

F O R A N

Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

Expressed in thousands of Canadian Dollars



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INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Foran Mining Corporation

Opinion

We have audited the consolidated financial statements of Foran Mining Corporation (the Entity), which comprise:

- the consolidated statements of financial position as at December 31, 2024 and 2023
- the consolidated statements of loss and comprehensive loss for the years then ended
- the consolidated statements of changes in equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of material accounting policies

(Hereinafter referred to as the "financial statements").

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

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 Financial Statements***" section of our auditor's report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the 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.



Foran Mining Corporation
March 20, 2025

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Entity has incurred recurring losses and has an accumulated deficit. The Entity will be required to obtain additional financing to complete the exploration and development of its exploration and evaluation assets.

As stated in Note 1 in the financial statements, these events or conditions, along with other matters as set forth in Note 1 in the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Entity'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 financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the 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 of the auditor's report, we have determined that there are no other key audit matters to communicate in our auditor's report.

Other Information

Management is responsible for the other information. Other information comprises the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

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

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at 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 in the auditor's report.

We have nothing to report in this regard.



Foran Mining Corporation
March 20, 2025

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

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

In preparing the financial statements, management is responsible for assessing the Entity'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 Entity or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 the 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 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 Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



Foran Mining Corporation
March 20, 2025

- 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 Entity'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 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 Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 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.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group 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 the purposes of group audit. We remain solely responsible for our audit opinion.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the 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 auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

KPMG LLP

Chartered Professional Accountants

The engagement partner on the audit resulting in this auditor's report is Michael D. Woeller.

Vancouver, Canada
March 20, 2025

FORAN

Consolidated Statements of Financial Position

(Expressed in thousands of Canadian dollars)

	Note	December 31, 2024	December 31, 2023
Assets			
Current assets			
Cash and cash equivalents		\$ 363,634	\$ 266,487
Accounts and other receivables		4,977	2,082
Prepaid expenses and deposits		2,754	2,163
Total current assets		371,365	270,732
Advances to suppliers	7	1,606	7,034
Prepaid expenses		8	1,668
Prepaid lease	5	10,734	-
Investments		154	566
Right-of-use assets		901	121
Restricted cash	4	142,241	4,287
Exploration and evaluation assets	6	62,069	258,081
Mineral property, plant and equipment	7	564,569	-
Deferred tax asset	16	2,573	-
Total assets		\$ 1,156,220	\$ 542,489
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities	7	\$ 66,696	\$ 30,184
Leases		180	244
Credit facilities	11	5,618	-
Flow-through share premium liability	8	7,916	7,084
Share-based payment liabilities	9	7,786	7,660
Total current liabilities		88,196	45,172
Leases		721	-
Decommissioning obligation	10	4,359	1,034
Credit facilities	11	261,632	38,222
Deferred tax liability	16	5,651	-
Total liabilities		360,559	84,428
Shareholders' equity			
Share capital	12	874,009	520,890
Share-based payments reserve		13,658	10,140
Accumulated other comprehensive income		(52)	111
Deficit		(91,954)	(73,080)
Total shareholders' equity		795,661	458,061
Total liabilities and shareholders' equity		\$ 1,156,220	\$ 542,489

Subsequent events (note 18)

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

Approved on behalf of the Board:

/s/ David Petroff

Director

/s/ Daniel Myerson

CEO & Executive Chairman

FORAN

Consolidated Statements of Loss and Comprehensive Loss

(Expressed in thousands of Canadian dollars, except share information)

For the years ended December 31,	Note	2024	2023
General and administration expenses			
Consulting		\$ 3,533	\$ 4,971
Directors' fees	17	237	233
Investor relations		939	666
Office and administration		1,853	1,621
Professional fees		1,384	827
Salaries and benefits		4,611	3,287
Share-based payment expense		4,429	6,004
		16,986	17,609
Other income			
Other income	14	(4,406)	(3,986)
		(4,406)	(3,986)
Net loss before income tax		12,580	13,623
Deferred income tax expense	16	6,294	-
Net loss for the year		\$ 18,874	\$ 13,623
Other comprehensive loss:			
Unrealized (gain) loss on investments		163	(53)
Total comprehensive loss for the year		\$ 19,037	\$ 13,570
Net loss per share:			
Basic		\$ 0.05	\$ 0.05
Diluted		\$ 0.05	\$ 0.05
Weighted average shares outstanding		365,931,854	280,446,444

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

FORAN

Consolidated Statements of Changes in Equity

(Expressed in thousands of Canadian dollars, except share information)

	Note	Share Capital		Reserves	Accumulated OCI	Deficit	Total
		Shares	Amount				
Balance, December 31, 2022		256,193,615	\$ 240,639	\$ 6,461	\$ 58	\$ (59,457)	\$ 187,701
Shares issued	12	72,790,978	300,676	-	-	-	300,676
Flow-through share premium liability	12	-	(12,252)	-	-	-	(12,252)
Shares issued pursuant to exercise of stock options	12	1,261,665	1,656	(686)	-	-	970
Shares issued pursuant to exercise of DSUs	9	100,000	343	-	-	-	343
Shares issued pursuant to exercise of warrants	12	2,120,000	318	-	-	-	318
Share issuance costs		-	(10,490)	-	-	-	(10,490)
Share-based payment expense		-	-	4,851	-	-	4,851
Reclassification to liability on modification of RSUs		-	-	(486)	-	-	(486)
Other comprehensive income		-	-	-	53	-	53
Net loss for the year		-	-	-	-	(13,623)	(13,623)
Balance, December 31, 2023		332,466,258	\$ 520,890	\$ 10,140	\$ 111	\$ (73,080)	\$ 458,061
Shares issued	12	86,223,089	361,004	-	-	-	361,004
Flow-through share premium liability	12	-	(11,767)	-	-	-	(11,767)
Shares issued pursuant to exercise of stock options	12	2,150,069	4,342	(1,747)	-	-	2,595
Shares issued pursuant to exercise of DSUs	9	75,000	310	-	-	-	310
Share issuance costs (net of taxes)	12,16	-	(770)	-	-	-	(770)
Share-based payment expense	12	-	-	5,265	-	-	5,265
Other comprehensive loss		-	-	-	(163)	-	(163)
Net loss for the year		-	-	-	-	(18,874)	(18,874)
Balance, December 31, 2024		420,914,416	\$ 874,009	\$ 13,658	\$ (52)	\$ (91,954)	\$ 795,661

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

FORAN

Consolidated Statements of Cash Flows

(Expressed in thousands of Canadian dollars)

