SILVER47 EXPLORATION CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED

JULY 31, 2024 AND 2023

(EXPRESSED IN CANADIAN DOLLARS)

Independent Auditor's Report

To the Shareholders of Silver47 Exploration Corp.:

Opinion

We have audited the consolidated financial statements of Silver47 Exploration Corp. and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at July 31, 2024 and July 31, 2023, and the consolidated statements of loss and other comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

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

Basis for Opinion

We conducted our audits 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 audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Company incurred a net loss and had negative cash flows related to operating activities during the year ended July 31, 2024 and, as of that date, the Company had a working capital deficiency and an accumulated deficit. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

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

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

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 Jenny Lee.

Vancouver, British Columbia

November 22, 2024

MNP LLP

Chartered Professional Accountants

Silver47 Exploration Corp.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

	Note	July 31, 2024	July 31, 2023
ASSETS		**$**	**$**
Current assets			
Cash and cash equivalents	5	4,041,322	2,047,003
Tax and other receivables		41,457	13,320
Prepaid expenses	6	423,425	296,055
		4,506,204	2,356,378
Non-current assets			
Exploration and evaluation assets	7	11,176,094	3,055,500
TOTAL ASSETS		**15,682,298**	**5,411,878**
LIABILITIES			
Current liabilities			
Accounts payables and accrued liabilities		1,739,446	127,891
Share based payment liabilities - current	8	470,229	-
		2,209,675	127,891
Non-current liabilities			
Share based payment liabilities - long term	8	240,266	-
TOTAL LIABILITIES		2,449,941	127,891
EQUITY			
Share capital	9b	13,743,031	6,243,031
Special warrants	9d	4,846,430	-
Contributed surplus	9c,9d,9e,9f	3,137,609	3,060,552
Accumulated deficit		(8,539,561)	(4,019,596)
Foreign currency translation reserve		44,848	-
TOTAL EQUITY		13,232,357	5,283,987
TOTAL LIABILITIES AND EQUITY		**15,682,298**	**5,411,878**

Nature of Operations (Note 1)
Going Concern (Note 2)
Commitments (Note 7)
Subsequent Events (Note 15)

Approved by the Board of Directors:

/s/ "Gary Thompson"
Gary Thompson
Director

/s/ "David Netherway"
David Netherway
Director

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

Silver47 Exploration Corp.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

	Note	July 31, 2024	July 31, 2023
		$	**$**
Operating expenses			
General and administrative expenses	10	1,253,100	682,119
Share-based compensation	8 9c	746,281	88,433
Exploration expenses	7	2,587,721	834,093
		4,587,102	1,604,645
Other items			
Interest income		(60,274)	(111,276)
Flow through share premium	9e	-	(609,800)
Foreign exchange gain		(6,863)	-
		(67,137)	(721,076)
Net loss		**4,519,965**	**883,569**
Other comprehensive income			
Translation gain on foreign operations		(44,848)	-
Comprehensive loss		**4,475,117**	**883,569**
Weighted average number of shares		**41,965,645**	**31,916,402**
Loss per share – basic and fully diluted		**$0.11**	**$0.03**

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

Silver47 Exploration Corp.
Consolidated Statements of Changes in Equity
(Expressed in Canadian dollars)

					Contributed Surplus				
	Number of Common Shares	Number of Special Warrants	Share Capital	Special Warrants	Share-Based Payment Reserve	Warrant Reserve	Foreign Currency Translation Reserve	Accumulated Deficit	Total
			$	$	$	$	$	$	$
Balance at July 31, 2022	**28,328,200**	**5,218,267**	**4,201,442**	**3,779,059**	**1,052,152**	**639,797**	**-**	**(3,136,027)**	**6,536,423**
Issued capital for special warrants conversion	5,218,267	(5,218,267)	1,889,089	(3,779,059)	-	1,280,170	-	-	(609,800)
Issued capital for acquisition	200,000	-	152,500	-	-	-	-	-	152,500
Stock based compensation	-	-	-	-	88,433	-	-	-	88,433
Net loss for the year	-	-	-	-	-	-	-	(883,569)	(883,569)
Balance at July 31, 2023	**33,746,467**	**-**	**6,243,031**	**-**	**1,140,585**	**1,919,967**	**-**	**(4,019,596)**	**5,283,987**
Issued capital for acquisition	10,000,000	-	7,500,000	-	-	-	-	-	7,500,000
Stock based compensation	-	-	-	-	35,786	-	-	-	35,786
Special warrants issuance	-	6,297,393	-	4,846,430	-	41,271	-	-	4,887,701
Net loss and comprehensive loss for the year	-	-	-	-	-	-	44,848	(4,519,965)	(4,475,117)
Balance at July 31, 2024	**43,746,467**	**6,297,393**	**13,743,031**	**4,846,430**	**1,176,371**	**1,961,238**	**44,848**	**(8,539,561)**	**13,232,357**

