CLEAN AIR METALS INC.

Condensed Consolidated Interim Financial Statements

Nine Month Period Ended October 31, 2023 and 2022

(Unaudited)
(Expressed in Canadian dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these condensed interim financial statements, they must be accompanied by a notice indicating that these condensed interim financial statements have not been reviewed by an auditor. The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company’s independent auditor has not performed a review of these condensed interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of condensed interim financial statements by an entity’s auditor.

Clean Air Metals Inc.
Condensed Consolidated Interim Statements of Financial Position
(Unaudited - expressed in Canadian dollars)

		As at October 31, 2023		As at January 31, 2023
ASSETS				
Current Assets				
Cash	$	**6,991,212**	$	6,871,401
Prepaid expenses (Note 3)		**227,353**		286,353
Amounts receivable (Note 6(b))		**-**		5,000,000
GST recoverable		**459,101**		150,577
		7,677,666		12,308,331
Non-Current Assets				
Right-of-use assets (Note 14)		**9,226**		22,857
Equipment (Note 4)		**24,436**		40,989
Exploration and evaluation assets (Note 6)		**32,143,275**		29,918,179
Total Assets	$	**39,854,603**	$	**42,290,356**
LIABILITIES				
Current Liabilities				
Trade and other payables (Note 7 and 10)	$	**180,483**	$	609,319
Lease liability – current (Note 14)		**7,172**		14,335
		187,655		623,654
Non-Current Liabilities				
Lease liability – long term (Note 14)		**4,687**		12,122
NSR option liability (Note 8(b))		**3,299,714**		2,790,208
Total Liabilities		**3,492,056**		3,425,984
EQUITY				
Share capital (Note 9)		**108,674,461**		108,541,851
Reserves (Note 9)		**14,324,337**		14,037,838
Deficit		**(86,636,251)**		(83,715,317)
		36,362,547		38,864,372
Total Liabilities and Equity	$	**39,854,603**	$	**42,290,356**

Nature of operations and going concern (Note 1)

These condensed consolidated interim financial statements were authorized for issue by the Board of Directors on December 29, 2023.

Signed on the Company's behalf by:

"James Gallagher"
James Gallagher, Director

"Dean Chambers"
Dean Chambers, Director

Clean Air Metals Inc.
Condensed Consolidated Interim Statements of Loss and Comprehensive Loss
For the three and nine month period ended October 31
(Unaudited - expressed in Canadian dollars)

	Three months ended October 31,		Nine months ended October 31,	
	2023	2022	**2023**	2022
Operating Expenses				
Accretion interest (Note 8)	$ **198,824**	$ 196,885	$ **509,506**	$ 316,174
Consulting fees (Note 10)	**25,956**	25,200	**77,616**	75,600
Depreciation (Note 4)	**7,708**	5,689	**16,553**	16,382
Insurance	**53,649**	-	**63,252**	30,510
Investor relations and marketing	**88,278**	132,439	**342,138**	591,388
Office and administration	**11,564**	22,016	**40,621**	66,804
Professional fees	**119,780**	141,626	**237,681**	346,953
Share-based compensation (Note 9)	**100,884**	287,265	**422,510**	569,145
Shareholder relations	**-**	-	**3,263**	3,057
Transfer agent and filing fees	**19,161**	18,518	**68,341**	75,810
Travel and entertainment	**25,519**	54,344	**61,598**	97,527
Wages and benefits (Note 10)	**430,035**	360,265	**1,311,972**	1,163,327
	(1,081,358)	(1,244,247)	**(3,155,051)**	(3,352,677)
Other Income (Expenses)				
Flow through share premium (Note 9)	**-**	71,153	**-**	700,883
Sponsorship income (Note 15)	**-**	6,500	**-**	8,000
Settlement of note payable (Note 8)	**-**	-	**-**	147,979
Gain on sale of asset (Note 4)	**8,500**	-	**8,500**	-
Interest income	**60,228**	17,258	**225,617**	42,013
Interest expense	**-**	-	**-**	(3,048)
Net loss and comprehensive loss for the period	**(1,012,630)**	(1,149,336)	**(2,920,934)**	(2,456,850)
Loss per share – basic and diluted	$ **(0.01)**	$ (0.01)	$ **(0.01)**	$ (0.01)
Weighted average number of common shares outstanding	**223,916,639**	222,864,556	**219,767,818**	218,241,241

Clean Air Metals Inc.
Condensed Consolidated Interim Statements of Cash Flows
For the nine month period ended October 31
(Unaudited - expressed in Canadian dollars)

		2023		2022
Operating Activities				
Loss and comprehensive loss for the period	**$**	**(2,920,934)**	$	(2,456,850)
Items not affecting cash from operations:				
Accretion interest		**509,506**		316,174
Depreciation		**16,553**		16,382
Flow-through share premium		**-**		(700,883)
Share-based compensation		**422,510**		569,145
Interest on note payable		**-**		3,048
Settlement of note payable		**-**		(147,979)
Changes in non-cash working capital:				
GST recoverable		**(308,524)**		210,876
Amounts receivable		**5,000,000**		-
Prepaid expenses		**59,000**		96,834
Trade and other payables		**(749,676)**		(669,558)
Cash Flows Used in Operating Activities		**2,028,435**		(2,762,811)
Investing Activities				
Equipment purchase		**-**		(12,846)
Disposal of equipment		**-**		5,750
Mineral property acquisition		**-**		(1,500,000)
Mineral property exploration		**(1,905,224)**		(6,681,005)
Cash Flows Used in Investing Activities		**(1,905,224)**		(8,188,101)
Financing Activities				
Proceeds from private placement		**-**		12,450,036
Repayment of notes payable		**-**		(132,500)
Share issue costs		**(3,400)**		(1,005,456)
Cash Flows Provided by (Used in) Financing Activities		**(3,400)**		11,312,080
Change in Cash for the Period		**119,811**		361,168
Cash, Beginning of Period		**6,871,401**		542,573
Cash, End of Period	**$**	**6,991,212**	$	903,741

Supplemental cash flow information:

There were no amounts of cash paid for interest or income taxes for the periods presented.

