

**FITZROY MINERALS INC.**  
**(formerly Norseman Silver Inc.)**  
**Consolidated Financial Statements**  
**(Expressed in Canadian Dollars)**  
**For the years ended September 30, 2024 and 2023**

## INDEPENDENT AUDITOR'S REPORT

**To the Shareholders of Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the consolidated financial statements of Fitzroy Minerals Inc. (formerly Norseman Silver Inc.) (the "Company"), which comprise the consolidated statements of financial position as at September 30, 2024 and 2023 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at September 30, 2024 and 2023 and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

#### Basis for Opinion

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

#### Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company will need additional financing to continue exploring, and if successful, develop its properties to bring it to the production stage. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicates that a material uncertainty exists that may cast a significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

#### Key Audit Matters

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

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there is the following key audit matter to communicate in our auditor's report.

Key audit matter:	How our audit addressed the key audit matter:
Assessment of impairment indicators of Exploration and evaluation assets.	Our approach to addressing the matter included the following procedures, among others:
<i>Refer to note 3(a) – material accounting policies for critical accounting estimates, judgements and uncertainties, note 3 (b) – material accounting policies for exploration and evaluation assets and note 5 Exploration and evaluation assets</i>	Evaluated the reasonableness of management's assessment of impairment indicators, which included the following:
Management assesses at each reporting period whether	<ul style="list-style-type: none"> <li>Assessed the completeness of the factors that could be</li> </ul>

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there is an indication that the carrying value of exploration and evaluation assets may not be recoverable. Management applies significant judgement in assessing whether indicators of impairment exist that necessitate impairment testing. Internal and external factors, such as (i) a significant decline in the market value of the Company's share price; (ii) changes in the Company's assessment of whether commercially viable quantities of mineral resources exist within the property; and (iii) changes in metal prices, capital and operating costs, are evaluated by management in determining whether there are any indicators of impairment.

We considered this a key audit matter due to (i) the significance of the exploration and evaluation asset balance and (ii) the significant audit effort and subjectivity in applying audit procedures to assess the factors evaluated by management in its assessment of impairment indicators, which required significant management judgement.

considered indicators of impairment, including consideration of evidence obtained in other areas of the audit.

- Confirmed that the Company's right to explore the property had not expired.
- Obtained management's written representations regarding the Company's future plans for the exploration and evaluation assets.
- Assessed the reasonability of the Company's financial statement disclosure regarding their exploration and evaluation assets.

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit

evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is G. Cameron Dong.

A handwritten signature in black ink that reads "De Visser Gray LLP". The signature is written in a cursive, flowing style.

**Chartered Professional Accountants**

Vancouver, BC, Canada  
January 27, 2025

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

## Consolidated Statements of Financial Position

As at September 30, 2024 and September 30, 2023

*(Expressed in Canadian Dollars)*

	Note	September 30, 2024	September 30, 2023
<b>ASSETS</b>			
<i>Current Assets</i>			
Cash and cash equivalents		\$ 1,630,738	\$ 221,462
Other receivables	4	36,652	11,308
		<b>1,667,390</b>	<b>232,770</b>
Reclamation deposits		88,600	88,600
Deferred transaction costs	6	721,196	-
Exploration and evaluation assets	5	3,261,791	1,844,171
<b>Total assets</b>		<b>\$ 5,738,977</b>	<b>\$ 2,165,541</b>
<b>LIABILITIES</b>			
<i>Current Liabilities</i>			
Accounts payable and accrued liabilities	9	\$ 327,927	\$ 18,185
<b>Total liabilities</b>		<b>327,927</b>	<b>18,185</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	7	41,705,932	37,541,985
Contributed surplus	7	6,279,701	5,492,361
Deficit		(42,577,891)	(40,886,990)
Accumulated other comprehensive income		3,308	-
<b>Total shareholders' equity</b>		<b>5,411,050</b>	<b>2,147,356</b>
<b>Total liabilities and shareholders' equity</b>		<b>\$ 5,738,977</b>	<b>\$ 2,165,541</b>

Nature of operations and going concern 1  
Events after the reporting date 12

*On behalf of the Board of Directors*

"Merlin Marr-Johnson" , Director & CEO  
Merlin Marr-Johnson

"J. Campbell Smyth" , Director & Chairman  
J. Campbell Smyth

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

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

## Consolidated Statements of Loss and Comprehensive Loss

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

	Note	For the years ended September 30, 2024		For the years ended September 30, 2023	
<b>General and Administrative Expenses</b>					
Audit, accounting and legal	9	\$	220,463	\$	167,284
Bank charges interest and financing fees			5,156		10,643
Consulting fees	9		700,834		385,477
Insurance			15,772		16,185
Office and miscellaneous			8,656		12,714
Regulatory and transfer agent fees			83,912		50,533
Salary and wages	9		3,185		172,113
Investor relations			36,787		11,552
Stock-based compensation	7		570,146		89,369
Marketing and promotion			8,500		81,426
Travel			73,433		86,939
<b>Loss from operations</b>			<b>(1,726,844)</b>		<b>(1,084,235)</b>
<b>Other items</b>					
Recovery (impairment) of mineral properties	5		8,205		(4,009,888)
Interest income			27,738		27,391
			<b>35,943</b>		<b>(3,982,497)</b>
<b>Net loss for the year</b>			<b>(1,690,901)</b>		<b>(5,066,732)</b>
<b>Other comprehensive income</b>					
Exchange differences on translating foreign operations			3,308		-
<b>Comprehensive loss for the year</b>		\$	<b>(1,687,593)</b>	\$	<b>(5,066,732)</b>
<b>Basic and diluted loss per share</b>		\$	<b>(0.02)</b>	\$	<b>(0.08)</b>
<b>Weighted average number of common shares outstanding</b>			<b>81,964,897</b>		<b>64,581,149</b>

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

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Consolidated Statements of Changes in Shareholders' Equity

