2024

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

(Expressed in Canadian dollars)

NEXGOLD MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars) (Unaudited)

($)	September 30 2024	December 31 2023
Assets		
Current assets		
Cash and cash equivalents (Note 6)	**10,486,613**	9,430,567
Accounts receivable and prepaid expenses (Note 8)	**1,894,968**	1,586,990
Investments (Note 9)	**309,375**	665,911
Total current assets	**12,690,956**	11,683,468
Non-current assets		
Property and equipment (Note 10)	**4,433,994**	2,620,606
Restricted cash (Note 7)	**1,096,412**	-
Mineral properties (Note 11)	**119,372,940**	103,379,208
Total non-current assets	**124,903,346**	105,999,814
Total assets	**137,594,302**	117,683,282
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (Note 12)	**1,889,959**	1,118,576
Current portion of lease liability (Note 13)	**115,969**	109,951
Convertible debenture (Note 14)	**8,132,492**	7,366,850
Derivative liability (Note 14)	**78,044**	59,544
Current portion of SRSR payment obligation (Note 15)	**89,244**	1,860,845
Flow-through premium (Note 17)	**646,137**	102,578
Total current liabilities	**10,951,845**	10,618,344
Non-current liabilities		
Long-term portion of lease liability (Note 13)	**52,513**	141,886
Provision for reclamation (Note 16)	**1,917,841**	-
SRSR payment obligation (Note 15)	**8,188,546**	7,462,089
Total non-current liabilities	**10,158,900**	7,603,975
Total liabilities	**21,110,745**	18,222,319
Shareholders' Equity		
Capital stock (Note 18)	**240,627,352**	216,257,231
Warrants (Note 19)	**2,750,532**	918,209
Contributed surplus	**28,146,081**	27,283,223
Deficit	**(153,713,623)**	(143,974,139)
Accumulated other comprehensive loss	**(1,326,785)**	(1,023,561)
	116,483,557	99,460,963
Total liabilities and shareholders' equity	**137,594,302**	117,683,282

Nature of Operations and Going Concern (Note 1)
Commitments and Contractual Obligations and Contingencies (Note 23)
Subsequent Events (Note 25)

SIGNED ON BEHALF OF THE BOARD

(Signed) *"Margot Naudie"*
Director

(Signed) *"James Gowans"*
Director

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

NEXGOLD MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS
(Expressed in Canadian Dollars) (Unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
($)	**2024**	2023	**2024**	2023
Expenses				
Exploration and evaluation (Note 21)	**2,641,358**	1,517,731	**4,508,165**	5,024,085
Administrative, office and shareholder services	**939,927**	276,260	**1,398,525**	934,071
Professional fees	**86,459**	183,147	**481,726**	443,540
Salary and benefits	**560,821**	470,497	**1,607,691**	1,876,428
Amortization (Note 10)	**49,126**	50,913	**151,083**	151,702
Share-based payments (Note 20)	**711,236**	196,720	**993,228**	1,090,305
Accretion of long-term debt (Note 14 & Note 15)	**210,418**	245,102	**641,711**	917,507
Finance expense	**128,125**	46,972	**370,586**	100,075
Foreign exchange loss (gain)	**(207,730)**	328,378	**317,858**	(43,602)
Loss (gain) on debt and derivative liability (Note 14)	**(42,364)**	(127,967)	**18,500**	(118,211)
Loss(gain) on debt/obligation modification (Note 14 & Note 15)	–	–	**(506,940)**	464,995
(Loss) before income tax	**(5,077,376)**	(3,187,753)	**(9,982,133)**	(10,840,895)
Income from flow-through premium (Note 17)	**201,398**	101,300	**303,976**	101,300
Net Loss for the period	**(4,875,978)**	(3,086,453)	**(9,678,157)**	(10,739,595)
Loss per share - basic and diluted	**(0.06)**	(0.08)	**(0.17)**	(0.30)
Weighted average number of shares outstanding (i)	**75,688,721**	37,082,823	**56,070,735**	36,024,015

(i) On July 9, 2024, the Company completed a consolidation of the Company's issued and outstanding Common Shares on the basis of one post-consolidation Common Share for every four pre-consolidation Common Shares. Accordingly, the number of Common Shares, warrants, stock options and restricted share units (and their respective exercise prices, as applicable) in the condensed interim financial statements have been restated to reflect the share consolidation.

NEXGOLD MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF OTHER COMPREHENSIVE LOSS
(Expressed in Canadian Dollars) (Unaudited)

	Three Months Ended September 30		Nine Months Ended September 30	
($)	**2024**	2023	**2024**	2023
Net loss for the period	**(4,875,978)**	(3,086,453)	**(9,678,157)**	(10,739,595)
Other comprehensive income (loss)				
Items to be reclassified to profit or loss in subsequent year				
Fair value on equity investment, net of tax	**(185,625)**	165,591	**(354,319)**	3,103
Loss from sale of investment transferred to retained earnings (Note 9)	–	–	**61,327**	–
Foreign currency translation adjustment	**(10,232)**	–	**(10,232)**	–
Other comprehensive income (loss) for the period	**(195,857)**	165,591	**(303,224)**	3,103
Total comprehensive loss for the period	**(5,071,835)**	(2,920,862)	**(9,981,381)**	(10,736,492)

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

NEXGOLD MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars) (Unaudited)

($)	Common Shares	Capital Stock	Warrants	Contributed Surplus	Deficit	Accumulated Other Comprehensive Loss	Total
Balance, January 1, 2023	**34,542,023**	**209,595,606**	–	**26,102,719**	**(130,587,928)**	**(1,025,039)**	**104,085,358**
Share-based payments - compensation (Note 20)	–	–	–	108,938	–	–	108,938
Share-based payments - restricted share units (Note 20)	–	–	–	981,367	–	–	981,367
Restricted share units redeemed (Note 20)	109,308	133,954	–	(133,954)	–	–	–
Flow-through share issuance (Note 17)	778,816	987,539	–	–	–	–	987,539
Issuance of warrants at fair value (Note 19)	–	–	464,995	–	–	–	464,995
Share issued for repayment of SRSR obligation (Note 15)	1,731,364	2,011,273	–	–	–	–	2,011,273
Returned shares	(5)	–	–	–	–	–	–
Net income (loss) for the period	–	–	–	–	(10,739,595)	–	(10,739,595)
Other comprehensive income (loss) for the period	–	–	–	–	–	3,103	3,103
Balance September 30, 2023	**37,161,506**	**212,728,372**	**464,995**	**27,059,070**	**(141,327,523)**	**(1,021,936)**	**97,902,978**
Balance, January 1, 2024	**44,558,117**	**216,257,231**	**918,209**	**27,283,223**	**(143,974,139)**	**(1,023,561)**	**99,460,963**
Share-based payments - compensation (Note 20)	–	–	–	198,380	–	–	198,380
Share-based payments - restricted share units (Note 20)	–	–	–	794,848	–	–	794,848
Restricted share units redeemed (Note 20)	251,534	203,060	–	(203,060)	–	–	–
Share Options issued at fair value for Blackwolf acquisition (Note 5)	–	–	–	72,690	–	–	72,690
Share issued for repayment of SRSR obligation (Note 15)	2,191,942	1,346,173	–	–	–	–	1,346,173
Share rounding due to share consolidation	(224)	–	–	–	–	–	–
Warrants issued at fair value for Blackwolf acquisition (Note 5)	–	–	293,269	–	–	–	293,269
Shares issued for Blackwolf acquisition at fair value (Note 5)	21,905,950	18,400,998	–	–	–	–	18,400,998
Flow-through share issuance (Note 17)	6,956,500	6,399,980	–	–	–	–	6,399,945
Issuance of warrants at fair value (Note 19)	–	(1,539,054)	1,539,054	–	–	–	–
Share issue costs	309,100	(472,536)	–	–	–	–	(472,501)
Warrants exercised (Note 19)	37,500	31,500	–	–	–	–	31,500
Net income (loss) for the period	–	–	–	–	(9,678,157)	–	(9,678,157)
Foreign currency translation adjustment						(10,232)	(10,232)
Loss from sale of investments (Note 9)	–	–	–	–	(61,327)	61,327	–
Other comprehensive income (loss) for the period	–	–	–	–	–	(354,319)	(354,319)
Balance, September 30, 2024	**76,210,419**	**240,627,352**	**2,750,532**	**28,146,081**	**(153,713,623)**	**(1,326,785)**	**116,483,557**

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

NEXGOLD MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars) (Unaudited)