For the years ended December 31,	Note	2024	2023
Cash provided by (used in)			
Operations			
Net loss for the year		\$ (18,874)	\$ (13,623)
Adjustments for:			
Loss on sale of equipment		-	143
Deferred income tax expense	16	6,294	-
Flow-through share premium recovery	8	(10,935)	(5,168)
Share-based payment expense		4,429	6,004
Interest expense	14	8,086	5,598
Unrealized foreign exchange		13,705	(1,355)
Changes in non-cash working capital:			
Accounts and other receivables		(1,821)	(793)
Prepaid expenses and deposits		29	(133)
Accounts payable and accrued liabilities		(1,940)	3,043
		(1,027)	(6,284)
Investing			
Restricted cash released	4	3,466	-
Restricted cash posted	4	(141,420)	-
Prepaid lease	5	(10,734)	-
Proceeds from sale of investments		249	-
Purchase of investments		-	(350)
Exploration and evaluation expenditures		(124,347)	(105,090)
Purchase of plant and equipment		(185,201)	-
		(457,987)	(105,440)
Financing			
Credit facility drawdowns (net transaction costs)	11	197,054	-
Credit facility repayments	11	(1,265)	-
Interest paid		(465)	-
Lease payments		(237)	(448)
Shares issued	12	361,004	300,038
Share issue costs paid	12	(3,986)	(10,490)
Exercise of stock options	12	2,595	970
Exercise of warrants		-	318
		554,700	290,388
Increase in cash and cash equivalents		95,686	178,664
Impact of foreign exchange on cash and cash equivalents		1,461	501
Cash and cash equivalents, beginning of year		266,487	87,322
Cash and cash equivalents, end of year		\$ 363,634	\$ 266,487
Cash and cash equivalents is comprised of:			
Cash		363,634	266,487
		\$ 363,634	\$ 266,487

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Foran Mining Corporation (the "**Company**") is a public company listed on the Toronto Stock Exchange and OTCQX, incorporated under the laws of British Columbia.

The Company's principal business activity is the acquisition, exploration and development of mineral properties with the objective of discovering mineral reserves and the development of an operating mine. The Company's flagship property is its 100% owned McIlvenna Bay property ("**McIlvenna Bay Property**") in Saskatchewan, Canada, located approximately 65 kilometres ("km") west of Flin Flon, Manitoba. The Company holds its interest in the McIlvenna Bay Property through its wholly-owned subsidiary, McIlvenna Bay Operating Ltd. ("**MBO**").

The McIlvenna Bay Property holds a copper-zinc-gold-silver rich volcanic-hosted massive sulphide deposit ("**McIlvenna Bay Deposit**") that is in the development and construction stage, and nearby Tesla Zone and Bigstone Deposit.

The Company's head office, registered and records office is located at 904 - 409 Granville Street, Vancouver, British Columbia, V6C 1T2.

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company realized a net loss of \$18,874 for the year ended December 31, 2024 (December 31, 2023: \$13,623). As at December 31, 2024, the Company had an accumulated deficit of \$91,954 (December 31, 2023: \$73,080). In assessing whether the going concern assumption is appropriate, management took into account all available information about the future, which is at least, but not limited to, twelve months from the reporting date.

The Company has incurred significant operating losses in its exploration and development operations, and its ability to continue as a going concern is dependent upon obtaining additional financing to complete the exploration and development of its projects and achieve future profitable production or receiving proceeds from the disposition of its projects. While the Company has been successful in securing financing to date, there can be no assurances that it will be able to do so in the future, therefore, a material uncertainty exists that may cast significant doubt about the Company's ability to continue as a going concern.

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

2. BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("**IFRS**"), as issued by the International Accounting Standards Board ("**IASB**").

These consolidated financial statements were prepared on a historical cost basis using the accrual basis of accounting, except for investments which are measured at fair value (Note 13) at the end of each reporting period and Deferred Share Units ("**DSUs**") and Restricted Share Units ("**RSUs**") which are measured based on the period end market value of the Company's shares.

The presentation of certain prior year amounts has been conformed to the presentation adopted in the current period, including the presentation of the revaluation of deferred share units within share-based payment expense.

The Board of Directors (the "**Board**") approved these consolidated financial statements on March 20, 2024.

3. MATERIAL ACCOUNTING POLICIES

(a) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, McIlvenna Bay Operating Ltd.

A subsidiary is an entity in which the Company has control, where control requires exposure or rights to variable returns and the ability to affect those returns through power over the investee. All intercompany balances and transactions have been eliminated upon consolidation.

(b) Use of estimates and judgments

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, profit and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to the following:

(i) *Assumptions and estimation uncertainties*

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

Stock option expense

The fair value of share-based payments is subject to the limitations of the Black-Scholes option pricing model that incorporates market data and involves uncertainty in estimates used by management in the assumptions. Because the Black-Scholes option pricing model requires the input of highly subjective assumptions, including the volatility of share prices, changes in subjective input assumptions can materially affect the fair value estimate.

Decommissioning obligations

Decommissioning obligations are measured based on the present value of estimated future costs. Such estimates require extensive estimates about the nature, cost and timing of the work to be completed, and may change with future changes to costs, environmental laws and regulations, and remediation practices.

(ii) *Judgments*

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

The going concern assumption

The assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but is not limited to, 12 months from the reporting date. In evaluating whether the going concern assumption is appropriate, management considers

cash on hand at year end and makes judgments related to planned expenditures for at least 12 months from the reporting date. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

Impairment

The assessment of whether there are any indicators of impairment or recovery of right-of-use assets, mineral property, plant and equipment and exploration and evaluation assets is dependent upon factors such as mineral reserves and resources, economic and market conditions and the useful lives of assets. Judgment is required in assessing the appropriate level of cash generating units ("**CGU**") to be tested for such impairment, if facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Determination of technical feasibility and commercial viability

The determination of technical feasibility and commercial viability of a mineral property requires judgement and takes into account, among other factors, a combination of the extent to which mineral reserves or mineral resources have been defined in a definitive feasibility study in accordance with National Instrument 43-101, Standards of Disclosure for Mineral Projects; the results of any optimization studies and further technical evaluation carried out to mitigate project risks identified in the definitive feasibility study; the status of environmental permits; and the status of mining leases or permits.

(c) Right-of-use asset and leases

The Company assesses whether a contract is or contains a lease at the inception of a contract. The Company recognizes a right-of-use asset ("**ROU asset**") and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, at the commencement of the lease, with the following exceptions:

- the Company has elected not to recognize ROU assets and liabilities for leases where the total lease term is less than or equal to 12 months: or
- for leases of low value.

