WINSHEAR GOLD
VALUE DISCOVERY

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the Nine Months Ended December 31, 2024 and 2023

(Unaudited - Expressed in Canadian Dollars)

WINSHEAR GOLD
VALUE DISCOVERY

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

(Unaudited - Expressed in Canadian Dollars)

As at

	Note		December 31, 2024		March 31, 2024
ASSETS					
Current					
Cash	5	$	1,662,958	$	3,149,066
Receivables and prepaids	6, 9		60,202		259,609
Investments	7		9,750		6,000
Total Assets		**$**	**1,732,910**	**$**	**3,414,675**
LIABILITIES					
Current					
Trade and other payables	5, 11	$	142,998	$	264,696
Total Liabilities			**142,998**		**264,696**
SHAREHOLDERS' EQUITY					
Share capital	10		30,018,538		30,018,538
Reserves	10		11,863,497		11,743,110
Deficit			(40,292,123)		(38,611,669)
Total Shareholders' Equity			**1,589,912**		**3,149,979**
Total Liabilities and Shareholders' Equity		**$**	**1,732,910**	**$**	**3,414,675**

Nature of operations and going concern (Note 1)

Commitments and contingencies (Notes 8 and Note 11)

Approved on behalf of the Board:

"Richard Williams" | *"Mark Sander"*

Richard Williams | **Mark Sander**

WINSHEAR GOLD
VALUE DISCOVERY

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Unaudited - Expressed in Canadian Dollars)

	Note	For the 3 months ended Dec. 31, 2024	For the 3 months ended Dec. 31, 2023	For the 9 months ended Dec. 31, 2024	For the 9 months ended Dec. 31, 2023
_OPERATING EXPENSES					
Exploration	8	$ 470,402	$ 69,066	$ 1,109,901	$ 304,251
Filing and transfer agent fees		6,783	28,502	16,424	36,117
Professional fees		34,482	763,141	96,506	865,001
Marketing		45,755	18,835	53,092	25,705
General and administration		16,569	32,115	64,560	58,006
Salaries and consulting		98,000	280,511	281,000	309,922
Share-based payment	10	83,083	646	120,387	12,190
		(755,074)	**(1,192,816)**	**(1,741,870)**	**(1,611,192)**
_OTHER INCOME (LOSS)					
Interest income		13,648	119,216	48,826	119,216
Foreign exchange gain		107,569	130,019	98,253	127,892
Provision for VAT receivable		(48,584)	(1,956)	(89,413)	(5,714)
Gain (loss) on investments	7	4,500	-	3,750	(7,500)
Gain on settlement		-	25,256,084	-	25,256,084
Net and comprehensive (loss) income for the period		**$ (677,941)**	**$ 24,310,547**	**$ (1,680,454)**	**$ 23,878,786**
Basic income (loss) per common share		$ (0.02)	$ 0.83	$ (0.05)	$ 0.89
Basic weighted average number of common shares outstanding		31,418,632	29,133,785	31,418,632	26,855,761
Diluted income (loss) per common share		$ (0.02)	$ 0.81	$ (0.05)	$ 0.85
Diluted weighted average number of common shares outstanding		31,418,632	29,909,897	31,418,632	27,963,601

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited - Expressed in Canadian Dollars)

	SHARE CAPITAL				
	Number	Amount	Reserves	Deficit	Total
At March 31, 2023	24,163,439	$ 50,361,329	$ 12,182,327	$ (62,494,274)	$ 49,382
Private placement	1,950,000	468,943	116,057	-	585,000
Share issue costs	-	(40,449)	-	-	(40,449)
Warrant exercises	4,018,500	2,065,386	(338,286)	-	1,727,100
Option exercises	1,286,693	694,178	(229,178)	-	465,000
Return of capital	-	(23,530,849)	-	-	(23,530,849)
Share-based payment	-	-	12,190	-	12,190
Income for the year	-	-	-	23,882,605	23,882,605
At March 31, 2024	**31,418,632**	**$ 30,018,538**	**$ 11,743,110**	**$ (38,611,669)**	**$ 3,149,979**
Share-based payment	-	-	120,387	-	120,387
Loss for the period	-	-	-	(1,680,454)	(1,680,454)
At December 31, 2024	**31,418,632**	**$ 30,018,538**	**$ 11,863,497**	**$ (40,292,123)**	**$ 1,589,912**

