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**S2 MINERALS INC.**  
**FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED MAY 31, 2024 AND 2023**  
**(EXPRESSED IN CANADIAN DOLLARS)**

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## Independent Auditor's Report

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To the Shareholders of S2 Minerals Inc.:

### Opinion

We have audited the financial statements of S2 Minerals Inc. (the "Company"), which comprise the statements of financial position as at May 31, 2024 and May 31, 2023, and the statements of loss and comprehensive loss, changes in equity and cash flows for the years ended May 31, 2024 and May 31, 2023, and notes to the financial statements, including a summary of material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2024 and May 31, 2023, and its financial performance and its cash flows for the years ended May 31, 2024 and May 31, 2023 in accordance with International Financial Reporting Standards.

### Basis for Opinion

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

### Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company had an accumulated deficit as at May 31, 2024 and incurred a net loss for the year ended May 31, 2024. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. 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, we have determined that there are no key audit matters to communicate in our report.

### Other Information

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

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

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

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, 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 Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### **Auditor's Responsibilities for the Audit of the 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 these 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Brock Stroud.

Toronto, Ontario  
August 20, 2024

*MNP* LLP

Chartered Professional Accountants  
Licensed Public Accountants

**S2 Minerals Inc.**  
**Statements of Financial Position**  
**(Expressed in Canadian Dollars)**

| <b>As at May 31,</b>                              | <b>2024</b>       | <b>2023</b>         |
|---|-------------------|---------------------|
| <b>ASSETS</b>                                     |                   |                     |
| <i>Current</i>                                    |                   |                     |
| Cash  | \$ 367,791        | \$ 999,880          |
| Short-term investments                            | 10,000            | 10,000              |
| Amounts receivable (note 4)                       | 2,841             | 2,563               |
| Prepays   | 1,888             | 8,117               |
| <b>Total current assets</b>                       | <b>382,520</b>    | <b>1,020,560</b>    |
| <i>Non-Current</i>                                |                   |                     |
| Fixed assets (note 5)                             | 187,397           | 209,897             |
| <b>Total non-current assets</b>                   | <b>187,397</b>    | <b>209,897</b>      |
| <b>Total assets</b>                               | <b>\$ 569,917</b> | <b>\$ 1,230,457</b> |
| <b>LIABILITIES</b>                                |                   |                     |
| <i>Current</i>                                    |                   |                     |
| Accounts payable and accrued liabilities          | \$ 30,764         | \$ 181,628          |
| <b>Total current liabilities</b>                  | <b>30,764</b>     | <b>181,628</b>      |
| <b>Total liabilities</b>                          | <b>30,764</b>     | <b>181,628</b>      |
| <b>SHAREHOLDERS' EQUITY</b>                       |                   |                     |
| Share capital (note 10)                           | 3,788,615         | 3,785,365           |
| Contributed surplus (note 10(c))                  | 243,999           | 16,970              |
| Warrants (note 10(d))                             | -                 | 227,029             |
| Deficit   | (3,493,461)       | (2,980,535)         |
| <b>Total shareholders' equity</b>                 | <b>539,153</b>    | <b>1,048,829</b>    |
| <b>Total liabilities and shareholders' equity</b> | <b>\$ 569,917</b> | <b>\$ 1,230,457</b> |

Nature of operations and going concern (note 1)

Approved on behalf of the Board:

"Harvey L.A. Yesno"  
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**Director**

"Daniel Noone"  
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**Director**

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

**S2 Minerals Inc.**  
**Statements of Loss and Comprehensive Loss**  
**(Expressed in Canadian Dollars)**

| <b>Years Ended May 31,</b>   | <b>2024</b>       | <b>2023</b>       |
|--|-------------------|-------------------|
| <b>Operating expenses</b>  |                   |                   |
| Exploration and evaluation (note 12)   | \$ 191,297        | \$ 280,141        |
| Professional fees  | 189,803           | 216,631           |
| Salaries and related costs   | 51,927            | 59,564            |
| Reporting issuer costs   | 39,305            | 39,156            |
| Office and administrative  | 22,680            | 37,801            |
| Travel and accommodation   | 17,058            | 11,317            |
| Stock-based compensation (note 10(c))  | -                 | 4,656             |
| Foreign exchange loss  | 856               | 755               |
| <b>Comprehensive loss for the year</b>   | <b>\$ 512,926</b> | <b>\$ 650,021</b> |
| <b>Net loss per share</b>  |                   |                   |
| - basic and diluted (note 8)   | \$ 0.01           | \$ 0.02           |
| <b>Weighted average number of common shares outstanding - basic and diluted (note 8)</b> | <b>37,910,663</b> | <b>37,397,521</b> |