The ROU asset is initially measured based on the present value of lease payments, lease payments made at or before the commencement date, and any initial direct costs. They are subsequently measured at cost less accumulated amortization and impairment losses. The ROU asset is depreciated over the shorter of the lease term or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate. Lease payments include fixed payments and any variable lease payments where variability depends on an index or rate, less any lease incentives. When the lease contains an extension or purchase option that the Company considers reasonably certain to be exercised, the cost of the option is included in the lease payments.

Variable lease payments that do not depend on an index or rate are not included in the measurement of the ROU assets and lease liabilities. The related payments are recognized as an expense in the period in which the triggering event occurs and are included in the consolidated statements of loss and comprehensive loss.

(d) Exploration and evaluation assets

The Company capitalizes exploration and evaluation expenditures, net of recoveries, for expenditures incurred after it has obtained legal rights to explore a specific area and before technical feasibility and commercial viability of extracting mineral resources are demonstrable. Plant and equipment used in exploration activities is recognized as exploration and evaluation assets. The Company recognizes the payment or receipt of amounts required under

option agreements as an addition or reduction, respectively, in the carrying amount of the property under option when paid or received.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mineral properties within mineral property, plant and equipment.

Recoverability of the carrying amount of the exploration and evaluation assets is dependent on successful development and commercial exploitation or, alternatively, sale of the respective areas of interest. If the properties are abandoned, allowed to lapse, there is little prospect of further work being carried out by the Company or if circumstances suggest that an asset's carrying amount is not recoverable, the exploration and evaluation assets are written down immediately to their recoverable amount.

(e) Mineral properties, plant and equipment

Property, plant and equipment

Property, plant and equipment, which includes buildings, plant, equipment, mobile equipment, furniture and fixtures and other equipment, are initially recorded at cost, including acquisition costs, any costs attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, and the initial estimate of costs of dismantling and removing the asset. Property, plant and equipment are subsequently measured at cost, less accumulated depreciation and accumulated impairment losses. Depreciation commences when assets are available for use and is calculated using the straight-line method at rates which depreciate the cost of the assets, less their anticipated residual values, if any, over their estimated useful lives.

The following sets out the useful lives of certain assets that are depreciated using the straight-line basis:

- Mine plant and buildings: Lesser of the life of the mine and 25 years
- Equipment and machinery: 5 to 20 years
- Vehicles: 5 years
- Furniture and fixtures: 5 years
- Other plant and equipment: 5 years

Where an item of building, plant and equipment comprises major components with different useful lives, the components are depreciated separately but are grouped for disclosure purposes. Major overhaul expenditures and the cost of replacement of a major component are depreciated over the average expected period between major overhauls.

Gains and losses on the disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount and are recognized in the Statements of (Income) Loss and Comprehensive (Income) Loss.

Assets under construction

Assets under construction include the costs of the construction of mining and processing facilities on a mineral property for which technical feasibility and commercial viability have been demonstrated.

Assets under construction are not considered to be available for use and are, therefore, not subject to depreciation. When an asset becomes available for use, its cost is transferred from assets under construction to mineral properties or property, plant and equipment, as appropriate.

Mineral properties

The cost of mineral properties includes acquisition, exploration, and development costs of mineral properties or property rights. The costs of underground development, which increases future output by providing access to additional sources of reserves or resources, are capitalized up to the time the area is ready for use.

Mineral properties are recorded at cost less accumulated depletion and impairment charges. When assets are ready for use as intended by management, mineral properties and mine development costs are amortized on a unit-of-production basis over the estimated life of the mine.

Borrowing costs

Borrowing costs related to the construction and development of assets are capitalized to qualifying assets and are included in mineral properties. Qualifying assets are identifiable assets that take a substantial time to prepare for the Company's intended use.

Borrowing costs attributable to the acquisition, construction or production of qualifying assets are added to the cost of those assets until such time as the assets are substantially ready for their intended use.

For funds borrowed specifically to obtain or develop a qualifying asset, the amount capitalized will represent the actual borrowing costs incurred on the specific borrowings less any investment income earned on the temporary investment of those borrowings.

For funds obtained from general borrowings, the amount capitalized will be calculated using a weighted average of rates applicable to all borrowings during the period.

The Company does not capitalize borrowing costs related to exploration and evaluation assets. Borrowing costs which are not related to qualifying assets, including those related to exploration and evaluation assets, are recognized as finance costs in the consolidated statement of loss in the period in which they are incurred.

(f) Impairment of non-financial assets

At each reporting date, the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets are impaired or that a previous impairment may need to be reversed. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs. For the purposes of impairment testing, exploration and evaluation assets are allocated to CGUs to which the exploration activity relates.

The recoverable amount is the higher of the fair value less cost of disposal and value in use. In determining fair value less cost of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or CGU) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

(g) Provisions

(i) *General*

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the consolidated statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

(ii) *Decommissioning obligations*

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the decommissioning of an asset, when those obligations result from the acquisition, construction, development or normal operation of the assets. Such costs are discounted to their net present value using an appropriate risk-free rate and are provided for and capitalized as soon as the obligation to incur such costs arises. These costs are recognized as exploration and evaluation assets and the unwinding of the discount on the provision is recognized in profit or loss.

Estimates of the timing and amount of undiscounted cash flows required to fulfil decommissioning obligations are updated periodically to reflect significant changes in facts and circumstances, and the obligations are remeasured to incorporate any resulting change in these estimates. The capitalized decommissioning cost recognized as mineral property, plant and equipment is correspondingly increased or decreased by the amount of remeasurement.

(h) *Deferred share units*

The Company has a 10% rolling Long-Term Performance Incentive Plan (“**LTIP**”) which allows the Company to grant various awards, including DSUs, to directors, officers, employees and consultants of the Company.

DSU awards are initially charged to profit or loss as share-based payment expense using the market value of the Company’s common shares when the award is granted, with the corresponding liability recorded as deferred share units.

At each reporting date, the liability is revalued using the market value of the Company’s common shares, with the corresponding increase or decrease recorded to profit or loss as a share-based payment expense.

Upon separation from the Company, a participant can, at their election, receive either the equivalent number of common shares in the Company, or the cash equivalent of the fair market value of the DSUs based on a 5-day volume weighted average closing price of the Company’s shares.

(i) *Restricted share units*

In accordance with the Company’s LTIP, RSUs may be granted to directors, officers, employees and consultants of the Company.

Performance vesting conditions are taken into account by adjusting the number of RSUs expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of RSUs that eventually vest.

At each reporting date, the liability is revalued using the market value of the Company’s common shares and the number of RSU’s that have vested, with the corresponding increase or decrease recorded to profit or loss as a share-based payment expense.

Upon vesting and at the election of the Company, each RSU may be settled in cash or shares issued from treasury.