Share Capital (Note 10)

WINSHEAR GOLD
VALUE DISCOVERY

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

(Unaudited - Expressed in Canadian Dollars)

	Note	For the 9 months ended December 31, 2024	For the 9 months ended December 31, 2023
OPERATING ACTIVITIES			
Income (loss) for the period		$ (1,680,454)	$ 23,878,786
Items not involving cash:			
Unrealized loss (gain) on investments	7	(3,750)	7,500
Share based payment	10	120,387	12,190
Changes in non-cash working capital items:			
Receivables and prepaids		199,407	(24,868)
Trade and other payables		(121,698)	(7,174)
Cash flows from (used in) operating activities		**(1,486,108)**	**23,866,434**
FINANCING ACTIVITIES			
Proceeds from private placement issuance	10	-	585,000
Proceeds from warrant exercises	10	-	1,727,100
Proceeds from option exercises	10	-	465,000
Share issuance costs		-	(40,449)
Return of capital	10	-	(23,530,849)
Cash flows used in financing activities		**-**	**(20,794,198)**
Change in cash during the period		(1,486,108)	3,072,236
Cash—beginning of period		3,149,066	137,046
Cash—end of period		**$ 1,662,958**	**$ 3,209,282**

01 NATURE OF OPERATIONS AND GOING CONCERN

Winshear Gold Corp. (the "Company") was incorporated on November 8, 1998 under the laws of the British Columbia Business Corporations Act. The Company is listed on the TSXV Venture Exchange (the "TSXV") under the symbol "WINS-V". The Company's head office is at 960-789 West Pender Street, Vancouver, British Columbia, V6C 1H2.

The Company's principal business activities include the acquisition and exploration of mineral exploration assets in Peru. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

These condensed consolidated interim financial statements (the "Financial Statements") have been prepared assuming the Company will continue on a going-concern basis. Prior to the year ended March 31, 2024, the Company incurred losses since its inception. During the year ended March 31, 2024, the Company received a settlement from the Government of Tanzania (Note 9) and distributed the majority of the cash from the settlement to the Company's shareholders as a return of capital (Note 10). The ability of the Company to continue as a going-concern depends upon its ability to continue to raise adequate financing and to develop profitable operations. These Financial Statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Such adjustments could be material.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims, and non-compliance with regulatory and environmental requirements. Loss of title to a material mineral property interest could be a significant impediment to the Company.

The continuance of the Company's operations is dependent on obtaining sufficient additional financing to realize recoverability of the Company's investments in its mineral exploration properties, which is dependent upon the existence of economically recoverable reserves and market prices for the underlying minerals. Management closely monitors metal commodity prices, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur. As a result of working capital of $1,589,912 as of December 31, 2024 (March 31, 2024 - $3,149,979) and continuing operating losses, there are uncertainties which exist that cast doubt on the Company's ability to continue as a going concern.

02 BASIS OF PREPARATION

Statement of Compliance

These Financial Statements have been prepared in accordance with International Accounting Standards ("IAS") 1, "Presentation of Financial Statements" and utilize accounting policies consistent with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), applicable to the preparation of interim financial statements including International Accounting Standard 24 – Interim Financial Reporting. Accordingly, certain disclosures included in the annual financial statements prepared in accordance with IFRS as issued by the IASB have been condensed or omitted. These Financial Statements should be read in conjunction with the Company's audited consolidated financial statements for the year ended March 31, 2024.

Approval of The Financial Statements

These Financial Statements were authorized for issue by the Board of Directors of the Company on February 21, 2025.

Basis of Presentation

These Financial Statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information.

Effective February 13, 2024, the Company completed a share consolidation on the basis of 3 pre-consolidation common shares for 1 post-consolidation common shares. All share amounts presented have been retroactively adjusted to reflect this consolidation.