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

**S2 Minerals Inc.**  
**Statements of Cash Flows**  
**(Expressed in Canadian Dollars)**

| <b>Years Ended May 31,</b>                        | <b>2024</b>       | <b>2023</b>       |
|---|-------------------|-------------------|
| <b>Operating activities</b>                       |                   |                   |
| Net loss for the year                             | \$ (512,926)      | \$ (650,021)      |
| <i>Adjustments for non-cash items:</i>            |                   |                   |
| Stock-based compensation (note 10(c))             | -                 | 4,656             |
| Depreciation (note 5)                             | 22,500            | 15,103            |
| Shares issued for mineral property payments       | 3,250             | 83,697            |
| <i>Changes in non-cash working capital items:</i> |                   |                   |
| Amounts receivable                                | (278)             | 6,179             |
| Prepays   | 6,229             | (3,554)           |
| Accounts payable and accrued liabilities          | (150,864)         | 96,866            |
| Due to related party                              | -                 | (142,527)         |
| <b>Net cash used in operating activities</b>      | <b>(632,089)</b>  | <b>(589,601)</b>  |
| <b>Investing activities</b>                       |                   |                   |
| Purchase of fixed assets (note 5)                 | -                 | (225,000)         |
| <b>Net cash used in investing activities</b>      | <b>-</b>          | <b>(225,000)</b>  |
| <b>Net change in cash</b>                         | <b>(632,089)</b>  | <b>(814,601)</b>  |
| <b>Cash, beginning of year</b>                    | <b>999,880</b>    | <b>1,814,481</b>  |
| <b>Cash, end of year</b>                          | <b>\$ 367,791</b> | <b>\$ 999,880</b> |

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

**S2 Minerals Inc.**  
**Statements of Changes in Equity**  
**(Expressed in Canadian Dollars)**

|   | Number of<br>Shares | Share<br>Capital    | Contributed<br>Surplus | Warrants          | Deficit              | Total               |
|---|---------------------|---------------------|------------------------|-------------------|----------------------|---------------------|
| <b>Balance May 31, 2022</b>               | <b>37,311,334</b>   | <b>\$ 3,701,668</b> | <b>\$ 12,314</b>       | <b>\$ 227,029</b> | <b>\$(2,330,514)</b> | <b>\$ 1,610,497</b> |
| Mineral property payments<br>(note 12)    | 576,315             | 83,697              | -                      | -                 | -                    | 83,697              |
| Stock-based compensation<br>(note 10 (c)) | -                   | -                   | 4,656                  | -                 | -                    | 4,656               |
| Net loss for the year                     | -                   | -                   | -                      | -                 | (650,021)            | (650,021)           |
| <b>Balance, May 31, 2023</b>              | <b>37,887,649</b>   | <b>\$ 3,785,365</b> | <b>\$ 16,970</b>       | <b>\$ 227,029</b> | <b>\$(2,980,535)</b> | <b>\$ 1,048,829</b> |
| Expired warrants                          | -                   | -                   | 227,029                | (227,029)         | -                    | -                   |
| Mineral property payments<br>(note 12)    | 50,000              | 3,250               | -                      | -                 | -                    | 3,250               |
| Net loss for the year                     | -                   | -                   | -                      | -                 | (512,926)            | (512,926)           |
| <b>Balance, May 31, 2024</b>              | <b>37,937,649</b>   | <b>\$ 3,788,615</b> | <b>\$ 243,999</b>      | <b>\$ -</b>       | <b>\$(3,493,461)</b> | <b>\$ 539,153</b>   |

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



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**S2 Minerals Inc.**  
**Notes to Financial Statements**  
**Years ended May 31, 2024 and 2023**  
**(Expressed in Canadian Dollars)**

