



FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
OCTOBER 31, 2023**

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
District Copper Corp.

Opinion

We have audited the accompanying financial statements of District Copper Corp. (the "Company"), which comprise the statements of financial position as at October 31, 2023 and 2022, and statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

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 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 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.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that during the year ended October 31, 2023, the Company had a loss of \$741,952 and as at October 31, 2023, had an accumulated deficit of \$19,563,498. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our auditor's report.

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

As described in Note 6 to the financial statements, the carrying amount of the Company's E&E Assets was \$1,146,665 as of October 31, 2023. As more fully described in Notes 3 and 4 to the 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 Asset.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the 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 including reviewing option agreements and vouching share issuances.
- Assessing the Company's rights to explore E&E Assets including sending confirmation requests to optionors and optionees to ensure good standing of agreements.
- Obtaining, on a test basis through government websites, 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 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 Financial Statements

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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 Carmen Newnham.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

February 12, 2024

DISTRICT COPPER CORP.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	As at October 31, 2023	As at October 31, 2022
ASSETS		
Current Assets		
Cash	\$ 322,086	\$ 367,554
GST receivable	3,261	4,354
Marketable securities (Note 5)	27,500	80,000
Prepaid expenses	65,455	458,182
Promissory note (Note 6)	330,000	330,000
Total Current Assets	748,302	1,240,090
Non-Current Assets		
Promissory note (Note 6)	-	330,000
Exploration and evaluation assets (Note 6)	1,146,665	1,108,069
Total Assets	\$ 1,894,967	\$ 2,678,159
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 46,803	\$ 88,043
Total Liabilities	46,803	88,043
Shareholders' Equity		
Share capital (Note 7)	21,215,277	21,215,277
Share-based payment reserve (Note 7)	196,385	196,385
Deficit	(19,563,498)	(18,821,546)
Total Shareholders' Equity	1,848,164	2,590,116
Total Liabilities and Shareholders' Equity	\$ 1,894,967	\$ 2,678,159

Nature and continuance of operations (Note 1)
Subsequent events (Note 13)

These financial statements were approved and authorized for issue by the Board of Directors on February 12, 2024 by:

"Jevin Werbes"

Director

"Chris Healey"

Director

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

DISTRICT COPPER CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Year Ended October 31, 2023	Year Ended October 31, 2022
<u>Operating Expenses</u>		
Advertising and promotion	78,545	52,364
Consulting fees (Note 8)	517,909	437,599
Director fees (Note 8)	6,000	3,000
Office	23,441	24,356
Professional fees	35,309	58,306
Rent	5,344	7,200
Share-based compensation (Note 8)	-	234,764
Shareholder communications	45,779	43,195
Transfer agent and regulatory	13,185	8,560
Loss Before Non-Operating Items	(725,512)	(869,344)
<u>Non-Operating Items</u>		
Fair value adjustment of marketable securities (Note 5)	(27,500)	(88,000)
Gain (loss) on sale of marketable securities (Note 5)	11,060	114,868
Gain on sale of mineral property (Note 6)	-	24,999
Loss and Comprehensive Loss	(741,952)	(817,477)
Basic and Diluted Loss per Share	\$ (0.03)	\$ (0.04)
Weighted Average Number of Shares Outstanding – Basic and Diluted	21,294,161	19,827,312

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

DISTRICT COPPER CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Shares	Amount	Share-Based Payment Reserve	Deficit	Total Equity
<u>Balance, November 1, 2021</u>	13,944,161	\$ 20,325,701	\$ -	\$ (18,004,069)	\$ 2,321,632
Shares issued for mineral property	1,500,000	205,000	-	-	205,000
Shares issued for private placement	4,300,000	430,000	-	-	430,000
Share issuance costs	-	(18,803)	-	-	(18,803)
Warrants exercised	1,300,000	195,000	-	-	195,000
Options exercised	250,000	78,379	(38,379)	-	40,000
Share-based compensation	-	-	234,764	-	234,764
Loss for the year	-	-	-	(817,477)	(817,477)
Balance, October 31, 2022	21,294,161	\$ 21,215,277	\$ 196,385	\$ (18,821,546)	\$ 2,590,116
Loss for the year	-	-	-	(741,952)	(741,952)
Balance, October 31, 2023	21,294,161	\$ 21,215,277	\$ 196,385	\$ (19,563,498)	\$ 1,848,164