(j) Stock option expense

The fair value of equity-settled share options at the date of grant, as determined using the Black-Scholes option pricing model, is recognized as an expense, with a corresponding increase in equity, over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-market vesting conditions and market vesting conditions are factored into the fair value of the options granted.

Where the terms and conditions of options are modified, any incremental increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Upon exercise, shares are issued from treasury and the amount related to the equity-settled share option reflected in the share-based payments reserve is credited to share capital along with any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period.

(k) Warrants

Proceeds received on issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the market trading price of the common shares, and any excess is allocated to warrants.

(l) Flow-through shares

The Company has financed a portion of its exploration expenditures through the issuance of flow-through shares. Canadian income tax law permits the Company to transfer the tax deductibility of qualifying resource expenditures financed by such shares to the flow-through shareholders, resulting in no exploration deductions for tax purposes to the Company. The shares are usually issued at a premium to the trading price of the Company's shares.

On issuance, the Company allocates the flow-through share proceeds to i) share capital, ii) warrants, and iii) a flow-through share premium, if any, using the residual value method. The premium is a reflection of the value of the income tax benefits that the Company must pass on to the flow-through shareholders. Any premium is recorded as a flow-through share premium liability which is reversed into profit or loss as other income when the eligible expenditures are incurred.

At the end of a period, the flow-through share premium liability consists of the portion of the premium on flow-through shares that corresponds to the portion of qualifying exploration expenditures that have not yet been incurred.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a prescribed period.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Lookback Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

(m) Government grants

Government grants received or receivable in respect of mineral property, plant and equipment or exploration and evaluation assets are reflected as a reduction of the cost of the mineral property, plant and equipment or exploration and evaluation asset.

(n) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in net loss, except to the extent that they relate to a business combination, or items recognized directly in equity or in other comprehensive loss.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect of previous periods. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the period-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill, and temporary differences arising on the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

(o) Foreign currency translation

The functional and presentation currency of the Company is the Canadian dollar.

In preparing the financial statements, transactions in currencies other than the functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value is determined. Non-monetary items that are measured at historical cost in a foreign currency are not retranslated. Foreign currency differences are recognized in profit or loss.

(p) Financial instruments

(i) *Financial assets*

Recognition and measurement of financial assets

The Company recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

Classification of financial assets

The Company classifies financial assets at initial recognition as financial assets: measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost.

- The Company's business model for such financial assets is to hold the assets in order to collect contractual cash flows, and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

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

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included in other comprehensive income. On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis. These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Financial assets measured at fair value through profit or loss ("FVTPL")

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

Derecognition of financial assets

The Company derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Company transfers substantially all the risks and rewards of ownership of the financial asset. Any interests in transferred financial assets that are created or retained by the Company are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

(ii) Financial liabilities

Recognition and measurement of financial liabilities

The Company recognizes financial liabilities when it becomes a party to the contractual provisions of the instruments.

Classification of financial liabilities

The Company classifies financial liabilities at initial recognition as financial liabilities: measured at amortized cost or measured at fair value through profit or loss.

Financial liabilities measured at amortized cost

A financial liability at amortized cost is initially measured at fair value less transaction cost directly attributable to the issuance of the financial liability. Subsequently, the financial liability is measured at amortized cost based on the effective interest rate method.

Financial liabilities measured at fair value through profit or loss

A financial liability measured at fair value through profit or loss is initially measured at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial liability is re-measured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

Derivatives

Derivative financial liabilities are measured at FVTPL. The Company, at initial recognition, may designate a hybrid financial liability that contains embedded derivative financial instruments, at FVTPL. For such financial liabilities recorded at FVTPL, the change in fair value due to changes in the Company's credit risk is recorded in other comprehensive income, with the remainder of the change in fair value recorded in profit and loss.

Derecognition of financial liabilities

The Company derecognizes a financial liability when the financial liability is discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the profit or loss.

(iii) Offsetting financial assets and liabilities

Financial assets and liabilities are offset and the net amount is presented in the consolidated statement of financial position only when the Company has a legally enforceable right to set off the recognized amounts and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(iv) 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 financial asset 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 losses. The Company shall recognize in the consolidated statement 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 of expected credit losses (or reversal) that is required to be recognized.

(q) Recently issued accounting pronouncements

IFRS 18 Presentation and Disclosure in the Financial Statements

On April 9, 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. IFRS 18 replaces IAS 1 Presentation of Financial Statements. IFRS 18 carries forward many of the requirements of IAS 1, but introduces significant changes to the structure of a company's statement of income (loss). The standard is applicable for annual reporting periods beginning on or after January 1, 2027, with earlier adoption permitted. The Company is currently evaluating the impact of the adoption of the standard.

4. RESTRICTED CASH

On August 9, 2024, the Company obtained a \$19,300 letter of guarantee in support of its obligations related to Saskatchewan Power Corporation's construction of a hydropower transmission line. This letter of guarantee is secured by restricted cash of \$5,800 and a performance security bond of \$13,500 provided by Export Development Canada.

On August 15, 2024, the Company's surety bond to support a possible future reclamation and closure obligation in accordance with the approval to operate permit for the Company's McIlvenna Bay Project was reduced from \$14,910 to \$5,475 upon a review by the Saskatchewan Ministry of Environment. As a result, the amount of restricted cash required to be placed by the Company to secure the surety bond was reduced from \$4,287 to \$821.

On October 2, 2024, in accordance with the Amended Credit Facility (defined in note 11), gross proceeds of US\$100,000 have been advanced into a debt proceeds account ("DPA"), net of 3% transaction costs. Funds advanced to the DPA will accumulate interest and proceeds from the DPA will be released to the Company upon satisfaction of certain release conditions. As at December 31, 2024 the balance of the DPA was \$135,620.

5. PREPAID LEASE

Amounts recognized as prepaid lease relate to amounts advanced to SaskPower for the construction of a hydropower transmission line prior to the line being available for use at the Company's McIlvenna Bay Property.

FORAN

Notes to Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in thousands of Canadian dollars, except share information or as otherwise indicated)

6. EXPLORATION AND EVALUATION ASSETS

A summary of the changes in exploration and evaluation assets is as follows:

Balance, December 31, 2022	\$	140,812
Administration		11,303
Surface prep and exploration decline		12,587
Camp costs		7,844
Consulting		584
Detailed engineering		12,932
Drilling		12,039
Early works		50,540
Community		3,346
Equipment		2,187
Geophysics		2,405
Permitting and licenses		1,502
Total Exploration and evaluation expenditures		117,269
Balance, December 31, 2023	\$	258,081
Acquisition (Note 12)		1,001
Administration		11,202
Surface prep and exploration decline		13,780
Camp costs		8,005
Consulting		789
Detailed engineering		10,375
Drilling		19,596
Early works		58,950
Community		554
Equipment		5,122
Geophysics		1,456
Permitting and licenses		642
Total Exploration and evaluation expenditures		131,472
Reclassification to mineral, property, plant and equipment ⁽¹⁾		(327,484)
Balance, December 31, 2024	\$	62,069

(1) In July 2024, the Company announced it had received Board approval for the construction of the 100% owned McIlvenna Bay Project.