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## **1. NATURE OF OPERATIONS AND GOING CONCERN**

S2 Minerals Inc. ("S2" or the "Company") was incorporated on November 30, 2020 under the laws of the Province of Ontario, Canada, and its head office is located at 141 Adelaide Street West, Suite 1101, Toronto, Ontario, M5H 3L5.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The Company has an accumulated deficit of \$3,493,461 as May 31, 2024 (May 31, 2023 - \$2,980,535), a working capital of \$351,756 (May 31, 2023 - \$838,932), and a net loss of \$512,926 (May 31, 2023 - \$650,021). The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations and the attainment of profitable operations. These material uncertainties raise significant doubt regarding the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

## **2. BASIS OF PREPARATION**

### **(a) Statement of Compliance**

These financial statements have been prepared in accordance with International Accounting Standards using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These financial statements were approved by the Board of Directors on August 20, 2024.

### **(b) Basis of Measurement**

The financial statements have been prepared on a historical cost basis except for financial instruments classified at fair value through profit or loss ("FVTPL") which are stated at fair values. The accounting policies have been applied consistently throughout all periods presented in these financial statements.

### **(c) Functional and Presentation Currency**

The financial statements are presented in Canadian dollars, which is the functional currency of the Company.

### **(d) Use of Estimates and Judgment**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Areas of judgment that have the most significant effect on amounts recognized in the financial statements are disclosed below.

- Income taxes – measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only become final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.
- Management is required to estimate the inputs used in the Black-Scholes model to value stock options and warrants issued during the year.
- Estimate of useful lives - for depreciable fixed assets, management makes estimates to determine depreciation. Should the actual useful life vary from the initial estimation, future depreciation charges may change. Should the componentization of these like assets change, depreciation charges may vary materially.

### **3. MATERIAL ACCOUNTING POLICIES**

The material accounting policies that have been applied in the preparation of these financial statements are summarized below:

#### **(a) Cash**

Cash comprises of cash held in financial institutions.

#### **(b) Short-term investments**

Short-term investments consist of Canadian Guaranteed Investments which have been designate as fair value through profit or loss. As at each period end, short-term investments are recorded at fair value, with changes recognized in the statement of loss and comprehensive loss.

#### **(c) Exploration and evaluation expenditures**

Exploration and evaluation expenditures include the costs of acquiring licenses and costs associated with exploration and evaluation activity. Exploration and evaluation expenditures are expensed as incurred. Refer to note 3(l).

Once a project has been established as commercially viable and technically feasible, related development expenditure is capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs which give rise to a future benefit.

#### **(d) Fixed Assets**

On the initial recognition, fixed assets are valued at cost, being the purchase price and directly attributable costs of acquisition. Fixed assets are subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses. Gains and losses on disposal of an item are determined by comparing the proceeds from disposal with the carrying cost amount and are recognized on the statement of loss and comprehensive loss.

Depreciation is recognized in the statement of loss and comprehensive loss over their estimated useful lives. Equipment is depreciated over a 10-year useful life.

#### **(e) Warrant and share-based compensation**

The Company grants stock options to buy common shares of the Company to employees, consultants, directors and officers. The Company may also issue warrants to agents as finder's fees. The Company recognizes share-based compensation expense based on the estimated fair value of the warrants and stock options. A fair value measurement is made for each vesting installment within each warrant and stock option grant and is determined using the Black-Scholes option-pricing model. The fair value of the warrants and stock options is recognized over the vesting period of the warrant and stock option granted as either share-based compensation expense, or as share issuance costs when awarded to agents as finders' fees, with a corresponding amount recognized for each of share-based compensation and share issuance costs, in reserves. This measurement includes a forfeiture estimate, which is revised for actual forfeitures in subsequent periods. The reserves account is subsequently reduced if the warrants and stock options are exercised and the amount initially recorded is then credited to share capital.

### **3. MATERIAL ACCOUNTING POLICIES (Continued)**

#### **(e) Warrant and share-based compensation (continued)**

Charges for options or warrants that are cancelled or expire are reclassified from reserves to deficit. In addition, where the terms of a stock option or warrant are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based compensation arrangement, or is otherwise beneficial to the employee as measured at the date of modification over the remaining vesting period.