Clean Air Metals Inc.
Condensed Consolidated Interim Statements of Changes in Equity
For the nine month period ended October 31
(Unaudited - expressed in Canadian dollars)

	Share Capital				
	Number of shares	Share $	Reserves $	Deficit $	Total $
January 31, 2022	**167,268,994**	**100,848,880**	**9,081,593**	**(78,898,444)**	**31,032,029**
Private placement, net	55,400,400	4,749,380	7,700,656	-	12,450,036
Issuance of RSU common shares	928,154	257,733	-	-	257,733
Share issuance costs - options	-	(417,409)	417,409	-	-
Share issuance costs – cash	-	(1,005,456)	-	-	(1,005,456)
Flow-through share premium	-	(307,020)	-	-	(307,020)
Share-based payments	-	-	311,412	-	311,412
Comprehensive loss for the period	-	-	-	(2,456,850)	(2,456,850)
October 31, 2022	**223,597,548**	**104,126,108**	**17,511,070**	**(81,355,294)**	**40,281,883**
January 31, 2023	**223,597,548**	**108,541,852**	**14,037,838**	**(83,715,317)**	**38,864,372**
Issuance of RSU/DSU common shares	450,685	136,010	-	-	136,010
Share issuance costs – cash	-	(3,400)	-	-	(3,400)
Share-based payments	-	-	286,500	-	286,500
Comprehensive loss for the period	-	-	-	(2,920,934)	(2,920,934)
October 31, 2023	**224,048,233**	**108,674,461**	**14,324,338**	**(86,636,251)**	**36,362,548**

1. Nature of Operations and Going Concern

Clean Air Metals Inc. (the "Company") is a publicly traded company incorporated under the laws of the Province of British Columbia and continued under the Canada Business Corporations Act. The Company's shares are listed on the TSX Venture Exchange ("TSXV") and traded under the stock symbol "AIR". The corporate address of the Company is 1004 Alloy Drive, Thunder Bay, ON, P7B 6A5. The Company is engaged in the identification, acquisition, exploration and, if warranted, development of exploration and evaluation assets. The consolidated interim financial statements of the Company as at and for the six month period ended July 31, 2023, comprise the Company and its wholly-owned subsidiary, Panoramic PGMs (Canada) Ltd.

These consolidated interim financial statements are prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company has not generated cash flows from operations, incurred recurring losses and has an accumulated deficit. These factors form a material uncertainty that may cause significant doubt on the Company's ability to continue as a going concern. The Company's ability to continue on a going concern basis beyond the next twelve months depends on its ability to raise additional financing and carry out its proposed exploration programs. These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate.

The pandemic outbreak of COVID-19 could cause delays in the exploration program and continue to have a negative impact on the stock markets, affecting trading prices of the Company's shares and its ability to raise new capital. Accordingly, these factors give rise to a material uncertainty which may cast significant doubt on the entity's ability to continue as a going concern. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company.

2. Significant Accounting Policies and Basis of Presentation

a) Statement of compliance

These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard IAS 34 – Interim Financial Reporting.

b) Functional and presentation currency

The presentation currency of the Company is the Canadian dollar.

Items included in the financial statements of each entity in the Company are measured using the currency of the primary economic environment in which the entity operates (the "functional currency") and has been determined for each entity within the Company. The Canadian dollar is the functional currency of Clean Air Metals Inc. and the Company's subsidiary, Panoramic PGMs (Canada) Ltd. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21 *The Effects of Changes in Foreign Exchange Rates.*

c) Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

2. Significant Accounting Policies *(continued)*

c) Use of estimates and judgments *(continued)*

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

(i) Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and are, but are not limited to, the following:

Share-based payment transactions
Management uses the Black-Scholes option pricing model to determine the fair value of stock options and standalone share purchase warrants issued. This model requires assumptions of the expected future price volatility of the Company's common shares, expected life of options and warrants, future risk-free interest rates and the dividend yield of the Company's common shares.

(ii) Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are, but are not limited to, the following:

Going concern
The assumption that the Company will be able to continue as a going concern is subject to critical judgments by management with respect to assumptions surrounding the short and long-term operating budget, expected profitability, investing and financing activities and management's strategic planning. Should those judgments prove to be inaccurate, management's continued use of the going concern assumption could be inappropriate.

Impairment of exploration and evaluation assets
Exploration and evaluation assets are assessed for impairment when indicators and circumstances suggest that the carrying amount may exceed its recoverable amount. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. 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. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period.

2. Significant Accounting Policies *(continued)*

d) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Inter-company balances and transactions, and any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the consolidated financial statements.

Name of subsidiary	Place of incorporation	Proportion of ownership interest	Principal activity
Panoramic PGMs (Canada) Ltd.	Canada	100%	Exploration

e) Foreign currency translation

Transactions in foreign currencies are translated at the exchange rate in effect at the date of the transaction. Foreign denominated monetary assets and liabilities are translated to their Canadian dollar equivalents using foreign exchange rates prevailing at the financial position reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are re-translated to the functional currency at the exchange rate at the date that the fair value was determined. Exchange gains or losses arising on foreign currency translation are reflected in profit or loss for the year. The Company's reporting currency and the functional currency of all of its operations is the Canadian dollar, as this is the principal currency of the economic environment in which they operate.

f) Exploration and evaluation assets and expenditures

Upon acquiring the legal right to explore a property, all direct costs related to the acquisition, exploration, and evaluation of exploration and evaluation assets are capitalized. Costs incurred before the Company has obtained the legal rights to explore the area are recognized through profit or loss. If commercially profitable ore reserves are developed, capitalized costs of the related exploration and evaluation assets are first tested for impairment and then reclassified as mining assets and amortized using the unit of production method. If, after management review, it is determined that capitalized costs are not recoverable over the estimated economic life of the exploration and evaluation assets, or the exploration and evaluation assets are abandoned, or management deems there to be an impairment in value, the exploration and evaluation assets are written down to their net realizable value.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amounts may exceed the recoverable amounts.

g) Restoration, rehabilitation and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations, including those associated with the reclamation of exploration and evaluation assets when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a decommissioning liability is recognized at its fair value in the period in which it is incurred if a reasonable estimate of cost can be made. The Company records the present value of estimated future cash flows associated with decommissioning as a liability when the liability is incurred and increases the carrying value of the related assets for that amount.

2. Significant Accounting Policies *(continued)*

g) Restoration, rehabilitation and environmental obligations *(continued)*

Subsequently, these capitalized decommissioning liabilities are amortized over the life of the related assets. At the end of each period, the liability is increased to reflect the passage of time and changes in the estimated future cash flows underlying any initial estimates.

The Company recognizes its environmental liability on a site-by-site basis when it can be reliably estimated. Environmental expenditures related to existing conditions resulting from past or current operations and from which no current or future benefit is discernible are charged to profit or loss. The Company had no decommissioning liabilities for the years presented.

h) Impairment

The carrying amounts of the Company's non-financial assets, other than deferred tax assets if any, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. 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.

If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if 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. A reversal of an impairment loss is recognized immediately in profit or loss. During the period ended October 31, 2023, there were no impairment losses recognized.

i) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as a finance cost.