For the years ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

	Note	Number of Common Shares	Share Capital	Contributed Surplus	Deficit	Accumulated other comprehensive income	Total Shareholders' Equity
			\$	\$	\$	\$	\$
<b>Balance September 30, 2022</b>		<b>59,276,491</b>	<b>36,712,422</b>	<b>5,382,755</b>	<b>(35,820,258)</b>	-	<b>6,274,919</b>
Shares issued - private placement	7	7,800,000	780,000	-	-	-	780,000
Shares issued - mineral property rights	7	1,000,000	125,000	-	-	-	125,000
Share issuance costs		-	(55,200)	-	-	-	(55,200)
Finders warrants issued - private placements		-	(20,237)	20,237	-	-	-
Stock-based compensation	7	-	-	89,369	-	-	89,369
Net loss for the year		-	-	-	(5,066,732)	-	(5,066,732)
<b>Balance September 30, 2023</b>		<b>68,076,491</b>	<b>37,541,985</b>	<b>5,492,361</b>	<b>(40,886,990)</b>	-	<b>2,147,356</b>
<b>Balance September 30, 2023</b>		<b>68,076,491</b>	<b>37,541,985</b>	<b>5,492,361</b>	<b>(40,886,990)</b>	-	<b>2,147,356</b>
Share issued - private placement	7	31,471,468	4,102,470	-	-	-	4,102,470
Shares issued - mineral property rights	7	2,941,176	500,000	-	-	-	500,000
Exercise of options	7	200,000	31,606	(7,606)	-	-	24,000
Share issuance costs		-	(470,129)	224,800	-	-	(245,329)
Stock-based compensation	7	-	-	570,146	-	-	570,146
Net loss for the period		-	-	-	(1,690,901)	-	(1,690,901)
Exchange differences on translating foreign operations		-	-	-	-	3,308	3,308
<b>Balance September 30, 2024</b>		<b>102,689,135</b>	<b>41,705,932</b>	<b>6,279,701</b>	<b>(42,577,891)</b>	<b>3,308</b>	<b>5,411,050</b>

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

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

## Consolidated Statements of Cash Flows

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

	For year ended September 30, 2024		For the year ended September 30, 2023	
<b>Operating Activities</b>				
Net loss for the year	\$	(1,690,901)	\$	(5,066,732)
Add items not affecting cash				
Impairment (Recovery) of mineral properties		(8,250)		4,009,888
Stock-based compensation		570,146		89,369
Changes in non-cash working capital				
Other receivables		(25,344)		21,091
Accounts payable and accrued liabilities		60,957		(687)
Net cash used in operating activities		(1,093,392)		(947,071)
<b>Investing Activities</b>				
Exploration and evaluation assets		(831,410)		(536,846)
Deferred transaction costs		(550,371)		-
Net cash used in investing activities		(1,381,781)		(536,846)
<b>Financing Activities</b>				
Shares issued - private placement		4,102,470		724,800
Share issuance costs		(245,329)		-
Exercise of options		24,000		-
Net cash provided by financing activities		3,881,141		724,800
Effect of foreign exchange		3,308		-
<b>Increase (decrease) in cash and cash equivalents</b>		<b>1,409,276</b>		<b>(759,117)</b>
Cash and cash equivalents, beginning of year		221,462		980,579
Cash and cash equivalents, end of year	\$	1,630,738	\$	221,462
Cash and cash equivalents comprise:				
Cash	\$	1,587,742	\$	221,462
Cash equivalents		42,996		-
	\$	1,630,738	\$	221,462

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



## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **1. Nature of Operations**

Fitzroy Minerals Inc. (the “Company”), formerly known as Norseman Silver Inc., was incorporated on September 25, 1985 under the laws of British Columbia, Canada and is a junior natural resource company. The common shares of the Company are listed on the TSX Venture Exchange (the “TSXV”) under the symbol “FTZ”. The Company is primarily engaged in the acquisition, exploration, and development of mineral properties. All of the Company’s activities to date have been of an exploratory nature. On January 26, 2024, the TSXV approved the Company’s name change from Norseman Silver Inc. to Fitzroy Minerals Inc.

The head office and principal address of the Company are located at Suite 2250, 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9. The registered and records office is located at Suite 1400, 1050 West Pender Street, Vancouver, British Columbia, V6E 3S7.

These financial statements were authorized by the Board of Directors on January 27, 2025.

#### Going Concern

The Company has not yet determined whether any of its properties contain mineral deposits that are economically recoverable. The recoverability of any amounts shown as exploration and evaluation assets is dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposition of its properties.

While the Company’s consolidated financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due, certain conditions and events indicate a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

At September 30, 2024, the company reported a working capital surplus of \$1,339,463 (September 30, 2023 - \$214,585) and a net loss of \$1,690,901 (September 30, 2023 - \$5,066,732) for the year then ended.

The Company does not have sufficient funds available to bring its mineral properties to production, if possible, which would allow it to be self-sustaining. The Company will need additional financing to continue exploring, and, if successful, develop its properties to bring them to the production stage. While in the past the Company has been successful in obtaining funding from equity financings, option agreements, loans or other arrangements, there is no assurance that these initiatives will be successful in the future.

### **2. Basis of Presentation**

#### **a. Statement of Compliance**

These consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) applicable to the preparation of financial statements.

The policies applied in these financial statements are based on IFRS issued and outstanding as of January 27, 2025, the date the Board of Directors approved these consolidated financial statements.

#### **b. Basis of Presentation**

These consolidated financial statements were prepared on an accrual basis and are based on historical costs, except for financial instruments measured at fair value.

## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **2. Basis of Presentation (continued)**

#### **c. Basis of Consolidation**

##### **i. Subsidiaries**

In addition to the Company, the consolidated financial statements include all subsidiaries. Subsidiaries are all corporations over which the Company is able, directly, or indirectly, to control financial and operating policies, which is the authority usually connected with holding majority voting rights. Subsidiaries are fully consolidated from the date on which control is acquired by the Company. They are de-consolidated from the date that control by the Company ceases.

##### **ii. Consolidation Principles**

Assets, liabilities, revenues, and expenses of the subsidiaries are recognized in accordance with the Company's accounting policies. Intercompany transactions are eliminated at consolidation.

#### **d. Functional and Presentation Currency**

The Company's functional currency is the Canadian Dollar ("CAD"). The consolidated financial statements are presented in CAD which is the Company's presentation currency unless otherwise noted. All amounts in these consolidated financial statements are rounded to the nearest dollar.