	For the periods ended	
($)	**September 30, 2024**	September 30, 2023
Cash and cash equivalents (used in) provided by:		
Operating Activities		
Net loss for the period	**(9,678,157)**	(10,739,595)
Adjustments for:		
Amortization (Note 10)	**151,083**	151,702
Income from flow-through share premium (Note 17)	**(303,976)**	(101,300)
Share-based payments (Note 20)	**993,228**	1,090,305
Accretion on long-term debt (Note 14)	**27,507**	171,697
Accretion on SRSR obligation (Note 15)	**614,204**	745,810
Loss (gain) on fair value change of derivative liability (Note 14)	**18,500**	(118,211)
Finance expense	**611,708**	539,651
Foreign exchange (gain) loss	**317,858**	(43,602)
Loss (gain) on debt modification (Note 14)	**(506,940)**	464,995
Net change in non-cash working capital items:		
Accounts receivable and prepaid expenses	**(545,228)**	(664,985)
Accounts payable and accrued liabilities	**771,383**	(573,907)
Net cash flows used in operating activities	**(7,528,830)**	(9,077,440)
Investing Activities		
Proceeds from sale of equity investments (Note 9)	**2,217**	–
Acquisition of Blackwolf, net cash and cash equivalents (Note 5)	**2,455,431**	–
Acquisition of property and equipment (Note 10)	**(46,790)**	(13,561)
Net cash flows provided by (used in) investing activities	**2,410,858**	(13,561)
Financing Activities		
Share issue costs	**(166,018)**	–
Exercise of Warrants (Note 19)	**31,500**	–
Proceeds from issuance of shares (Note 18)	**6,399,980**	1,408,100
Payment of lease liabilities	**(91,444)**	(83,492)
Net cash flows provided by (used in) financing activities	**6,174,018**	1,324,608
Increase (decrease) in cash and cash equivalents	**(1,056,046)**	(7,766,393)
Cash and cash equivalents, beginning of period	**9,430,567**	16,020,110
Cash and cash equivalents, end of period	**10,486,613**	8,253,717

Supplementary cash flow information		
Changes in non-cash activities:		
Payment of SRSR obligation with shares (Note 15)	**1,346,173**	2,011,273
Capitalized interest on convertible debenture (Note 14)	**590,799**	538,154

Refer to Note 5, in relation to the Blackwolf acquisition.

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Effective July 9, 2024, the Company changed its name from “Treasury Metals Inc.” to “NexGold Mining Corp.” (the "Company" or "NexGold") The jurisdiction of the Company was discontinued in Ontario and continued in British Columbia effective July 4, 2024. The Company also delisted from the Toronto Stock Exchange at the close of market on July 4, 2024 and listed on the TSX Venture Exchange (the “TSXV”) effective July 5, 2024, trading under the symbol “TML”. Subsequent to the name change, the Company’s common shares (“Common Shares”) began trading under new symbols effective as of market open as follows: (i) “NEXG” on the TSXV on July 10, 2024; and (ii) NXGCF on the OTCQX Market on August 5, 2024. The address of the Company's registered office is 3123 – 595 Burrard St., Vancouver, BC , Canada V7X 1J1 and its head office is located at 15 Toronto Street, Suite 401, Toronto, ON, Canada M5C 2E3. The Company also has a project office run at the Goliath Project in Wabigoon, Ontario. As at September 30, 2024, the mineral properties of the Company are located in Canada and Alaska and are in the exploration stage. The recoverability of the amounts shown on the consolidated statements of financial position for mineral properties is dependent upon the existence of economically recoverable mineral reserves, maintaining beneficial interest in its properties and the underlying mining claims, obtaining the necessary regulatory approvals and permits, the ability to obtain the necessary financing to fulfill its obligations as they arise, the ability to complete the development of the claims, and achieving profitable production or the proceeds from the disposition of the properties. The Company's success depends on the successful development of the properties and corresponding permitting and feasibility study. Based upon its current operating and financial plans, management of the Company believes that it will have sufficient access to financial resources (debt and equity), in the near term, to fund the Company's planned operations and development of its material project, the Goliath Gold Complex, as well as the Niblack Project

The condensed consolidated interim financial statements were prepared on a going concern basis, which assumes that the Company will continue its operations for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has not generated revenue from operations. On September 30, 2024, the Company's working capital was $10,595,784 (December 31, 2023 – $8,594,096) excluding convertible debenture, derivative liability, and flow-through share premium. For the period ended September 30, 2024, the Company incurred a net loss of $9,678,157(September 30, 2023 – net loss of $10,739,595), had cash outflows from operations of $7,528,831 (September 30, 2023 - $9,077,440), had not yet achieved profitable operations, had accumulated losses of $153,713,623 (December 31, 2023 – $143,974,139) and expects to incur further losses in the development of its business. Should the Company be unable to raise sufficient financing to maintain operations, the Company may be unable to realize the carrying value of its net assets. These uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

These condensed consolidated interim financial statements do not reflect the adjustments to carrying amounts of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the going concern assumption was deemed inappropriate. Such adjustments could be material.

On July 9, 2024 the Company completed a consolidation of the Company’s issued and outstanding shares on the basis of one post-consolidation Share for every four pre-consolidation Shares. Accordingly, the number of shares, warrants, stock options and restricted share units (and their respective exercise prices, as applicable) in the condensed interim financial statements have been restated to reflect the share consolidation.

(Expressed in Canadian Dollars) (Unaudited)

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

Statement of Compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS), standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and their interpretations issued by the IFRS Interpretations Committee which have been consistently applied.

The accounting policies used in these condensed consolidated interim financial statements are consistent with those disclosed in the Company's audited consolidated financial statements for the year ended December 31, 2023, except as detailed in Note 3 and Note 2, Functional and Presentation Currency. These condensed consolidated interim financial statements do not include certain information and disclosures normally included in the annual consolidated financial statements prepared in accordance with IFRS and should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2023.

These condensed consolidated interim financial statements were approved by the Company's Board of Directors on November 15, 2024.

Basis of Consolidation

These condensed consolidated interim financial statements include the financial statements of the Company and entities controlled by the Company (its' subsidiaries). Control is achieved when the Company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if and only if the Company has power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee); exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect its returns. Subsidiaries are fully consolidated from the date on which control is transferred to the Company.

Intercompany balances and transactions, including any unrealized income and expenses arising from intercompany transactions, are eliminated in full on consolidation.

At September 30, 2024, the Company retained an ownership interest in the following subsidiaries:

Name of Subsidiary	Jurisdiction of Incorporation	Principal activity	September 30, 2024	December 31, 2023
Goldeye Explorations Ltd.	Ontario, Canada	Holds interest in Weebigee Project	100%	100%
Blackwolf Copper and Gold Ltd.	British Columbia, Canada	Mineral exploration	100%	–
Heatherdale Holdings Ltd.	British Columbia, Canada	Holds interest in Niblack Holdings (US) Inc.	100%	–
Niblack Holdings (US) Inc.	Nevada, USA	Holds interest in Niblack Project LLC	100%	–
Niblack Project LLC	Delaware, USA	Exploration of Niblack Project and has title to the Niblack claims	100%	–
BWCG Holdings (US) Inc.	Alaska, USA	Holds interest in BWCG (Alaska) LLC	100%	–
BWCG (Alaska) LLC	Alaska, USA	Previously held interest in Hyder Properties and had title to the claims	100%	–
Optimum Ventures Ltd.(1)	British Columbia, Canada	Previously held interest in Harry Project	100%	–
1309762 B.C. Ltd.(1)	British Columbia, Canada	Inactive	100%	–
Optimum Ventures (Nevada) Ltd.	Nevada, USA	Inactive	100%	–
Hyder Ventures Ltd.	Alaska, USA	Inactive	100%	–

2. SUMMARY OF MATERIAL ACCOUNTING POLICES (cont'd)

Functional and Presentation Currency

These condensed consolidated interim financial statements are presented in Canadian dollars, which is also the functional currency of the Company and its wholly-owned Canadian subsidiaries. The functional currency of the Company's United States (U.S.) subsidiaries is U.S. dollars (US$).

Items included in the financial statements of each entity in the NexGold group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). Primary and secondary indicators are used to determine the functional currency. Primary indicators include the currency that mainly influences sales prices, labour, material and other costs. Secondary indicators include the currency in which funds from financing activities are generated and in which receipts from operating activities are usually retained.

The financial statements of entities that have a functional currency different from the presentation currency of NexGold ("foreign operations") are translated into CAD as follows: assets and liabilities-at the closing rate at the date of the statement of financial position, and income and expenses-at the average rate of the period (as this is considered a reasonable approximation to actual rates). All resulting changes are recognized in other comprehensive income or loss as cumulative foreign currency translation adjustments.

When the Company disposes of its entire interest in a foreign operation, or loses control, joint control, or significant influence over a foreign operation, the foreign currency gains or losses accumulated in other comprehensive income or loss related to the foreign operation are recognized in the statement of income or loss as translational foreign exchange gains or losses.

i. Transactions and Balances

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items are carried at fair value that are denominated in foreign currencies are translated at the rates prevailing when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated. Gains and losses arising on translation are included in profit or loss for the

3. NEW ACCOUNTING STANDARDS ISSUED

Effective January 1, 2024, the Company has adopted amendments to *IAS 1, Presentation of Financial Statements* ("IAS 1"), relating to the classification of liabilities as current or non-current.