7. MINERAL PROPERTY, PLANT AND EQUIPMENT

A summary of the changes in mineral property, plant and equipment is as follows:

	Mineral Properties	Assets Under Construction	Property, Plant and Equipment	Total
Cost				
Balance, December 31, 2023	\$ -	\$ -	\$ -	-
Reclassification from exploration and evaluation assets ⁽¹⁾	130,329	197,155	-	327,484
Transfers	-	(60,867)	60,867	-
Additions	45,150 ⁽²⁾	193,644	-	238,794
Balance, December 31, 2024	\$ 175,479	\$ 329,932	\$ 60,867	\$ 566,278
Accumulated depreciation				
Balance, December 31, 2023	\$ -	\$ -	\$ -	-
Depreciation	-	-	1,709	1,709
Balance, December 31, 2024	\$ -	\$ -	\$ 1,709	\$ 1,709
Net book value				
Balance, December 31, 2023	\$ -	\$ -	\$ -	-
Balance, December 31, 2024	\$ 175,479	\$ 329,932	\$ 59,158	\$ 564,569

(1) In July 2024, the Company announced it had received Board approval for the construction of the 100% owned McIlvenna Bay Project.

(2) Includes a \$3,325 change in estimate of the decommissioning obligation, \$10,585 of capitalized borrowing costs, \$1,037 of capitalized interest income, \$1,272 share-based compensation expense and \$1,709 of depreciation related to assets used in development activities.

The Company owns a 100% interest in the McIlvenna Bay Project located in Saskatchewan, Canada ("McIlvenna Bay").

Certain claims in the McIlvenna Bay Project are subject to a net tonnage royalty of \$0.75 per tonne of ore extracted.

On November 20, 2024, the Company repurchased the outstanding 1% NSR interest on McIlvenna Bay from Cameco Corporation and BHP Billiton Limited for \$1,000.

As at December 31, 2024, accounts payable and accrued liabilities included \$63,215 related to construction expenditures. As at December 31, 2023 accounts payable accrued liabilities included \$24,766 related to exploration and evaluation expenditures.

As at December 31, 2024, advances to suppliers of \$1,606 (December 31, 2023: \$7,034) is primarily related to equipment to be used in construction activities, which are expected to be delivered within the next 12 to 24 months.

Notes to Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in thousands of Canadian dollars, except share information or as otherwise indicated)

8. FLOW-THROUGH SHARE PREMIUM LIABILITY

A summary of the changes in the Company's flow-through share premium liability was as follows:

Balance, December 31, 2022	\$	-
Premium on issuance of flow-through shares		12,252
Reduction due to qualifying expenditures		(5,168)
Balance, December 31, 2023		7,084
Premium on issuance of flow-through shares (note 12)		11,767
Reduction due to qualifying expenditures		(10,935)
Balance, December 31, 2024	\$	7,916

As at December 31, 2024, the Company is required to spend \$20,182 of qualifying exploration expenditures by December 31, 2025 to satisfy the remaining flow-through share premium liability of \$7,916.

9. SHARE-BASED PAYMENT LIABILITIES

The Company has a LTIP that allows the Company to grant various awards, including DSUs and RSUs, to directors, officers, employees and consultants of up to an aggregate maximum of 10% of the common shares outstanding.

A continuity of the changes in the DSUs outstanding is as follows:

	Number of units		Value
Outstanding, December 31, 2022	1,742,375	\$	5,210
Granted	150,000		501
Exercised	(100,000)		(343)
Revaluation	-		1,623
Outstanding, December 31, 2023	1,792,375	\$	6,991
Granted	75,000		293
Exercised	(75,000)		(310)
Revaluation	-		70
Outstanding, December 31, 2024	1,792,375	\$	7,044

A continuity of the changes in the RSUs outstanding is as follows:

	Number of units		Value
Outstanding, December 31, 2022	-	\$	-
Reclassification from share-based payment reserve	297,500		486
Settled	(60,833)		(226)
Revaluation	-		409
Outstanding, December 31, 2023	236,667	\$	669
Granted	207,500		-
Settled	(99,167)		(409)
Forfeited	(68,333)		(276)
Revaluation	-		758
Outstanding, December 31, 2024	276,667	\$	742
Total share-based payment liabilities outstanding, December 31, 2024	2,069,042	\$	7,786

10. DECOMMISSIONING OBLIGATION

The decommissioning obligation represents the estimated cost for restoration and rehabilitation of environmental disturbances at McIlvenna Bay. The total undiscounted estimated future cash flows required to settle the obligation as at December 31, 2024 are \$5,682 (December 31, 2023: \$1,341), which have been inflated at an average rate of

1.82% (December 31, 2023: 1.62%) per annum and discounted at an average rate of 3.33% per annum (December 31, 2023: 3.02%). The measurement of the obligation assumes settlement of the decommissioning obligation between 2040 and 2050. The nature, cost and timing of the work to be completed require estimation and are subject to change with future changes to costs, environmental laws and regulations, and remediation practices. Actual outcomes may differ materially from these estimates.

A continuity of the changes in the decommissioning obligation outstanding is as follows:

Balance, December 31, 2023	\$	1,034
Changes in estimates		3,325
Expenditure incurred		-
Balance, December 31, 2024	\$	4,359

11. CREDIT FACILITIES

A continuity of the changes in the Credit Facilities outstanding is as follows:

	Senior Credit Facility ^{(a)(1)}	Equipment Finance Facility ^(b)	Total
Outstanding, December 31, 2022	\$ 33,478	-	33,478
Finance Charges	5,598	-	5,598
Foreign exchange (gain) loss	(854)	-	(854)
Outstanding, December 31, 2023	\$ 38,222	-	38,222
Principal amount drawn-down	172,787	28,317	201,104
Principal amount repaid	-	(1,265)	(1,265)
Fair value discount	(4,050)	-	(4,050)
Interest and finance charges ⁽²⁾	18,073	-	18,073
Foreign exchange (gain) loss	15,166	-	15,166
Balance, December 31, 2024	\$ 240,198	27,052	267,250
Credit facilities - Current			5,618
Credit facilities - Non-Current			261,632

(1) As at December 31, 2024, the Company has drawn US\$157,500 of principal and accumulated US\$11,908 of deferred interest.