2. Significant Accounting Policies *(continued)*

j) Financial instruments – classification and fair value

(i) Financial assets at amortized cost

Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of these financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding, are subsequently measured at amortized cost using the effective interest rate method. If there is objective evidence that the financial assets are impaired, determined by reference to external credit ratings and other relevant indicators, the financial assets are measured at the present value of estimated future cash flows. Any changes to the carrying amount of the financial asset, including impairment losses, are recognized through profit or loss. There are no assets classified in this category.

(ii) Financial assets at fair value through other comprehensive income ("FVTOCI")

Financial assets carried at FVTOCI are financial assets that are held within a business model whose objective is to hold financial assets in order to both collect contractual cash flows and sell financial assets, and that the contractual terms of the financial assets give rise on specified date to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value recognized in other comprehensive income. The cumulative gain or loss is not reclassified to profit or loss on disposal of the instrument; instead, it is transferred to deficit. The Company does not have any financial assets classified as FVTOCI.

(iii) Financial assets at fair value through profit or loss (“FVTPL”)

By default, all other financial assets are measured subsequently at FVTPL. Assets at FVTPL include cash.

Financial assets at FVTPL are initially recognized, and subsequently carried, at fair value with changes recognized in profit or loss. Attributable transaction costs are recognized in profit or loss when incurred.

(iv) Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at each reporting period end using expected credit loss (“ECL”) model. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

(v) De-recognition of financial assets

Financial assets are de-recognized when the rights to receive cash flows from the assets expire or the financial assets are transferred and the Company has transferred substantially all of the risks and rewards of ownership of the financial assets. On de-recognition of a financial asset, the difference between the asset’s carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized directly in equity is recognized in profit or loss.

2. Significant Accounting Policies *(continued)*

k) Financial liabilities and equity – classification and fair value

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as either financial liabilities at FVTPL or measured at amortized cost.

At the end of each reporting period subsequent to initial recognition, financial liabilities at FVTPL are measured at fair value, with changes in fair value recognized directly in profit or loss in the period in which they arise.

Financial liabilities that are not contingent consideration of an acquirer in a business combination, held for trading or designated as at FVTPL, are measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The Company has no financial liabilities classified through FVTPL and has classified trade and other payables, lease liability and notes payable as financial liabilities measured at amortized cost.

l) Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issuance of common shares and common share purchase warrants are recognized as a deduction from equity. Common shares issued for non-monetary consideration are measured based on their market value at the date the common shares are issued.

The Company applies the relative fair value method with respect to the measurement of common shares and warrants issued as equity units. The relative fair value method requires an allocation of the net proceeds received based on the pro rata relative fair value of the components. If and when the warrants are ultimately exercised, the applicable amounts are transferred from reserve for warrants to share capital.

m) Flow-through shares

Current Canadian tax legislation permits a company to issue securities referred to as flow-through shares whereby the Company assigns the tax deductions arising from the related resource expenditures to the shareholders. The issue of flow-through shares is in substance an issue of ordinary shares and the sale of tax deductions. At the time the Company issues flow-through shares, the sale of tax deductions is deferred and presented as flow-through liability in the consolidated statements of financial position to recognize the obligation to incur and renounce eligible resource exploration and evaluation expenditures. The tax deduction is measured as the difference between the current market price of the Company's common shares and the issue price of the flow-through shares. Upon incurring and renouncing eligible resource exploration and evaluation expenditures, the Company recognizes the sale of tax deductions as a recovery on the consolidated statement of loss and comprehensive loss and reduces the flow-through liability.

To the extent that the Company has deferred tax assets in the form of tax loss carry-forwards and other unused tax credits as at the reporting date, the Company may use them to reduce its deferred tax liability relating to tax benefits transferred through flow-through shares.

2. Significant Accounting Policies *(continued)*

n) Loss per share

The Company presents basic and diluted earnings (loss) per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period, adjusted for own shares held. Diluted earnings per share is calculated by dividing the earnings (loss) by the weighted average number of common shares outstanding assuming that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

In the Company's case, diluted loss per share is the same as basic loss per share, as the effect of outstanding stock options and share purchase warrants on loss per share would be anti-dilutive.

o) Share-based compensation

The stock option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based compensation expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. In situations where equity instruments are issued to individuals who are not considered to be employees and the fair value of the services received cannot be reliably measured, it will be measured at the fair value of the share-based compensation. Otherwise, the share-based compensation is measured at the fair value of the services rendered. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves to share capital.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

p) Equipment

Equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the profit or loss during the fiscal period in which they are incurred.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognized in profit or loss. Depreciation is calculated using a straight-line method over 5 years.

2. Significant Accounting Policies *(continued)*

q) Leases

The Company recognizes a right-of-use asset and a lease liability based on the present value of the future lease payments at the commencement date. The commencement date is when the lessor makes the leased asset available for use by the Company, typically the possession date. The discount rate used in the present value calculation for lease payments is the incremental borrowing rate for each leased asset or portfolio of leased assets with similar characteristics by reference to the Company's creditworthiness, the original term of the lease, the quality of the underlying leased asset, and the economic environment where the leased asset is located. The lease term is determined as the non-cancellable periods of a lease, together with periods covered by a renewal option if the Company is reasonably certain to exercise that option and a termination option if the Company is reasonably certain not to exercise that option. Lease payments for short-term leases with a term of 12 months or less and leases of low-value assets are treated as operating leases, with rent expense recognized in cost of sales or selling, general and administrative expenses on a straight-line or other systematic basis.

Lease liabilities are measured at the present value of future lease payments, discounted using the Company's incremental borrowing rates, and include the fixed payments, variable lease payments that depend on an index or a rate, less any lease incentives receivable. Subsequent to initial measurement, the Company measures lease liabilities at amortized cost using the effective interest rate method. Lease liabilities are remeasured when there are changes to the lease payments, a change in lease term, a change in the assessment of an option to purchase the underlying asset, a change in expected residual value guarantee, or a change in future lease payments due to a change in index or rate tied to the payment.

Right-of-use assets are measured at the initial amount of the lease liabilities, lease payments made at or before the commencement date less any lease incentives received, initial direct costs if any, and decommissioning costs to restore the site to the condition required by the terms and conditions of the lease.

Subsequent to initial measurement, the Company applies the cost model to the right-of-use assets and measures the asset at cost less any accumulated depreciation, accumulated impairment losses in accordance with IAS 36, and any remeasurements of the lease liabilities. Assets are depreciated from the commencement date on a straight-line basis over the earlier of the end of the assets' useful lives or the end of the lease terms.

r) Income taxes

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

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

(Unaudited - expressed in Canadian dollars)

2. Significant Accounting Policies *(continued)*

r) Income taxes *(continued)*

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

s) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

t) New standards, interpretations and amendments issued but not yet adopted

A number of new standards and amendments to existing standards have been issued by the IASB that are mandatory for accounting periods beginning on or after January 1, 2023, or later periods. The new standards are either not applicable or are not expected to have a significant impact on the Company’s consolidated financial statements.