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

#### **(f) Income Taxes**

Income tax on the profit or loss for the period presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred tax is recorded for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income taxes are recorded to recognize tax benefits only to the extent, based on available evidence, that it is probable that they will be realized. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and at the time of the transaction, does not give rise to equal taxable and deductible temporary differences.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates expected to be applied to temporary differences which may reverse, based on tax laws, enacted or substantively enacted at the statement of financial position date.

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

#### **(g) Basic and Diluted Earnings (Loss) per Share**

Basic earnings (loss) per share is based on the weighted average number of common shares of the Company outstanding during the period. The diluted earnings (loss) per share reflects the potential dilution of common share equivalents, such as outstanding share options, restricted share unit's and warrants, in the weighted average number of common shares outstanding during the period, if dilutive.

#### **(h) Share capital**

Common shares issued by the Company are classified as equity. Costs directly attributable to the issuance of common shares are recognized as a deduction from equity.

### **3. MATERIAL ACCOUNTING POLICIES (Continued)**

#### **(i) Provisions**

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

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

#### **(j) Financial Instruments**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Below is a summary showing the classification and measurement bases of the Company's financial instruments.

|  | <b>Classification</b> |
|--|-----------------------|
| Cash                                     | FVTPL                 |
| Short-term investments                   | FVTPL                 |
| Accounts payable and accrued liabilities | Amortized Cost        |

#### **Financial assets**

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

#### **Financial assets recorded at FVTPL**

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss.

#### **Investments recorded at fair value through other comprehensive income (FVOCI)**

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is made on an investment-by-investment basis.

#### **Amortized cost**

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: (1) the object of the Company's business model for these financial assets is to collect their contractual cash flows, and (2) the asset's contractual cash flows represent "solely payments of principal and interest".

#### **Financial liabilities**

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

### **3. MATERIAL ACCOUNTING POLICIES (Continued)**

#### **(j) Financial Instruments (continued)**

##### Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

##### Financial liabilities recorded FVTPL

Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

##### Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

##### Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

##### Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. 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 profit or loss.

##### Financial instruments at fair value through profit and loss

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at May 31, 2024, the Company did not hold financial instruments recorded at fair value that would require classification within the fair value hierarchy, except for cash and short-term investments (Level 1). The carrying value of the financial instruments noted above approximate their fair value due to the short-term nature of these instruments.

### **3. MATERIAL ACCOUNTING POLICIES (Continued)**

#### **(k) Impairment**

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

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

#### **(l) Accounting policy adopted**

##### Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

AS 1 – Presentation of Financial Statements ("IAS 1") was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2024.

### **4. AMOUNTS RECEIVABLE**

| <b>As at May 31,</b>  | <b>2024</b>     | <b>2023</b>     |
|-----------------------|-----------------|-----------------|
| Sales tax recoverable | \$ 2,841        | \$ 2,563        |
| <b>Total</b>          | <b>\$ 2,841</b> | <b>\$ 2,563</b> |

**S2 Minerals Inc.**  
**Notes to Financial Statements**  
**Years ended May 31, 2024 and 2023**  
**(Expressed in Canadian Dollars)**

**5. FIXED ASSETS**

| <b>Cost</b>                                   | <b>Exploration Equipment</b> |
|---|------------------------------|
| <b>Balance, May 31, 2022</b>                  | \$ -                         |
| Additions                                     | 225,000                      |
| <b>Balance, May 31, 2023 and May 31, 2024</b> | <b>\$ 225,000</b>            |

  

| <b>Accumulated Depreciation</b> | <b>Exploration Equipment</b> |
|---------------------------------|------------------------------|
| <b>Balance, May 31, 2022</b>    | \$ -                         |
| Depreciation                    | 15,103                       |
| <b>Balance, May 31, 2023</b>    | <b>\$ 15,103</b>             |
| Depreciation                    | 22,500                       |
| <b>Balance, May 31, 2024</b>    | <b>\$ 37,603</b>             |

  

| <b>Carrying amounts</b>      | <b>Exploration Equipment</b> |
|------------------------------|------------------------------|
| <b>Balance, May 31, 2023</b> | \$ 209,897                   |
| <b>Balance, May 31, 2024</b> | <b>\$ 187,397</b>            |