(2) Includes a loss on debt modification of \$5,547 (US\$4,129) and accrued interest.

(a) Senior Credit Facility

On December 20, 2022, the Company entered into a senior secured project credit facility with MBO, as borrower, the Company, as guarantor, Sprott Resource Lending Corp., as lead arranger, and Sprott Private Resource Lending III (Collector-1), LP, ("**Sprott**") as lender (the "**Senior Credit Facility**").

On October 1, 2024, the Senior Credit Facility was amended and restated in its entirety and upsized to US\$250 million from US\$150 million (the "**Amended Credit Facility**"). The Amended Credit Facility has the following key terms:

- US\$250 million non-revolving facility with a maturity date of September 30, 2031 (the "**Maturity Date**").
- Interest shall accrue at a floating rate of 6.95% per annum plus the greater of the Term 3 Month Secured Overnight Financing Rate and 2.00% per annum. Interest costs may be deferred and capitalized until March 31, 2026.
- The Company shall also pay annual anniversary interest to Sprott beginning in the first quarter of 2027, equal to 2.00% of the aggregate outstanding facility balance, inclusive of all deferred interest, on the payment date. The anniversary interest is payable in cash or shares at the Company's election and is not due as of and from either a change of control of the Company or any potential refinancing of the facility.

- Principal repayments will commence on June 30, 2027, and the Company shall pay to Sprott equal repayments of the principal amount of the Amended Credit Facility, including capitalized interest and other costs, in an amount equal to 2.65% of the outstanding principal amount of the Amended Credit Facility on a quarterly basis until June 30, 2031. The remainder of the scheduled principal payments are due upon the Maturity Date.
- Sprott has the right to sweep proceeds received by the Company from any investment tax credits (“ITC”) received up to a total of US\$100 million. Any ITC sweep repayments shall be applied as principal payments against scheduled amortization payments, in reverse order of the Maturity Date, and shall only occur after the Company has received US\$25 million of potential ITC proceeds.
- The Company may elect to prepay the outstanding principal amount in whole, including all accrued interest, at any time subsequent to December 20, 2026 (the “**Voluntary Prepayment Option**”). The Company would incur a premium of between 3% - 4% of the total amount prepaid in exercising the Voluntary Prepayment Option on or before December 20, 2028, and a 0% premium thereafter.
- The Company’s obligations under the Amended Senior Credit Facility are guaranteed by the realizable value of the Company’s assets. In addition, the Company is expected to maintain compliance with specified covenants (including financial covenants). The Company was in compliance with all covenants contained in the Senior Credit Facility as at December 31, 2024.

The Company determined that the Senior Credit Facility was substantially modified, resulting in the recognition of a loss on extinguishment of the Senior Credit Facility \$5,547 and the recognition of the Amended Credit Facility at fair value on October 1, 2024.

(b) Equipment Finance Facility

On September 7, 2023, the Company announced it secured an equipment finance arrangement (“**Equipment Finance Facility**”) with Sandvik Financial Services Canada. The Equipment Finance Facility is intended to cover the initial battery electric vehicle mining fleet and essential components such as charging stations and batteries used for the continued exploration, development and operation of the McIlvenna Bay Project. The Equipment Finance Facility contains the following key terms:

- Up to \$67 million in draws, which will be initiated, at the Company’s election, as equipment is delivered to the project site.
- Interest shall accrue at a fixed rate of 3.20% per annum plus the 5-year Canadian overnight index swap rate at the date of the draw.
- Interest and principal repayments on drawn amounts will commence immediately over a 60-month period.

12. SHARE CAPITAL

(a) Authorized and issued

The Company is authorized to issue an unlimited number of common shares, non-voting shares and preference shares, each with no par value. At December 31, 2024, 393,136,638 common shares and 27,777,778 non-voting shares were issued and outstanding.

The rights, privileges, restrictions and conditions of the non-voting shares are identical to those of the common shares, except that the non-voting shares will not entitle the holder thereof to vote at a shareholder meeting and that the non-voting shares may be converted, at the option of the holder, on a one-to-one basis into common shares. Once a non-voting share is converted into a common share, it shall have all the rights and privileges that attach to the common shares.

The subscription agreement entered into between the Company and affiliates of Fairfax Financial Holdings Limited (collectively, "Fairfax") in 2021, contains certain restrictions on the conversion of the 27,777,778 non-voting shares held by Fairfax. Such non-voting shares can only be converted to common shares upon a change of control event or upon disposal of the non-voting shares by Fairfax.

(b) Private placement financings

On November 26, 2024, the Company announced that it had entered into an option agreement with Voyageur Mineral Explorers Corp. to acquire a 100% interest in Voyageur's Hanson Lake property. Under the terms of the agreement, the Company made an initial payment of \$1,000 by way of the issuance of 238,835 common shares for the right to explore the Hanson Lake property for five years with no minimum spending requirement. The Company also holds the option to acquire 100% of the property for a one-time payment of \$10,000, in cash or common shares, at the Company's election during this period.

On August 8, 2024, the Company completed the first tranche of a private placement financing totaling 68,465,540 common shares for gross proceeds of \$289,053. The Company issued 63,963,666 common shares at a price of \$4.05 per share for gross proceeds of \$259,053, 2,906,977 common shares on a flow-through basis at a price of \$6.88 per flow-through share for gross proceeds of \$20,000 and 1,594,897 common shares on a flow-through basis at a price of \$6.27 per flow-through share for gross proceeds of \$10,000. On September 17, 2024, the Company completed the second tranche of a private placement financing totaling 17,518,713 common shares at a price of \$4.05 per share for gross proceeds of \$70,951. Share issue costs totaled \$3,986.

As a result of subscribers paying a premium for the flow-through shares, the Company allocated \$11,767 of the gross proceeds of the flow-through shares to the flow-through share premium liability and the remaining \$18,233 to share capital.

On December 12, 2023, the Company completed a private placement financing totaling 47,913,000 common shares for gross proceeds of \$200,000. The Company issued 46,350,000 common shares at a price of \$4.10 per share for gross proceeds of \$190,000 and 1,563,000 common shares on a flow-through basis at a price of \$6.40 per flow-through share for gross proceeds of \$10,000. Share issue costs totaled \$5,519.

As a result of subscribers paying a premium for the flow-through shares, the Company allocated \$3,595 of the gross proceeds of the flow-through shares to the flow-through share premium liability and the remaining \$6,408 to share capital.

On March 27, 2023, the Company completed a private placement financing totaling 24,687,300 common shares for gross proceeds of \$100,000. The Company issued 20,270,300 common shares at a price of \$3.70 per share for gross proceeds of \$75,000 and 4,417,000 common shares on a flow-through basis at a price of \$5.66 per flow-through share for gross proceeds of \$25,000. Share issue costs totaled \$4,971.