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

DISTRICT COPPER CORP.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year Ended October 31, 2023	Year Ended October 31, 2022
<u>Cash Used in Operating Activities</u>		
Loss	\$ (741,952)	\$ (817,477)
<u>Items not affecting cash</u>		
Fair value adjustment of marketable securities	(27,500)	88,000
Gain on sale of mineral property	-	(24,999)
Gain on sale of marketable securities	(11,060)	(114,868)
Share-based compensation	-	234,764
<u>Changes in non-cash working capital items</u>		
Accounts payable and accrued liabilities	(24,610)	(25,032)
GST receivable	1,093	1,075
Prepaid expenses	392,728	(458,182)
Cash Used in Operating Activities	(356,302)	(1,116,719)
<u>Cash Provided by Investing Activities</u>		
Exploration and evaluation assets ("E&E")	(55,226)	(347,304)
Mineral property sale	-	25,000
Payment for mineral properties	-	275,000
Payment of promissory note	330,000	340,000
Proceeds from sale of marketable securities	36,060	370,618
Cash Provided by Investing Activities	310,834	663,314
<u>Cash Provided by Financing Activities</u>		
Proceeds from share issuances, net	-	646,197
Cash Provided by Financing Activities	-	646,197
Increase in cash for the year	(45,468)	192,792
Cash, beginning of year	367,554	174,762
Cash, End of Year	\$ 322,086	\$ 367,554

See Note 9 for Disclosure of Non-Cash Transactions

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

DISTRICT COPPER CORP.

Notes to the Financial Statements for the Year Ended October 31, 2023
(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

a) Nature of Operations

District Copper Corp. (“**District**” or the “**Company**”) was incorporated under the Canada Business Corporations Act on June 16, 2000 and is listed on the TSX Venture Exchange (“**TSX:V**”).

The Company maintains its head office at 142-1146 Pacific Blvd., Vancouver, British Columbia, Canada, V6Z 2X7.

The Company’s principal business activity is the acquisition and exploration of mineral properties. The Company presently has no proven or probable reserves and based on information to date, it has not yet determined whether these properties contain economically recoverable ore reserves. Consequently, the Company considers itself to be an exploration stage company.

b) Continuance of Operations

These 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 its next fiscal year. Realization values may be substantially different from carrying values as shown and these 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.

During the year ended October 31, 2023, the Company had a loss of \$741,952 (October 31, 2022 - \$817,477) and as at October 31, 2023 had an accumulated deficit of \$19,563,498 (October 31, 2022 - \$18,821,546). To date, the operations of the Company have been primarily funded through the issuance of common shares and the sale and option of properties. The Company will require additional funding to maintain its operations for the upcoming fiscal year. If the Company is not able to obtain adequate additional funding to continue as a going concern, material adjustments would be required to both the carrying value and classification of assets and liabilities on the statement of financial position. Due to many external factors, including commodity prices and equity market conditions, it is not possible to predict whether future financings will be successful or available at all. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

There are many external factors that can adversely affect general workforces, economies and financial markets globally. Examples include, but are not limited to, the COVID-19 global pandemic from March 2020, political conflict in other regions, and supply chain disruptions. It is not possible for the Company to predict the duration or magnitude of adverse results of such external factors and its effect on the Company’s business or ability to raise funds.

DISTRICT COPPER CORP.

Notes to the Financial Statements for the Year Ended October 31, 2023
(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION

a) Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These financial statements were authorized for issue by the Board on February 12, 2024.

b) Basis of Measurement

These financial statements have been prepared on a historical cost basis except for financial instruments that have been measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional currency of the Company is the Canadian dollar, being the currency of the economic environment of the Company’s operations. The functional currency is also the presentation currency.

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not clear from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. See Note 4 for Critical Accounting Estimates and Judgments made by management in the application of IFRS.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies used in the preparation of these financial statements set out below have been applied consistently in all material respects.

Cash and Cash Equivalents

For purposes of the Statement of Cash Flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes. As of October 31, 2023, and October 31, 2022, the Company had no cash equivalents.

DISTRICT COPPER CORP.

Notes to the Financial Statements for the Year Ended October 31, 2023
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. Diluted loss per share reflects the potential dilution that could occur if dilutive securities were exercised or converted into common stock. The dilutive effect of options and warrants and their equivalent are computed by application of the treasury stock method and the effect of convertible securities by the "if converted" method. Diluted amounts are not presented when the effect of the computations is anti-dilutive due to the losses incurred.

As the Company incurred a loss for the years ended October 31, 2023 and 2022, outstanding options and warrants were not included in the computation of diluted loss per share as their inclusion would be anti-dilutive.

Exploration and Evaluation Assets

Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred. Until there is a legal right to explore a property through an underlying agreement, the costs incurred examining the property before the agreement is signed will not be capitalized.