Functional and Presentation Currency

These Financial Statements are presented in Canadian dollars unless otherwise noted, which is the functional currency of the parent and its subsidiaries.

Basis of Consolidation

These Financial Statements of the Company include the accounts of the Company and its wholly owned subsidiaries, BAFEX Holdings Ltd., BAFEX Tanzania Limited and Winshear de Peru SAC, the principal activity of which is mineral exploration. Subsidiaries are fully consolidated from the date the Company obtains control and continue to be consolidated until the date that control ceases. Control is achieved when the Company is exposed to or has the right to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. All inter-company transactions and balances have been eliminated upon consolidation.

03 NEW AND FUTURE CHANGES IN ACCOUNTING POLICIES

ADOPTED APRIL 1, 2024

Effective April 1, 2024, the Company adopted a number of amendments and improvements of existing standards. These new standards did not have a material impact on the Financial Statements.

04 KEY SOURCES OF ESTIMATION UNCERTAINTY AND CRITICAL ACCOUNTING JUDGMENTS

The preparation of the Financial Statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Information about significant areas of estimation uncertainty and judgments made by management in preparing the Financial Statements are described below:

Estimates

VALUATION OF INVESTMENTS

The Company holds marketable securities of a public company that, at times, experiences low trading volumes, and may be subject to periods where its securities are halted from trading, particularly in advance of completing a significant transaction. As such, the last traded price, which is typically used to determine the fair value of publicly traded marketable securities, may not be an accurate measure of the recoverable value of the underlying securities.

WARRANTS

The Company determined the fair value of warrants when issued using the Black Scholes Model ("BSM"). Expected volatility is determined using historical share prices of the Company.

SHARE-BASED COMPENSATION

The Company issued stock options that vest over time. In consideration of IFRS 2, the Company determines the fair value at issuance and will recognize amounts over the vesting period to equity and share-based compensation based on the share value at the time of issuance. Expected volatility is determined using historical share prices of the Company.

RECOVERABILITY AND MEASUREMENT OF DEFERRED TAX ASSETS

The Company holds losses carried forward and other amounts that may be deducted from future taxable income. Since the Company does not consider it more likely than not that it will have taxable net income in the near future, the deferred tax assets have not been recognized.

PROVISION FOR CLOSURE AND RECLAMATION

The Company records a liability based on the best estimate of costs for site closure and reclamation activities that the Company is legally or constructively required to remediate and the liability is recognized at the time the environmental disturbance occurs. The Company currently does not have any significant legal or constructive obligations relating to the reclamation or closure of its exploration and evaluation property interests, therefore no closure and reclamation liabilities have been recorded as of December 31, 2024 and March 31, 2024.

INCOME TAXES

Certain tax positions are subject to uncertainties which exist with respect to the interpretation of tax regulations, including the treatment of the net settlement proceeds on account of capital. The calculation of the Company's taxable income necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until a notice of assessments have been received from the relevant taxation authority. Differences arising between the actual results following the final resolution of some of these items and the assumptions made, or future changes to such assumptions, could necessitate adjustments to the taxable income, and the income tax expense in future periods.

Judgments

DETERMINATION OF FUNCTIONAL CURRENCY

The Company determines the functional currency through an analysis of several indicators of autonomy such as financing activities, expenses and cash flow, retention of operating cash flows, and frequency of transactions with the reporting entity.

GOING CONCERN

In assessing its ability to continue as a going concern for the next twelve months, the Company estimates future cash outflows based off prevailing market prices for goods and services, foreign exchange rates, and number of days to complete field programs with weather constraints.

05 FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair Value Hierarchy

Financial instruments measured at fair value are classified into one of three levels in fair value hierarchy according to the relative reliability of inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1: Unadjusted quote prices in active markets for identical assets or liabilities

Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly

Level 3: Inputs that are not based on observable market data

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, receivables, investments, and trade and other payables. The fair value of investments is measured on the statement of financial position using Level 1 of the fair value hierarchy. The fair value of cash, receivables and trade and other payables approximate their book values due to the short-term nature of these instruments.