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

Silver47 Exploration Corp.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

	Years Ended	
	July 31, 2024	**July 31, 2023**
	$	**$**
Cash flows used in operating activities		
Net loss	(4,519,965)	(883,569)
Adjusted for		
Interest income	(60,274)	(111,276)
Items not involving cash		
Stock-based compensation expense	746,281	88,433
Flow through share premium	-	(609,800)
Foreign exchange gain	(6,863)	-
Net change in non-cash working capital items:		
Tax and other receivables	(16,287)	75,446
Prepaid expenses	(126,405)	(163,297)
Accounts payable and accrued liabilities	1,611,556	(785,930)
Due to related parties	-	(8,199)
Net cash flows used in operating activities	**(2,371,957)**	**(2,398,192)**
Cash flows used in investing activities		
Interest income received	48,424	109,851
Investment in acquisition of exploration and evaluation assets[1]	(543,040)	(78,000)
Net cash flow provided by (used in) investing activities	**(494,616)**	**31,851**
Cash flows from financing activities		
Proceeds from private placement of special warrants	4,887,700	-
Net cash flow provided by financing activities	**4,887,700**	**-**
Increase/(decrease) in cash and cash equivalents during the year	2,021,127	(2,366,341)
Effect of exchange rate changes on cash	(26,808)	-
Cash and cash equivalents, beginning of year	2,047,003	4,413,344
Cash and cash equivalents, end of year	**4,041,322**	**2,047,003**

[1]The Company issued 10,000,000 common shares at a price of $0.75 for total value of $7,500,000 for acquisition of the exploration and evaluation assets.

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

1. Nature of Operations

Silver47 Exploration Corp. (“S47” or “the Company”) is a company amalgamated in Canada on January 29, 2021. On September 11, 2023, the Company incorporated a 100% owned subsidiary, Silver47 USA Inc. (“S47 US” or “the Sub Company”) under the law of the State of Delaware.

The Company is engaged in mineral exploration of precious metal in Canada and USA. The Company’s head office is located at Suite 551, 409 Granville Street, Vancouver, British Columbia, V6C 1T2, Canada.

2. Going Concern

The consolidated financial statements are prepared on a going concern basis, which assumes that the Company will continue its operations in the normal course of business. At present, the Company's operations do not generate cash flows. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due.

The Company incurred a net loss of $4,519,965 (2023 - $883,569) and had negative cash flows relating to operating activities of $2,371,957 (2023 - $2,398,192) for the year ended July 31, 2024. These conditions indicate the existence of a material uncertainty which may cast significant doubt related to the Company’s ability to continue as a going concern. The continuation of the Company as a going concern is dependent on the ability of the Company to achieve positive cash flow from operations and/or obtain necessary equity or other financing to continue exploration on its exploration and evaluation assets. These consolidated financial statements do not reflect any adjustments to the carrying values of assets and liabilities, reported expenses, and balance sheet classifications that would be necessary should the Company be unable to continue as a going concern, and these adjustments could be material. The Company intends to raise the required funds through the issuance of equity, by securing strategic partners or issuing debt.

3. Basis of Preparation

3.1 Statement of compliance

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These consolidated financial statements were authorized for issue by the Company's board of directors (the "Board") on November 22, 2024.

3.2 Basis of presentation

The Company's consolidated financial statements have been prepared on an accrual basis and are based on historical cost basis, except for financial instruments which are classified as fair value through profit or loss, or fair value through other comprehensive income. The Company's consolidated financial statements are presented in Canadian dollars ("CAD") which is the Company’s functional currency. The Sub Company has US Dollar (“USD”) as functional currency.

3.3 Use of estimates and judgements

The preparation of consolidated financial statements in accordance with IFRS requires management to make estimates, judgements and assumptions that affect the measurements of assets, liabilities, revenues, expenses and certain disclosures reported in these financial statements. Actual results may vary from these estimates.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

3. Basis of Preparation (continued)

3.3 Use of estimates and judgements (continued)

Significant estimates made by management include the following:

i. Valuation of options and warrants
Management uses the Black-Scholes option pricing model to determine the fair value of options and warrants issued. This model requires assumptions of the expected future volatility of the Company's common shares, expected life of warrants, future risk-free interest rates and the dividend yield of the Company's common shares.

ii. Income taxes
Provisions for income and other taxes are based on management's interpretation of taxation laws, which may differ from the interpretation by taxation authorities. Such difference may result in eventual tax payments differing from amounts accrued. Reporting amounts for deferred tax assets and liabilities are based on management's expectation for the timing and amounts of future taxable income or loss, as well as future taxation rates. Changes to these underlying estimates may result in changes to the carrying value, if any, of deferred income tax assets and liabilities.