3. Prepaid Expenses

	October 31, 2023	January 31, 2023
Drilling deposit	**$ -**	$ 100,000
Exploration expenditures	**209,091**	168,091
Rent and office	**4,700**	4,700
Investor relations and marketing	**12,515**	12,515
Payroll advance	**1,047**	1,047
Total	**$ 227,353**	$ 286,353

(Unaudited - expressed in Canadian dollars)

4. Equipment

Cost:		**Equipment**
At January 31, 2021	$	45,214
Additions		52,295
At January 31, 2022	$	97,509
Additions		12,846
Disposals		(18,750)
At January 31, 2023 and October 31, 2023	$	91,605
Accumulated depreciation:		
At January 31, 2021	$	9,043
Depreciation for the year		19,502
At January 31, 2022	$	28,545
Depreciation for the year		22,071
At January 31, 2023	$	50,616
Depreciation for the period		16,553
At October 31, 2023	$	67,169
Net book value:		
At January 31, 2022	$	68,964
At January 31, 2023	$	40,989
At October 31, 2023	**$**	**24,436**

During the period ended October 31, 2023, the Company disposed of a vehicle that was inherited through the acquisition of Panoramic PGMs (Canada) Ltd., originally acquired in 2013, and recognized a gain on disposal of $8,500.

5. Acquisition of Panoramic PGMs (Canada) Ltd.

Closing of Acquisition

On May 14, 2020 (the “Closing Date”) the Company completed the acquisition under its option agreement to acquire a 100% right, title and interest in and to the Escape Lake Property (the “Escape Lake Property”), which forms a part of Thunder Bay North property, subject to a 1% net smelter return royalty to be retained by Rio Tinto Exploration Canada Inc. (“RTEC”), pursuant to the terms of a definitive option agreement (the “Option Agreement”) entered into with Benton Resources Inc. (“BEX”) on January 6, 2020 and as amended on January 27, 2020.

Concurrently, and pursuant to the terms of a definitive share purchase agreement (the “PAN Agreement”) entered into with Magma Metals Pty Ltd. (“Magma”), dated January 6, 2020, the Company also completed the acquisition of 100% of Panoramic Resources Limited’s indirect subsidiary, Panoramic PGMs (Canada) Ltd. (“PGMs”), which owns the Thunder Bay North Project (the “TBN Project”). The Option Agreement was conditional on BEX exercising its pre-existing option to acquire the Escape Lake Property from RTEC.

(Unaudited - expressed in Canadian dollars)

5. Acquisition of Panoramic PGMs (Canada) Ltd. *(continued)*

In addition, BEX also assigned to the Company its rights under a letter of intent previously entered into with Panoramic Resources Ltd. ("PAN") pursuant to which BEX acquired the right to acquire 100% of PGMs which owns the TBN Project.

Pursuant to the terms of the Option Agreement, the Company issued to BEX an aggregate of 24,615,884 common shares (the "Consideration Shares") in the capital of the Company, and issued a cash payment of $4,250,000 to PAN pursuant to the terms of the PAN Agreement on the Closing Date.

Purchase Price Allocation

Consideration paid to acquire PGMs shares:	$
Cash	4,500,000
Note payable (Note 8)	3,261,409
Closing costs	489,208
	8,250,617
Allocated as follows to PGMs assets and liabilities:	
Cash	38,239
Other receivables	17,923
Prepaid expenses	13,070
Exploration and evaluation asset	8,271,703
Accounts payable and accrued liabilities	(90,318)
Net assets acquired	8,250,617

Background of Acquisition

On January 6, 2020, and as amended January 27, 2020, the Company entered into a definitive option agreement with BEX whereby the Company acquired an option to acquire a 100% right, title and interest in the Escape Lake Property, subject to a 1% net smelter return royalty to be retained by RTEC, from BEX with such option to be conditional on BEX exercising its pre-existing option to acquire the Escape Lake property from RTEC. In addition, BEX also assigned to the Company its rights under a letter of intent previously entered into with PAN pursuant to which BEX acquired the right to acquire 100% of PAN's subsidiary, Panoramic PGMs (Canada) Ltd., which owns the TBN Project.

Option Agreement

Under the Option Agreement in order to acquire a 100% interest in the Escape Lake Property from BEX (subject to BEX exercising its pre-existing option with RTEC) and BEX's rights to acquire a 100% right, title and interest in the TBN Project, the Company must complete the following:

i) enter into a definitive share purchase agreement (the "PAN Agreement") with Magma Metals Pty Ltd ("Magma"), a wholly-owned subsidiary of PAN, and make an initial $250,000 payment. These requirements have both been completed on January 6, 2020;

ii) issue to BEX an aggregate of 24,615,884 common shares (the "Consideration Shares") in the capital of the Company. The value of the shares was estimated to be $3,200,065 and the shares were issued on May 14, 2020;

5. Acquisition of Panoramic PGMs (Canada) Ltd. *(continued)*

Option Agreement *(continued)*

iii) fulfill all the remaining payments to RTEC under the terms of an option agreement (the "RTEC Agreement") dated October 9, 2019, between RTEC and BEX required in order for BEX to exercise BEX's option to earn a 100% interest in the Escape Lake Property. These payments are set out under the RTEC Agreement paragraph below, and all payments were issued as of January 31, 2022;

iv) fulfill all the remaining payments under the terms of the PAN Agreement. These payments are set out under the PAN Agreement paragraph below, all of which have been completed as of January 31, 2023; and

v) grant to BEX a 0.5% net smelter return royalty from production on the Escape Lake Property and a 0.5% net smelter return royalty from production on any mineral claims comprising the TBN Project over which a net smelter royalty has not previously been granted.

The RTEC Agreement

Under the RTEC Agreement, BEX was granted an option to acquire a 100% ownership interest in the Escape Lake Property, subject to a 1% net smelter return royalty to be retained by RTEC, in exchange for payment of $6 million by BEX to RTEC over a three-year period, as follows:

i) $3 million due on signing, immediately following receipt of regulatory approval (this amount has been paid by BEX resulting in the issuance of the Consideration Shares to BEX);
ii) $1 million on or before October 9, 2020 (paid);
iii) $1 million on or before October 9, 2021 (paid); and
iv) $1 million on or before October 9, 2022 (paid).

The Company has assumed and is bound and shall perform the obligations of BEX under the RTEC Agreement.