Financial Risk Factors

The Company is exposed to a variety of financial risks by virtue of its activities including credit, liquidity, interest rate, foreign currency, and price risk.

CREDIT RISK

The Company is exposed to industry credit risks arising from its cash and receivables. The Company manages credit risk by holding the majority of its cash with major Canadian financial institutions. The Company's receivables are due from the Federal Government of Canada and Peru. Management believes that credit risk related to these amounts is nominal.

LIQUIDITY RISK

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company has in place a planning and budgeting process to help determine the funds required to support the Company's operating requirements on an ongoing basis and assess available and required sources of additional capital and financing. As of December 31, 2024, the Company has working capital of $1,589,912 (March 31, 2024 - $3,149,979).

INTEREST RATE RISK

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk as it does not have any significant financial instruments with interest rates, with the exception of cash. Interest earned on cash is based on prevailing bank account interest rates, which may fluctuate. A 10% change in interest rates would result in a nominal difference for the three and nine months ended December 31, 2024.

FOREIGN CURRENCY RISK

The Company is exposed to foreign currency risk on fluctuations related to cash and trade and other payables that are denominated in United States Dollars. Amounts subject to currency risk are primarily cash and receivables denominated in foreign currencies, which are partially offset by the trade and other payables denominated in that foreign currency.

The following financial assets and liabilities are denominated in foreign currencies:

	Stated currency		December 31, 2024		March 31, 2024
Cash	U.S. Dollars	$	1,150,216	$	2,134,034
Accounts receivable	U.S. Dollars	$	-	$	159,329
Accounts payable	U.S. Dollars		(14,722)		(11,079)
Net in foreign currency	U.S. Dollars	$	1,135,495	$	2,282,284
Impact of 10% change in foreign exchange rate	**Canadian Dollars**	**$**	**163,386**	**$**	**309,249**

PRICE RISK

The Company has exposure to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings or valuation of its investments due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company monitors the price of precious metals.

(Unaudited - Expressed in Canadian dollars)

06 RECEIVABLES AND PREPAIDS

	December 31, 2024		March 31, 2024	
Prepaid expenses	$	33,444	$	19,140
ICSID fee refund *(Note 10)*		-		215,891
Sales tax receivable - Canada		25,187		23,646
Sales tax receivable – Peru		1,572		932
Total	**$**	**60,203**	**$**	**259,609**

07 INVESTMENTS

Bronco Resources Corporation*	Number of shares		Fair value
As of March 31, 2024	300,000	$	6,000
Fair value adjustment	-		3,750
As of December 31, 2024	**75,000***	**$**	**9,750**

* On July 18, 2024 Damara Gold Corp. changed their name to Bronco Resources Corporation and had a 4 for 1 share consolidation

08 EXPLORATION COSTS

Expenditures

Details of the Company's exploration and evaluation expenditures are as follows:

	Peru: Gaban		Peru: Yang		Peru: ICA		For the 3 months ended Dec. 31, 2024	
Drilling	$	266,811	$	-	$	-	$	266,811
Salaries & wages		86,634		-		-		86,634
Transportation & travel		66,429		-		-		91,234
Exploration office expenses		16,011		-		-		25,723
Total	**$**	**470,402**	**$**	**-**	**$**	**-**	**$**	**470,402**

(Unaudited - Expressed in Canadian dollars)

	Peru: Gaban	Peru: Yang	Peru: ICA	For the 3 months ended Dec. 31, 2023
Salaries & wages	$ 9,657	$ -	$ -	$ 9,657
Transportation & travel	9,671	-	-	9,671
Exploration office expenses	42,880	3,429	3,429	49,738
Total	$ 62,208	$ 3,429	$ 3,429	$ 69,066

	Peru: Gaban	Peru: Yang	Peru: ICA	For the 9 months ended Dec. 31, 2024
Field expenses & consumables	$ 117,195	$ -	$ 834	$ 118,029
Drilling	362,039		-	362,039
License fees	80,871		13,680	94,551
Royalties	67,815		67,815	135,630
Salaries & wages	160,135	-	-	160,135
Transportation & travel	168,205	-	672	168,877
Exploration office expenses	69,820	-	820	70,640
Total	**$ 470,402**	**$ -**	**$ 83,821**	**$ 1,109,901**