Exploration and evaluation costs for mineral properties

Once the legal right to explore a property has been acquired, exploration and evaluation expenditures are recognized and capitalized. Mineral exploration costs are capitalized on an individual prospect basis until such time as an economic ore body is defined or the prospect is abandoned. Once the technical feasibility and commercial viability of extraction of the mineral resources has been determined, the property is a property under development and is reclassified as such. Costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the ore reserves, while those costs for the prospects abandoned are written off.

Exploration and evaluation assets are assessed for impairment when facts and circumstances suggest that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount.

When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, an impairment loss is recognized.

Facts and circumstances that indicate a test for impairment as defined in *IFRS 6 Exploration and Evaluation Assets* include the following:

- the period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;

DISTRICT COPPER CORP.

Notes to the Financial Statements for the Year Ended October 31, 2023

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area;
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

The recoverability of the amounts capitalized for the undeveloped mineral property is dependent upon the determination of economically recoverable mineral resources, confirmation of the Company's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to its mineral properties and, to the best of its knowledge, the title to its properties are in good standing.

Management's capitalization of exploration and evaluation costs and assumptions regarding the future recoverability of such costs are subject to significant estimation uncertainty. Management's assessment of recoverability is based on, among other things, the Company's estimate of current mineral resources which are supported by geological estimates, estimated commodity prices, and the procurement of all necessary regulatory permits and approvals. These assumptions and estimates could change in the future and this could materially affect the carrying value and the ultimate recoverability of the amounts recorded for mineral properties.

Mining Tax Credits

Mining tax credits are recorded in the financial statements when there is reasonable assurance that the Company has complied with, and will continue to comply with, all conditions needed to obtain the credits. These non-repayable mining tax credits are earned in respect to exploration costs incurred in British Columbia, Canada and are recorded as a reduction of the related exploration and evaluation assets.

DISTRICT COPPER CORP.

Notes to the Financial Statements for the Year Ended October 31, 2023
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Decommissioning Provisions

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of tangible long-lived assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates is capitalized to the amount of the related asset along with a corresponding increase in the decommissioning provision in the period incurred. Provisions are determined by discounting the risk-adjusted expected future cash flows to take into consideration risks and uncertainties involving the transaction. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The decommissioning cost is depreciated on the same basis as the related asset. The liability is progressively increased each period as the effect of discounting unwinds, creating an expense recognition in the statement of loss and comprehensive loss. The Company's estimates of reclamation costs could change because of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures.

These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision.

The Company's estimates are reviewed at each reporting date for changes in regulatory requirements, 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 the statement of loss and comprehensive loss for the period.

For the years presented, there were no significant decommissioning provisions.

Share-Based Payments

Equity-settled share-based payments for directors, officers, employees and consultants are measured at fair value using the Black-Scholes option valuation model at the stock option grant date and recorded as an expense in the financial statements with a corresponding increase in the share-based payment reserve. The fair value determined at the grant date of the equity-settled share-based payments is expensed using the graded vesting method over the vesting period based on the Company's estimate of the number of shares that will eventually vest. Consideration paid by optionees on exercise of stock options together with their fair values is credited to share capital. The fair values of expired, forfeited and cancelled options are removed from the share-based payment reserve and credited to deficit.

DISTRICT COPPER CORP.

Notes to the Financial Statements for the Year Ended October 31, 2023
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Compensation expense on stock options granted to consultants is measured at the earlier of the completion of performance and the date the options are vested at the fair value of the goods and services received and are recorded as an expense in the same period as if the Company had paid cash for the goods or services received. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured using the Black-Scholes model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

Income Taxes

Income tax expense comprises of current and deferred tax. Current and deferred tax is recognized in the statements of loss and comprehensive loss except to the extent that it relates to a business combination or items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive loss.

Current income taxes are the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities are recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the statement of financial position date and are expected to apply when the deferred tax asset or liability is settled. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Impairment of Long-lived Assets

The Company's tangible and intangible assets are reviewed for an indication of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in the statement of loss and comprehensive loss for the period. Impairment losses recognized in respect of cash-generating units

DISTRICT COPPER CORP.

Notes to the Financial Statements for the Year Ended October 31, 2023
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the 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 or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

Financial Instruments

Classification

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

Description	Classification
Cash	Amortized cost
Marketable securities	FVTPL
Promissory note	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Measurement

Financial assets and liabilities at amortized cost

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

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Notes to the Financial Statements for the Year Ended October 31, 2023
(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets and liabilities at FVTPL

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

Impairment of financial assets at amortized cost

An “expected credit loss” impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset’s original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial Assets

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

Translation of Foreign Currencies

The financial statements are presented in Canadian dollars which is the Company’s functional and presentation currency.