The Company 's convertible debenture has a conversion option, which gives the holder the right to exercise the option at any time up to maturity date. As the holder has the right to convert at any time and the Company does not have the right to defer settlement of the debenture for at least twelve months after the end of the reporting period, the debenture has been reclassified to current liabilities.

Previously the Company reported the convertible debenture (Note 14) as a non-current liability, as the maturity date of the liability is June 30, 2026.

The amendment has been applied retrospectively for all periods presented in accordance with IAS 1.

(Expressed in Canadian Dollars) (Unaudited)

3. NEW ACCOUNTING STANDARDS ISSUED (cont'd)

As a result of this amendment, the following reclassifications have been made to the presentation of current and comparative condensed consolidated interim Statement of Financial Position:

($)	Before amendments to IAS 1 as at September 30, 2024	Effect of adoption of amendment to IAS 1	After amendments to IAS 1 as at September 30, 2024
Current liabilities	(2,819,353)	(8,132,492)	(10,951,845)
Non-current liabilities	(18,291,392)	8,132,492	(10,158,900)
Total liabilities	**(21,110,745)**	**–**	**(21,110,745)**

There has been no impact on the measurement or recognition of the convertible debenture or derivative liability, as a result of the IAS 1 amendment.

4. ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these condensed consolidated interim financial statements, in compliance with IFRS, requires the Company's management to make certain estimates and assumptions that they consider reasonable and realistic. Despite regular reviews of these estimates and assumptions, based on past achievements or anticipations, facts and circumstances may lead to changes in these estimates and assumptions which could impact the reported amount of the Company's assets, liabilities, equity or earnings.

The areas which require management to make significant estimates, judgements and assumptions are consistent, except for Note 5, with those applied and disclosed in the Company's annual consolidated financial statements for the year ended December 31, 2023.

As part of the Blackwolf Transaction (Note 5) management used their judgement in assessing the fair value of the identifiable assets and liabilities.

($)	As previously reported December 31, 2023	Effect of adoption of amendment to IAS 1	As restated December 31, 2023
Current liabilities	(3,191,950)	(7,426,394)	(10,618,344)
Non-current liabilities	(15,030,369)	7,426,394	(7,603,975)
Total liabilities	**(18,222,319)**	**–**	**(18,222,319)**

5. ASSET AQUISITION

On May 1, 2024, the Company entered into a definitive agreement with Blackwolf Copper and Gold Ltd. ("Blackwolf"), a mineral exploration company with a mineral property interest in the Niblack gold project located in Alaska, to which the Company agreed to acquire all of the issued and outstanding common shares of Blackwolf in consideration for the issuance of 0.607 (the "Exchange Ratio") of the Company's Common Share for each Blackwolf common share acquired (the "Blackwolf Transaction"). On July 3, 2024, the Blackwolf Transaction was completed and Blackwolf became a wholly-owned subsidiary of NexGold. As a result of the Blackwolf Transaction the Company issued 21,905,950 shares to former Blackwolf shareholders, 5,691,248 warrants and 574,360 fully vested stock options to previous holders.

For reporting purposes, the Company has been identified as the acquirer and the continuing entity of Blackwolf, the entity being acquired. The Blackwolf Transaction did not meet the criteria for a business

(Expressed in Canadian Dollars) (Unaudited)

5. ASSET ACQUISITION (cont'd)

combination as envisioned under IFRS 3, and therefore it has been accounted for as an asset acquisition. The fair value of the consideration paid has been allocated on the basis that the carrying values of all non-exploration and evaluation assets acquired and liabilities assumed of Blackwolf are reasonable estimates of their current values. The excess of the aggregate consideration paid over the value of these other net assets was then assigned to the interest in the Niblack Property acquired (Note 11). The detailed composition and allocation of these amounts is as follows:

Consideration	**July 3 2024**
21,905,950 Common Shares issued at a price of $0.84 per share	18,400,998
5,691,248 Warrants issued at fair value	293,269
574,360 Stock options issued at fair value	72,690
Advisory fees	500,000
Transaction costs	652,112
Total Consideration	**19,919,069**

Identifiable Assets	**July 3 2024**
Cash and cash equivalents	3,354,462
Accounts receivable and prepaid expenses	393,046
Property, plant and equipment	1,937,092
Mineral properties	15,993,732
Restricted cash	1,099,493
Trade and other payables	(630,295)
Deferred FT premium	(291,015)
Reclamation provision	(1,937,446)
Total Consideration	**19,919,069**

6. CASH AND CASH EQUIVALENTS

($)	**September 30 2024**	December 31 2023
Cash	**3,059,492**	**4,869,787**
Cashable GIC	**7,427,121**	**4,560,780**
	10,486,613	**9,430,567**

7. RESTRICTED CASH

The cash collateral is held with a U.S. financial institution, which has pledged to the surety provider the surety bond accepted by the Alaskan regulatory authorities. It will be released once reclamation work has been performed and assessed by the Alaskan regulatory authorities.

8. ACCOUNTS RECEIVABLE AND PREPAID EXPENSES

($)	**September 30 2024**	December 31 2023
Advances to consultants	**805,002**	1,257,783
Other receivables and prepaids	**406,417**	106,930
Harmonized sales tax	**683,549**	222,277
	1,894,968	1,586,990

(Expressed in Canadian Dollars) (Unaudited)

9. INVESTMENTS

The Company's investments are classified as fair value through other comprehensive income ("FVTOCI") and are carried at fair value.

	Number of Shares	**September 30 2024**	Number of Shares	December 31 2023
		($)		($)
Alaska Energy Metals Corp. – Shares (i) (ii)	**-**	**-**	14,778	5,911
PTX Metals Inc. – Shares (iii)	**4,125,000**	**309,375**	4,125,000	660,000
		309,375		665,911

(i) On March 1, 2023, Millrock Resources Inc changed its name to Alaska Energy Metals Corporation and consolidated its outstanding common shares on the basis of one new common share for every ten common shares held.

(ii) On May 21, 2024, the Company sold 14,778 shares in Alaska Anergy Metals Corp. for a loss of $61,327.

(iii) On September 3, 2024, PTX Metals Inc. announced a share consolidation of its common shares on the basis of four pre-consolidation common shares into one post-consolidation common share.

10. PROPERTY AND EQUIPMENT

($)	Land	Buildings(i)	Furniture and Equipment	Vehicles(ii)	Field Equipment	**Total**
Cost						
At January 1, 2024	1,496,909	1,535,011	532,266	236,962	–	3,801,148
Blackwolf acquisition (Note 5)	–	–	51,572	–	2,543,434	2,595,006
Additions	–	3,828	42,962	–	–	46,790
Disposals	–	–	–	–	–	–
Translation adjustment	–	–	–	–	(25,738)	(25,738)
At September 30, 2024	1,496,909	1,538,839	626,800	236,962	2,517,696	6,417,206
Accumulated amortization						
At January 1, 2024	–	(611,833)	(455,975)	(112,734)	–	(1,180,542)
Amortization for the period	–	(76,212)	(19,162)	(37,023)	(18,686)	(151,083)
Blackwolf acquisition (Note 5)	–	–	(51,572)	–	(606,343)	(657,915)
Disposals	–	–		–	–	–
Translation adjustment	–	–	–	–	6,328	6,328
At September 30, 2024	**–**	**(688,045)**	**(526,709)**	**(149,757)**	**(618,701)**	**(1,983,212)**
Net book value September 30, 2024	**1,496,909**	**850,794**	**100,091**	**87,205**	**1,898,995**	**4,433,994**

(Expressed in Canadian Dollars) (Unaudited)

10. PROPERTY AND EQUIPMENT (cont'd)

($)	Land	Buildings(i)	Furniture and Equipment	Vehicles(ii)	Total
Cost					
At January 1, 2023	1,496,909	1,535,011	518,705	236,962	3,787,587
Additions	–	–	13,561	–	13,561
Disposals	–	–	–	–	–
At December 31, 2023	1,496,909	1,535,011	532,266	236,962	3,801,148
Accumulated amortization					
At January 1, 2023	–	(510,221)	(403,963)	(63,974)	(978,158)
Amortization for the period	–	(101,612)	(52,012)	(48,760)	(202,384)
Disposals	–	–	–	–	–
At December 31, 2023	–	(611,833)	(455,975)	(112,734)	(1,180,542)
Net book value at December 31, 2023	1,496,909	923,178	76,291	124,228	2,620,606

(i) Buildings include right-of-use assets with net book value of $71,284 (December 31, 2023 – $120,627).
(ii) Vehicles include right-of-use assets with net book value of $77,751 (December 31, 2023 – $105,319).