**6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The Company manages its exposure to a number of different financial risks arising from operations as well as from the use of financial instruments, including market risks (foreign currency exchange rate and interest rate), credit risk and liquidity risk, through its risk management strategy. The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility. Financial risks are primarily managed and monitored through operating and financing activities. The Company does not use derivative financial instruments. The financial risks are evaluated regularly with due consideration to changes in key economic indicators and to up-to-date market information. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

**(a) Credit Risk**

Credit risk is the financial risk of non-performance of a contracted counter party. The Company's credit risk is primarily attributable to cash and short-term investments. The Company reduces its credit risk by maintaining its cash and short-term investments with reputable financial institutions.

**(b) Liquidity Risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities as they come due. The Company's investment policy is to invest its excess cash in high grade investment securities with varying terms to maturity, selected with regard to the expected timing of expenditures for continuing operations. The Company monitors its liquidity position and budgets future expenditures, in order to ensure that it will have sufficient capital to satisfy liabilities as they come due.

As at May 31, 2024, the Company had current liabilities of \$30,764 and has cash of \$367,791 to meet its current obligations. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

## **6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)**

### **(c) Market Risk**

#### *Interest Rate Risk*

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has no significant risk to future cash flows from interest rate risk. The Company does not use derivative instruments to reduce its exposure to interest rate risk.

## **7. SEGMENTED INFORMATION**

The Company's operations comprise a single reporting operating segment engaged in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in the financial statements also represent segment amounts.

## **8. LOSS PER SHARE**

The calculation of basic and diluted loss per share for the year ended May 31, 2024 was based on the loss attributable to common shares of \$512,926 (May 31, 2023 - loss of \$650,021) and the weighted average number of common shares outstanding of 37,910,663, respectively (May 31, 2023 - 37,397,521).

## **9. CAPITAL MANAGEMENT**

The Company considers its capital to consist of its shareholders' equity balance, which as at May 31, 2024, totaled equity of \$539,153 (May 31, 2023 - \$1,048,829).

The Company's objective when managing capital is to maintain adequate levels of funding to support its exploration activities and to maintain corporate and administrative functions necessary to support operational activities.

The Company manages its capital structure in a manner that provides sufficient funding for operational activities. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Company will be able to continue raising equity capital in the future.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term guaranteed deposits, and all are held in major financial institutions.

The Company is not subject to any externally imposed capital requirements.



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**10. SHARE CAPITAL**

**a) Authorized share capital**

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

**b) Common shares issued**

|                                     | Number of<br>Shares | Share<br>Capital    |
|-------------------------------------|---------------------|---------------------|
| <b>Balance, May 31, 2022</b>        | <b>37,311,334</b>   | <b>\$ 3,701,668</b> |
| Mineral property payments (note 12) | 576,315             | 83,697              |
| <b>Balance, May 31, 2023</b>        | <b>37,887,649</b>   | <b>\$ 3,785,365</b> |

|                                     | Number of<br>Shares | Share<br>Capital    |
|-------------------------------------|---------------------|---------------------|
| <b>Balance, May 31, 2023</b>        | <b>37,887,649</b>   | <b>\$ 3,785,365</b> |
| Mineral property payments (note 12) | 50,000              | 3,250               |
| <b>Balance, May 31, 2024</b>        | <b>37,937,649</b>   | <b>\$ 3,788,615</b> |

**c) Stock Options**

A summary of changes in stock options is as follows:

|   | Number of<br>Options | Weighted<br>Average<br>Exercise Price |
|---|----------------------|---------------------------------------|
| <b>Balance, May 31, 2023 and May 31, 2024</b> | <b>300,000</b>       | <b>\$ 0.25</b>                        |

On November 23, 2021, the Company granted 300,000 stock options to a director of the Company. Each stock option allows the holder to acquire one common share at an exercise price of \$0.25 for a period of 3 years. The options shall vest as to one-quarter upon the date of grant, one-quarter upon 6 months, 12 months, and 18 months from the grant date, respectively. A grant date fair value of \$16,970 was estimated using the Black-Scholes option pricing model based on the following weighted average assumptions: expected dividend yield of 0%; risk free interest rate of 1.17%; expected life of 3 years; share price of \$0.145; and an expected volatility of 80% based on the Company's historical trading data.