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 and are not subsequently retranslated. 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.

DISTRICT COPPER CORP.

Notes to the Financial Statements for the Year Ended October 31, 2023
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3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Share Capital

Share issue costs

Costs directly identifiable with the raising of share capital financing are charged against share capital. Share issue costs incurred in advance of share subscriptions are recorded as non-current deferred assets. Share issue costs related to uncompleted share subscriptions are charged to operations.

Value of warrants

Proceeds from unit placements are allocated between shares and warrants using the residual value method whereby the shares are recorded at fair value and any residual is allocated to the warrant. The value of warrants issued to brokers is determined using the Black-Scholes model.

Flow-through shares

The Company provides certain share subscribers with a flow-through component for tax incentives available on qualifying Canadian exploration expenditures. The increase to share capital when flow-through shares are issued is measured based on the current market price of the common shares. Any premium, being the excess of the proceeds over the market value of the common shares, is recorded as a liability. At the later of the renouncing and the incurrence of the expenditure, the Company de-recognizes the liability, and the premium amount is recognized in the statement of loss and comprehensive loss. The Company may be subject to a Part XII.6 tax on flow-through proceeds, renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

4. USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. The preparation of the financial statements also requires management to exercise judgment in the process of applying the accounting policies.

On an on-going basis, management evaluates its judgments and estimates in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances, as the basis for its judgments and estimates. Revisions to accounting estimates are recognised prospectively from the period in which the estimates are revised. Actual outcomes may differ from those estimates under different assumptions and conditions.

Critical Accounting Estimates

The following are the key estimate and assumption uncertainties that have a significant risk of resulting in a material adjustment within the next financial year.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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4. USE OF ESTIMATES AND JUDGEMENTS (Continued)

Impairment

Assets, especially exploration and evaluation assets; are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The assessment of the recoverable amount requires estimates and assumptions such as discount rates, exchange rates, commodity prices, future capital requirements and future operating performance.

Title to Mineral Property Interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects (see Note 6).

Critical Judgments Used in Applying Accounting Policies

Exploration and Evaluation Expenditures

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

Income taxes

Significant judgment is required in determining the provision for future income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. Management believes they have adequately provided for the probable outcome of these matters; however, the final outcome may result in a materially different outcome than the amount included in the tax liabilities.

In addition, the Company recognizes deferred tax assets relating to tax losses carried forward to the extent there are sufficient taxable temporary differences (deferred tax liabilities) relating to the same taxation authority and the same taxable entity against which the unused tax losses can be utilized. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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5. MARKETABLE SECURITIES

As at October 31, 2023, the Company's marketable securities relates to 1,100,000 (October 31, 2022 – 1,600,000) common shares of K9 Gold Corp. Marketable securities are fair valued at the end of each reporting period. The carrying values are marked to market and the resulting gain or loss from marketable securities are recorded in the statements of loss and comprehensive loss. A continuity of the Company's marketable securities is as follows:

	October 31, 2023
Balance, beginning of year	\$ 80,000
Proceeds from sale of marketable securities	(36,060)
Gain on sale of marketable securities	11,060
Fair value adjustment of marketable securities	(27,500)
Balance, End of Year	\$ 27,500

	October 31, 2022
Balance, beginning of year	\$ 15,750
Shares received from sale of mineral property	408,000
Proceeds from sale of marketable securities	(370,618)
Gain on sale of marketable securities	114,868
Fair value adjustment of marketable securities	(88,000)
Balance, End of Year	\$ 80,000

6. EXPLORATION AND EVALUATION ASSETS

Mineral property expenditures for the year ended October 31, 2023, were:

	Copper Keg Property
Property acquisition costs, as at October 31, 2022	\$ 422,936
Deferred exploration costs, as at October 31, 2022	274,764
Balance as at October 31, 2022	697,700
<u>Additions during the year</u>	
Claims	9,622
Engineering and consulting	23,889
Transportation	5,085
Total for the Year	38,596
Balance as at October 31, 2023	\$ 736,296

DISTRICT COPPER CORP.