	Peru: Gaban	Peru: Yang	Peru: ICA	For the 9 months ended Dec. 31, 2023
Field expenses & consumables	$ 8,770	$ -	$ -	$ 8,770
License fees	83,948	6,446	10,059	100,153
Royalties	16,929	16,929	33,858	67,716
Salaries & wages	11,276	-	-	11,276
Transportation & travel	13,646	-	-	13,646
Exploration office expenses	82,304	10,043	10,043	102,390
Total	$ 216,873	$ 33,418	$ 53,960	$ 304,251

Property Agreements

PERU

On September 19, 2019, the Company acquired the Gaban Gold project and the Tinka Iron Oxide Copper Gold project (later renamed to the ICA iron-oxide-copper-gold project), both located in Peru, from Palamina Corp. (“Palamina”). In exchange, the Company issued 5,000,000 common shares during the year ended March 31, 2020, and 5,000,000 common shares during the year ended March 31, 2021. The Company paid four annual advance royalty payments to Palamina, $25,000 USD each on September 19, 2020 and September 19, 2021, $50,000 USD each on August 25, 2022 and August 21, 2023, and $100,000 USD on September 19, 2024. The payment amounts double every two years until the Company has completed 5,000 metres of drilling or has abandoned the properties.

Palamina retains a 2% net smelter return royalty (“NSR”) on each property. The Company has the right to purchase 50% of each royalty by making a cash payment of USD$1,000,000 to Palamina at any time prior to the commencement of commercial production

LAWS AND REGULATIONS

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

09 SETTLEMENT WITH TANZANIA

Prior to 2017, the Company had earned a 100% interest in the Saza, Illunga, Gap and Kwaheri Retention Licenses, all within the Lupa Goldfields in southwest Tanzania. The Tanzanian government subsequently expropriated all four of the Retention Licenses. Consequently, on July 14, 2020, Winshear initiated international arbitration proceedings with ICSID (The International Centre for Settlement of Investment Disputes), a part of the World Bank group, in accordance with the 2013 Agreement for the Promotion and Reciprocal Protection of Investments between Canada and Tanzania.

On December 7, 2020, the Company entered into a Litigation Funding Agreement with an affiliate of Delta Capital Partners Management, LLC, a United States-based global private equity and advisory firm specializing in litigation and legal financing ("Delta"). Under the agreement, the Company drew funds from a financing facility to a maximum of US$3.3 million for all fees and expenses relating to the pursuit of certain claims against the Government of Tanzania. In exchange, Delta was entitled only to a portion of any proceeds awarded to the Company.

On July 15, 2021, the Company filed its memorial with ICSID outlining the nature and quantum of its claims against the Government of Tanzania for the expropriation of the Company's retention licenses. The arbitration proceedings between the Company and the government of Tanzania were held February 2023 at the ICSID.

During the year ended March 31, 2024, the Company agreed with the Government of Tanzania to settle the case and terminate the arbitration proceedings for $30 million U.S. dollars ($41,055,000). After payment to Delta and remaining legal costs of $11,544,695 U.S. dollars ($15,798,915), the net amount paid to the Company was $18,455,305 U.S. dollars ($25,256,084). As of March 31, 2024, the Company had a refund receivable of $159,328 U.S. dollars ($215,891) from the ICSID for unused arbitration fees. This amount was received during the nine months ending December 31, 2024. The Company has estimated no tax liability on this gain on settlement as the Company has sufficient non-capital losses available to offset the gain. Tax attributes are subject to review and potential adjustment by tax authorities.

10 SHARE CAPITAL AND RESERVES

Authorized Share Capital

The Company is authorized to issue an unlimited number of common shares without par value.