11. MINERAL PROPERTIES

As of September 30, 2024 and December 31, 2023, the accumulated acquisition costs with respect to the Company's interest in mineral properties consisted of the following:

	Balance January 1 2024	Additions, net of recoveries and write downs (b)	**Balance September 30 2024**
	($)	($)	**($)**
Goliath Gold Project (a)	17,519,860	–	**17,519,860**
Goldlund Gold Project (a)	83,906,996	–	**83,906,996**
Weebigee Project	1,952,352	–	**1,952,352**
Niblack Project	–	15,993,732	**15,993,732**
	103,379,208	15,993,732	**119,372,940**

	Balance January 1 2023	Additions, net of recoveries and write downs **(b)**	Balance December 31 2023
	($)	($)	($)
Goliath Gold Project (a)	17,519,860	–	17,519,860
Goldlund Gold Project (a)	83,906,996	–	83,906,996
Weebigee Project	1,952,352	–	1,952,352
	103,379,208	–	103,379,208

Goliath Gold Project

The Goliath Gold Project is in the Kenora Mining Division in northwestern Ontario, 20 km east of the City of Dryden and 325 km northwest of the port City of Thunder Bay.

Goldlund Gold Project

The Goldlund Gold Project is located adjacent to the Goliath Gold Project, in the Kenora Mining Division in northwestern Ontario.

11. MINERAL PROPERTIES (cont'd)

Goldeye Explorations

Goldeye holds the Weebigee Project in Northwestern Ontario.

Weebigee Project

The Weebigee Project is located near Sandy Lake, north of Red Lake in Northwestern Ontario.

Niblack Project

The Niblack Project, 100%-owned by the Company (and acquired through the Blackwolf Transaction), consists of the 6,200-acre Niblack property located on Prince of Wales Island, some 27 miles from Ketchikan, Alaska and includes certain site plant and equipment assets (Note 5).

Sale of Royalty to Sprott Resource Streaming and Royalty (B) Corp

On April 11, 2022, the Company sold a 2.2% net smelter returns ("NSR") royalty on the properties that comprise the Goliath Gold Complex (which includes the Goliath Gold Project, the Goldlund Gold Project and the Miller Project) to Sprott Resource Streaming and Royalty (B) Corp. ("SRSR") for gross proceeds of $25,178,000 (US$20.0 million). The SRSR NSR applies to sales of precious and base metals from all of the claims which comprise the Goliath Gold Complex.

The Company has an option to buy back 50% of the SRSR NSR based upon the buy-down schedule set out below. Upon the achievement of 1.5 million ounces of gold production, the royalty will automatically reduce by 50% for no additional consideration by the Company. Proceeds will be used to complete ongoing work to deliver a feasibility study for the Goliath Gold Complex and for general corporate and working capital purposes.

The Company has a one-time option (the "Buy-Down Option") to reduce the applicable NSR percentage by 50% and 50% of any remaining minimum payments, by exercising its option and paying the applicable amount below (see Note 15 for updated terms):

(i) On or before December 31, 2024 – US$14.0 million
(ii) From January 1, 2025 until December 31, 2025 – US$16.0 million
(iii) From January 1, 2026 until December 31, 2026 – US$17.0 million
(iv) From January 1, 2027 until December 31, 2027 – US$18.25 million
(v) From January 1, 2028 until December 31, 2028 – US$19.5 million

The Buy-Down Option is treated as a financial instrument measured at fair value taking into account the likelihood of the Company exercising the option. As of September 30, 2024, in the absence of environmental approvals and financing to build the mine, it is unlikely management will exercise the Buy-Down option, and as such, management has ascribed a $nil value to it.

The sale of the royalty has been divided into two parts for accounting purposes. The Company determined the fair value of the financial liability, and the residual of the proceeds was allocated to the sale of the portion of the Goliath Gold Complex.

1. Financial liability of $10,958,800, in accordance with IFRS 9, for the contractual obligation to pay SRSR the minimum payment of US$500,000 beginning on July 11, 2022, payable quarterly in cash or in Common Shares, until the earlier of December 31, 2027, and the date that commercial production is declared (see Note 15 for updated terms).

2. Sale of a portion of the Goliath Gold Complex for $14,219,200 as control over a portion of future gold production is transferred to SRSR for the 2.2% NSR royalty.

(Expressed in Canadian Dollars) (Unaudited)

12. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

($)	**September 30 2024**	December 31 2023
Trade accounts payable	**850,312**	595,315
Accrued liabilities	**1,039,647**	523,261
	1,889,959	1,118,576

13. LEASE LIABILITY

During the year ended December 31, 2022, the Company entered into a lease agreement for its corporate office with a commencement date of January 1, 2022. The term of the lease is three years and ten months ending on October 30, 2025. The Company also entered into several four-year lease agreements for vehicles to be used at the project site. As of September 30, 2024, the Company is committed to pay $181,170 (December 31, 2023 - $267,951) through monthly payments until the end of the lease agreements. The present value of lease liability at September 30, 2024 and December 31, 2023 is as follows:

($)	**September 30 2024**	December 31 2023
Liability amount	**181,170**	267,951
Unaccreted amount	**(12,688)**	(16,114)
Carrying value of the debt	**168,482**	251,837
Current portion of the debt	**(115,969)**	(109,951)
Long-term debt	**52,513**	141,886

14. CONVERTIBLE DEBENTURE

At September 30, 2024, the convertible debt was $8,132,492 (US$6.02 million) as per a debt agreement signed in June 2016 with Extract Lending LLC and Extract Capital Master Fund Ltd. (together, "Extract"), in addition to the eight amendments signed in subsequent years of which the last ("the eighth amendment") was signed on July 3, 2024.

Under the fourth amendment, certain terms of the Company's convertible debt were changed, such as the extension of the debt maturity by seven months to June 30, 2023 and the addition of the ability, at the Company's option, to pay interest: in cash; in kind, capitalizing it to the facility; or by issuing Common Shares of the Company based on the average volume-weighted price of the five consecutive trading days to the interest payment, less a 15% discount. The fifth amendment, signed in 2022, dealt with administrative items, which had no impact of the overall terms of the debt.

The sixth amendment was signed on June 15, 2023. Under IFRS, the sixth amendment was considered an extinguishment of debt. As a result, the debt was fair valued at date of extinguishment, and it was determined that there was no gain or loss on the extinguishment. The sixth amendment resulted in the maturity date of the debt being extended to June 30, 2026, in addition to a change in the interest rate. The interest rate was changed to a fixed interest rate of 9.75% per annum (previously, the interest rate was based on a 12-month LIBOR (minimum 200 basis points) plus 6.5%).

As consideration for the sixth amendment, Extract was granted 2,055,163 bonus warrants. These warrants can be exercised up to June 15, 2026, at an exercise price of $1.764 per warrant, with each warrant being exercisable for one Common Share. The fair value of the warrants was determined to be $464,995 and was recorded as a loss on debt modification.

14. CONVERTIBLE DEBENTURE (cont'd)

The seventh amendment, signed May 1, 2024, provided the consent of Extract to the Company entering into an arrangement agreement with Blackwolf.

On July 3, 2024, the Company signed an eighth amendment dealing with administrative items to reflect changes to the Company's corporate status after the Blackwolf Transaction (e.g., continuance to British Columbia, listing on TSXV). The agreement also updated the conversion price of the Extract warrants from $0.96 to $3.84 in anticipation of the Company's share consolidation on July 9, 2024.

Under the terms of the debt agreement, the debt may be converted at Extract's option, in part or in full, at any time, into Common Shares of the Company at $3.84 per Common Share. The debt is secured by a general security agreement, a debenture delivery agreement and demand debenture, which is secured by the project property, land and mining claims in Kenora.

During the nine-month period ended September 30, 2024, $590,799 (September 30, 2023 – $538,154) of interest was capitalized to the facility.

	September 30, 2024		December 31, 2023	
($)	**Convertible Debt**	**Derivative**	Convertible Debt	Derivative
Beginning balance	**7,366,850**	**59,544**	6,775,746	22,738
Accretion	–	–	163,151	–
Change in fair value	–	–	–	(22,738)
Capitalised interest	–	–	327,739	–
Foreign exchange adjustment	–	–	(155,286)	–
Carrying value prior to amendment	**7,366,850**	**59,544**	7,111,350	–
Fair value of new instrument	–	–	(138,502)	138,502
Accretion	**27,507**	**–**	16,775	–
Change in fair value	**–**	**18,500**	–	(78,958)
Capitalized interest	**590,799**	**–**	399,320	–
Foreign exchange adjustment	**147,336**	**–**	(22,093)	–
Ending balance	**8,132,492**	**78,044**	7,366,850	59,544
Current balance	**(8,132,492)**	**(78,044)**	(7,366,850)	(59,544)
Non-current balance	–	–	–	–

Due to the loan being denominated in U.S. dollars, the conversion feature has been presented as a non-cash derivative liability. As at September 30, 2024, the non-cash derivative liability of the debt was assigned a fair value of $78,044 (December 31, 2023 - $59,544) using the Black-Scholes option pricing model with the following assumptions: share price $0.80 (December 31, 2023 - $0.72), dividend yield 0%, expected volatility based on historical volatility 72.5% (December 31, 2023 – 61.25%), a risk free interest rate of 2.95% (December 31, 2023 – 3.93%) and an expected life of 1.75 years (December 31, 2023 – 2.5 years). The fair value loss of $18,500 (December 31, 2023 – gain of $101,696) has been recognized in the consolidated statements of operations. The effective interest rate of the amended debt is 10.4% (previously 15.7%).