### **3. Material Accounting Policies**

#### **a. Critical Accounting Estimates, Judgments and Uncertainties**

The Company makes estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on the historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

##### Critical Accounting Estimates and Assumptions

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year.

##### *Stock-based compensation*

The Company uses the Black Scholes pricing model to estimate the fair value of stock options granted and warrants issued. Under this model, the Company must estimate the term, volatility and if applicable, the forfeiture rate of options granted and warrants issued.

##### Critical Accounting Judgments

Critical accounting judgements are accounting policies that have been identified as being complex or involving subjective judgments or assessments.

## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **3. Material Accounting Policies (continued)**

#### **a. Critical Accounting Estimates, Judgments and Uncertainties (continued)**

##### *Impairment of non-financial assets*

The Company reviews and evaluates its property, including exploration and evaluation assets, for indications of impairment when events or changes in circumstances indicate that the related carrying amount may not be recoverable or at least at the end of each reporting year. The asset's recoverable amount is estimated if an indication of impairment exists.

Impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or groups of assets. Future cash flows are estimated based on expected future production, commodity prices, operating costs and capital costs.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the asset.

Impairment losses reducing the carrying value to the recoverable amount are recognized in profit and loss. An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

##### *Title to exploration and evaluation assets*

Although the Company takes steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

#### **b. Exploration and Evaluation Assets**

Exploration and evaluation expenditures are capitalized once the legal right to explore a property has been acquired. Exploration and evaluation assets are recorded at cost less accumulated impairment losses. Direct costs related to the acquisition, exploration and evaluation of mineral properties are capitalized until the commercial viability of the asset is established, at which time the capitalized costs are reclassified to mineral properties under development. To the extent that the expenditures are spent to establish ore reserves within the rights to explore, the Company will consider those costs as intangible assets in nature.

The depreciation of a capital asset in connection with exploring or evaluating a property of this nature will be included in the cost of the intangible asset.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of the project are deemed to be impaired. As a result, those exploration and expenditure costs, in excess of estimated recoveries, are written off to the statement of loss and comprehensive loss.

Management reviews the facts and circumstances suggesting if the carrying amount of the exploration and evaluation assets exceeds their recoverable amount on a regular basis. If the facts and circumstances suggest the

## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **3. Material Accounting Policies (continued)**

#### **b. Exploration and Evaluation Assets (continued)**

carrying value exceeds the recoverable amount, the Company will perform an impairment test on the property in accordance with the provisions of IFRS 6.

Exploration stage assets and development stage assets are considered separate CGUs for impairment testing purposes.

The amount shown for mineral properties does not necessarily represent present or future values. Recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

#### **c. Foreign currency translation**

In preparing the consolidated financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each statement of financial position date, monetary assets and liabilities are translated using the year end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in the consolidated income statement.

#### **d. Cash and Cash Equivalents**

The Company considers cash and cash equivalents to include amounts held in banks and highly liquid investments with remaining maturities at point of purchase of 90 days or less.

#### **e. Income Taxes**

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the income statement. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the year that substantive enactment occurs.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

The following temporary differences do not result in deferred tax assets or liabilities:

- the initial recognition of assets or liabilities, not arising in a business combination, that does not affect accounting or taxable profit; and

## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **3. Material Accounting Policies (continued)**

#### **e. Income Taxes (continued)**

- investments in subsidiaries, associates and jointly controlled entities where the timing of reversal of the temporary differences can be controlled and reversal in the foreseeable future is not probable.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and when the Company intends to settle its current tax assets and liabilities on a net basis.

#### **f. Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event, and it is probably that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

#### **g. Earnings (Loss) per Share**

Basic earnings (loss) per share is computed by dividing the net earnings (loss) attributable to common shareholders by the weighted average number of shares outstanding during the reporting year. Diluted earnings per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting years. Diluted loss per share is not separately presented, as the effect of securities exercisable into common shares would reduce the amount presented as loss per share.

#### **h. Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### **Financial Assets**

##### **Classification**

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

- Those to be measured subsequently at fair value (either through Other Comprehensive Income (“OCI”), or through profit or loss), and
- Those to be measured after initial recognition at amortized cost.

The classification depends on the Company’s business model for managing the financial assets and contractual terms of the cash flows. For assets measured at fair value, gains or losses are recorded in profit or loss or OCI.

##### **Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset

## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **3. Material Accounting Policies (continued)**

#### **h. Financial Instruments (continued)**

not at fair value through profit or loss ("FVTPL"), the transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. These are the measurement categories under which the Company classifies its debt instruments:

- Subsequently measured at amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- Fair value through OCI ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.
- Fair value through profit or loss ("FVTPL"): Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented in the statement of loss and comprehensive loss in the year which it arises.

#### **Impairment of Financial Assets at Amortized Cost**

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the risk has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve-month expected credit loss. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

#### **Financial Liabilities**

The Company classifies its financial liabilities into the following categories: financial liabilities at FVTPL and subsequently measured at amortized cost.

A financial liability is classified as FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: the amount of change in fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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**3. Material Accounting Policies (continued)****h. Financial Instruments (continued)**

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest rate method. The Company classifies its accounts payable and accrued liabilities, loans payable and due to related parties as financial liabilities held at amortized cost.

The Company classifies its financial instruments as follows:

<b>Line Items</b>	<b>Measurement Model</b>
Cash and cash equivalents	FVTPL
Accounts payable and accrued liabilities	Subsequently measured at amortized cost

**i. Share Capital**

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and share purchase warrants are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares or warrants are shown in equity as a deduction, net of tax, from the proceeds.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing price on the measurement date. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded in contributed surplus.

**j. Flow-Through Shares**

The Company may, from time to time, issue flow-through common shares to finance its resource exploration activities. Canadian income tax law permits the Company to renounce to the flow-through shareholders the income tax attributes of resource exploration costs financed by such shares. Flow-through common shares are recognized in equity based on the quoted price of the existing shares on the date of the issue. The difference between the amounts recognized in common shares and the amount the investor pays for the shares is recognized as another liability which is reversed into earnings as eligible expenditures are incurred. The deferred tax impact is recorded prospectively upon renunciation of the related tax benefits, provided it is expected the Company will incur the required eligible expenditures.

When flow-through expenditures are renounced, a portion of the future income tax assets that were not previously recognized, are recognized as a recovery of deferred income taxes in net income.