Notes to the Financial Statements for the Year Ended October 31, 2023
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6. EXPLORATION AND EVALUATION ASSETS (Continued)

	Stony Lake Property
Property acquisition costs, as at October 31, 2022 and 2023	\$ 380,369
Deferred exploration costs, as at October 31, 2022 and 2023	30,000
Balance as at October 31, 2022 and 2023	410,369

Mineral Properties	Amount
Copper Keg property	\$ 736,296
Stony Lake property	410,369
Balance of Exploration and Evaluation Assets as at October 31, 2023	\$ 1,146,665

Mineral property expenditures for the year ended October 31, 2022, are:

	Copper Keg Property
Property acquisition costs, as at October 31, 2021	\$ 105,752
Deferred exploration costs, as at October 31, 2021	86,971
Balance as at October 31, 2021	192,723
<u>Additions during the year</u>	
Engineering and consulting	28,169
Geophysics	154,975
Mapping	950
Property acquisition payment	317,184
Transportation	3,699
Total for the Year	504,977
Balance as at October 31, 2022	\$ 697,700

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Notes to the Financial Statements for the Year Ended October 31, 2023
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6. EXPLORATION AND EVALUATION ASSETS (Continued)

	Stony Lake Property
Property acquisition costs, as at October 31, 2021	\$ 1,063,369
Deferred exploration costs, as at October 31, 2021	-
Balance as at October 31, 2021	1,063,369
<u>Additions/(deductions) during the year</u>	
Cash received for mineral property	(275,000)
Engineering and consulting	30,000
Shares received for mineral property	(408,000)
Total for the Year	(653,000)
Balance as at October 31, 2022	\$ 410,369
<hr/>	
Mineral Properties	Amount
Copper Keg property	\$ 697,700
Stony Lake property	410,369
Balance of Exploration and Evaluation Assets as at October 31, 2022	\$ 1,108,069

Copper Keg Property

On February 9, 2021, the Company entered into an option agreement to acquire a 100% interest in the Copper Keg property for an aggregate payment of \$105,000, the issuance of 750,000 shares and a commitment to spend expenditures on the property of no less than \$200,000. During the year ended October 31, 2022, the Company completed its commitment and acquired a 100% interest in the Copper Keg Property. The property has a 2.0% net smelter return royalty (“NSR”) from production, of which District has retained the right to purchase one half of this NSR for \$1,000,000.

On December 11, 2021, the Company secured an option with a vendor to acquire three mineral claims relating to mineral exploration lands surrounding the Copper Keg project. Consideration for the claims will consist of \$25,000 cash payments, the issuance of 1,500,000 shares, a 1.0% NSR from production, of which District has the right to purchase one half of this NSR for \$500,000. The schedule of the payments are as follows:

- \$5,000 (paid) non-refundable deposit on signing of the option agreement,
- \$10,000 (paid) and 1,000,000 (issued) fully paid and non-assessable common shares within fourteen days after the option agreement is accepted for filing by the TSX:V, and
- \$10,000 (paid) and 500,000 (issued subsequent to year end) fully paid and non-assessable common shares eighteen months after the date of TSX:V approval.

The TSX:V approved this transaction on December 20, 2021.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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6. EXPLORATION AND EVALUATION ASSETS (Continued)

Stony Lake Property

On February 8, 2019, the Company acquired the Stony Lake property for 4,000,000 shares (valued at \$1,200,000), \$112,407 in licence fees and \$4,000 in claim fees. The Stony Lake project is in central Newfoundland. The project is subject to a 2.0% NSR if the price of gold is US \$2,000 per ounce or less and a 3% NSR if the price of gold is above US \$2,000 per ounce.

On May 29, 2019, District acquired two additional properties. The Duffitt and the Island Pond properties are located contiguous to and within the Stony Lake gold project. The Duffitt Claims were acquired for 30,000 common shares at a value of \$10,500 and a 0.75% NSR from production. The Island Pond claims were acquired for a cash payment of \$4,000, 40,000 common shares at a value of \$14,000 and a 2.0% NSR from production. District has retained the right to purchase one half of this NSR for \$1,000,000.

On July 30, 2020 District entered into an arm's length mineral property option agreement with K9 Gold Corp. ("K9"). The Agreement allows K9 to option and earn up to 100% of eight mineral licenses within the Stony Lake property.

In August 2022, K9 completed its earn in of a 75% interest in the Stoney Lake Property by making total cash payments of \$350,000, issuing 3,300,000 shares and incurring exploration expenditures of \$400,000. K9 has waived its option to earn an additional 25%.

On April 19, 2021, District Copper received a \$76,500 refund, from the Government of Newfoundland's JEAP relating to qualifying mineral expenditures incurred on the Stony Lake property.

Eaglehead Property

The Company entered into an agreement, effective October 31, 2005, with two former directors of the Company to acquire a 100% interest in the Eaglehead Property, subject to a 2.5% NSR. The Eaglehead property is located near the Dease Lake area of north central British Columbia. The Earn-in Option was fulfilled by the Company in 2011 as a result of which the claims became 100% owned and controlled by the Company subject to a 2.5% NSR of which 1.5% could be purchased by the Company for \$2,000,000.