During the year ended January 31, 2022, the Company accelerated the final payment of $1 million to RTEC, on behalf of BEX for the Escape Lake option. The final payment of $1 million, not due under the terms of the Escape Lake option agreement until October 9, 2022, was accelerated at the Company's option. The Company has fulfilled all of BEX's payment obligations under the Escape Lake Property option agreement, earning BEX a 100 percent right, title and interest in and to the Escape Lake Property, subject to a 1 percent net smelter return royalty to be retained by RTEC and subject to the Company's right to acquire 100 percent of BEX's interest in and to the Escape Lake Property pursuant to the terms of the option agreement.

During the year ended January 31, 2023, the Company fulfilled all obligations under the PAN Agreement, through the acceleration and issuance of the final payment of $1.5 million to PAN, and exercised its option to acquire 100 per cent of BEX's interest in the Escape Lake Property, subject to a 0.5 percent net smelter return royalty from production on the Escape Lake Property to be retained by BEX. Upon exercise of its option, the Company will also assume the obligations of the payer in respect of the RTEC royalty.

The PAN Agreement

Under the PAN Agreement, the Company has the right to acquire a 100% ownership interest in PGMS, the subsidiary of Magma that holds the TBN Project, in exchange for payment of $9 million by the Company to PAN over a three year period, as follows:

(Unaudited - expressed in Canadian dollars)

5. Acquisition of Panoramic PGMs (Canada) Ltd. *(continued)*

i) $4.5 million due on closing of the acquisition of the TBN Project (This amount was paid on May 14, 2020);
ii) $1.5 million on the first anniversary of the closing of the acquisition of the TBN Project (paid);
iii) $1.5 million on the second anniversary of the closing of the acquisition of the TBN Project (paid); and
iv) $1.5 million on the third anniversary of the closing of the acquisition of the TBN Project (paid).

The Company made an initial payment of $250,000 to PAN which was credited to the purchase price, and extended the proposed closing of the acquisition and the initial payment of $4.5 million, by 60 days. On May 14, 2020, the Company made the first payment of $4.25 million to PAN, net of the initial payment of $250,000 made by a third party, with the balance due as a note owing to PAN (Note 8). Pursuant to the terms of the PAN Agreement, the Company paid an additional $115,000 to PAN on closing of the transaction for reimbursement of costs incurred from the date of the PAN Agreement to closing.

The Consideration Shares issued by the Company to BEX shall not exceed 19.68% of the issued share capital of the Company and are subject to a four month and one day “hold period” from the date of issuance. In May 2021, the Company made the first anniversary payment of $1,500,000, and in May 2022, the Company made the second anniversary payment of $1,500,000 under the PAN Agreement.

In December 2022, the Company accelerated and issued the final payment of $1.5 million to PAN, fulfilling all payment obligations under the PAN Agreement and earning the Company a 100 percent right, title and interest in and to the TBN Property.

6. Exploration and Evaluation Assets

a) Thunder Bay North Project

Exploration and evaluation assets comprise the following accumulated expenditures:

	Thunder Bay North Property
Balance at January 31, 2022	**$ 33,628,563**
Acquisition Costs:	
Legal fees	29,755
NSR option liability (Note 6(c))	2,730,518
Exploration Expenditures:	
Advance royalty payments	50,000
Assays and samples	392,823
Community relations	743,097
Drilling	3,658,964
Engineering	1,065,041
Field and camp costs	742,183
Geological	981,290
Geochemical	71,072
Survey	824,873
NSR agreement proceeds (Note 6(b))	(15,000,000)
Balance at January 31, 2023	**$ 29,918,179**

(Unaudited - expressed in Canadian dollars)

6. Exploration and Evaluation Assets *(continued)*

a) Thunder Bay North Project *(continued)*

		Thunder Bay North Property
Balance at January 31, 2023	**$**	**29,918,179**
Exploration Expenditures:		
Assays and samples		27,222
Community relations		104,092
Drilling		123,792
Engineering		802,845
Field and camp costs		393,722
Geological		483,098
Geochemical		56,212
Survey		234,114
Balance at October 31, 2023	**$**	**32,143,275**

The Thunder Bay North Property is located approximately 50 kilometers northeast of Thunder Bay within the Thunder Bay mining division in northwest Ontario, Canada, in the northern part of the Proterozoic mid-continental rift region, an important emerging nickel-copper-platinum group metals province. The TBN Project consists of 219 unpatented mining claims (2,551 claim units of 16 hectares) covering approximately 40,816 hectares. The 220-hectare Escape Lake Property is located within the TBN Project claim block and is subject to a 1% net smelter return royalty to be retained by Rio Tinto Exploration Canada Inc. (RTEC), 0.5% smelter return royalty retained by Benton pursuant of the completed option agreement. A further net smelter royalty agreement exists with Triple Flag as described below.

b) Triple Flag Net Smelter Royalty

On December 16, 2022, the Company received $10-million as the first tranche of $15-million mineral royalty financing agreement effective December 16, 2022, with Triple Flag Precious Metals Corp ("The Triple Flag royalty agreement"), and received the second tranche of $5-million in April 2023. The Triple Flag royalty agreement features a 2.5-per-cent net smelter returns (NSR) mining royalty for all mineral product produced on the Thunder Bay North Project.

Proceeds of the royalty financing will be used: (i) to finance the last instalment payment of $1.5-million cash to Panoramic Resources Inc. as the final vesting condition of the option agreement with Benton Resources, which was completed on December 19, 2022.

On payment, the Company has fully earned a 100-per-cent interest in the Thunder Bay North project and the Escape project, now collectively called the Thunder Bay North critical minerals project; (ii) to complete the prefeasibility study for the project pursuant to National Instrument 43-101 under supervision of chief operating officer (COO) Mike Garbutt, PEng; (iii) to advance environmental and regulatory permitting activities; (iv) to advance further exploration activities; and (v) for general corporate and working capital purposes.