Significant areas requiring the use of management's judgments include:

i. Going concern
Management has applied judgements in the assessment of the Company's ability to continue as a going concern when preparing its financial statements for the year ended July 31, 2024. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Please refer to note 1 for additional information.

ii. Impairment of exploration and evaluation assets ("E&E assets")
Management reviews and assesses the carrying amount of exploration and evaluation assets for indicators of impairment when facts or circumstances suggest that the carrying amount is not recoverable. If impairment indicators are identified, an impairment test is performed and the amount by which the carrying value of the assets exceeds the estimated fair value is charged to profit of loss as an impairment loss.

4. Material Accounting Policies

Consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Silver47 USA Inc., from the date of incorporation of September 11, 2023. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

Foreign currency translation and transactions

Transactions in foreign currency

The Company and the Sub Company record transactions using its functional currency, being the currency of the primary economic environment in which it operates. Foreign currency transactions are translated into the respective functional currency of each entity using the foreign currency rates prevailing at the date of the transaction. Period-end balances of monetary assets and liabilities in foreign currency are translated to the respective functional currencies using period-end foreign currency rates. Foreign currency gains and losses arising from the settlement of foreign currency transactions are recognized in profit or loss.

4. Material Accounting Policies (continued)

Foreign currency translation and transactions (continued)

Foreign operations translation

The assets and liabilities of foreign operations are translated into CAD at period-end foreign currency rates. Revenues and expenses of foreign operations are translated into CAD at average rates for the period. Foreign currency translation gains and losses are recognized in other comprehensive gain/loss.

Cash and cash equivalents

Cash and cash equivalents comprise of cash and cashable guaranteed investment certificate ("GIC") in bank.

Financial Instruments

The Company classifies its financial instruments in the following categories: as FVTPL, FVTOCI, financial assets at amortized cost, and financial liabilities at amortized cost. The classification depends on the purpose for which the financial asset or liabilities were acquired. Management determines the classification of financial assets and liabilities at initial recognition.

Recognition

Financial instruments are recognized in the statements of financial position on the trade date, being the date in which the Company becomes a party to the contractual provisions of the financial instrument.

Classification

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

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

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designed as those to be measured subsequently at fair value through profit or loss (an irrevocable election at the time or recognition). For assets and liabilities measured at the fair value, gains and losses are either recorded in profit or loss or other comprehensive loss.

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

Cash and cash equivalents is classified as FVTPL and is accounted for at fair value. Accounts payable and accrued liabilities and due to related parties are classified as other financial liabilities and measured at amortized cost. Such financial liabilities are recognized initially at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest rate method. Interest expense is recorded in profit and loss.

Share based payment liabilities are classified as other financial liabilities and measured at fair value through profit and loss. Such financial liabilities are recognized initially at fair value. Subsequent to initial recognition, these financial liabilities are measured at fair value on reporting date. Change of fair value is recorded in profit and loss.

4. Material Accounting Policies (continued)

Financial Instruments (continued)

Derecognition

A financial asset or, where applicable, a part of a financial asset or part of a group of similar financial assets is derecognized when:

- the contractual rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' Arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset; or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

On derecognition, the difference between the carrying amount (measured at the date or derecognition) and the consideration received (including any new asset obtained less any new liability obtained) is recognized in statement of loss and comprehensive loss.

Financial liabilities are derecognized when its contractual obligations are discharged, cancelled or expire. The Company also derecognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

The Company's financial instruments classified as Level 1 in the fair value hierarchy is cash and cash equivalents. The fair value of all other financial instruments which include accounts payable and accrued liabilities and due to related parties approximate their carrying values due to their short-term nature.

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. Parties are also considered to be related if they are subject to common control. 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.

Exploration and evaluation expenditures

The Company capitalizes the cost of acquiring exploration and evaluation assets. Expenses related to exploration and development of exploration and evaluation assets are expensed through the consolidated statement of loss and comprehensive loss. Such costs, include, but are not limited to, geological and geophysical studies, exploratory drilling and sampling.