As a result of subscribers paying a premium for the flow-through shares, the Company allocated \$8,657 of the gross proceeds of the flow-through shares to the flow-through share premium liability and the remaining \$16,343 to share capital.

(c) Stock options

The Company's LTIP allows the Company to grant various awards, including stock options, to directors, officers, employees and consultants of up to an aggregate maximum of 10% of the common shares outstanding. The exercise price, term and vesting period of each option are determined by the Board within regulatory guidelines.

A continuity of the stock options is as follows:

FORAN

Notes to Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in thousands of Canadian dollars, except share information or as otherwise indicated)

	Number of options	Weighted average exercise price
Outstanding, December 31, 2022	14,270,000	\$ 0.86
Granted ⁽¹⁾	3,465,000	3.53
Exercised ⁽²⁾	(1,261,665)	0.77
Forfeited	(325,000)	3.24
Outstanding, December 31, 2023	16,148,335	\$ 1.39
Granted ⁽¹⁾	2,217,500	3.98
Exercised ⁽²⁾	(2,150,069)	1.21
Forfeited	(433,332)	3.23
Outstanding, December 31, 2024	15,782,434	\$ 1.73

(1) Weighted average fair value of \$2.49 for the year ended December 31, 2024 (2023: \$2.10)

(2) Weighted average market price of shares issued on the date the options were exercised was \$3.94 for the year ended December 31, 2024 (2023: \$3.33)

The following stock options were outstanding as at December 31, 2024:

Outstanding	Exercisable	Weighted average exercise price	Expiry date	Weighted average remaining life (in years)
200,000	200,000	\$0.34	April 4, 2025	0.26
675,000	675,000	\$0.09	April 3, 2025	0.25
6,000,000	6,000,000	\$0.20	November 7, 2025	0.85
925,000	925,000	\$1.05	April 21, 2026	1.30
600,000	600,000	\$1.33	May 5, 2026	1.34
8,333	8,333	\$2.13	September 13, 2026	1.70
200,000	200,000	\$2.02	September 28, 2026	1.74
125,000	125,000	\$2.43	October 18, 2026	1.80
200,000	133,333	\$2.22	January 31, 2027	2.08
1,469,936	958,268	\$2.35	March 17, 2027	2.21
250,000	183,333	\$2.02	May 16, 2027	2.37
75,000	50,000	\$2.47	June 16, 2027	2.46
13,333	6,666	\$2.46	August 22, 2027	2.64
25,000	16,667	\$2.48	September 19, 2027	2.72
16,666	8,333	\$2.25	October 24, 2027	2.81
1,206,666	396,667	\$3.34	January 20, 2028	3.05
200,000	66,667	\$3.22	February 23, 2028	3.15
400,000	133,333	\$3.43	May 11, 2028	3.36
100,000	50,000	\$3.42	June 1, 2028	3.42
25,000	8,333	\$3.72	May 1, 2028	3.33
150,000	50,000	\$3.54	July 11, 2028	3.53
125,000	41,667	\$3.88	August 23, 2028	3.65
30,000	10,000	\$3.90	August 30, 2028	3.67
250,000	-	\$3.89	September 21, 2028	3.73
250,000	83,333	\$4.33	November 1, 2028	3.84
175,000	58,333	\$4.02	December 8, 2028	3.94
50,000	-	\$4.15	January 29, 2029	4.08
1,582,500	-	\$3.91	March 1, 2029	4.17
125,000	-	\$4.13	March 11, 2029	4.19
200,000	-	\$4.50	May 29, 2029	4.41
100,000	-	\$3.95	July 8, 2029	4.52
30,000	-	\$3.68	September 3, 2029	4.68
15,782,434	10,988,266	\$1.73		1.97

The fair value of the stock options that were granted during the years ended December 31, 2024 and 2023 was calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2024	2023
Risk-free interest rate	2.76%-3.88%	2.99%-4.40%
Expected stock price volatility	73%-74%	75%-85%
Expected dividend yield	0.00%	0.00%
Expected option life in years	5.0	5.0

(d) Share purchase warrants

The following warrants were outstanding at December 31, 2023 and December 31, 2024:

Warrants outstanding and exercisable	Expiry Date	Weighted average exercise price
5,714,285	November 25, 2025	\$ 0.25

13. FINANCIAL INSTRUMENTS

The Company examines the various financial instruments to which it is exposed and assesses the impact and likelihood of those risks. These risks include credit risk, liquidity risk and market risk (including interest rate, currency and other price risk). The risk related to financial instruments is managed by senior management of the Company under policies and directions approved by the Board. Relevant policies include the Treasury Management Policy and the Market Price Risk Management Policy. The Board monitors these policies on an annual basis.

(a) 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 receivable and other	Amortized cost
Investments	FVTOCI
Restricted cash	Amortized cost
Accounts payable	Amortized cost
Accrued liabilities	Amortized cost
Credit Facilities	Amortized cost

The fair value of Company's financial instruments carried at amortized cost approximate their carrying values due to their short-term nature or, in the case of the credit facilities, due to the instrument bearing interest at a rate that approximates a market rate of interest.

(b) Credit risk

Credit risk is the risk of an unexpected loss if a party to a financial instrument fails to meet its contractual obligation. The credit risk associated with cash and cash equivalents and restricted cash is minimized as these financial instruments are held with major Canadian commercial banks. In respect of accounts receivable, the

Company is not exposed to significant credit risk as the majority consists of amounts due from Canadian governmental agencies.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company has in place a planning and budgeting process to determine the funds required to support the Company's operating requirements as well as its planned capital expenditures. The Company manages its financial resources to ensure there is sufficient working capital to fund near term planned exploration work and operating expenditures. The Company has considerable discretion to reduce or increase plans or budgets depending on current or projected liquidity.

A maturity analysis of the Company's financial liabilities, including interest, and its contractual commitments is set out below:

<i>(Millions of dollars)</i>	Total	Due in less than one year	Due in one to three years	Due in four to five years	Due after five years
Accounts payable and accrued liabilities	66.7	66.7	-	-	-
Leases	14.7	14.7	-	-	-
Construction commitments ⁽¹⁾	74.6	74.6	-	-	-
Credit Facilities	480.6	6.0	163.0	128.0	183.6

(1) Certain contractual commitments may contain cancellation clauses; however, the Company discloses its commitments based on management's intent to fulfill the contracts.

The lease commitments disclosed above include \$14,500 of commitments related to short-term leases. During the year ended December 31, 2024, payments of \$10,062 related to short-term leases were recorded as additions to exploration and evaluation assets and mineral property, plant and equipment.