The total value of stock-based compensation expense for the year ended May 31, 2024 was \$nil (May 31, 2023 - \$4,656) relating to these granted stock options.

As at May 31, 2024, the following stock options were outstanding:

| Number of<br>Options | Exercisable<br>Options | Exercise<br>Price | Weighted Average Remaining<br>Contractual Life (Years) | Expiry<br>Date    |
|----------------------|------------------------|-------------------|--|-------------------|
| 300,000              | 300,000                | \$0.25            | 0.48   | November 23, 2024 |
| <b>300,000</b>       | <b>300,000</b>         | <b>\$0.25</b>     | <b>0.48</b>  |                   |

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**10. SHARE CAPITAL (Continued)**

**d) Share Purchase Warrants**

A summary of changes in warrants is as follows:

|   | Number of<br>Warrants | Weighted<br>Average<br>Exercise Price |
|---|-----------------------|---------------------------------------|
| <b>Balance, May 31, 2022 and May 31, 2023</b> | <b>6,000,000</b>      | <b>\$ 0.25</b>                        |
| Expired                                       | (6,000,000)           | (0.25)                                |
| <b>Balance, May 31, 2024</b>                  | <b>-</b>              | <b>\$ -</b>                           |

**11. RELATED PARTY TRANSACTIONS**

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of executive and non-executive members of the Company's Board of Directors and corporate officers, excluding the Chief Financial Officer ("CFO") and the Corporate Secretary. As at May 31, 2024, there were no balances owed to management (May 31, 2023 - \$nil).

The compensation cost for key management personnel is as follows:

| <b>Years Ended May 31,</b>            | <b>2024</b> |                | <b>2023</b> |                |
|---------------------------------------|-------------|----------------|-------------|----------------|
| Salaries and fees                     | \$          | 108,000        | \$          | 116,080        |
| Share-based compensation (note 10(c)) |             | -              |             | 4,656          |
|                                       | <b>\$</b>   | <b>108,000</b> | <b>\$</b>   | <b>120,736</b> |

As at May 31, 2024, the amount of \$nil (May 31, 2023 - \$nil) is owed to G2 Goldfields Inc. ("G2"), a company with common directors and management with S2, which is unsecured, non-interest bearing, and due on demand. The amount was fully settled during fiscal 2023. In addition, during the year ended May 31, 2024, the Company paid rent of \$30,000 (May 31, 2023 - \$15,000) to G2.

During the year ended May 31, 2024, the Company paid professional fees and disbursements totaling \$35,585 (May 31, 2023 - \$34,753) to Marrelli Support Services Inc., and certain of its affiliates, together known as the "Marrelli Group", for: (i) Carmelo Marrelli, beneficial owner of the Marrelli Group, to act as the CFO of the Company, and (ii) regulatory filing services. The Marrelli Group was owed \$nil (May 31, 2023 - \$nil) and these amounts were included in accounts payable and accrued liabilities.

**12. EXPLORATION AND EVALUATION**

**Year ended May 31, 2024**

|  | Sandy Lake<br>Project | Weebigee Joint<br>Venture | Fort Hope<br>Project | Total             |
|--|-----------------------|---------------------------|----------------------|-------------------|
| Expenditures                                   | \$ 4,825              | \$ 571                    | \$ 163,401           | \$ 168,797        |
| Depreciation of exploration equipment (note 5) | -                     | -                         | 22,500               | 22,500            |
|  | <b>\$ 4,825</b>       | <b>\$ 571</b>             | <b>\$ 185,901</b>    | <b>\$ 191,297</b> |

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**12. EXPLORATION AND EVALUATION (Continued)**

**Year ended May 31, 2023**

|  | <b>Sandy Lake<br/>Project</b> | <b>Weebigee Joint<br/>Venture</b> | <b>Fort Hope<br/>Project</b> | <b>Total</b>      |
|--|-------------------------------|-----------------------------------|------------------------------|-------------------|
| Expenditures                                   | \$ 225                        | \$ 1,680                          | \$ 263,133                   | \$ 265,038        |
| Depreciation of exploration equipment (note 5) | -                             | -                                 | 15,103                       | 15,103            |
|  | <b>\$ 225</b>                 | <b>\$ 1,680</b>                   | <b>\$ 278,236</b>            | <b>\$ 280,141</b> |