4. Material Accounting Policies (continued)

Impairment of exploration and evaluation assets (E&E assets)

In accordance with the Company's accounting policy, the Company's E&E assets are evaluated every reporting period to determine whether there are any indications of impairment. If any such indication exists, which is often judgmental, a formal estimate of recoverable amount is performed, and an impairment loss is recognized to the extent that the carrying amount exceeds the recoverable amount. The recoverable amount of an asset or cash generating group of assets is measured at the higher of fair value less costs to sell and value in use. The evaluation of asset carrying values for indications of impairment includes consideration of both external and internal sources of information, including such factors as market and economic conditions, metal prices, future plans for the Company's mineral properties and mineral resources and/or reserve estimates. Management has assessed for impairment indicators for the Company's E&E assets and has concluded that no indicators of impairment were identified, and the Company plans to continue with its objective of developing the E&E Properties.

Share based payment liabilities

Share based payment liabilities are the liabilities arising from the cash-settled share-based payment transactions.

Restricted Stock Units ("RSU"s) are stock-based awards that may be granted by the Company to certain eligible participants pursuant to its Share Compensation Plan (the "Plan"). RSUs are accounted for as a liability which have cash-settled share-based payment feature as the settlement is at the option of the holder, is measured at fair value on the grant date and is subsequently adjusted at each financial position reporting date for changes in fair value. Participants have the choice to settle the RSU by cash, common shares, or combination of cash and common shares.

The liability is recognized over the vesting period with a corresponding charge as a share-based compensation expense.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects. Common shares issued for consideration other than cash, are valued based on their fair value at the date the shares are issued.

Flow-through shares

Expenditure deductions for income tax purposes related to exploratory activities funded by flow-through equity instruments are renounced to investors in accordance with income tax legislation. The proceeds from issuance are allocated between the offering of shares and the transfer of tax deductions. The allocation is made based on the difference between the quoted price of the existing shares and the amount the investor pays for the shares. A liability is recognized for this difference. The liability is reversed as eligible exploration expenditures are incurred and a flow through share premium is recognized at that time.

Special warrants

Special warrants are classified separately in equity. Once special warrants are converted to common share, relative fair value methods will be used to allocate total proceeds of the special warrant units to the common share and warrant in proportion to their relative fair values. Any fair value attributed to the warrants is recorded as contributed surplus.

4. Material Accounting Policies (continued)

Warrants

The Company has adopted a relative fair value method with respect to the measurement of shares and warrants issued as private placement units. The relative fair value method allocates total proceeds of the private placement units to the shares and warrants in proportion to their relative fair values. Any fair value attributed to the warrants is recorded as contributed surplus.

The Company has elected not to remeasure fair value of warrants issued when modify the terms and conditions of the warrants.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the statement of financial position liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that is not a business combination, affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities on an undiscounted basis, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

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 the Company intends to settle its current tax assets and liabilities on a net basis.

Earnings/Loss per share

Basic earnings/loss per share is computed by dividing the net income or loss attributable to the owners of the Company by the weighted average number of common shares outstanding for the relevant period.

Diluted earnings/loss per share is determined by adjusting the earnings or loss attributable to the owners of the Company and the weighted average number of common shares outstanding for the effects of dilutive instruments, which includes stock options and common share purchase warrants, as if their dilutive effect was at the beginning of the period. The calculation of the diluted number of common shares assumes that proceeds received from the exercise of “in-the-money” stock options and common share purchase warrants are used to purchase common shares of the Company at their average market price for the period. In periods that the Company reports a net loss, per share amounts are not presented on a diluted basis as the result would be anti-dilutive.

New Accounting Standards Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after August 1, 2023. All future accounting changes are either not applicable or do not have a significant impact to the Company and have been excluded.

(Expressed in Canadian dollars)

5. Cash and cash equivalents

Cash and cash equivalents include cash in the bank and short term GICs (Guaranteed Investment Certificate). As at July 31, 2024, the short term GIC carried interest rates ranging from 4.58% to 5.25% per annum and mature from one month to one year. A summary of cash and cash equivalents is as follow:

		July 31, 2024		July 31, 2023
Cash	$	1,785,102	$	247,003
Short term GIC		2,256,220		1,800,000
Total	$	4,041,322	$	2,047,003

6. Prepaid expenses

As at July 31, 2024, the Company had $312,715 (2023 - $136,055) prepaid general and administrative expenses and $110,710 prepaid exploration expenses (2023 - $160,000).

7. Exploration and Evaluation Assets

Exploration and Evaluation ("E&E") assets consist of costs to acquire the Company's projects which are pending determination of technical feasibility and commercial viability in Canada and USA.

Michelle Project

On November 2, 2021, the Company finalized a purchase agreement with Silver Range Resources Ltd. ("Silver Range") to acquire 100% interest in the Michelle Silver-Zinc-Lead Project ("Michelle Property") located in central Yukon.