**k. Share-based Payments**

The share option plan allows the Company's employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as share-based payments 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.

## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **3. Material Accounting Policies (continued)**

#### **k. Share-based Payments (continued)**

The fair value is measured at grant date and each tranche is recognized on a graded-vesting basis over the year 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 actual number of share options that are expected to vest.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payments. Otherwise, share-based payments are measured at the fair value of the goods or services received.

#### Warrants issued in equity financing transactions

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate exploration and evaluation assets. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of common shares and a certain number of warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the transaction.

The Company uses the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in the private placements was determined to be the more easily measurable component and were valued at their fair value, as determined by the closing quoted bid price on the share issuance date. The balance, if any, was allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

From time to time in connection with private placements, the Company issues compensatory warrants to agents ("Agent Warrants") as commission for services. Awards of Agent Warrants are accounted for in accordance with the fair value method of accounting and result in share issue costs and a credit to reserves when Agent Warrants are issued. Any consideration received upon exercise of Agent Warrants is credited to share capital. The application of the fair value-based method requires the use of certain assumptions regarding the risk-free market interest rate, expected volatility in the price of the underlying stock, and expected life of the Agent Warrants.

#### **l. Accounting Standards, Amendments and Interpretations**

The following amendments were adopted by the Company on October 1, 2023:

- a) Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2) - the amendments require that an entity discloses its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.
- b) Definition of Accounting Estimates (Amendments to IAS 8) - the amendments replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in consolidated financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in consolidated financial statements to be measured in a way that involves measurement uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error.



**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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**3. Material Accounting Policies (continued)****1. Accounting Standards, Amendments and Interpretations (continued)**

There was no impact on the Company's consolidated financial statements upon the adoption of these amendments.

**Accounting Pronouncements Not Yet Adopted**

IFRS 18, Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements, to provide a more general approach to the presentation of liabilities as current or non-current based on contractual arrangements in place at the reporting date.

These amendments:

- specify that the rights and conditions existing at the end of the reporting period are relevant in determining whether the Company has a right to defer settlement of a liability by at least twelve months;
- provide that management's expectations are not a relevant consideration as to whether the Company will exercise its rights to defer settlement of a liability; and
- clarify when a liability is considered settled.

On October 31, 2022, the IASB issued a deferral of the effective date for the new guidance by one year to annual reporting periods beginning on or after January 1, 2024 and is to be applied retrospectively. The Company has not yet determined the impact of these amendments on its consolidated financial statements.

**4. Other Receivables**

	<b>September 30, 2024</b>	<b>September 30, 2023</b>
GST receivable	<b>\$ 13,759</b>	\$ 11,308
Interest receivable	<b>19,752</b>	-
Value added tax receivable	<b>3,141</b>	-
	<b>\$ 36,652</b>	\$ 11,308

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

## Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)***5. Exploration and Evaluation Assets**

	Caribou	Silver Switchback	Silver Vista	New Moon	Taquetren	Caballos	Polimet	Total
<b>Balance September 30, 2021</b>	<b>582,020</b>	<b>461,817</b>	<b>1,529,903</b>	<b>1,390,000</b>	<b>114,344</b>	-	-	<b>4,078,084</b>
Option Payments - Cash	50,000	20,000	20,000	-	-	-	-	90,000
Option Payments - Shares	175,000	123,000	102,500	-	78,000	-	-	478,500
Exploration expenditures	32,489	380,563	43,965	10,093	349,254	-	-	816,364
<b>Balance September 30, 2022</b>	<b>839,509</b>	<b>985,380</b>	<b>1,696,368</b>	<b>1,400,093</b>	<b>541,598</b>	-	-	<b>5,462,948</b>
Option Payments - Shares	-	-	-	-	125,000	-	-	125,000
Exploration expenditures	-	48,563	1,293	-	389,181	-	-	439,037
Government mining credit	(51,117)	(17,062)	(104,747)	-	-	-	-	(172,926)
Impairment of mineral properties	-	(1,016,881)	(1,592,914)	(1,400,093)	-	-	-	(4,009,888)
<b>Balance September 30, 2023</b>	<b>788,392</b>	-	-	-	<b>1,055,779</b>	-	-	<b>1,844,171</b>
Option Payments - Cash	-	-	-	-	-	108,700	-	108,700
Option Payments - Cash	-	-	-	-	500,000	-	-	500,000
Finder's Fee - Cash	-	-	-	-	-	-	40,500	40,500
Finder's Fee - Shares	-	-	-	-	-	-	33,825	33,825
Exploration expenditures	-	-	-	-	374,368	108,230	255,131	737,729
Government mining credit	(3,134)	-	-	-	-	-	-	(3,134)
<b>Balance September 30, 2024</b>	<b>785,258</b>	-	-	-	<b>1,930,147</b>	<b>216,930</b>	<b>329,456</b>	<b>3,261,791</b>

**Caribou Property**

On June 3, 2020, the Company entered into an option agreement (the “Caribou Option Agreement”) with Cloudbreak Discovery (Canada) Ltd. (“Cloudbreak”), at the time, a company with a common officer, to acquire a 100% interest in certain mining claims located in the Skeena Mining Division area in British Columbia, known as the Caribou Property.

Pursuant to the Caribou Option Agreement, in order to fully exercise the option (the “Caribou Option”), the Company shall pay Cloudbreak an aggregate of \$80,000 (paid) and issue 2,750,000 (issued) common shares of the Company in three instalments.

The Caribou Option Agreement was fully exercised on June 2, 2022. On June 16, 2022 the Company signed a royalty agreement with Cloudbreak, pursuant to the Caribou Option Agreement, whereby the Company granted Cloudbreak a 2.0% net smelter return (“NSR”) royalty. The Company has the right to acquire one-half of the NSR (1.0%) from Cloudbreak at a price of \$1,000,000 at any time prior to the commencement of commercial production. If the Company purchases the first half of the NSR, the Company shall have the right to acquire the remaining half of the NSR (1.0%) at a price of \$4,000,000, for an aggregate of \$5,000,000.

**Silver Switchback Property**

On August 27, 2020, the Company entered into an option agreement with Cloudbreak to acquire a 100% interest in an underlying option agreement between Cloudbreak and 1975647 Alberta Ltd (“197 Alberta”). The underlying option agreement provides the Company with the option to acquire 100% in certain mining claims located in British Columbia, known as the Silver Switchback Property.