In July 2014, four mineral tenures were acquired from Copper Fox Metals Inc. ("Copper Fox") for \$11,011. The four mineral tenures were subject to a separate 2% NSR payable to the initial vendor of the claims of which one half (1%) of the NSR can be purchased for \$1,000,000.

In March 2015, District amalgamated all mineral tenures making up the Eaglehead Project into one mineral tenure.

On May 8, 2018, District acquired three additional mineral tenures located contiguous to its 100% owned Eaglehead project for \$15,000 and 390,000 shares valued at \$624,000. The vendor retains a 2% NSR on production from the project, with District retaining the right to re-purchase 1.5% of the 2% NSR for \$1,000,000.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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6. EXPLORATION AND EVALUATION ASSETS (Continued)

On February 10, 2020, the Company entered into a property sales agreement with Northern Fox Copper Inc. (“Northern Fox”), a wholly owned subsidiary of Copper Fox Metals Inc., where District agreed to sell to Northern Fox all of its right, title and interest in the Eaglehead Property.

The sale was subject to the reservation of a 0.5% NSR for District on any future production. Northern Fox has the option to purchase one half of the NSR from District Copper, exercisable from the date of the agreement and up to two years from the date of commencement of production of the project, for \$1,000,000. The consideration due and payable to District for the Eaglehead Property was the total sum of \$1,200,000, plus the assumption by Northern Fox of the reclamation bonds of \$212,000.

Under the terms of the agreement, Northern Fox paid a non-refundable deposit of \$50,000 (received) upon signing the agreement. An additional \$150,000 (received) was paid upon the closing of the agreement and the balance of the purchase price in the amount of \$1,000,000 will be payable in three annual installments of \$340,000 (paid), \$330,000 (paid) and \$330,000, respectively, on each anniversary of the closing date.

The \$1,000,000 unpaid portion of the purchase price is guaranteed by Copper Fox, in the form of a promissory note, and is secured by a general security agreement registered against the assets and undertaking of Northern Fox. The promissory note is non-interest bearing and is due on April 19, 2024.

The sale of the Eaglehead property was finalized on April 19, 2021, at which time Northern Fox assumed the reclamation bonds of \$212,000. The Company received a promissory note of \$1,000,000, of which \$670,000 has been paid and the remaining \$330,000 is current, as it is due April 19, 2024.

Whiskey Jack Property

On July 15, 2022, the Company sold its interest in the Whiskey Jack Property for proceeds of \$25,000. As the project was impaired in prior years, the Company recorded a gain on sale of \$24,999.

7. SHARE CAPITAL

a) Authorized

An unlimited number of common shares without par value.

b) Issued and Outstanding

During the year ended October 31, 2023, the Company had the following share issuances:

There were no shares issued during the year ended October 31, 2023.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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7. SHARE CAPITAL (Continued)

During the year ended October 31, 2022, the Company had the following share issuances:

On November 22, 2021, the Company closed a non-brokered private placement for gross proceeds of \$430,000. The private placement consisted of 4,300,000 units at a price of \$0.10 per unit. Each unit was comprised of one common share and one transferrable share purchase warrant with each warrant entitling the holder to purchase one additional common share of the Company at a price of \$0.15 per share for a period of two years following the date of closing. As compensation for the placement of the units, the Company paid share issuance costs of \$18,803.

On December 21, 2021, the Company issued 1,000,000 common shares at a value of \$160,000 for the Copper Keg property (Note 6).

On March 31, 2022, 1,300,000 warrants were exercised, and 1,300,000 common shares were issued for proceeds of \$195,000.

On May 17, 2022, 250,000 options were exercised, and 250,000 common shares were issued for proceeds of \$40,000.

On August 15, 2022, the Company issued 500,000 common shares at a value of \$45,000 for the Copper Keg property (Note 6).

Warrants

A summary of changes in share purchase warrants for the year ended October 31, 2023, and the year ended October 31, 2022, are as follows:

	Year Ended October 31, 2023		Year Ended October 31, 2022	
	Number of Warrants Outstanding	Weighted Average Exercise Price	Number of Warrants Outstanding	Weighted Average Exercise Price
<u>Balance, Beginning of Year</u>	3,000,000	\$ 0.15	-	\$ -
Granted	-	-	4,300,000	0.15
Exercised	-	-	(1,300,000)	0.15
Balance, End of Year	3,000,000	\$ 0.10	3,000,000	\$ 0.15

On November 22, 2021, 4,300,000 warrants were issued in the private placement.