On November 15, 2021, the Company issued 5,650,000 common shares to Silver Range at a price of $0.50 per share with total cost of $2,825,000 to close the purchase transaction as below:

- The Company owns 100% interest in the Michelle Property
- Granting Silver Range a 1% Net Smelter Return. The Company will have a right of first refusal on the sale of the royalty.

Admas Plateau Project

From August 30, 2022 to May 18, 2023, the Company signed 4 Mineral Claims Purchase Sales Agreements (the "AP Agreements") with 6 beneficiary owners of Admas Plateau Property (the "AP Property") located in Kamloops, British Columbia to acquire the AP property.

Pursuant to the AP Agreements, the Company obtained 100% interest in the AP Property with total cost of $230,500 and commitments as below:

- From August 30, 2022 to May 18, 2023, the Company paid 6 beneficiary owners total of $78,000 in cash;
- On March 24, 2023, the Company issued 200,000 common shares to 3 beneficiary owners at a price of $0.75 to $0.80 with total value of $152,500;
- Granting 1 beneficiary owner a 1% Net Smelter Return (the "Royalty") on all minerals produced from the AP property; and
- Silver47 holds the option to purchase the 1% Royalty from the beneficiary owner at any time prior to commercial production for $500,000 payable in cash or shares or any combination thereof.

(Expressed in Canadian dollars)

7. Exploration and Evaluation Assets (continued)

Red Mountain Project

On October 6, 2023, the Company closed purchase transactions under the Mineral Property Purchase and Sales Agreement with White Rock and its subsidiary companies, Atlas Resources Pty Ltd., and White Rock (RM) Inc. (collectively, the "Sellers") to acquire 100% of Red Mountain VMS Project (the "RM Property") located in central Alaska, USA with cost of $8,048,400 including below:

- USD $400,000 in cash.
- 10,000,000 common shares of the Company issued at a price of $0.75 (the "Deemed Issue Price") for total value of $7,500,000.

The Company and Sellers also agreed to the following responsibilities which arise post-closing:

- The Company shall be responsible for payment of the rental fees due to the State of Alaska Department of Natural Resources by November 30, 2023, for the rental year beginning September 1, 2023, to maintain the Property. The Company made payment of USD $268,220 on time.
- Carry forward work credits for the Property of USD $385,100 each year from September 1, 2023 through September 26, 2026 will be available to apply for the Company.
- When the Company list its common shares on a recognized stock exchange or receive shares of another company listed on a recognized stock exchange in exchange for the its common shares, and the issue price per Company's common share is less than the Deemed Issue Price, the Company shall issue additional Consideration Shares to the Sellers, such that equals the Consideration Shares Value should have been received by Sellers at Deemed Issue Price.

As at July 31, 2024 and 2023, the Company has invested as below to acquire various projects as a result of the above transactions:

	Michelle Project	Admas Plateau Project	Red Mountain Project	Total
Balance as of July 31, 2022	$ 2,825,000	$ -	$ -	$2,825,000
Acquisition cost		230,500	-	230,500
Balance as of July 31, 2023	2,825,000	230,500	-	3,055,500
Acquisition cost	-	-	8,048,400	8,048,400
Foreign currency translation adjustment	-	-	72,194	72,194
Balance as of July 31, 2024	**$ 2,825,000**	**$ 230,500**	**$ 8,120,594**	**$ 11,176,094**

During the years ended July 31, 2024 and 2023, the Company incurred the following exploration expenditures:

	July 31, 2024 $	July 31, 2023 $
Exploration expenses	-	374
Geology data and software	22,113	22,953
Mapping (recovery)	7,030	(4,813)
Outsource drilling and exploration expenses	1,865,594	469,955
Permitting	370,196	147,638
Salary expense	169,309	174,628
Sponsorship and events	-	7,008
Tools and consumable supplies	136,960	-
Travel	16,519	16,350
Total	**2,587,721**	**834,093**

(Expressed in Canadian dollars)

8. Share based payment liabilities

Under the Company's Share Compensation Plan (the "Plan"), the RSUs granted shall become vested in accordance with schedules set up in the RSU agreements. At the option of the participant, the participant may choose to receive (i) a lump sum payment in cash equal to the number of vested RSUs multiplied by the market value of a common share on the payout date; (ii) the number of underlying common shares or; (iii) any combination of the foregoing.

The Company measures the cost of cash-settled share-based transactions by reference to the fair value of the equity instruments at the date at which they are granted.

Until the liabilities are settled, the Company remeasure the fair value of the liabilities at the end of each reporting period and at the date of settlement, with any changes in fair value recognised in profit or loss for the period. During the year ended July 31, 2024, the Company recognized $Nil changes of fair value for share based payment liabilities.