During the year ended September 30, 2023 the Company terminated its option to acquire a 100% interest in the Silver Switchback property, and impaired the property costs.

**Silver Vista Property**

On September 21, 2020, the Company entered into an option agreement with Cloudbreak to acquire a 100% interest in an underlying option agreement between Cloudbreak and 197 Alberta. The underlying option agreement provides the Company with the option to acquire 100% in certain mining claims located in British Columbia, known as the Silver Vista Property.

## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **5. Exploration and Evaluation Assets (continued)**

During the year ended September 30, 2023 the Company terminated its option to acquire a 100% interest in the Silver Vista property, and impaired the property costs.

#### New Moon Property

On December 9, 2020, the Company entered into an asset purchase agreement (the “New Moon Agreement”) with Cabox Gold Corp. (“Cabox”), 1269270 BC Ltd. (“9270 BC”), 1236686 BC Ltd. (“6686 BC”) and Samuel Hardy to acquire certain mining claims located in British Columbia, known as the New Moon Claims.

In consideration for the acquisition of the New Moon Claims, the Company shall:

- (i) Pay \$10,000 (paid) to Cabox on the effective date of the New Moon Agreement;
- (ii) Issue 2,500,000 (issued) common shares of the Company to Cabox on the closing date of the New Moon Agreement;
- (iii) Issue 600,000 (issued) common shares of the Company to 9270 BC on the closing date of the New Moon Agreement; and
- (iv) Issue 1,500,000 (issued) common shares of the Company to 6686 BC on the closing date of the New Moon Agreement.

During the year ended September 30, 2023, the Company decided not to pursue exploration on this property, and impaired the property costs.

#### Taquetren Property

On May 4, 2021, the Company entered into an option agreement (the “Taquetren Option Agreement”) to acquire a 100% interest in the Taquetren Silver Project, located in the Navidad-Calcatrean mining district, Argentina. On May 2, 2024, the Company signed an amendment to the Taquetren Option Agreement (the “Taquetren Amendment”), changing the due date for the issuance of 2,000,000 common shares and an additional exploration expenditure of USD\$500,000 from May 3, 2024 to July 4, 2024.

Pursuant to the Taquetren Option Agreement and Taquetren Amendment, in order to fully exercise the option, the Company shall:

- (i) Make payment of USD\$40,000 (paid on March 3, 2021);
- (ii) Issue 200,000 common shares (issued on May 11, 2021);
- (iii) Issue 300,000 common shares (issued on May 3, 2022) and incur USD\$70,000 (incurred) of exploration expenditures on the Taquetren Silver Project;
- (iv) Issue 500,000 common shares (issued, and issued an additional 500,000 common shares per the share adjustments provision of the option agreement on May 3, 2023), and incur USD\$200,000 (incurred) of additional exploration expenditures on the Taquetren Silver Project; and
- (v) Issue 2,000,000 common shares (issued, and issued an additional 941,176 common shares per the share adjustments provision of the option agreement on July 4, 2024) and incur an additional USD\$500,000 (incurred) of exploration expenditures on the Taquetren Silver Project on or before July 4, 2024.

In addition, pursuant to the Taquetren Option Agreement, the Company shall grant to the optionors a 2.0% net smelter returns (“NSR”). The Company shall retain the right to purchase at any time from the optionors one quarter of the NSR (0.5%) for USD\$1,000,000 and a second quarter of the NSR (0.5%) for USD\$2,000,000 and 5,000,000 common shares.

The Taquetren Option Agreement was fully exercised on July 4, 2024.

## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **5. Exploration and Evaluation Assets (continued)**

#### Caballos Property

On June 26, 2024 (the “Caballo Effective Date”), Fitzroy Minerals Caballos SpA (“Caballo Subco”), a wholly-owned subsidiary of the Company signed an option agreement (the “Caballo Option Agreement”) with Inversiones y Asesorías Doce SpA (the “Caballo Optionor”) in respect of the Company’s acquisition (via Caballos Subco) of the Caballos Copper Project, located in the Valparaíso Region of Chile (the “Caballo Project”).

Pursuant to the terms of the Caballos Option Agreement, in order to exercise the option (the “Caballo Option”) to acquire the Caballos Project, Caballos Subco must complete the following conditions (collectively, the “Caballo Option Conditions”):

- (i) incur exploration expenditures of at least USD\$1,000,000 within 12 months of the Caballos Effective Date (the “Stage 1 Exploration Operations”);
- (ii) incur exploration expenditures of at least an additional USD\$4,000,000 within 36 months of the completion of the Stage 1 Exploration Operations (“Stage 2 Exploration Operations”); and
- (iii) upon completion of the Stage 2 Exploration Operations, make a cash payment of USD\$2,000,000 to the Caballos Optionor.

Upon the exercise of the Caballos Option, Caballos Subco will also grant to the Caballos Optionor a 3.0% net smelter returns (“NSR”) royalty on the Caballos Project, with a right for Caballos Subco to repurchase half (1.5%) of the NSR royalty for a cash payment of USD\$7,500,000.

In connection with the Caballos Option Agreement, the Company entered into a finder’s agreement (the “Caballo Finder’s Agreement”) with Marrad Limited (a corporation controlled by Mr. Merlin Marr-Johnson, the President, Chief Executive Officer and a director of the Company) (the “Finder”), pursuant to which:

- (a) on the completion of the Stage 1 Exploration Operations, the Company will (i) make a cash payment of \$65,000 in cash to the Finder; and (ii) issue to the Finder 241,379 common shares in the capital of the Company; and
- (b) on the completion of the remaining Caballos Option Conditions, the Company will issue to the Finder 931,034 common shares in the capital in the Company.

#### Polimet Property

On May 10, 2024 (the “Polimet Effective Date”), Fitzroy Minerals Polimet SpA (“Polimet Subco”), a wholly-owned subsidiary of the Company signed an option agreement (the “Polimet Option Agreement”) with Asesorías E Inversiones Sol SpA (the “Polimet Optionor”) in respect of the Company’s acquisition (via Polimet Subco) of the Polimet Copper Project, located in the Valparaíso Region of Chile (the “Polimet Project”).