(Unaudited - expressed in Canadian dollars)

6. Exploration and Evaluation Assets *(continued)*

b) Triple Flag Net Smelter Royalty *(continued)*

The Triple Flag royalty agreement entitles Triple Flag, through its subsidiary TF R&S Canada Ltd., a 2.5-per-cent NSR royalty paid using the net smelter returns, received by Clean Air Metals from the sale of all mineral products for the life of the collective Thunder Bay North project and within an agreed area of interest. The Company has also been granted the right by Triple Flag to buy down up to 40 per cent of the NSR royalty and to reduce the NSR percentage to 1.5 per cent on at any time on or before three years following the effective date of the Triple Flag royalty agreement, for $10.5-million.

c) RTEC Consent Agreement and NSR Option Liability

As a requirement for the completion of the Benton Option Agreement for the TBN Project and the Triple Flag Net Smelter Royalty, the Company entered into a Consent Agreement with RTEC and Triple Flag dated December 16, 2022. Under the terms of the Consent Agreement, RTEC has the option to obligate the Company to purchase RTEC's 1% NSR royalty on the Escape Lake claims for $2 million within 60 days from signing of the Consent Agreement, subject to certain conditions ("Put Option 1"). RTEC also has an alternative option to obligate the Company to purchase RTEC's 1% NSR Royalty on the Escape Lake claims for $3.5 million at a future date, which is valid from the earlier of June 30, 2024 and the date a feasibility study is filed and expires 60 days after the Company files a feasibility study which includes the Escape Lake claims ("Put Option 2"). During the period ended April 30, 2023, RTEC did not exercise its option to sell its interest under Put Option 1, which then expired. As a result of the potential obligation under Put Option 2, the Company recognized a note payable for the potential $3.5 million payment to RTEC on a discounted basis during the year ended January 31, 2023 (see Note 8(b)).

7. Trade and Other Payables

		October 31, 2023		January 31, 2023
Trade and other payables	$	119,981	$	368,621
Accrued liabilities		60,502		240,698
Total	$	180,483	$	609,319

8. Notes Payable and NSR Option Liability

a) Notes Payable

Blueberry Cobalt Project Note Payable

The Company had a note payable to Blueberry Cobalt Project Corp. totaling $250,000 (January 31, 2022 - $250,000), which is due on demand, unsecured, bears interest at a rate of 5% per annum, with no fixed terms of repayment. During the year ended January 31, 2023, the Company settled the note by making a cash payment of $132,500, resulting in a gain of $147,979, consisting of the remaining principal balance of $117,500 and accrued interest of $30,479.

8. Notes Payable and NSR Option Liability *(continued)*

Magma Note Payable

On May 14, 2020, the Company issued a note payable for the remaining balance of $4,500,000 owed to Magma for the PAN Agreement (terms described in Note 5). The fair market value of the note was estimated to be $3,261,409 on May 14, 2020 resulting in a discount of $1,238,591. The discount on the loan is amortized using the effective interest method over the three-year term of the loan. The Company accretes the carrying value of the loan each quarter by recognizing an accretion expense in the consolidated statement of loss and comprehensive loss and a credit to note payable.

During the year ended January 31, 2023, the Company accelerated and issued the final note payment owing under the PAN Agreement. During the year ended January 31, 2023, $706,343 (2022 - $368,003) of accretion expense from the debt discount was recorded by the Company.

Other Notes Payable

The Company had notes payable to shareholders totaling $1,323 (2022 - $1,323), which are due on demand, unsecured, bear interest of 12% per annum, with no fixed term of repayment. During the year ended January 31, 2023, the Company wrote off the notes payable.

b) RTEC NSR Option Liability

On December 16, 2022, the Company incurred a NSR option liability with a stated value of $3,500,000 with RTEC as a contingent payment pursuant to the Consent Agreement entered into relating to the Triple Flag Royalty Agreement (terms described in Note 6(c)). The fair value of the liability was estimated to be $2,730,518 using an 18% discount rate, resulting in a discount of $769,482. The discount on the liability is amortized using the effective interest method over the term, with the earliest payment date estimated to be June 30, 2024. The Company accretes the carrying value of the loan each quarter by recognizing an accretion expense in the consolidated statement of loss and comprehensive loss and a credit to NSR option liability. During the period ended October 31, 2023, $509,506 of accretion expense from the liability discount was recorded by the Company.

9. Share Capital and Reserves

a) *Authorized share capital*

An unlimited number of common shares without par value.

b) *Issued share capital*

Period ended October 31, 2023

i) On May 4, 2023, 201,075 common shares were issued at a fair value of $0.335 as a result of partial vesting of restricted share units originally granted on May 4, 2021.

ii) On July 12, 2023, 62,500 common shares were issued at a fair value of $0.335 as a result of vesting of deferred share units originally granted on May 4, 2021.

iii) On October 4, 2023, 187,110 common shares were issued at a fair value of $0.255 as a result of partial vesting of restricted share units originally granted on March 14, 2022.

9. Share Capital and Reserves *(continued)*

b) Issued share capital (continued)

Year ended January 31, 2023

i) On October 4, 2022, 664,996 common shares were issued at a fair value of $0.255 as a result of partial vesting of restricted share units originally granted on March 14, 2022.

ii) On May 4, 2022, 263,158 common shares were issued at a fair value of $0.335 as a result of partial vesting of restricted share units originally granted on May 4, 2021.

iii) On February 23, 2022, the Company closed a private placement for gross proceeds of approximately $12.5 million, consisting of: (i) 23,150,400 flow-through units, of which 10,869,600 were issued at a price of $0.23 per flow-through unit and 12,280,800 at a price of $0.285, and (ii) 32.25 million non-flow-through units at a price of $0.20 per unit. Each flow-through unit consists of one common share of the Company and one common share purchase warrant that each qualify as a flow-through share (within the meaning of Subsection 66(15) of the Income Tax Act (Canada)). Each unit consists of one non-flow-through common share of the company and one non-flow-through share warrant. Each warrant entitles the holder thereof to acquire one common share of the Company at a price of $0.25 for a period of two years following the closing of the offering.

The Company will use an amount equal to the gross proceeds received by the company from the sale of the flow-through units to incur eligible Canadian exploration expenses that will qualify as flow-through mining expenditures as such terms are defined in the Income Tax Act (Canada) related to the Company's projects in Ontario. All qualifying expenditures will be renounced in favour of the subscribers of the flow-through units effective December 31, 2022. As consideration for their services in connection with the offering, the agents received: (a) a cash commission equal to $738,242; and (b) 2,733,520 compensation options.

Each compensation option is exercisable to acquire one common share of the Company, issued on a non-flow through basis at a price of $0.20 per compensation option share for a period of two years following the closing of the offering.

For the purposes of calculating any premium related to the issuance of the flow-through shares using the residual method, the Company reviewed the quoted market price of the common shares on the date of private placement and compared it to the unit subscription price to determine if there was a premium paid on the shares. As a result of the review the quoted market price exceeded the unit price, therefore the Company recognized an initial flow-through liability of $Nil. During the year ended January 31, 2023, the Company spent 100% of the required flow-through expenditures under the issuance.

c) Equity Incentive Compensation Plan

The Board of Directors adopted a new Equity Incentive Compensation Plan (the “Plan”), which has been approved by the Company’s shareholders and the TSXV. The Plan covers incentive stock options, restricted and performance share units, and deferred share unit awards (collectively, the “Awards”). Awards may be granted to the Company’s directors, senior officers, employees, consultants and consultant’s companies. The Plan: (i) provides that the number of common shares reserved for issuance, within a one year period, to any one optionee, shall not exceed 5% of the outstanding common shares; (ii) provides the maximum number of common shares reserved for issuance pursuant to Awards granted may not exceed 15% of the issued common shares; and (iii) contains other provisions to ensure the Plan is compliant with stock exchange regulations. Vesting terms are determined by the Board of Directors.