(Expressed in Canadian Dollars) (Unaudited)

15. SRSR PAYMENT OBLIGATION

($)	**September 30 2024**	December 31 2023
Opening balance	**9,322,934**	11,276,297
Accretion	**614,203**	976,185
Repayment	**(1,346,173)**	(2,692,323)
Fair value adjustment (i)	**(506,940)**	–
Foreign exchange revaluation	**193,766**	(237,225)
Carrying value of the SRSR payment obligation	**8,277,790**	9,322,934
Current portion of the SRSR payment obligation (i)	**(89,244)**	(1,860,845)
Long-term portion of SRSR payment obligation	**8,188,546**	7,462,089

Sprott Resource Streaming and Royalty Corp

In connection with the sale of royalty to SRSR (see Note 11), the Company was required to make minimum payments of US$500,000 to SRSR payable quarterly until the earlier of December 31, 2027 and the date that commercial production is declared.

(i) On May 1, 2024 the Company modified the terms of the Sprott Royalty on closing of the Transaction, whereby SRSR will forego receiving the quarterly minimum payments for the next four quarterly payments. In exchange, the quarterly minimum payment will increase to US$675,000 and the last date of payment will be the earlier of the declaration of commercial production, or January 11, 2028.

    As a result of the modified terms, related to the quarterly minimum payments, the fair value of the Sprott Royalty was revalued. The fair value change in the SRSR payment obligation was determined to be $506,940 and was recorded as a gain on obligation modification, in the profit and loss for the period.

The Company may elect to satisfy the payments on the loan in cash or the issuance of Common Shares at a price per share equal to the greater of: (a) a 5% discount to the five-day volume-weighted average price of the five consecutive trading days prior to the date payment is due; and (b) the maximum permitted discount by the Toronto Stock Exchange, at the Company's sole discretion. The minimum payments are secured by a general security agreement and is registered against the Company's assets.

During the nine-month period, the Company made a payment of US$1,000,000 ($1,346,173) by the issuance of 2,191,942 Common Shares.

The Company entered into an agreement within the scope of IFRS 9 'Financial Instruments'. The initial fair value of the financial liability was determined using a discount rate of 10.2%. After initial recognition, the SRSR obligation is carried at amortized cost using the effective interest rate method. As at September 30, 2024 (December 31, 2023 - $9,322,934), the SRSR obligation was $8,277,790 (US$6.1 million).

(Expressed in Canadian Dollars) (Unaudited)

16. RECLAMATION PROVISION

($)	September 30 2024
Balance September 30, 2024	**1,917,841**

In 2017 a Niblack Reclamation and Closure Plan was approved by the Alaskan Department of Natural Resources (the "ADNR") in May 2018 for the restoration and rehabilitation of the Niblack Project site. The Company's provision of US$1,420,778 allows for inflationary adjustments to the 2017 Niblack Reclamation and Closure Plan.

The Company has given the ADNR a cash deposit of US$3,900 as a performance guarantee for additional reclamation work to be performed and has a surety bond from an insurance company in favour of ADNR for the remainder of the obligation. According to the terms of the surety bond, the Company has provided to the surety provider a cash collateral of US$704,960, which was classified as restricted cash, along with any interest reinvested, as of September 30, 2024. The Company will be required to fund the difference between the bond amount claimed and total cash collateral amount (Note 7).

17. FLOW-THROUGH PREMIUM

($)	September 30 2024	December 31 2023
Opening balance	**102,578**	**–**
Initial recognition (i)	**556,520**	**566,978**
Flow-through share premium recognised as part of Blackwolf acquisition (ii)	**291,015**	**–**
Flow-through share premium recovery (iii)	**(303,976)**	**(464,400)**
Closing balance	**646,137**	**102,578**

(i) On June 1, 2023, the Company issued 778,815 Canadian Exploration Expenditures ("CEE") flow-through Common Shares at a price of $1.808 per share by the way of private placement for gross proceeds of $1,408,100. A value of $566,978 were attributed to the flow-through share premium liability in connection with the financing using a fair market value of $1.08 per share.

On July 3, 2024, the Company issued 6,956,500 Canadian Exploration Expenditures ("CEE") flow-through Common Shares at a price of $0.92 per share by the way of private placement for gross proceeds of $6,399,980. A value of $556,520 were attributed to the flow-through share premium liability in connection with the financing using a fair market value of $0.84 per share.

(ii) On April 4, 2023, the Company (as part of the Blackwolf Acquisition) issued 1,580,729 Canadian Exploration Expenditures ("CEE") flow-through Common Shares at a price of $1.58 per share by the way of private placement for gross proceeds of $2,500,000. A share premium value of $416,667 were attributed to the flow-through share premium liability in connection with the financing using a fair market value of $1.32 per share. As of July 3, 2024, $125,653 of the share premium was recovered.

(iii) During the period, a flow-through share premium recovery was recognized as a result of incurring eligible flow-through exploration expenditures during the period. All flow-through exploration expenditure was renounced in favour of the flow-through shareholders.

(Expressed in Canadian Dollars) (Unaudited)

18. CAPITAL STOCK

(a) Authorized

The Company is authorized to issue an unlimited number of Common Shares.

COMMON SHARES	Number of Shares	Stated Value ($)
Balance, January 1, 2023	**34,542,023**	**209,595,606**
Issuance of shares for SRSR payment obligation (i)	1,731,364	2,011,273
Issuance of shares for flow-through common shares (Note 17)	778,815	1,408,100
Flow-through share premium liability	–	(420,561)
Restricted share units redeemed (Note 20)	109,308	133,954
Returned and cancelled shares	(5)	–
Balance, September 30, 2023	**37,161,505**	**212,728,372**
Balance, January 1, 2024	**44,558,117**	**216,257,231**
Issuance of shares for SRSR payment obligation, net of issue costs (i)	2,191,942	1,331,629
Warrants exercised (Note 19)	37,500	31,500
Shares issued to acquire Blackwolf Copper and Gold (Note 5)	22,215,050	18,650,998
Share issuance costs	–	(151,472)
Issuance of shares for flow-through common shares (Note 17)	6,956,500	6,399,980
Issuance of warrants at fair value (Note 19)	–	(1,539,054)
Flow-through share premium liability (Note 17)	–	(556,520)
Returned and cancelled shares	(224)	–
Restricted share units redeemed (Note 20)	251,534	203,060
Balance, September 30, 2024	**76,210,419**	**240,627,352**

(i) During the nine-month period, the Company issued 2,191,942 shares (2023: 1,731,364 shares) to SRSR in relation to the quarterly repayment obligations of US$1,000,000 ($1,331,629).

19. WARRANTS

The following table reflects the continuity of warrants for the period ended September 30, 2024 and year ended December 31, 2023, respectively:

	Number of Warrants at September 30 2024	Number of Warrants at December 31 2023	**Weighted Average Exercise Price 2024**	Weighted Average Exercise Price 2023
			($)	($)
Balance, beginning of period	**3,905,386**	4,608,250	**1.33**	5.93
Exercised	**(37,500)**	–	**0.84**	–
Issued (a)	**12,647,748**	3,905,386	**1.90**	1.33
Rounding due to share consolidation	**(4)**	–	**1.33**	–
Expired	**(929,700)**	(4,608,250)	**3.96**	5.93
Balance, end of the period	**15,585,932**	3,905,386	**1.64**	1.33

(Expressed in Canadian Dollars) (Unaudited)

19. WARRANTS (cont'd)

The weighted average life of the outstanding warrants at September 30, 2024 is 2.17 years (December 31, 2023 – 3.65 years).

The issued and outstanding warrants are comprised as follows:

Expiry Date	Type	**Number of Warrants at September 30 2024**	Number of Warrants at December 31 2023	Exercise Price ($)
Oct 17, 2025	Warrants	**2,104,901**	-	2.31
April 4, 2025	Warrants	**2,276,250**	-	2.31
April 4, 2025	Warrants	**380,397**	-	1.32
June 15, 2026	Warrants	**2,055,163**	2,055,163	1.76
July 2, 2027	Warrants	**6,956,498**	-	1.40
December 19, 2028	Warrants	**1,812,723**	1,850,223	0.84
		15,585,932	3,905,386	

(a) As part consideration for the sixth debt amendment signed June 15, 2023, Extract was granted 2,055,163 warrants. The fair value was estimated at the time of grant, using the Black-Scholes options model with the following assumptions: share price $1.00, dividend yield 0%, expected volatility 53.41%, based on historical volatility, a risk-free interest rate of 3.80% and an expected life of 3.00 years. As a result, the fair value of the warrants was estimated at $464,995 and was charged as an expense of the period.