Pursuant to the terms of the Polimet Option Agreement, in order to exercise the option (the “Polimet Option”) to acquire the Polimet Project, Polimet Subco must complete the following conditions (collectively, the “Polimet Option Conditions”):

- (i) make a cash payment of USD\$80,000 (paid) upon signing the Polimet Option Agreement;
- (ii) make a cash payment of USD\$80,000 on the first anniversary from signing the Polimet Option Agreement;
- (iii) incur exploration expenditures of at least USD\$2,250,000 within 36 months of the Polimet Effective Date (the “Exploration Operations”); and
- (iv) upon completion of the Exploration Operations, make a cash payment of USD\$1,200,000 to the Polimet Optionor.

## **Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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### **5. Exploration and Evaluation Assets (continued)**

Upon the exercise of the Polimet Option, Polimet Subco will also grant to the Polimet Optionor a 2.0% net smelter returns (“NSR”) royalty on the Polimet Project, with a right for Polimet Subco to repurchase half (1.0%) of the NSR royalty for a cash payment of USD\$3,000,000.

In connection with the Polimet Option Agreement, the Company entered into a finder’s agreement (the “Polimet Finder’s Agreement”) with Marrad Limited (a corporation controlled by Mr. Merlin Marr-Johnson, the President, Chief Executive Officer and a director of the Company) (the “Finder”), pursuant to which:

- (a) upon signing the Polimet Option Agreement, the Company will (i) make a cash payment of \$40,500 in cash to the Finder; and (ii) issue to the Finder 260,192 common shares in the capital of the Company; and
- (b) on the completion of the remaining Polimet Option Conditions, the Company will issue to the Finder 644,038 common shares in the capital in the Company.

### **6. Deferred Transaction Costs**

#### Buen Retiro Property

On June 25, 2024, the Company signed an exclusivity letter agreement (the “Exclusivity Agreement”) with Ptolemy Mining Limited (“Ptolemy”). Ptolemy, through a wholly-owned subsidiary, is the legal and beneficial holder of various assets located in Chile. Pursuant to the Exclusivity Agreement, the Company had been granted an exclusive right for 90 days (the “Exclusivity Period”) to complete its technical, financial and legal due diligence investigations and to negotiate a definitive acquisition agreement to acquire all the issued and outstanding ordinary shares of Ptolemy, or all the assets of Ptolemy.

Pursuant to the Exclusivity Agreement, the Company paid Ptolemy an exclusivity fee of USD\$100,000, advanced USD\$300,000 to Ptolemy, and incurred other costs totaling USD\$23,120. Subsequent to September 30, 2024, the company paid an additional exclusivity fee of USD\$100,000 to extend the Exclusivity Period, pursuant to an extension agreement (the “Extension”) signed on September 22, 2024.

### **7. Share Capital**

#### **a. Authorized:**

Unlimited number of common shares without par value

	<b>September 30, 2024</b>	September 30, 2023
Total outstanding and issued common shares:	<b>102,689,135</b>	68,076,491

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)***7. Share Capital (continued)****b. Issued and Outstanding – Common Shares**

<b>Date</b>	<b>Shares</b>	<b>Consideration</b>	<b>Details</b>
9/30/2022	59,276,491	\$36,712,422	Balance September 30, 2022
2/13/2023	7,800,000	\$704,563	Private Placement @ \$0.10
5/3/2023	500,000	\$62,500	Taquetren Property Option Agreement
5/3/2023	500,000	\$62,500	Taquetren Property Option Agreement
9/30/2023	68,076,491	\$37,541,985	Balance September 30, 2023
1/9/2024	12,365,000	\$1,066,332	Private Placement @ \$0.10
3/28/2024	7,602,803	\$1,003,952	Private Placement @ \$0.15
7/4/2024	2,000,000	\$340,000	Taquetren Property Option Agreement
7/4/2024	941,176	\$160,000	Taquetren Property Option Agreement
7/11/2024	200,000	\$31,606	Exercise of Options
9/20/2024	11,503,665	\$1,562,057	Private Placement @ \$0.15
9/30/2024	102,689,135	\$41,705,932	Balance September 30, 2024

On September 20, 2024, the Company completed a non-brokered private placement whereby the Company issued 11,503,665 units at a price of \$0.15 per unit for gross proceeds of \$1,725,550. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of \$0.25 expiring on September 20, 2026. Cash finder's fees of \$85,812 and 572,080 finder warrants have been paid in connection with the private placement to qualified parties. The warrants issued to the finders have an exercise price of \$0.25 for a period of 24 months from the date of issuance. The finder's warrants were ascribed a fair value of \$77,681 based on the following variables: weighted average risk-free rate – 2.92%; volatility – 142.06%; and expected life (years) – 2.

On July 11, 2024, the Company issued 200,000 common shares for proceeds of \$24,000 pursuant to the exercise of stock options. The \$7,606 fair value of these options was reclassified from contributed surplus to share capital upon exercise.

On July 4, 2024, the Company issued 2,941,176 common shares valued at \$500,000 pursuant to the Taquetren Option Agreement (see Note 5).

On March 28, 2024, the Company completed a non-brokered private placement whereby the Company issued 7,602,803 units at a price of \$0.15 per unit for gross proceeds of \$1,140,420. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of \$0.25 expiring on March 28, 2026. Cash finder's fees of \$75,918 and 506,116 finder warrants have been paid in connection with the private placement to qualified parties. The warrants issued to the finders have an exercise price of \$0.25 for a period of 24 months from the date of issuance. The finder's warrants were ascribed a fair value of \$60,550 based on the following variables: weighted average risk-free rate – 4.20%; volatility – 141.27%; and expected life (years) – 2.

On January 9, 2024, the Company completed a non-brokered private placement whereby the Company issued 12,365,000 units at a price of \$0.10 per unit for gross proceeds of \$1,236,500. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of \$0.15 expiring on January 9, 2026. Cash finder's fees of \$83,600 and 836,000 finder warrants have been paid in connection with the private placement to qualified parties. The

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

## Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)***7. Share Capital (continued)**

## b. Issued and Outstanding – Common Shares (continued)

warrants issued to the finders have an exercise price of \$0.15 for a period of 24 months from the date of issuance. The finder's warrants were ascribed a fair value of \$86,568 based on the following variables: weighted average risk-free rate – 4.04%; volatility – 139.93%; and expected life (years) – 2.

