentially subject the Company to credit risk comprise cash and cash equivalents and certain receivables, the carrying value of which represents the Company's maximum expire to credit risk.

d) **Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by continuously monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities. As at December 31, 2024, the Company had cash and cash equivalents of $3,453,089 to settle current liabilities of $260,495 and accordingly the Company has limited exposure to liquidity risk.

e) **Currency Risk**

Foreign currency exchange risk is the risk that future cash flows, net income (loss) and comprehensive income (loss) will fluctuate as a result of changes in foreign exchange rates. As the Company's operations are conducted internationally, operations and capital activity may be transacted in currencies other than the functional currency of the entity party to the transaction.

The Company's objective in managing its foreign currency risk is to minimize its net exposures to foreign currency cash flows by obtaining most of its estimated annual U.S. cash requirements and holding the remaining currency in Canadian dollars. The Company monitors and forecasts the values of net foreign currency cash flow and consolidated statement of financial position exposures and from time to time could authorize the use of derivative financial instruments such as forward foreign exchange contracts to economically hedge a portion of foreign currency fluctuations.

The following table provides an indication of the Company's foreign currency exposures during the years ended December 31, 2024 and 2023:

	December 31, 2024 (Cdn$)	December 31, 2023 (Cdn$)
Cash and cash equivalents	**3,885,766**	1,656,702
Trade payables and accruals	**182,118**	70,200

f) **Interest Rate Risk**

The Company's interest rate risk is primarily related to the Company's cash and cash equivalents for which amounts were invested at interest rates in effect at the time of investment. Changes in market interest rates affect the fair market value of the cash and cash equivalents.

g) **Commodity Price Risk**

The Company is in the exploration stage and is not subject to commodity price risk.

12. Subsequent Events

Subsequent to December 31, 2024, 11,440,125 warrants at Cdn$0.52 were exercised for proceeds of Cdn$5,948,865 and 538,700 warrants at Cdn$0.47 were exercised for proceeds of Cdn$253,189.

Subsequent to December 31, 2024, the Company announced that it has entered into an agreement with Paradigm Capital Inc. (the "**Agent**"), in connection with the 2025 Offering, a proposed best efforts private placement financing, for total proceeds of up to approximately Cdn$ 36.5 million (plus the Agent's Option (as defined below)) through the sale of up to 42,942,000 Units of the Company at a price of Cdn$ 0.85 per Unit. Each Unit will be comprised of one Unit Share and one half of one Warrant.

Each Warrant will be exercisable to acquire one Warrant Share for 24 months from the closing of the 2025 Offering, at an exercise price of Cdn$ 1.30 per Warrant Share. The Warrants shall be callable by the Company should the daily volume-weighted average trading price of the common shares of the Company on the Toronto Stock Exchange exceed Cdn$1.30 for a period of twenty (20) consecutive trading days, at any time during the period (i) beginning on the date that is 6 months from the closing date of the 2025 Offering, and (ii) ending on the date the Warrants expire (the "**Call Trigger**"). Following a Call Trigger, the Company may give notice (the "**Call Notice**") to the holders of the Warrants (by disseminating a news release announcing the acceleration) that any Warrant that remains unexercised by the holder thereof shall expire thirty days following the date on which the Call Notice is given.

The Company will grant the Agent an option (the "**Agent's Option**") to sell up to that number of additional Units equal to 15% of the base 2025 Offering size, exercisable, by notice in writing to the Company, at any time not less than 48 hours prior to the closing date of the 2025 Offering.

The Agent will be paid by the Company on closing of the 2025 Offering a cash commission equal to 6% of the gross proceeds of the Offering including on any exercise of the Over-Allotment Option (reduced to 3% on up to Cdn$1,000,000 in Units purchased by investors on the Company's "president's list").

The net proceeds from the 2025 Offering will be used for general working capital and corporate purposes.

The 2025 Offering will be conducted in all provinces of Canada pursuant to private placement exemptions and in such other jurisdictions as are agreed to by the Company and the Agent. The Offering is expected to close on or about April 3, 2025 and will be subject to regulatory approvals and customary closing conditions, including the listing of the Unit Shares and Warrant Shares on the Toronto Stock Exchange. All securities issued pursuant to the Offering will have a hold period of four months and one day from the date of issuance.