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**S2 MINERALS INC.**  
**FINANCIAL STATEMENTS**  
**FOR THE THREE AND SIX MONTHS ENDED NOVEMBER 30, 2024 AND 2023**  
**(EXPRESSED IN CANADIAN DOLLARS)**  
**(UNAUDITED)**

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**NOTICE TO READER**

The accompanying unaudited condensed interim financial statements of S2 Minerals Inc. (the "Company") have been prepared by and are the responsibility of management. The unaudited condensed interim financial statements have not been reviewed by the Company's auditors.

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

	As at November 30, 2024	As at May 31, 2024
<b>ASSETS</b>		
<i>Current</i>		
Cash	\$ 126,092	\$ 367,791
Short-term investments	10,000	10,000
Amounts receivable (note 3)	9,171	2,841
Prepays	33,238	1,888
<b>Total current assets</b>	<b>178,501</b>	<b>382,520</b>
<i>Non-Current</i>		
Fixed assets (note 4)	176,147	187,397
<b>Total non-current assets</b>	<b>176,147</b>	<b>187,397</b>
<b>Total assets</b>	<b>\$ 354,648</b>	<b>\$ 569,917</b>
<b>LIABILITIES</b>		
<i>Current</i>		
Accounts payable and accrued liabilities	\$ 22,853	\$ 30,764
<b>Total current liabilities</b>	<b>22,853</b>	<b>30,764</b>
<b>Total liabilities</b>	<b>22,853</b>	<b>30,764</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (note 6)	3,788,615	3,788,615
Contributed surplus (note 6(c))	227,029	243,999
Deficit	(3,683,849)	(3,493,461)
<b>Total shareholders' equity</b>	<b>331,795</b>	<b>539,153</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 354,648</b>	<b>\$ 569,917</b>

Nature of operations and going concern (note 1)  
Subsequent event (note 9)

Approved on behalf of the Board:

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

"Daniel Noone"  
**Director**

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

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

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>November 30,</b>		<b>November 30,</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
<b>Operating expenses</b>				
Exploration and evaluation (note 8)	\$ 26,411	\$ 8,875	\$ 33,329	\$ 15,069
Professional fees	63,577	54,290	101,339	93,655
Salaries and related costs	12,941	13,111	25,882	26,047
Reporting issuer costs	12,181	9,019	16,541	18,114
Office and administrative	8,587	3,745	15,886	10,149
Travel and accommodation	11,006	2,652	13,952	7,459
Foreign exchange loss	119	174	429	444
<b>Comprehensive loss for the period</b>	<b>\$ 134,822</b>	<b>\$ 91,866</b>	<b>\$ 207,358</b>	<b>\$ 170,937</b>
<b>Net loss per share</b>				
- basic and diluted (note 5)	\$ 0.01	\$ 0.00	\$ 0.01	\$ 0.01
<b>Weighted average number of common shares outstanding - basic and diluted (note 5)</b>				
	<b>18,968,821</b>	<b>18,943,825</b>	<b>18,968,821</b>	<b>18,943,825</b>

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

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

<b>Six Months Ended November 30,</b>	<b>2024</b>	<b>2023</b>
<b>Operating activities</b>		
Net loss for the period	\$ (207,358)	\$ (170,937)
<i>Adjustments for non-cash items:</i>		
Depreciation (note 4)	11,250	11,250
<i>Changes in non-cash working capital items:</i>		
Amounts receivable	(6,330)	(1,930)
Prepays	(31,350)	(1,388)
Accounts payable and accrued liabilities	(7,911)	(20,587)
<b>Net cash used in operating activities</b>	<b>(241,699)</b>	<b>(183,592)</b>
<b>Net change in cash</b>	<b>(241,699)</b>	<b>(183,592)</b>
<b>Cash, beginning of period</b>	<b>367,791</b>	<b>999,880</b>
<b>Cash, end of period</b>	<b>\$ 126,092</b>	<b>\$ 816,288</b>

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

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

	<b>Number of Shares</b>	<b>Share Capital</b>	<b>Contributed Surplus</b>	<b>Warrants</b>	<b>Deficit</b>	<b>Total</b>
<b>Balance May 31, 2023</b>	<b>18,943,825</b>	<b>\$ 3,785,365</b>	<b>\$ 16,970</b>	<b>\$ 227,029</b>	<b>\$(2,980,535)</b>	<b>\$ 1,048,829</b>
Net loss for the period	-	-	-	-	(170,937)	(170,937)
<b>Balance, November 30, 2023</b>	<b>18,943,825</b>	<b>\$ 3,785,365</b>	<b>\$ 16,970</b>	<b>\$ 227,029</b>	<b>\$(3,151,472)</b>	<b>\$ 877,892</b>
<b>Balance May 31, 2024</b>	<b>18,968,821</b>	<b>\$ 3,788,615</b>	<b>\$ 243,999</b>	<b>\$ -</b>	<b>\$(3,493,461)</b>	<b>\$ 539,153</b>
Expired options	-	-	(16,970)	-	16,970	-
Net loss for the period	-	-	-	-	(207,358)	(207,358)
<b>Balance, November 30, 2024</b>	<b>18,968,821</b>	<b>\$ 3,788,615</b>	<b>\$ 227,029</b>	<b>\$ -</b>	<b>\$(3,683,849)</b>	<b>\$ 331,795</b>