The Company is party to an option agreement whereby the Company may acquire up to a 100% interest in certain claims in the Fort Hope Project by making cash payments totaling \$1,000,000 and issuing a total of 200,000 common shares in the Company before December 2025. In order for the Company to exercise the option the consideration is due as follows to Slam Exploration Ltd.:

- \$50,000 cash payment (paid) on execution
- \$100,000 cash payment (paid) plus 50,000 common shares (issued and valued at \$4,750) in S2 is due by December 2022
- \$150,000 cash payment (paid) plus 50,000 common shares (issued and valued at \$3,250) in S2 is due by December 2023
- \$200,000 cash payment plus 50,000 common shares in S2 is due by December 2024
- \$500,000 cash payment plus 50,000 common shares in S2 is due by December 2025

The Company is also party to various agreements whereby certain mineral claims are subject to a 2% Net Smelter Royalty (NSR).

On April 17, 2023, S2 announced that it has acquired 880 mining claims (the "Property") in the Veekay Lake, Gifford Lake, Opikeigan Lake, Frond Lake, Rich Lake and Reserve Lake areas in Ontario.

The Property was acquired from a director of the Company pursuant to an assignment agreement dated as of April 14, 2023. The director had acquired the Property from an arm's length third party for a cash payment of \$300,000 and a 2% net smelter returns royalty (the "Royalty") and agreed that if the Property was assigned to a public company before March 2024, such public company would issue \$50,000 of common shares (the "Shares"). The Company can purchase 1% of the Royalty for \$1,000,000. The Company assumed the obligations under the Royalty and issued 526,315 Shares valued at a price of \$0.15 per Share to Windfall Geotek Inc., arm's length third party.

**13. INCOME TAXES**

**Rate reconciliation**

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% (2023 - 26.5%) to the effective tax rate is as follows:

| <b>For the years May 31,</b>                         | <b>2024</b>  | <b>2023</b>  |
|--|--------------|--------------|
| Loss before income taxes                             | \$ (512,926) | \$ (650,021) |
| Expected income tax recovery based on statutory rate | (135,925)    | (172,256)    |
| Tax rate change and other adjustments                | 487          | 1,519        |
| Share based compensation and non-deductible expenses | -            | 1,234        |
| Change in deferred tax asset not recognized          | 135,438      | 169,503      |
| <b>Tax provision</b>                                 | <b>\$ -</b>  | <b>\$ -</b>  |

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**13. INCOME TAXES (Continued)**

**Deferred Income Taxes**

The following table summarizes the components of deferred tax:

| <b>As at May 31,</b>               | <b>2024</b> | <b>2023</b> |
|------------------------------------|-------------|-------------|
| Deferred tax assets                |             |             |
| Non-capital losses carried forward | \$ 21,711   | \$ 18,357   |
|                                    | -           | -           |
| Deferred tax liabilities           |             |             |
| Fixed assets                       | (21,711)    | (18,357)    |
| <b>Net deferred tax asset</b>      | <b>\$ -</b> | <b>\$ -</b> |

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

| <b>As at May 31,</b>                        | <b>2024</b>         | <b>2023</b>         |
|---|---------------------|---------------------|
| Share issue costs                           | \$ 19,217           | \$ 30,204           |
| Non-capital losses carried forward - Canada | 1,285,510           | 931,970             |
| Resource pools - Mineral Properties         | 2,142,897           | 1,975,984           |
| <b></b>                                     | <b>\$ 3,447,624</b> | <b>\$ 2,938,158</b> |

The Canadian non-capital loss carry forwards expire as noted in the table below.

Share issue and financing costs will be fully amortized in 2026.

The remaining deductible temporary differences may be carried forward indefinitely.

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

The Company's Canadian non-capital income tax losses expire as follows:

| <b>Period</b> | <b>Amount</b>       |
|---------------|---------------------|
| 2041          | \$ 186,224          |
| 2042          | 273,451             |
| 2043          | 459,639             |
| 2044          | 366,196             |
| <b></b>       | <b>\$ 1,285,510</b> |