On November 3, 2022, the Company amended the exercise price of the warrants from \$0.15 to \$0.10.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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7. SHARE CAPITAL (Continued)

The share purchase warrants outstanding and exercisable are as follows:

Number of Warrants Outstanding	Warrant Exercise Price	Exercisable Warrants	Warrant Expiry Date
3,000,000	0.10	3,000,000	November 22, 2023
3,000,000	\$ 0.10	3,000,000	

The warrants expired unexercised, subsequent to year end.

Stock Options

The Company has a fixed stock option plan which follows the policies of the TSX:V regarding stock option awards granted to directors, officers, employees and consultants. The stock option plan allows a maximum of 10% of the issued shares to be reserved for issuance under the plan.

A summary of changes in stock options for the year ended October 31, 2023, and October 31, 2022, are as follows:

	Year Ended October 31, 2023		Year Ended October 31, 2022	
	Number of Options Outstanding	Weighted Average Exercise Price	Number of Options Outstanding	Weighted Average Exercise Price
<u>Balance, Beginning of Year</u>	1,400,000	\$ 0.15	-	\$ -
Issued	-	-	1,650,000	0.15
Exercised	-	-	(250,000)	0.16
Balance, End of Year	1,400,000	\$ 0.15	1,400,000	\$ 0.15

On December 23, 2021, the Company granted 1,400,000 stock options to directors and an officer of the Company. The stock options are exercisable at a price of \$0.16 per share for a period of three years following the date of grant. The Company recorded share-based compensation of \$214,887 using the black-scholes option pricing model with the following assumptions: risk-free rate of 1.27%, dividend yield of nil, expected life of three years, volatility of 121%, and fair value per option of \$0.15.

On July 3, 2022, the Company granted 250,000 stock options to a director and an officer of the Company. The stock options are exercisable at a price of \$0.10 per share for a period of three years following the date of grant. The Company recorded share-based compensation of \$19,877 using the black-scholes option pricing model with the following assumptions: risk-free rate of 2.83%, dividend yield of nil, expected life of three years, volatility of 113%, and fair value per option of \$0.08.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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7. SHARE CAPITAL (Continued)

The options outstanding for the purchase of common shares are as follows:

Number of Options Outstanding	Option Exercise Price	Options Exercisable	Option Expiry Date
1,150,000	\$ 0.16	1,150,000	December 23, 2024
250,000	0.10	250,000	July 3, 2025
1,400,000	\$ 0.15	1,400,000	

8. RELATED PARTY TRANSACTIONS

Key management personnel are the people responsible for the planning, directing and controlling of the Company's activities, and include executive directors and officers, as well as entities controlled by such persons.

At October 31, 2023, included in accounts payable and accrued liabilities is \$6,875 (October 31, 2022 – \$15,919) owing to companies controlled by directors, and \$Nil (October 31, 2022 - \$20,791) owing to Copper Fox.

As at October 31, 2023, Northern Fox owed the Company \$330,000 (October 31, 2022 – \$660,000) in the form of a promissory note (Note 6).

For the year ended October 31, 2023, and 2022, the Company incurred the following expenditures for key management personnel and the companies that are directly controlled by them.

	As at October 31, 2023	As at October 31, 2022
<u>Statement of Financial Position Item</u>		
Exploration and evaluation assets	\$ 9,375	\$ 11,250
Total	\$ 9,375	\$ 11,250
<u>Statement of Loss Item</u>		
Consulting fees	\$ 239,500	\$ 220,027
Director fees	6,000	3,000
Share-based compensation	-	234,764
Total	\$ 245,500	\$ 457,791

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Notes to the Financial Statements for the Year Ended October 31, 2023
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9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

E&E assets in accounts payable	\$	7,704	\$	24,334
Marketable securities received for mineral property		-		408,000
Reversal of share-based payment reserve		-		38,379
Shares issued for E&E assets		-		205,000

10. INCOME TAXES

A reconciliation of the Company's effective income tax expense at statutory tax rates is as follows:

	Year Ended October 31, 2023	Year Ended October 31, 2022
Statutory tax rate	27%	27%
Income (loss) before income taxes	\$ (741,952)	\$ (817,477)
Expected tax (recovery)	\$ (200,000)	\$ (221,000)
Change in rates and other	1,000	(6,000)
Permanent differences	2,000	60,000
Share issue cost	-	(5,000)
Adjustment to prior year provision	44,000	-
Change in unrecognized deductible temporary differences	153,000	172,000
Deferred Income Tax Expense (Recovery)	\$ -	\$ -