(Unaudited - expressed in Canadian dollars)

9. Share Capital and Reserves *(continued)*

c) *Equity Incentive Compensation Plan (continued)*

On May 30, 2023, the Company issued 2,032,728 incentive stock options to directors, officers and employees of the Company with an exercise price of $0.08 for a period of 5 years. The options were valued using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free interest rate of 3.5%, a forfeiture and dividend rate of Nil, and a volatility rate of 97%.

On June 29, 2023, the Company issued 4,250,000 incentive stock options to directors, officers and employees of the Company with an exercise price of $0.06 for a period of 5 years. The options were valued using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free interest rate of 3.78%, a forfeiture and dividend rate of Nil, and a volatility rate of 97%.

On May 9, 2022, the Company issued 1,050,000 incentive stock options to directors, officers and employees of the Company with an exercise price of $0.22 for a period of 5 years. The options were valued using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free interest rate of 2.76%, a forfeiture and dividend rate of Nil, and a volatility rate of 126%.

On March 14, 2022, the Company issued 2,150,000 incentive stock options to directors, officers and employees of the Company with an exercise price of $0.30 for a period of 5 years. The options were valued using the Black-Scholes option pricing model assuming a life expectancy of five years, a risk-free interest rate of 1.94%, a forfeiture and dividend rate of Nil, and a volatility rate of 126%. On March 14, 2022, the Company issued 1,995,000 restricted share unit awards to certain officers and employees of the Company, subject to vesting terms.

The continuity of stock options is as follows:

	Options Outstanding	Weighted Average Exercise Price
Balance – January 31, 2021	**8,507,500**	**$ 0.21**
Granted	1,000,000	0.28
Exercised	(25,063)	0.24
Balance – January 31, 2022	**9,482,437**	**$ 0.21**
Granted	3,200,000	0.27
Expired	(100,000)	0.25
Balance – January 31, 2023	**12,582,437**	**$ 0.23**
Granted	6,282,728	0.07
Expired	(6,709,892)	0.22
Balance – October 31, 2023	**12,155,273**	**$ 0.16**

(Unaudited - expressed in Canadian dollars)

9. Share Capital and Reserves *(continued)*

As at October 31, 2023, the Company had incentive stock options enabling the holders to acquire further common shares as follows:

Expiry Date	Options Outstanding	Options Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life
			($)	(years)
September 30, 2024	75,000	75,000	0.001	0.01
May 14, 2025	3,350,000	3,350,000	0.055	0.42
June 25, 2025	250,000	250,000	0.007	0.03
September 23, 2025	100,000	100,000	0.002	0.02
April 6, 2026	94,937	94,937	0.003	0.02
September 15, 2026	300,000	300,000	0.006	0.07
November 8, 2026	400,000	400,000	0.009	0.10
March 14, 2027	1,175,000	1,175,000	0.029	0.33
May 9, 2027	1,050,000	1,050,000	0.019	0.30
May 30, 2028	1,110,336	277,584	0.007	0.42
June 28, 2028	4,250,000	875,000	0.021	1.63
	12,155,273	**7,947,521**	**0.159**	**3.35**

During the period ended October 31, 2023, the Company recognized $422,510 (2022 - $569,145) in share-based compensation related to the grant of equity awards.

d) Warrants

A continuity schedule of outstanding share purchase warrants is as follows:

	Number Outstanding	Weighted Average Exercise Price
		($)
Balance – January 31, 2021	**39,927,735**	**0.30**
Granted	6,372,550	0.55
Exercised	(2,190,000)	0.30
Balance – January 31, 2022	**44,110,285**	**0.34**
Granted	55,400,400	0.25
Expired	(34,737,735)	0.30
Balance – January 31, 2023	**64,772,950**	**0.29**
Expired	(6,372,550)	0.55
Balance – October 31, 2023	**58,400,400**	**0.26**

(Unaudited - expressed in Canadian dollars)

9. Share Capital and Reserves *(continued)*

As of October 31, 2023, the Company had the following share purchase warrants issued and outstanding:

Expiry Date	Warrants Outstanding	Exercise Price	Remaining Life
		($)	(years)
February 23, 2024	55,400,400	0.25	0.32
January 8, 2026	3,000,000	0.40	2.19
	58,400,400	**0.26**	**0.41**

On February 23, 2022, the Company issued an aggregate of 55,400,400 warrants related to a private placement, with an exercise price of $0.25 for a period of 2 years. The warrants were valued using the Black-Scholes option pricing model assuming a life expectancy of two years, a risk-free interest rate of 1.57%, a forfeiture and dividend rate of Nil, and a volatility rate of 73%.

e) Compensation Options

On February 23, 2022, the Company issued 2,733,520 compensation options as consideration for services provided by the agents in connection with a private placement which closed on the same day. The compensation options have an exercise price of $0.20 per unit, a term of two years and vest immediately. Each compensation option is exercisable to acquire one common share of the Company, issued on a non-flow through basis. The compensation options were valued using the Black-Scholes option pricing model assuming a life expectancy of two years, a risk-free interest rate of 1.57%, a forfeiture and dividend rate of Nil, and a volatility of 73%. The Company recognized $344,249 as a reduction of share capital in connection with the issuance of the compensation options.

e) Compensation Options (continued)

A continuity schedule of outstanding compensation options is as follows:

	Number Outstanding	Weighted Average Exercise Price
		($)
Balance – January 31, 2021	**5,086,500**	**0.25**
Granted	1,172,970	0.42
Balance – January 31, 2022	**6,259,470**	**0.28**
Granted	2,733,520	0.20
Expired	(5,086,500)	0.25
Balance – January 31, 2023	**3,906,490**	**0.27**
Expired	(1,172,970)	0.42
Balance – October 31, 2023	**2,733,520**	**0.20**

(Unaudited - expressed in Canadian dollars)

9. Share Capital and Reserves *(continued)*

As at October 31, 2023, the Company had compensation options issued and outstanding as follows:

Expiry Date	Compensation Options Outstanding	Compensation Options Exercisable	Weighted Average Exercise Price	Weighted Average Remaining Life
			($)	(years)
February 23, 2024	2,733,520	2,733,520	0.20	0.32

f) Share Unit Awards

On March 14, 2022, the Company issued 1,995,000 restricted share unit awards ("RSU") to certain officers and employees of the Company under the new Equity Incentive Compensation Plan, having a fair value of $508,725, based on the marker price of the Company share on the date of issuance. The RSU's are subject to vesting whereby 1/3 of the total RSU shall vest on October 4, 2022, 1/3 shall vest on October 4, 2023, and 1/3 shall vest on October 4, 2024.