(d) Market risk

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to interest rate risk through the interest accrued on the Credit Facilities and interest earned on cash and cash equivalents. A 1% change in short-term interest rates would not have a material impact on net loss or comprehensive loss.

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign currency exchange rates. The Company is exposed to foreign currency risk in terms of its US-denominated cash and restricted cash (US\$21,696) and Senior Credit Facility (US\$169,408). A 10% change in the US foreign currency exchange rates would result in a \$9,409 change to other (income) expenses.

(iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financing instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk or foreign currency risk. The Company is exposed to other price risks in terms of its investments, DSUs and RSUs. A 10% change in market prices would not have a material impact on net loss or comprehensive loss.

14. OTHER (INCOME) EXPENSES

The continuity of the Other (income) expenses for the years ended December 31, 2024 and 2023 is as follows:

	Note	2024	2023
Interest income ⁽¹⁾	\$	(12,307)	\$ (4,081)
Interest expense ⁽²⁾		8,086	5,598
Foreign exchange		10,793	(447)
Flow-through share premium (note 8)		(10,935)	(5,168)
Other		(43)	112
Total	\$	(4,406)	\$ (3,986)

(1) During the year ended December 31, 2024, DPA interest income of \$1,037 was capitalized as Mineral Properties (Note 7) (2023: Nil)

(2) The Company began capitalizing interest expenses as Mineral Properties as a result of the Board's approval of the construction of the 100% owned McIlvenna Bay Project in July 2024. During the year ended December 31, 2024, interest expense of \$10,585 was capitalized as Mineral Properties (Note 7) (2023: Nil)

15. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders. The Company's strategy remains unchanged from the year ended December 31, 2023.

The Company considers the items included in equity as capital. The Company manages the capital structure and makes adjustments to it in response to 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, or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares annual or interim expenditure budgets that are updated as necessary. The budgets are approved by the Board.

The Company's treasury management policy allows for the investment of cash in highly rated liquid short-term interest-bearing investments with an initial term to maturity of two years or less. The Company does not pay dividends.

As of December 31, 2024, other than certain restrictive covenants related to incurring additional indebtedness under the terms of the Credit Facilities, the Company is not subject to any externally imposed capital requirements.

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Notes to Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in thousands of Canadian dollars, except share information or as otherwise indicated)

16. INCOME TAXES

Income tax expense differs from the amount that would result from applying the Canadian federal and provincial income tax rates to loss before income taxes. These differences result from the following items for the years ended December 31:

	2024	2023
(Loss) before Income taxes	\$ (12,580)	\$ (13,623)
Canadian federal and provincial income tax rates	27%	27%
	(3,397)	(3,678)
Increases (decreases) due to		
Non-deductible expenses and other permanent differences	3,336	1,173
Flow-through shares	5,120	2,617
Share issue costs	3,216	-
Change in unrecognized tax assets	(1,981)	(112)
Net income tax expense	\$ 6,294	\$ -

The components of recognized deferred tax assets (liabilities) are as follows:

	December 31, 2024	December 31, 2023
Exploration and evaluation assets	\$ (50,623)	\$ (25,322)
ROU assets	(243)	(33)
Credit facilities	1,096	(640)
Decommissioning obligation	1,177	-
Share issue costs and other	2,410	-
Non-capital losses	43,105	25,995
Deferred income tax	(3,078)	\$ -
Deferred income tax assets	2,573	-
Deferred income tax liabilities	(5,651)	\$ -

The temporary differences and losses for which no deferred tax asset has been recognized are as follows:

	December 31, 2024	December 31, 2023
Share issue costs	\$ 6,588	\$ 9,121
Marketable securities	196	335
Decommissioning obligation	-	1,034
Exploration and evaluation assets	376	-
Capital losses	5,008	4,705
Credit facilities	14,490	-
Non-capital losses	-	7,141
Temporary differences and losses for which no deferred tax asset has been recognized	\$ 26,658	\$ 22,336

In assessing the ability to realize deferred tax assets, management considers whether it is probable that some portion or all of the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those deferred tax assets are deductible.

At December 31, 2024, the Company has non-capital losses that expire as follows:

Between 2039 and 2044	\$ 159,647,689
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17. RELATED PARTY TRANSACTIONS

Key management personnel at the Company are the current Directors and Officers of the Company. Key management personnel, or their related parties, may hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. These transactions are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.

The Company's related party transactions for the years ended December 31 were as follows:

		2024		2023
Short-term benefits ⁽¹⁾	\$	3,765	\$	3,330
Directors' fees ⁽²⁾		237		233
Share-based payments ⁽³⁾		3,997		5,583
Total	\$	7,999	\$	9,146

(1) Short-term benefits consist of salaries and bonuses for key management personnel and fees paid to Gorilleo Advisors Limited, a company controlled by the CEO.

(2) Directors' fees consist of cash retainers paid to the directors.

(3) Share-based payment expense consists of RSUs, DSUs and stock options granted to key management personnel.

18. SUBSEQUENT EVENTS

On January 28, 2025, the Company announced the signing of a contribution agreement with the Canadian Government under the Government's Strategic Innovation Fund, for funding of up to \$41,000 or 15.6% of certain eligible costs incurred prior to December 31, 2026, whichever is lower (the "**SIF Funding**"). In accordance with the contribution agreement, 90% of the SIF Funding will be provided in the form of an unconditional repayable contribution and 10% as a non-repayable contribution. The first repayment in respect of the unconditionally repayable contribution portion is due on April 30, 2032. Draws on the Contribution Agreement are made as eligible costs for investments in battery-electric underground mining equipment and remote-operations control centre, ventilation on demand, heat recovery system integration technologies, water recycling systems, and pyrite removal technologies are incurred.

On December 20, 2024, the Company announced a conditionally approved funding commitment of up to \$20,000 (the "**CMIF Contribution**") from Natural Resources Canada ("**NRCan**") through the Critical Minerals Infrastructure Fund Program. Subsequently, on March 10, 2025, the Company and NRCan entered into a contribution agreement approving the CMIF Contribution in accordance with the terms therein. The CMIF Contribution will support eligible expenses related to the construction of the McIlvenna Bay Project's hydroelectric transmission line, an on-site substation and electrical vehicle charging infrastructure. Up to \$5,780 of the CMIF Contribution is repayable for a period of ten years commencing on January 1, 2027, which repayment shall be in the same ratio as NRCan's contributions to the eligible expenses to be supported by the CMIF Contribution and shall be conditional upon the Company generating net income in connection with the McIlvenna Bay Project. The remainder of the CMIF Contribution is non-repayable.