(Unaudited - Expressed in Canadian dollars)

Share Consolidation

Effective February 13, 2024, the Company completed a share consolidation on the basis of 3 pre-consolidation common shares for 1 post-consolidation common shares. All share amounts presented have been retroactively adjusted to reflect this consolidation.

Issued Share Capital

YEAR ENDED MARCH 31, 2024 TRANSACTIONS

a) On May 9, 2023, the Company issued 1,950,000 units at a price of $0.30 per unit for gross proceeds of $585,000 under a private placement financing. Each unit comprised of one common share and half a warrant. Each full warrant is convertible into one common share at an exercise price of $0.45 and expires May 9, 2025. The value attributed to the warrants was $116,057. Related parties consisting of officers and directors subscribed for 66,667 units for gross proceeds of $20,000.

b) On October 26, 2023, the Company announced a shareholder return of capital distribution of $0.75 per share for shareholders of record on November 23, 2023 and a payment date of December 8, 2023. Based off the total number of common shares outstanding as of November 23, 2023, the distribution payment was $23,530,849.

Share Purchase Warrants

The value of warrants issued were determined using the BSM with the following assumptions:

	Fair Value at Date of Grant $	Grant Date Share Price $	Exercise Price $	Expected Volatility	Risk-Free Interest Rate	Expected dividend rate	Expected Life (years)
May 9, 2023	116,057	0.30	0.45	90%	3.72%	0%	2

A summary of the Company's warrants and the changes during the period are as follows:

	Number of warrants	Shares to be issued upon exercise of the warrants	Weighted-average exercise price ($)
Balance — March 31, 2023	3,048,500	3,048,500	0.42
Issued	975,000	975,000	0.45
Exercised	(4,018,500)	(4,018,500)	0.43
Balance — March 31, 2024	5,000	5,000	0.60
Expired	(5,000)	(5,000)	0.60
Balance – December 31, 2024	-	-	-

(Unaudited - Expressed in Canadian dollars)

Stock Options

The Company has adopted a stock option plan (the "Stock Option Plan"). The Company may grant share options to eligible employees, officers, directors and consultants at an exercise price, expiry date, and vesting conditions to be determined by the Company's board of directors. The maximum expiry date is ten years from the grant date. The Stock Option Plan permits the issuance of stock options which may not exceed 10% of the Company's issued common shares as at the date of grant.

The value of the stock options granted was determined using a BSM with the following assumptions:

Grant Date	Fair Value at Date of Grant$	Grant Date Share Price $	Exercise Price $	Expected Volatility	Risk-Free Interest Rate	Expected dividend rate	Expected Life (years)
August 27, 2024	193,273	0.13	0.13	90%	2.88%	0%	5

A summary of the Company's stock options and the changes during the period are as follows:

	Number of options	Weighted-average exercise price ($)
Balance — March 31, 2023	1,600,000	0.45
Exercised	(1,600,000)	0.45
Balance — March 31, 2024	-	-
Issued	2,100,000	0.13
Balance – December 31, 2024	**2,100,000**	**0.13**

A summary of the Company's stock options as of December 31, 2024 is as follows:

Number of options	Vested	Exercise price $	Expiry Date
2,100,000	**525,000**	**0.13**	**August 27, 2029**

The weighted average remaining contractual life of the options as of December 31, 2024 was 2.66 years.

Diluted Income Per Share

Diluted income per share is calculated based on the following:

	3 months ended Dec. 31, 2024	3 months ended Dec. 31, 2023	9 months ended Dec. 31, 2024	9 months ended Dec. 31, 2023
Net income (loss) attributable to Company's shareholders for the period	$ (677,941)	$ 24,310,547	$ (1,680,454)	$ 23,878,786
Basic weighted average # of shares	31,418,632	29,133,785	31,418,632	26,855,761
Basic income (loss) per share	$ (0.02)	$ 0.83	$ (0.05)	$ 0.89
EFFECT OF DILUTIVE SECURITIES				
Stock options	-	236,768	-	375,842
Warrants	-	539,344	-	731,998
Dilutive weighted average # of shares	**31,418,632**	**29,909,897**	**31,418,632**	**27,963,601**
Dilutive income (loss) per share	**$ (0.02)**	**$ 0.81**	**$ (0.05)**	**$ 0.85**

(Unaudited - Expressed in Canadian dollars)

The following table lists the number of potentially dilutive securities excluded from the computation of diluted income per share as the exercise price exceeded the average market value of the shares during the period.