The changes in RSUs during the year ended July 31, 2024 are as follows:

	Number of RSUs
RSUs outstanding, as at July 31, 2022 and 2023	-
Granted	2,600,000
Cancelled	(250,000)
RSUs outstanding, as at July 31, 2024	2,350,000

Total share-based compensation expenses of $710,495 (2023 – $Nil) for the year ended July 31, 2024 were recognized.

As at July 31, 2024, share based payment liabilities were $710,495 based on the estimated fair value of $0.75. The RSUs vest and are payable based on vesting schedules set up in the RSU agreements. $470,229 were included in share based payment liabilities – current and $240,266 were included in share based payment – long term based on RSUs vest and payable date.

9. Share Capital

a) Authorized

Unlimited number of common shares with no par value.

b) Issued and Outstanding

As at July 31, 2024, the Company has the following common shares issued:

	Number of Common Shares	Share Capital $
Balance at July 31, 2022	**28,328,200**	**4,201,442**
Issued capital for special warrants conversion	5,218,267	1,889,089
Issued capital for acquisition	200,000	152,500
Balance at July 31, 2023	**33,746,467**	**6,243,031**
Issued capital for acquisition	10,000,000	7,500,000
Balance at July 31, 2024	**43,746,467**	**13,743,031**

(Expressed in Canadian dollars)

9. Share Capital (continued)

b) Issued and Outstanding (continued)

On November 28, 2022, the Company issued 5,218,267 common shares to exercise Special Warrants issued on April 14, May 31, and June 28, 2022 (Note 9d).

On March 24, 2023, the Company issued 200,000 common shares to the beneficiary owners of AP Property for acquisition. Total value of the share insurance is $152,500 with 150,000 common shares at $0.75 and 50,000 common shares at $0.80 (Note 7).

On October 6, 2023, the Company issued 10,000,000 common shares to the beneficiary owners of RM Property for acquisition. Total value of the share insurance is $7,500,000 with 10,000,000 common shares at $0.75 (Note 7).

c) Share options

On September 30, 2021, the Company has implemented a Share Compensation Plan ("the Plan") in which 10% of the total number of common shares that are issued and outstanding can be granted.

All stock options expire in ten years and vest based on terms and conditions set out in the stock option agreements. A summary of the Company's stock option plan activities is as follows:

	Number of Options	**Weighted Average Exercise Price**
Option outstanding, as at July 31, 2023 and 2022	1,850,000	$0.50
Granted	100,000	$0.75
Option outstanding, as at July 31, 2024	1,950,000	$0.51

As July 31, 2024, the weighted-average life of the options outstanding was 7.28 years (July 31, 2023 – 8.16 years). Details of stock options outstanding as at July 31, 2024 were as follows:

Exercise price	**Weighted average contractual life**	**Number of options outstanding**	**Number of options exercisable**
$0.50	7.17	1,850,000	1,850,000
$0.75	9.34	100,000	-
Total	**7.28**	**1,950,000**	**1,850,000**

Total share-based compensation expenses of $35,786 (2023 – $88,433) for the year ended July 31, 2024 were recognized based on the estimated fair value of the options on the grant date using the Black-Scholes option pricing model with the following assumptions:

Risk-free rate	3.56%
Dividend yield	nil
Annualized volatility	121.50%
Fair value at grant date	$0.75
Expected life	10 years

(Expressed in Canadian dollars)

9. Share Capital (continued)

d) Special Warrants

The following was a summary of special warrant outstanding as at July 31, 2024:

	Number of Special Warrants	Special Warrants Capital $
Special warrants outstanding and exercisable, July 31, 2022	5,218,267	$3,779,059
Special warrants converted	(5,218,267)	(3,779,059)
Special warrants outstanding and exercisable, July 31, 2023	-	-
Special warrants issued	6,297,393	5,037,914
Special warrants issuance cost	-	(191,484)
Special warrants outstanding and exercisable, July 31, 2024	6,297,393	$4,846,430

On November 28, 2022, the Company issued 5,218,267 common shares and 3,998,667 warrants to exercise the 5,218,267 Special Warrants and Flow-Through Special Warrants outstanding as below:

For 1st and 2nd tranche of Special Warrants exercised, 3,998,667 common shares and 3,998,667 warrants are issued to the holders. The warrants entitle the holders to acquire one Common Share (each a "Warrant Share") at a price $1.00 per Warrant Share for a period of 24 months from November 28, 2022.

A fair value of $1,280,170 has been attributed to the warrants based on the Black-Scholes option pricing model on the date of Special Warrants granted using the following assumptions:

Risk-free rate	2.42% - 2.67%
Weighted-average life	2 years
Dividend yield	nil
Annualized volatility	74.02% - 126.78%
Weighted-average fair value	$0.25 – 0.44
Expected life	2 years

For Flow-Through Special Warrants exercised, the Company issued 1,219,600 Common Shares on a "CEE flow-through" basis pursuant to the *Income Tax Act* (Canada) and recognized $609,800 as a flow-through liability at the time of share issuance.