On February 13, 2023, the Company completed a non-brokered private placement whereby the Company issued 7,800,000 units at a price of \$0.10 per unit for gross proceeds of \$780,000. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of \$0.25 expiring on August 13, 2024. Cash finder's fees of \$55,200 and 268,000 finder warrants have been paid in connection with the private placement to qualified parties. The warrants issued to the finders have an exercise price of \$0.25 for a period of 18 months from the date of issuance. The finder's warrants were ascribed a fair value of \$20,237 based on the following variables: weighted average risk-free rate – 4.16%; volatility – 115.90%; and expected life (years) – 1.5.

## c. Share purchase warrants

Share purchase warrant activities for the period ended September 30, 2024 and year ended September 30, 2023 were as follows:

	Number of Warrants	Weighted Average	Weighted Average Life
<b>Balance September 30, 2022</b>	16,592,488	\$0.34	0.59
Issued			
2023-02-13	4,168,000	\$0.25	0.87
Expired			
2023-03-31	(3,786,000)	\$0.30	-
2023-08-19	(4,771,488)	\$0.43	-
2023-07-14	(6,968,000)	\$0.30	-
<b>Balance September 30, 2023</b>	5,235,000	\$0.27	0.74
Issued			
2024-01-09	7,018,500	\$0.15	1.28
2024-03-28	4,307,514	\$0.25	1.49
2024-09-20	6,323,911	\$0.25	1.97
Expired			
2023-12-23	(841,667)	\$0.34	-
2023-12-23	(93,333)	\$0.30	-
2023-12-31	(125,000)	\$0.34	-
2023-12-31	(7,000)	\$0.30	-
2024-08-13	(268,000)	\$0.25	-
<b>Balance September 30, 2024</b>	21,549,925	\$0.22	1.45

On July 15, 2024, the Company received TSXV approval to extend the expiry date of the 3,900,000 warrants issued on February 13, 2023 from August 13, 2024 to August 13, 2025.

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

## Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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**7. Share Capital (continued)****d. Stock Options**

On September 20, 2024, the Company granted 1,400,000 stock options to purchase common shares of the Company at a price of \$0.20 per share for a period of 5 years to certain consultants, directors, and officers of the Company.

On July 11, 2024, the Company issued 200,000 common shares for proceeds of \$24,000 pursuant to the exercise of stock options. The \$7,606 fair value of these options was reclassified from contributed surplus to share capital upon exercise.

On July 11, 2024, the Company granted 250,000 stock options to purchase common shares of the Company at a price of \$0.25 per share for a period of 5 years to a consultant of the Company.

On June 20, 2024, the Company granted 550,000 stock options to purchase common shares of the Company at a price of \$0.15 per share for a period of 5 years to certain consultants and an officer of the Company.

On April 10, 2024, the Company granted 600,000 stock options to purchase common shares of the Company at a price of \$0.20 per share for a period of 5 years to a director and a consultant of the Company.

On January 15, 2024, the Company granted 1,344,149 stock options to purchase common shares of the Company at a price of \$0.15 per share for a period of 5 years to certain consultants, directors, and officers of the Company.

On November 6, 2023, the Company granted 100,000 stock options to purchase common shares of the Company at a price of \$0.12 per share for a period of 5 years to a consultant of the Company.

On September 25, 2023, the Company granted 2,350,000 stock options to purchase common shares of the Company at a price of \$0.12 per share for a period of 5 years to certain consultants, directors, officers and employees of the Company.

The following variables were used to calculate stock-based compensation:

	September 25, 2023	November 6, 2023	January 15, 2024	April 10, 2024	June 20, 2024	July 11, 2024	September 20, 2024
Weighted average risk-free interest rate	4.35%	3.94%	3.34%	3.79%	3.37%	3.40%	2.73%
Dividend yield	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
Volatility	121%	134%	129%	129%	127%	127%	126%
Expected life (years)	5	5	5	5	5	5	5



**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

## Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)***7. Share Capital (continued)****d. Stock Options (continued)**

A summary of the status of the stock options outstanding under the Company's stock option plan as at September 30, 2024, is as follows:

Grant Date	Expiry Date	Number of Options Granted	Number of Options Exercised	Number of Options Cancelled	Number of Options Remaining	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life
09/02/2020	09/02/2025	400,000	(100,000)	-	300,000	0.25	0.92
11/18/2020	11/18/2025	125,000	-	(125,000)	-	0.25	1.13
02/09/2021	02/09/2026	3,075,000	-	(1,075,000)	2,000,000	0.20	1.36
06/16/2021	06/16/2026	500,000	-	(300,000)	200,000	0.20	1.71
09/03/2021	09/03/2026	700,000	-	(100,000)	600,000	0.20	1.93
04/05/2022	04/05/2027	900,000	-	(200,000)	700,000	0.20	2.51
09/25/2023	09/25/2028	2,350,000	(200,000)	-	2,150,000	0.12	3.99
11/06/2023	11/06/2028	100,000	-	-	100,000	0.12	4.10
01/15/2024	01/15/2029	1,344,149	-	-	1,344,149	0.15	4.30
04/10/2024	04/10/2029	600,000	-	-	600,000	0.20	4.53
06/20/2024	06/20/2029	550,000	-	-	550,000	0.15	4.72
07/11/2024	07/11/2029	250,000	-	-	250,000	0.25	4.78
09/20/2024	09/20/2029	1,400,000	-	-	1,400,000	0.20	4.98
<b>Outstanding September 30, 2024</b>		<b>12,294,149</b>	<b>(300,000)</b>	<b>(1,800,000)</b>	<b>10,194,149</b>	<b>\$0.18</b>	<b>3.38</b>

As at September 30, 2024, the exercise prices for options outstanding under the Company's stock option plan range from \$0.12 to \$0.25, and the weighted average remaining contractual life for stock options under the Company's stock option plan is 3.38 years.