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

	October 31, 2023	October 31, 2022
Non-capital losses carried forward	\$ 2,384,000	\$ 2,184,000
Exploration and evaluation assets	1,493,000	1,539,000
Equipment	11,000	11,000
Marketable securities	12,000	12,000
Share issuance costs deductible in future periods	3,000	6,000
Deferred Income Tax Assets	3,905,000	3,752,000
Deferred tax assets not recognized	(3,905,000)	(3,752,000)
Total	\$ -	\$ -

The Company has Canadian non-capital losses carried forward of approximately \$8,830,000 (October 31, 2022 - \$8,089,000) that have an expiry date range of 2026 to 2043. The potential tax benefits of these losses have not been recognized as realization is not considered more likely than not.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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11 CAPITAL RISK MANAGEMENT

The Company considers its capital structure to consist of share capital, share options and warrants. The Company manages its capital structure and adjusts it, based on the funds available to the Company, to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management.

The mineral properties in which the Company currently has an interest in are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. Additional sources of funding, which may not be available on favourable terms, if at all, include share equity and debt financings; equity, debt or property level joint ventures; and sale of interests in existing assets. To carry out the planned exploration and development and pay for operating expenses, the Company will spend its existing working capital and raise additional amounts as needed. 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 October 31, 2023. The Company is not subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments; all held within major Canadian financial institutions.

12. FINANCIAL INSTRUMENTS AND RISKS MANAGEMENT DISCLOSURES

Fair Value

The estimated fair value of cash, promissory note and accounts payables and accrued liabilities approximates their carrying value due to the immediate or relatively short period to maturity. Marketable securities are measured at fair value using Level 1 inputs.

The Company utilizes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value as follows:

Level 1 - Unadjusted quoted prices at the measurement date for identical assets or liabilities in active markets;

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

Level 3 - Significant unobservable (no market data available) inputs which are supported by little or no market activity.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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12. FINANCIAL INSTRUMENTS AND RISKS MANAGEMENT DISCLOSURES (Continued)

Risk Management

Risk management is carried out by the Company's management team with guidance from the Board of Directors. The Company's risk exposures and their impact on the Company's financial instruments are as follows:

a) Credit Risk

The Company does not currently generate any revenues from sales to customers nor does it hold derivative type instruments that would require a counterparty to fulfil a contractual obligation. The Company does not have any asset-backed commercial instruments. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places cash with the high credit quality financial institutions. The Company considers its exposure to credit risk to be insignificant. The credit risk with the Company's promissory note is low since the amount is from a former related party and the note is secured.

b) Liquidity Risk

Liquidity risk is the risk that the Company cannot meet its financial obligations. The Company manages liquidity risk and requirements by maintaining sufficient cash balances and or through additional financings and or sale of properties to ensure that there is enough capital to meet short term obligations. As at October 31, 2023, the Company has cash totaling \$322,086 (October 31, 2022 - \$367,554) and accounts payable and accrued liabilities of \$46,803 (October 31, 2022 - \$88,043) which have contractual maturities of 30 days or less. The Company will require additional sources of equity, joint venture partnership or debt financing to fund ongoing operations and the exploration and development of its mineral properties.

If the Company is not able to obtain adequate additional funding to continue as a going concern, material adjustments would be required to both the carrying value and classification of assets and liabilities on the statement of financial position. It is not possible to predict, due to many external factors including commodity prices and equity market conditions, as to whether future financing will be successful or available at all.

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Notes to the Financial Statements for the Year Ended October 31, 2023
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12. FINANCIAL INSTRUMENTS AND RISKS MANAGEMENT DISCLOSURES (Continued)

c) Market Risk

i) *Interest Rate Risk*

The Company manages its interest rate risk by obtaining commercial deposit interest rates available in the market by the major Canadian financial institutions on its cash and short-term investments.

ii) *Foreign Exchange Risk*

The Company's functional currency and the reporting currency is the Canadian dollar. Periodically the Company incurs charges on its operations for settlement in currencies other than its functional currency and any gain or loss arising on such transactions is recorded in operations for the year.

The Company does not participate in any hedging activities to mitigate any gains or losses which may arise because of exchange rate changes.

As at October 31, 2023, the Company held no financial assets or liabilities which were denominated in currencies other than the Canadian dollar.

iii) *Commodity Price Risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. To mitigate price risk, the Company closely monitors commodity prices of precious metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

13. SUBSEQUENT EVENT

On February 6, 2024, the Company issued the remaining 500,000 shares relating to the Copper Keg Project.