In connection with the private placement on December 19, 2023, the Company issued 1,850,223 warrants for each Common Share acquired. Each whole warrant is exercisable within 60 months of closing date, at an exercise price of $0.84 per whole warrant. The warrants were assigned a relative fair value of $453,214 using the Black-Scholes options model with the following assumptions: share price $0.64, dividend yield 0%, expected volatility 61.7%, based on historical volatility, a risk-free interest rate of 3.93% and an expected life of 5.0 years.

As part of the Blackwolf acquisition, the Company exchanged Blackwolf warrants for NexGold warrants on a ratio of 0.607 NexGold warrant for one Blackwolf warrant. As a result, 5,691,248 warrants were issued in exchange for Blackwolf warrants and were assigned a cumulative fair value of $293,269 using the Black-Scholes model (Note 5).

In connection with the private placements on July 3, 2024 and July 5, 2024, the Company issued an aggregate of 6,956,498 warrants for each Common Share acquired. Each whole warrant is exercisable until July 2, 2027, at an exercise price of $1.40 per whole warrant. The warrants were assigned a relative fair value of $1,539,054 using the Black-Scholes options model with the following assumptions: share price $0.84, dividend yield 0%, expected volatility 65.6%, based on historical volatility, a risk-free interest rate of 3.47% and an expected life of 3.0 years.

20. SHARE-BASED PAYMENTS

On June 29, 2021, Company's shareholders approved the Omnibus Equity Incentive Plan (the "Legacy Plan"), replacing the previous stock option plan which terminated June 28, 2024. The Legacy Plan provided flexibility to the Company to grant equity-based incentive awards in the form of stock options and restricted share units ("RSUs"). The Legacy Plan continues to be authorized for the sole purpose of facilitating the vesting and exercise of existing awards previously granted under the Legacy Plan; no further awards will be granted under the Legacy Plan. Once the existing awards granted under the Legacy Plan are exercised or terminated, the Legacy Plan will terminate and be of no further force or effect.

(Expressed in Canadian Dollars) (Unaudited)

20. SHARE-BASED PAYMENTS (cont'd)

On June 26, 2024, Company shareholders approved (i) the 2024 Non-Arrangement Omnibus Equity Incentive Plan to replace the Legacy Plan and (ii) upon closing of the Blackwolf Transaction, the 2024 Arrangement Omnibus Equity Incentive Plan (the "2024 Incentive Plan") to replace the 2024 Non-Arrangement Omnibus Equity Incentive Plan effective upon the Company's shares being listed on the TSXV.

The 2024 Incentive Plan provides flexibility to the Company to grant equity-based incentive awards in the form of stock options, restricted share units ("RSUs"), performance share units and deferred share units. The Incentive Plan is a "rolling" plan which, subject to the adjustment provisions provided for therein (including a subdivision or consolidation of Common Shares), provides that the maximum aggregate number of Common Shares reserved by the Company for issuance, and which may be purchased upon the exercise of all stock options or RSUs (and including awards granted under the Legacy Plan) shall not exceed 10% of the issued and outstanding Common Shares from time to time. Limits have also been set in respect of the maximum number of awards that may be issued to Company insiders in any one-year period. As at September 30, 2024, the Company had an additional 1,306,206 (December 31, 2023 – 2,161,397) securities available for issuance under the plan.

For the period ended September 30, 2024, the Company recognized share-based payments related to the stock options ($198,380) and the vesting of RSUs ($794,848) totaling $993,228 (September 30, 2023 - $1,090,305).

(a) Stock Options

	Number of Stock Options at September 30 2024	Number of Stock Options at December 31 2023	**Weighted Average Exercise Price 2024**	Weighted Average Exercise Price 2023
			($)	($)
Balance, at beginning of period	**945,394**	1,672,024	**2.48**	3.81
Stock Options granted	**2,193,735**	167,500	**1.71**	1.23
Exercised	**–**	–	**–**	–
Expired	**(309,487)**	(894,130)	**(3.05)**	(4.73)
Rounding due to share consolidation	**(4)**	**–**	**(3.05)**	(4.73)
Balance at end of the period	**2,829,638**	945,394	**1.82**	2.48

The weighted average life of the outstanding stock options at September 30, 2024 is 3.41 years (December 31, 2023 – 1.27 years).

(Expressed in Canadian Dollars) (Unaudited)

20. SHARE-BASED PAYMENTS (cont'd)

The outstanding stock options are comprised as follows:

Grant Date	Expiry Date	**Number of Stock Options at September 30 2024**	Number of Stock Options at December 31 2023	Exercise Price ($)
March 8, 2021	March 8, 2024	**–**	75,000	3.80
June 28, 2021	June 28, 2024	**–**	62,500	3.60
February 18, 2022	February 18, 2025	**365,767**	500,258	2.80
June 28, 2022	June 28, 2025	**97,636**	97,636	1.64
July 13, 2022	July 13, 2025	**–**	37,500	1.52
December 19, 2022	December 19, 2025	**37,500**	37,500	1.28
March 10, 2023	March 10, 2026	**78,750**	78,750	1.28
May 17, 2023	May 17, 2026	**18,750**	18,750	1.24
July 24, 2023	July 24, 2026	**37,500**	37,500	1.09
May 24, 2024	May 24, 2029	**72,500**	–	0.96
May 24, 2024	June 28, 2026	**46,875**	–	1.04
July 3, 2024	June 30, 2025	**4,552**	–	5.64
July 3, 2024	September 9, 2025	**102,047**	–	6.60
July 3, 2024	June 16, 2026	**15,175**	–	5.28
July 3, 2024	April 22, 2026	**12,519**	–	6.60
July 3, 2024	May 12, 2026	**1,517**	–	8.20
July 3, 2024	April 4, 2027	**89,531**	–	4.64
July 3, 2024	August 2, 2027	**45,524**	–	3.00
July 3, 2024	June 26, 2028	**303,495**	–	2.32
July 15, 2024	July 15, 2029	**1,500,000**	–	1.00
		2,829,638	945,394	

On September 30, 2024, 1,177,759 of the outstanding stock options were fully vested and exercisable (December 31, 2023 – 731,290).

On July 15, 2024, the Company granted 1,500,000 stock options to strategic advisors to buy Common Shares at an exercise price of $1.00, each expiring on July 24, 2029 and vest one-third on the first, second and third anniversaries of the date of grant. The fair value assigned was estimated using the Black-Scholes option pricing model with the following assumptions: share price $0.86, dividend yield 0%, expected volatility 64.52% based on historical volatility, a risk-free interest rate of 3.33% and an expected life of 5.00 years. As a result, the fair value of the stock options was estimated at $687,175 and will be recognized in the statement of operations over the periods the stock options vest.

On July 3, 2024, as part of the Blackwolf acquisition, the Company exchanged Blackwolf stock options for fully vested NexGold stock options, on a ratio of 0.607 NexGold stock options for one Blackwolf stock option. As a result, 574,360 NexGold stock options were assigned a cumulative fair value of $72,690 using the Black-Scholes model (Note 5).

On May 24, 2024, the Company granted 72,500 stock options to employees to buy Common Shares at an exercise price of $0.96, each expiring on May 24, 2029. The stock options granted to employees vest one-third on the first, second and third anniversaries of the date of grant. The fair value assigned was estimated using the Black-Scholes option pricing model with the following assumptions: share price $0.90, dividend yield 0%, expected volatility 63.91% based on historical volatility, a risk-free interest rate of 3.53% and an expected life of 5.00 years. As a result, the fair value of the stock options was estimated at $36,035 and will be recognized in the statement of operations over the periods the stock options vest.

On May 24, 2024, the Company granted 46,875 stock options to a director to buy Common Shares at an exercise price of $1.03, each expiring on June 28, 2026. The stock options granted to the director vest one-third on the date of grant, one-third on June 28, 2024 and one-third on June 28, 2025. The fair value

(Expressed in Canadian Dollars) (Unaudited)

20. SHARE-BASED PAYMENTS (cont'd)

assigned was estimated using the Black-Scholes option pricing model with the following assumptions: share price $1.00, dividend yield 0%, expected volatility 71.65% based on historical volatility, a risk-free interest rate of 4.25% and an expected life of 2.10 years. As a result, the fair value of the stock options was estimated at $19,421 and will be recognized in the statement of operations over the periods the stock options vest.

On July 24, 2023, the Company granted 37,500 stock options to employees to buy Common Shares at an exercise price of $1.09, each expiring on July 24, 2026. The stock options granted to employees vest 50% on the first and second anniversaries, respectively, of the date of grant. The fair value assigned was estimated using the Black-Scholes option pricing model with the following assumptions: share price $1.09, dividend yield 0%, expected volatility 53.69% based on historical volatility, a risk-free interest rate of 4.13% and an expected life of 3.00 years. As a result, the fair value of the stock options was estimated at $14,464 and will be recognized in the statement of operations over the periods the stock options vest.