On May 4, 2022, an aggregate of 263,158 common shares were issued with a fair value of $0.335 per share to employees of the Company pursuant to the partial vesting of restricted share units that were originally issued on May 4, 2021.

On October 4, 2022, an aggregate of 664,996 common shares were issued with a fair value of $0.255 per share to employees of the Company pursuant to the partial vesting of restricted share units that were originally issued on March 14, 2022.

On May 4, 2023, an aggregate of 201,075 common shares were issued with a fair value of $0.335 per share to employees of the Company pursuant to the partial vesting of restricted share units that were originally issued on May 4, 2021.

On October 4, 2023, an aggregate of 187,110 common shares were issued with a fair value of $0.255 per share to employees of the Company pursuant to the partial vesting of restricted share units that were originally issued on March 14, 2022.

A continuity schedule of outstanding share unit awards is as follows:

	Restricted Share Units	Deferred Share Units
Balance, January 31, 2021	-	-
Granted	1,033,226	187,500
Cancelled	(243,752)	-
Balance, January 31, 2022	**789,474**	**187,500**
Granted	1,995,000	-
Vested	(928,154)	-
Balance, January 31, 2023	**1,856,320**	**187,500**
Vested	(429,435)	(62,500)
Cancelled	(1,153,273)	
Balance, October 31, 2023	**273,612**	**125,000**

(Unaudited - expressed in Canadian dollars)

10. Related Party Transactions and Balances

The Company's related parties consist of directors and companies with directors and executive officers in common and companies owned in whole or in part by executive officers and directors.

Trade and other payables as at October 31, 2023 include $Nil (January 31, 2023 - $Nil) owing to directors, officers, or companies they control. The amounts are non-interest bearing, unsecured and due on demand.

Compensation of key management personnel:

The remuneration of directors and other key management personnel during the period ended October 31:

		2023		2022
Consulting fees, CFO	**$**	**77,616**	$	75,600
Wages, CEO		**186,065**		169,950
Wages, Executive Chair		**42,917**		96,563
Wages, Directors		**152,708**		165,000
Share-based compensation		**188,706**		119,070
Total	**$**	**648,012**	$	626,183

11. Segmented Information

The Company's operations are segmented on a regional basis and are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker who is responsible for allocating resources and assessing performance of the operating segments has been defined as the Chief Executive Officer.

The Company operates in a single segment, being mineral exploration and evaluation. All of the Company's significant assets are held and located in Canada.

12. Management of Financial Risk

Categories of financial assets and financial liabilities

Financial instruments are classified into one of the following categories: FVTPL; FVTOCI; or amortized cost. The carrying values of the Company's financial instruments are classified into the following categories:

Financial Instrument	Category		**October 31, 2023**		January 31, 2023
Cash	FVTPL	**$**	**6,991,212**	$	6,871,401
Amounts Receivable	Amortized cost		**-**		5,000,000
Trade and other payables	Amortized cost		**180,483**		609,319
Lease liability	Amortized cost		**11,859**		26,457
NSR option liability	Amortized cost		**3,299,714**		2,790,208

12. Management of Financial Risk *(continued)*

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 - Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 - Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 - Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash is measured at fair value using level one as the basis for measurement in the fair value hierarchy.

Risk management

The Company's risk exposures and the impact on the Company's consolidated financial instruments are summarized as follows:

Credit Risk
Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets, including cash. The Company limits the exposure to credit risk in its cash by only holding its cash with high-credit quality financial institutions in business and/or savings accounts or other high-credit financial instruments.

Liquidity Risk
Liquidity risk is the risk that the Company will not have the resources to meet its obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure that it will have sufficient liquidity to meet its obligations. All of the Company's financial liabilities are classified as current and are anticipated to mature within the next ninety days. The Company is exposed to liquidity risk.

Market Risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest Rate Risk: Management has determined that the Company is not exposed to any significant interest rate risks.

(b) Foreign Currency Risk: The Company has identified its functional currency as the Canadian dollar. Management believes the foreign exchange risk related to currency conversions are minimal and therefore, does not hedge its foreign exchange risk.

(c) Commodity Price Risk: Management has determined that the Company is not exposed to any significant commodity price risks. The Company does not have any hedging or other commodity based risks in respect to its operational activities.

(Unaudited - expressed in Canadian dollars)

12. Management of Financial Risk *(continued)*

Risk management *(continued)*

The Company manages its equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of exploration and evaluation assets, pursue its exploration activities, and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk.

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

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash on deposit in an interest bearing Canadian chartered bank account, where possible.

There have been no changes to the Company's approach to capital management during the period ended October 31, 2023. The Company is not subject to externally imposed capital requirements.

13. Legal Proceedings

From time to time, the Company is engaged in various legal proceedings and claims that have arisen in the normal course of business. The outcome of all the proceedings and claims against the Company is subject to future resolution, including the uncertainties of litigation. Management believe that the probable ultimate resolution of any such proceedings and claims, individually or in the aggregate, will not have a material adverse effect on the financial condition of the Company.

14. Right-of-Use Assets

The Company entered into a vehicle lease subject to fixed lease payments starting July 27, 2020 for a thirty-six month term, a second vehicle lease on February 26, 2021 for a thirty-six month term, and a third vehicle lease on October 19, 2021 for a thirty-six month term. The lease commitments are based on the current lease terms.

Below is a summary of the activity related to right-of-use lease assets for the period ended October 31, 2023:

	Right-of-Use Assets
	$
Balance, January 31, 2021	14,224
Fair market value - addition	44,712
Depreciation	(15,289)
Balance, January 31, 2022	43,647
Depreciation	(20,790)
Balance, January 31, 2023	22,857
Depreciation	(13,631)
Balance, October 31, 2023	**9,226**

(Unaudited - expressed in Canadian dollars)

14. Right-of-Use Assets (continued)

Below is a summary of the activity related to lease liability for the period ended October 31, 2023:

	Right-of-Use Lease Liability
	$
Balance, January 31, 2021	15,570
Lease liability – addition	44,712
Lease payments	(15,119)
Balance, January 31, 2022	45,163
Lease payments	(18,706)
Balance, January 31, 2023	26,457
Lease payments	(14,598)
Balance, October 31, 2023	11,859
Current portion of lease liability	7,172
Long Term lease liability	4,687
Balance, October 31, 2023	11,859