Upon conversion of Special Warrants to Common Shares and Warrants, the Company recognized $220,013 Special Warrants finder's fees as share issuance cost.

On April 2, 2024, the board of the Company approved to complete a private placement of up to 6,250,000 Special Warrants of the Company, in one or more tranches, at a price of $0.80 per Special Warrant for aggregate proceeds of up to $5,000,000 (the "Private Placement"). Each Special Warrant entitles the holder to receive one unit of Common Share of the Company and one half of one common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant entitles the holder to purchase one Common Share at price of $1.00 per share until the expire date.

As at July 31, 2024, the Company issued 6,297,393 Special Warrants for proceeds of $5,037,915 under the terms of the Private Placement. Finder's fee consists of $82,404 in cash and 103,005 Warrants valued at $41,271 using Black-Scholes pricing model (Note 9f). The Company also incurred $67,810 in cash related to share issuance costs.

As at July 31, 2024, the Company has 6,297,393 (July 31, 2023 – Nil) Special Warrants outstanding.

(Expressed in Canadian dollars)

9. Share Capital (continued)

e) Flow-through shares

On November 28, 2022, the Flow-Through Special Warrants was converted to CEE flow-through Common Shares, which $609,800 flow through liabilities was recognized as the Company was required to incur a net total $1,000,072 of qualifying expenditures to renounce the tax deductions to investors. During the year ended July 31, 2023, the Company meet its flow through share commitment.

During the year ended July 31, 2024, the Company recognized $Nil (2023 - $609,800) flow-through share premium.

f) Warrants

In March 2023, the Company extended the exercise period of all of its common share purchase warrants by two (2) years from the effective date of listing of the Company's common shares on the TSX Venture Exchange or other stock exchange in Canada (the "Extended Expiry Date").

The Extended Expiry Date supersedes and replaces the expiry date set forth in the original warrant certificate. All other terms of the warrants remain the same and unamended.

The following is a summary of warrant transactions for the year ended July 31, 2024:

	Number of Warrants
Warrants outstanding, as at July 31, 2022	3,109,376
Granted	3,998,667
Warrants outstanding, as at July 31, 2023	7,108,043
Granted	103,005
Expired	(3,109,376)
Extended	3,109,376
Warrants outstanding, as at July 31, 2024	7,211,048

(Expressed in Canadian dollars)

9. Share Capital (continued)

f) Warrants (continued)

The following warrants were outstanding and exercisable as at July 31, 2024:

Expire Date	Exercise Price $	Number of Warrants Outstanding	Weighted Average Contractual Life (years)
November 28, 2024	1.00	3,998,667	0.33
June 06, 2026	0.80 - 1.00	16,625	1.85
April 14, 2027	1.00	86,521	2.70
May 31, 2027	1.00	12,283	2.83
June 04, 2027	1.00	86,380	2.84
June 28, 2027	1.00	85,372	2.91
July 08, 2027	0.50 - 0.75	2,925,200	2.94
		7,211,048	**1.48**

During the year ended July 31, 2024, 103,005 common shares purchase warrants were granted for Finder's fee of the Special Warrants Private Placement. The Company recorded fair value of $47,271 (2023 - $1,280,170) for the warrants granted.

The fair value of the share warrants granted was estimated to be $0.35 - $0.41 (2023 - $0.25 - $0.44) per warrant at the date of grant using Black-Scholes option pricing model with following assumptions:

	2024	**2023**
Risk-free rate	3.80% - 3.91%	2.42% - 2.67%
Warrants exercise price	$0.80 - $1.00	$1.00
Dividend yield	nil	nil
Annualized volatility	92.91% - 99.95%	74.02% - 126.78%
Expected life	3 years	2 years

10. General and administrative expenses

General and administrative expenses for the years ended July 31, 2024 and 2023:

	2024	**2023**
Audit and accounting fees	$79,109	$58,239
Consulting fees	391,795	110,250
Office and administrative	50,349	55,124
Legal fees	281,552	146,849
Management and directors' fee	317,664	289,933
Marketing and investor relation fees	128,410	7,981
Transfer agent and filing fees	4,221	13,743
Total	**$1,253,100**	**$682,119**

(Expressed in Canadian dollars)

11. Income Taxes

The following table reconciles the expected income taxes expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statements of operations and comprehensive loss for the years ended July 31, 2024 and 2023:

	July 31, 2024 $	July 31, 2023 $
Net loss before tax	(4,519,965)	(883,569)
Statutory tax rate	27%	27%
Expected income tax (recovery)	(1,220,391)	(238,563)
Change in estimates	-	24,557
Share issuance costs	(51,701)	-
Change in deferred tax asset not recognized	930,956	113,189
Flow Through Share Premium	-	105,373
Non-deductible items	202,105	(4,556)
Tax rate differences in foreign jurisdiction	139,031	-
Total tax expense (recovery)	-	-

The unrecognized deductible temporary differences as at July 31, 2024 and 2023 are comprised of the following:

	July 31, 2024 $	July 31, 2023 $
Non-capital loss carry forwards	2,609,891	1,168,504
Share issuance costs	362,233	181,221
Exploration and evaluation assets	3,435,644	1,095,130
Undepreciated capital costs	74,330	74,330
Total unrecognized deductible temporary differences	6,482,098	2,519,185

The Company has not recognized non-capital loss carry forwards of approximately $2,273,764 (2023: $1,168,504) which may be carried forward to apply against future income for Canadian income tax purposes, subject to the final determination by taxation authorities.

The Company has not recognized net operating losses of approximately $336,127 (2023 - $nil) which may be carried forward to apply against future income for US income tax purposes, subject to the final determination by taxation authorities. The non-capital loss and net operating losses expire in the following years:

Expiry	Non-capital losses $
2041	233,562
2042	316,515
2043	618,427
2044	1,105,260
Indefinitely	336,127
	2,609,891

12. Capital Risk Management

The Company's objectives are to safeguard the Company's ability to continue as a going concern in order to support the Company's normal operating requirements and future acquisitions of mineral properties, 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. In order to maintain or adjust the capital structure, the Company may issue new shares, debt, acquire or dispose of assets or adjust the amount of cash.

At July 31, 2024, the Company's capital structure consists of the equity of the Company. The Company is not subject to any externally imposed capital requirements. In order to maximize ongoing development efforts, the Company does not pay dividends.

13. Financial Instruments

13.1 Financial risk management objectives and policies

The financial risk arising from the Company's operations are credit risk and liquidity risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with these financial instruments and the policies on how the Company mitigates these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

13.2 Fair value of financial instruments

The fair value hierarchy established by IFRS 13 Fair Value Measurement has three levels to classify the inputs to valuation techniques used to measure fair value as described below:

Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted market prices that are observable for the assets or liabilities either directly or indirectly; and

Level 3 – inputs that are not based on observable market data.

Financial Instruments	**Classification**
Cash and cash equivalents	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Share based payment liabilities	Fair value through profit and loss

The fair value of the Company’s financial instruments carried at amortized cost approximate their carrying values due to their short-term nature.

13.3 Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Credit risk for the Company is primarily associated with the Company's bank balances. The Company mitigates credit risk associated with its bank balance by holding cash with large, reputable financial institutions.

(Expressed in Canadian dollars)

13. Financial Instruments (continued)

13.4 Liquidity risk

Liquidity risk is the risk that the Company will not be able to settle or manage its obligations associated with financial liabilities. To manage liquidity risk, the Company closely monitors its liquidity position and ensures it has adequate sources of funding to finance its projects and operations. The Company's working capital as at July 31, 2024 was $2,296,529 (2023 - $2,228,487). The Company's accounts payable and accrued liabilities are expected to be realized or settled, respectively, within a one-year period.

14. Related Party Transactions

Transaction with Key Management Personnel

Key management personnel are persons responsible for planning, directing and controlling the activities of an entity. The remuneration of directors and key management personnel during the years were as follows:

		July 31, 2024		July 31, 2023
Management consulting fees	$	277,664	$	290,733
Director's fees		40,000		41,600
Share-based compensation		393,750		88,433
Total	$	711,414	$	420,766

As at July 31, 2024, there was $Nil (2023 - $Nil) due to related parties included in accounts payables and accrued liabilities.

15. Subsequent Events

On October 22, 2024, the Company received the conditional acceptance from TSX Venture Exchange (“TSXV”) to list (the ‘Listing”), subject to customary conditions. On November 14, 2024, the Company’s share started trading on TSXV with ticker AGA.

On October 29, 2024, the Company filed long form prospectus dated October 25, 2024, with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario.

On November 6, 2024, the Company issued 6,297,393 Common Shares and 3,148,697 Warrants to exercise the 6,297,393 Special Warrants issued between April 2, 2024 to July 31, 2024 for the Private Placement. Each Warrant entitles the holder to purchase one Common Share at price of $1.00 per share until the date that is 24 months from the Listing of the Common Shares on the TSXV.