On May 17, 2023, the Company granted 18,750 stock options to employees to buy Common Shares at an exercise price of $1.24, each expiring on May 17, 2026. The stock options granted to employees vest 50% on the first and second anniversaries, respectively, of the date of grant. The fair value assigned was estimated using the Black-Scholes option pricing model with the following assumptions: share price $1.24, dividend yield 0%, expected volatility 53.15% based on historical volatility, a risk-free interest rate of 3.80% and an expected life of 3.00 years. As a result, the fair value of the stock options was estimated at $9,106 and will be recognized in the statement of operations over the periods the stock options vest.

On March 10, 2023, the Company granted 111,250 stock options to employees to buy Common Shares at an exercise price of $1.28, each expiring on March 10, 2026. The stock options granted to employees vest 33.3% on the date of grant, 33.3% on March 10, 2024 and the remaining balance of 33.4% on March 10, 2025. The fair value assigned was estimated using the Black-Scholes option pricing model with the following assumptions: share price $1.28, dividend yield 0%, expected volatility 60.68% based on historical volatility, a risk-free interest rate of 3.53% and an expected life of 3.00 years. As a result, the fair value of the stock options was estimated at $61,594 and will be recognized in the statements of operations over the periods the stock options vest.

(b) Restricted Share Units ("RSUs")

For the nine months ended September 30, 2024 and September 30, 2023, the Company recognized share-based payment expense related to the vesting of RSUs amounting to $794,848 (September 30, 2023 - $981,367) being charged to stock-based compensation expense. RSUs are exercisable once the RSUs have vested; as at September 30, 2024, 746,033 had vested (September 30, 2023 – 1,948,676).

	Number of Units at September 30 2024	Number of Units at December 31 2023	**Weighted Fair Value at September 30 2024**	Weighted Fair Value at December 31 2023
			($)	($)
Balance, at beginning of period	**1,304,461**	324,073	**1.59**	2.70
Granted	**2,511,193**	1,189,456	**0.94**	1.25
Exercised	**(251,534)**	(109,308)	**0.81**	1.23
Rounding due to share consolidation	**(6)**	-	**1.13**	1.57
Forfeited	**(78,924)**	(99,759)	**1.13**	1.57
Balance at end of the period	**3,485,190**	1,304,462	**1.19**	1.59

20. SHARE-BASED PAYMENTS (cont'd)

On July 15, 2024, the Company granted 60,000 RSUs to directors that have an expiry date of December 31, 2027. The RSUs vest, and are redeemable, as to one-third on the first, second and third anniversaries of the date of grant. The fair value assigned to the RSUs was estimated using the volume-weighted average price of Common Shares on the TSXV for the five trading days immediately preceding the grant date and recognized over the vesting period.

On July 15, 2024, the Company granted 1,275,000 RSUs to officers that have an expiry date of December 31, 2027. The RSUs vest, and are redeemable, on the first anniversary of the date of grant. The fair value assigned to the RSUs was estimated using the volume-weighted average price of Common Shares on the TSXV for the five trading days immediately preceding the grant date and recognized over the vesting period.

On May 24, 2024, the Company granted 1,176,196 RSUs to directors, officers and employees that have an expiry date of December 31, 2027. The RSUs vest one-third on the first, second and third anniversaries of the date of grant. On any date that falls on or after the vesting date but on or before November 30, 2027, the holder may deliver a written conversion notice specifying that the holder elects to receive Common Shares on the basis of one (1) Common Share for one (1) RSU; the RSUs cannot be settled in whole or in part for cash. The fair value assigned to the RSUs was estimated using the volume-weighted average price of the Common Shares on the TSX for the five trading days immediately preceding the grant date and recognized over the vesting period.

On September 12, 2023, the Company granted 10,597 RSUs to directors that have an expiry date of December 31, 2026. The RSUs vest in accordance with the following schedule:(i) 33.34% on the grant date; (ii) 33.33% one year from the grant date; and (iii) 33.33% two years from the grant date. On any date that falls on or after the vesting date but on or before November 30, 2026, the holder may deliver a written conversion notice specifying that the holder elects to receive Common Shares on the basis of one (1) Common Share for one (1) RSU; the RSUs cannot be settled in whole or in part for cash. The fair value assigned to the RSUs was estimated using the volume-weighted average price of Common Shares on the TSX for the five trading days immediately preceding the grant date and recognized over the vesting period.

On June 28, 2023, the Company granted 93,750 RSUs to directors that have an expiry date of December 31, 2026. The RSUs vest in accordance with the following schedule:(i) 33.34% on the grant date; (ii) 33.33% one year from the grant date; and (iii) 33.33% two years from the grant date. On any date that falls on or after the vesting date but on or before November 30, 2026, the holder may deliver a written conversion notice specifying that the holder elects to receive Common Shares on the basis of one (1) Common Share for one (1) RSU; the RSUs cannot be settled in whole or in part for cash. The fair value assigned to the RSUs was estimated using the volume-weighted average price of the common shares on the TSX for the five trading days immediately preceding the grant date and recognized over the vesting period.

On March 10, 2023, the Company granted 1,085,108 RSUs to directors, officers and certain employees that have an expiry date of December 31, 2026. The RSUs vest in accordance with the following schedule:(i) 33.34% on the grant date; (ii) 33.33% one year from the grant date; and (iii) 33.33% two years from the grant date. On any date that falls on or after the vesting date but on or before November 30, 2026, the holder may deliver a written conversion notice specifying that the holder elects to receive Common Shares on the basis of one (1) Common Share for one (1) RSU; the RSUs cannot be settled in whole or in part for cash. The fair value assigned to the RSUs was estimated using the volume-weighted average price of Common Shares on the TSX for the five trading days immediately preceding the grant date and recognized over the vesting period.

(Expressed in Canadian Dollars) (Unaudited)

21. EXPLORATION AND EVALUATION COSTS

Exploration and evaluation costs comprised of the following costs during the period:

	Three months ended		Nine months ended	
($)	**September 30 2024**	September 30 2023	**September 30 2024**	September 30 2023
Drilling	**750,686**	59,022	**777,746**	713,827
Field programs	**183,933**	18,957	**189,299**	385,023
Salaries and benefits	**439,965**	321,157	**1,248,191**	1,240,823
Environmental studies	**353,451**	515,418	**572,578**	1,148,139
Technical studies	**418,628**	473,595	**807,257**	1,049,127
Vehicle expenses	**7,123**	20,759	**18,265**	60,149
Site costs and utilities	**34,440**	60,725	**141,874**	144,477
Community relations	**273,648**	42,551	**401,698**	81,629
Other expenses	**179,484**	5,547	**246,582**	96,163
Royalty payments	**-**	-	**104,675**	104,728
	2,641,358	1,517,731	**4,508,165**	5,024,085

22. KEY MANAGEMENT COMPENSATION

Key management includes the Chief Executive Officer, President, Chief Financial Officer and members of the Board of Directors of the Company.

The compensation payable to key management is shown below:

	Three months ended		Nine months ended	
($)	**September 30 2024**	September 30 2023	**September 30 2024**	September 30 2023
Salaries	**247,323**	156,937	**581,482**	477,059
Directors' fees (ii)	**80,117**	28,866	**215,086**	169,632
Other cash compensation	**-**		**-**	405,346
Share based compensation (RSU)	**556,404**	145,123	**765,978**	845,643
Share based compensation (i)	**-**	-	**19,421**	-
	883,844	330,926	**1,581,967**	1,897,680

(i) Stock option compensation is disclosed at fair value.
(ii) Director fees outstanding at September 30, 2024 were nil (December 31, 2023 - $32,875).

23. COMMITMENTS AND CONTRACTUAL OBLIGATIONS AND CONTINGENCIES

(a) The Company had committed to spend $10,308,080 on Canadian exploration expenses ("CEE") as part of the 2023 and 2024 flow-through financings.

As at September 30, 2024, the Company had fulfilled the following flow-through- commitments:

Flow-Through Financing Date	Spend Commitment Date	Spend Commitment	Amount Spent September 30 2024
April 4, 2023	December 31, 2024	2,500,000	1,962,305
June 1, 2023	December 31, 2024	1,408,100	1,408,100
July 3, 2024	December 31, 2025	6,399,980	-
Total		**10,308,080**	**3,370,404**

All flow-through spending commitments from previous flow-through financings have been fulfilled.