	3 months ended Dec. 31, 2024	3 months ended Dec. 31, 2023	9 months ended Dec. 31, 2024	9 months ended Dec. 31, 2023
Average market value of the shares	n/a	$ 0.2134	n/a	$ 0.1759
Stock options	-	-	-	333,333
Warrants	-	-	-	1,256,000

11 RELATED PARTY TRANSACTIONS

The Company defines key management personnel as its directors and officers. The Company entered into the following transactions with its key management:

	3 months ended Dec. 31, 2024	3 months ended Dec. 31, 2023	9 months ended Dec. 31, 2024	9 months ended Dec. 31, 2023
Employee salaries and benefits	$ 91,500	$ 432,138	$ 274,500	$ 528,619
Share based payment	81,104	517	117,520	9,752
Exploration costs – field work	12,412	6,759	19,187	19,987
Exploration costs - royalties	-	-	135,630	67,715
Professional fees	11,760	56,469	31,710	76,392

Salary deferral

From February 1, 2022 to September 30, 2023, in order to assist the Company, an officer deferred receiving payment of their salary. As of December 31, 2024, the Company owed $nil (March 31, 2024 - $8,603) to this related party for accrued salary. The amounts due are non-interest bearing, unsecured, and due on demand.

Management contracts

The Company is party to certain management contracts. These contracts require payment of up to $360,000 upon the occurrence of a change of control of the Company. The Company is also committed to payments upon termination of $245,000 pursuant to the terms of these contracts. As a triggering event has not occurred, these amounts have not been recorded in the Financial Statements. Minimum commitments under these contracts due within one year are $165,000. As of December 31, 2024, the Company owed $nil (March 31, 2024 - $48,837) to related parties for monthly service fees under their management contracts. The amounts due are non-interest bearing, unsecured, and due on demand.

Exploration costs

As a result of acquiring the Peru mineral properties from Palamina (Note 9) and having directors in common with the Company, Palamina became a related party. At December 31, 2024, the Company owed Palamina $15,429

(Unaudited - Expressed in Canadian dollars)

(March 31, 2024 - $2,240) as reimbursement for shared exploration expenditures incurred on the Peru mineral properties. The amounts due are included in accounts payable and are non-interest bearing, unsecured, and due on demand.

Professional fees

The Company incurs legal fees with an officer of the Company. As of December 31, 2024, the Company owed this related party $12,388 (March 31, 2024 - $46,109). The amounts due are non-interest bearing, unsecured, and due on demand.

Share transactions

Refer to Note 10 regarding share transactions with related parties.

12 SEGMENTED INFORMATION

The Company's reportable operating segments, which are components of the Company's business where separate financial information is available and which are evaluated on a regular basis by the Company's Chief Executive Officer, who is the Company's chief operating decision maker, for the purpose of assessing performance. The Company's operating segments are its exploration and evaluation expenditures, which are disclosed by geographic location in Note 8. All corporate expenses are incurred in Canada.

Total assets by segment:

		December 31, 2024		March 31, 2024
Canada	$	1,682,709	$	3,351,948
Peru		50,201		62,727
Total assets	**$**	**1,732,910**	**$**	**3,414,675**

13 CAPITAL MANAGEMENT

The Company manages its capital structure based on the funds available to the Company in order to support the acquisition and exploration and evaluation of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital that it manages as components of shareholders' equity.

The properties in which the Company currently has an interest are in the exploration stage and are not positive cash-flow generating; as such, the Company has historically relied on the equity markets to fund its activities.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions.

On December 8, 2023, the Company paid a return of capital of $23,530,849, the majority of the net cash proceeds received from the settlement from the Government of Tanzania (Note 9). The remaining cash held by the Company will follow the same Company's objectives, policies, and processes for managing capital.