**8. Financial Instruments and Risk Management**

The Company's financial instruments include cash and cash equivalents and accounts payable and accrued liabilities. The carrying values of these financial instruments approximate their fair value due to their short-term maturity. Cash and cash equivalents is the only financial asset that is measured at fair value subsequent to initial recognition, which is measured based on level 1 input of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

**a) Credit Risk**

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's cash and cash equivalents is held in a major Canadian financial institution which is considered to have high credibility. Management believes that the Company has no significant credit risk.

**b) Liquidity Risk**

Liquidity risk is the risk that the Company will encounter difficulties in meeting its financial obligations associated with its financial liabilities as they fall due. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for a minimum of twelve months. The Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures.

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)***8. Financial Instruments and Risk Management (continued)****b) Liquidity Risk (continued)**

As of September 30, 2024, the Company has sufficient cash and cash equivalents on hand to meet current liabilities and its expected administrative requirements for the coming year. The Company had cash and cash equivalents and total liabilities as follows:

		<u>September 30, 2024</u>		<u>September 30, 2023</u>
Cash and cash equivalents	\$	1,630,738	\$	221,462
Liabilities	\$	327,927	\$	18,185

To execute its planned exploration program for the next twelve months, the Company will need to raise additional funds through the issuance of equity or debt instruments or the sale of assets. The Company ensures that sufficient funds are raised from private placements to meet its operating requirements, after taking into account existing cash and cash equivalents, and expected exercise of stock options and share purchase warrants.

**c) Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency, and other price risks.

**i. Interest Rate Risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has a cash balance and periodically short-term investments. Due to the short-term nature of these financial instruments, management believes that risks related to interest rates are not significant to the Company at this time.

**ii. Foreign Currency Risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to minimal foreign currency risk at this time.

**9. Related Party Transactions**

The following is a summary of related party transactions with key management personnel that occurred during the year ended September 30, 2024 and 2023, and amounts in accounts payable and accrued liabilities at September 30, 2024 and 2023:

	<b>For the year ended September 30, 2024</b>	<b>For the year ended September 30, 2023</b>	<b>Amount payable as at September 30, 2024</b>	<b>Amount payable as at September 30, 2023</b>
Consulting fees - Directors & Officers	486,835	320,000	-	-
Accounting and management services	150,500	132,000	-	10,365
VP Exploration services	22,500	165,000	-	-
Finder's fees	74,325	-	74,325	-
Stock based compensation	261,182	70,354	-	-
<b>Total</b>	<b>995,342</b>	<b>687,354</b>	<b>74,325</b>	<b>10,365</b>

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)***9. Related Party Transactions (continued)**

The above transactions with related parties, occurring in the normal course of operations, were measured at the fair value, are unsecured with no specific terms of repayment and are non-interest bearing; unless otherwise stated.

**10. Capital Disclosures**

The Company's objectives when managing capital are to raise the necessary equity financing to fund its exploration projects and to manage the equity funds raised which best optimizes its exploration programs and the interests of its equity shareholders at an acceptable risk.

In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may raise additional equity funds and acquire new exploration properties as circumstances dictate.

There were no changes in the Company's approach to capital management during the nine months ended September 30, 2024. The Company is not subject to externally imposed capital requirements.

**11. Income Taxes**

A reconciliation of income tax provision at statutory rates to the reported income tax provision is as follows:

	September 30, 2024	September 30, 2023
Loss for the year	\$ (1,690,901)	\$ (5,066,732)
	27.00%	27.00%
Income tax recovery	(456,543)	(1,368,018)
Deductible and non-deductible amounts, net	75,694	(37,315)
True-up of prior year amounts	10,379	(19,802)
Increase in deferred tax assets	370,470	1,425,135
Total income taxes	\$ -	\$ -

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

	September 30, 2024	September 30, 2023
Non-capital & capital loss carryforward pool	\$ 3,265,000	\$ 2,937,000
Exploration and evaluation assets	4,760,000	4,760,000
PP&E	11,000	11,000
Share issue costs	77,000	34,000
	8,113,000	7,742,000
Valuation allowance	(8,113,000)	(7,742,000)
Net deferred income tax assets	\$ -	\$ -

**Fitzroy Minerals Inc. (formerly Norseman Silver Inc.)**

## Notes to the Consolidated Financial Statements

For the years ended September 30, 2024 and 2023

*(Expressed in Canadian Dollars)*

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**11. Income Taxes (continued)**

Deferred tax benefits, which may arise as a result of these losses and other tax assets, have not been recognized in these consolidated financial statements due to the uncertainty of their realization.

As at September 30, 2024, the Company has approximately \$11,796,000 of accumulated non-capital losses and approximately \$591,000 of capital losses which can be applied to reduce future taxable income. Unless utilized, these losses will expire between tax years 2027 and 2043. In addition, the Company has discretionary deduction pools for resource related expenditures and equipment balances with a tax-basis exceeding net book value. The possible future benefit to the Company of utilizing these losses and deductions has not been recognized in these consolidated financial statements.

	<b>Amount</b>
2006	\$ 517,501
2007	777,963
2008	516,269
2009	491,593
2010	622,455
2011	645,565
2012	410,738
2013	228,618
2014	208,303
2015	407,424
2016	519,665
2017	669,628
2018	357,498
2020	346,187
2021	1,752,941
2022	1,104,284
2023	1,005,677
2024	1,213,558
	<b>\$ 11,795,867</b>

**12. Events After the Reporting Date**

On October 16, 2024, the Company granted 1,400,000 stock options to purchase common shares of the Company at a price of \$0.20 per share for a period of 5 years to certain consultants, directors, and officers of the Company.

On October 16, 2024, the Company completed a non-brokered private placement whereby the Company issued 14,144,892 units at a price of \$0.15 per unit for gross proceeds of \$2,121,734. Each unit is comprised of one common share and one-half of one common share purchase warrant. Each whole warrant will be exercisable into one common share at an exercise price of \$0.25, expiring on October 16, 2026. Cash finder's fees of \$109,739 and 731,591 finder warrants have been paid in connection with the private placement to qualified parties. The warrants issued to the finders have an exercise price of \$0.25 for a period of 24 months from the date of issuance.

On October 21, 2024, the Company issued 50,000 common shares of the Company for the exercise of warrants.

On December 1, 2024, the Company granted 60,000 stock options to purchase common shares of the Company at a price of \$0.20 per share for a period of 5 years to a consultant of the Company.