23. COMMITMENTS AND CONTRACTUAL OBLIGATIONS AND CONTINGENCIES (cont'd)

(b) An audit was commenced by the Canada Revenue Agency (the "CRA") in December 2016 of the flow-through expenditures incurred by the Company on the Goliath Gold Project, pursuant to the flow-through share financings completed on December 6, 2011, September 21, 2012, May 1, 2013 and December 20, 2013. On March 7, 2018, the Company was advised by the CRA that, out of the total of $12.5 million the Company raised through the flow-through share financings and renounced to subscribers, the CRA had reclassified approximately $1.8 million of CEE to operating expenses and a further $2.2 million of CEE to Canadian Development Expenses ("CDE"). In addition, pursuant to the audit, the CRA notified the Company that it is liable for Part XII.6 tax in the amount of $477,726 in connection with the shortfall from the disallowed CEE.

Subsequently on July 2, 2021, the CRA issued a Notice of Reassessment that reduced the amount of the unpaid Part XII.6 tax to $271,943.

On September 30, 2021, the Company commenced an appeal to the Tax Court of Canada to dispute the CRA's reclassification of expenses from CEE (Canadian exploration expenses) to CDE (Canadian development expenses) or operating expenses. The Department of Justice filed its Reply pleading on behalf of the Crown on February 9, 2022, and the Company is currently still in the litigation discovery stage. Due to the uncertainty of the outcome, no liability has been recorded in the condensed consolidated interim financial statements.

24. FINANCIAL RISK FACTORS

(a) Capital Management

The Company manages its capital structure and makes appropriate adjustments, 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, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company considers capital from two perspectives: its working capital position; and the capital stock, warrant and stock option components of its shareholders' equity.

At September 30, 2024, the Company has working capital of $10,595,784, excluding: the convertible debenture, derivative liability and flow-through share premium liability (December 31, 2023 - $8,594,096); and capital stock, warrants and contributed surplus total $271,523,965 (December 31, 2023 - $244,458,663).

To effectively manage the Company's capital requirements, management has put in place a rigorous planning, budgeting and forecasting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company ensures that there

are sufficient committed loan facilities and planned future capital raises to meet its short-term business requirements, considering its anticipated cash flow from operations and its holding of cash and cash equivalents and marketable securities.

At September 30, 2024, the Company expects its capital resources and projected future cash flows from financing to support its normal operating requirements on an ongoing basis, and planned development and exploration of its mineral properties and other expansionary plans.

The properties in which the Company currently has an interest are in the exploration stage and, as such, the Company is dependent on external financing to fund its activities. To carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest

24. FINANCIAL RISK FACTORS (cont'd)

in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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 period ended September 30, 2024.

(b) Risk Disclosures

Exposure to credit, interest rate and currency risks arises in the normal course of the Company's business.

(c) Credit Risk

As at September 30, 2024, the Company had a cash and cash equivalents balance of $10,486,613 (December 31, 2023 – $9,430,567). The Company's current policy is to invest excess cash in investment grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. There is no significant credit risk in respect of receivables.

(d) Interest Rate Risk

The Company has exposure to interest rate risk since the Company's cashable GIC cash balances are linked to the prime lending rate.

(e) Market Price Risk

The Company has convertible debt and minimum payment obligations denominated in U.S. dollars. The convertible feature of the convertible debt has been classified as a derivative liability. Among other variables, the fair value of the derivative liability is affected by changes in the market price of the Company shares.

(f) Foreign Currency Risk

The Company is exposed to foreign currency risk on financial assets and liabilities that are denominated in a currency other than the Canadian dollar. The currency giving rise to this risk is primarily the U.S. dollar. The balance of net monetary liabilities in such currency as of September 30, 2024 was $13,990,541 (December 31, 2023 - $13,570,281).

(g) Liquidity Risk

The Company is exposed to liquidity risk primarily because of its accounts payable and its debt. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2024, the Company had a cash and cash equivalents balance of $10,486,613 (December 31, 2023 - $9,430,567) to settle current liabilities of $2,095,172 (December 31, 2023 - $3,089,372), excluding the convertible debenture, derivative liability and flow-through share premium liability. All of the Company's accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms. The Company relies on external financing to generate sufficient operating capital and the management believes it will be able to raise any required funds in the short-term.

24. FINANCIAL RISK FACTORS (cont'd)

(h) Sensitivity Risk

As at September 30, 2024 and December 31, 2023, the carrying and fair value amounts of the Company's financial instruments are approximately equivalent.

Based on management's knowledge and experience of the financial markets, the Company believes the following movement is "reasonably possible" over a 12-month period.

(i) The Company is exposed to interest rate risk on fluctuations on cashable guaranteed investment certificate cash balances. A variance of 1% in the Canadian prime lending rate will affect the annual Company's net comprehensive loss by approximately $2,114 (December 31, 2023 – $5,171).

(ii) The Company is exposed to foreign currency risk on fluctuations of balances that are denominated in U.S. dollars related to cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities, short-term and long-term debt. Sensitivity to a plus or minus 10% change in the foreign exchange rate would affect the net comprehensive loss by $1,399,054 (December 31, 2023 – $1,357,028).

(iii) The Company is exposed to market risk as it relates to its investments held in marketable securities. If market prices had varied by 10% from their June 30, 2024 fair market value positions, the comprehensive loss would have varied by $30,938 (December 31, 2023 – $66,591).

(i) Fair Value Hierarchy

The Company has designated its investments as FVTOCI, which are measured at fair value. The non-cash derivative liability is classified as FVTPL and is measured at fair value with unrealized gains or losses reported in the consolidated statements of operations.

Accounts payable and accrued liabilities, short-term and long-term debt are considered as other financial liabilities, which are measured at amortized cost which also approximates fair value. The fair value of long-term debt approximates their carrying amount due to the effective interest rate being close to the market rate.

The following summarizes the methods and assumptions used in estimating the fair value of the Company's financial instruments where fair value measurement is required. Fair value amounts represent point in time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgement. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the statement of financial position, have been prioritized into three levels as per the fair value hierarchy. Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities. Level two includes inputs that are observable other than quoted prices included in level one. Level three includes inputs that are not based on observable market data. The carrying value of cash and cash equivalents and investments approximate their fair value.

September 30, 2024	**Level One**	**Level Two**	**Level Three**
	($)	**($)**	**($)**
Investments	**309,375**	**–**	**–**
Derivative liability	**–**	**(78,044)**	**–**
	495,000	**(120,408)**	**–**

(Expressed in Canadian Dollars) (Unaudited)

24. FINANCIAL RISK FACTORS (cont'd)

September 30, 2023	Level One	Level Two	Level Three
	($)	($)	($)
Investments	667,537	–	–
Derivative liability	–	(43,030)	–
	667,537	(43,030)	–

There have been no transfers between levels 1, 2, or 3 during the applicable periods.

25. SUBSEQUENT EVENTS

(1) On October 10, 2024, the Company announced that (i) it had entered into a definitive arrangement agreement dated October 9, 2024 with Signal Gold Inc. ("Signal") to combine the two companies (the "Signal Transaction") to advance the Complex and Signal's Goldboro project and (ii) a non-brokered private placement of flow-through shares concurrent with the Signal Transaction (the "Concurrent Financing"). Pursuant to the Signal Transaction, NexGold will acquire all the issued and outstanding common shares of Signal ("Signal Shares") in exchange for Common Shares of NexGold by way of a plan of arrangement under the *Business Corporations Act* (Ontario). Each Signal share will be exchanged for 0.1244 of a Common Share (the "Exchange Ratio"). The Signal Transaction is anticipated to be completed in December 2024.

(2) On October 23, 2024, the Company announced an upsizing to the Concurrent Financing. The terms of the flow-through offering of NexGold will remain unchanged from what was previously announced other than the increase in the amount of the offering. NexGold will now offer up to 10 million units ("FT Units") at a price of C$0.80 per FT Unit, with each FT Unit comprised of one flow-through Common Share and one-half of one warrant, for aggregate gross proceeds of up to $8 million (previously $5 million).

(3) On November 6, 2024, the Company announced the closing of the Concurrent Financing, for aggregate gross proceeds of $18.5 million. NexGold issued 10,106,250 FT Units, for gross proceeds of $8,085,000.

(4) NexGold has agreed to certain indicative terms with Nebari to complete a restructuring of Signal's credit facility with Nebari and NexGold's convertible debt with Extract, which will significantly reduce the debt profile of the combined entity going forward. A new US$12.0 million facility with Nebari is contemplated that will have a 30-month term with an interest rate of 11.4%, payable monthly in arrears and secured against both the Goliath and Goldboro Projects. Existing common share purchase warrants associated with the Nebari facility with Signal will be cancelled, and 3,160,602 new common share purchase warrants will be issued to Nebari with an exercise price of $1.00 per Common Share with a term of 30 months. The Extract convertible debt would be extinguished under the debt restructuring.

In addition, the debt restructuring transaction contemplates the granting of a 0.6% NSR on the Goldboro Project to Nebari for US$6.0 million, which includes a 100% buy-back right for the first 30 months at the Company's option. If the royalty is not repurchased during the 30-month period, then the royalty rate shall increase to 2.0%.