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

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**S2 Minerals Inc.**  
**Notes to Condensed Interim Financial Statements**  
**Three and Six Months ended November 30, 2024 and 2023**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

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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 unaudited condensed 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 \$3,683,849 as November 30, 2024 (May 31, 2024 - \$3,493,461), a working capital of \$155,648 (May 31, 2024 - \$351,756), and a net loss for three and six months ended November 30, 2024 of \$134,822 and \$207,358, respectively (three and six months ended November 30, 2023 - \$91,866 and \$170,937, respectively). 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 unaudited condensed 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**

These unaudited condensed interim financial statements have been prepared in accordance with IAS 34 Interim Financial Reporting as issued by the International Accounting Standards Board ("IASB"). Accordingly, certain disclosures included in the Company's annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been condensed or omitted. These unaudited condensed interim financial statements should be read in conjunction with the Company's annual financial statements for the year ended May 31, 2024, which include information necessary or useful to understanding the Company's business and financial statement presentation.

The accounting policies applied in the preparation of these unaudited condensed interim financial statements are consistent with those applied and disclosed in the Company's financial statements for the year ended May 31, 2024, except for the adoption of new IFRS standards as set out below.

In preparing these unaudited condensed interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenue and expenses. Actual results may differ from these estimates. The critical judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those applied and disclosed in the Company's financial statements for the year ended May 31, 2024.

These unaudited condensed interim financial statements were approved by the Board of Directors on January 13, 2025.

### **Other Narrow Scope Amendments to IFRSs and IFRS Interpretations**

The Company adopted various amendments to IFRSs, which were effective for accounting periods beginning on or after June 1, 2024. The impact of adoption was not significant to the Company's unaudited condensed interim financial statements.

### **New and Revised IFRSs, Narrow Scope Amendments to IFRSs and IFRS Interpretations not yet Effective**

Certain pronouncements have been issued by the IASB that are mandatory for accounting periods after May 31, 2025. Management is still evaluating and does not expect any such pronouncements to have a significant impact on the Company's unaudited condensed interim financial statements upon adoption.

**S2 Minerals Inc.**  
**Notes to Condensed Interim Financial Statements**  
**Three and Six Months ended November 30, 2024 and 2023**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

**3. AMOUNTS RECEIVABLE**

	<b>As at November 30, 2024</b>	<b>As at May 31, 2024</b>
Sales tax recoverable	\$ 9,171	\$ 2,841
<b>Total</b>	<b>\$ 9,171</b>	<b>\$ 2,841</b>

**4. FIXED ASSETS**

<b>Cost</b>	<b>Exploration Equipment</b>
<b>Balance, May 31, 2023</b>	<b>\$ 225,000</b>
Additions	-
<b>Balance, May 31, 2024 and November 30, 2024</b>	<b>\$ 225,000</b>

<b>Accumulated Depreciation</b>	<b>Exploration Equipment</b>
<b>Balance, May 31, 2023</b>	<b>\$ 15,103</b>
Depreciation	22,500
<b>Balance, May 31, 2024</b>	<b>\$ 37,603</b>
Depreciation	11,250
<b>Balance, November 30, 2024</b>	<b>\$ 48,853</b>

<b>Carrying amounts</b>	<b>Exploration Equipment</b>
<b>Balance, May 31, 2024</b>	<b>\$ 187,397</b>
<b>Balance, November 30, 2024</b>	<b>\$ 176,147</b>

**5. LOSS PER SHARE**

The calculation of basic and diluted loss per share for the three and six months ended November 30, 2024 was based on the loss attributable to common shares of \$134,822 and \$207,358, respectively (three and six months ended November 30, 2023 - loss of \$91,866 and \$170,937, respectively) and the weighted average number of common shares outstanding of 18,968,821 and 18,968,821, respectively (three and six months ended November 30, 2023 - 18,943,825 and 18,943,825, respectively).

**S2 Minerals Inc.**  
**Notes to Condensed Interim Financial Statements**  
**Three and Six Months ended November 30, 2024 and 2023**  
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**6. 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**

Refer to note 9.

	Number of Shares	Share Capital
<b>Balance, May 31, 2023 and November 30, 2023</b>	<b>18,943,825</b>	<b>\$ 3,785,365</b>

	Number of Shares	Share Capital
<b>Balance, May 31, 2024 and November 30, 2024</b>	<b>18,968,821</b>	<b>\$ 3,788,615</b>

**c) Stock Options**

Refer to note 9.

A summary of changes in stock options is as follows:

	Number of Options	Weighted Average Exercise Price
<b>Balance, May 31, 2023, November 30, 2023, May 31, 2024</b>	<b>150,000</b>	<b>\$ 0.50</b>
Expired	(150,000)	0.50
<b>Balance, November 30, 2024</b>	<b>-</b>	<b>\$ -</b>

On November 23, 2021, the Company granted 150,000 stock options to a director of the Company. Each stock option allows the holder to acquire one common share at an exercise price of \$0.50 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. On November 23, 2024, 150,000 options expired and were not exercised.

**d) Share Purchase Warrants**

Refer to note 9.

A summary of changes in warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price
<b>Balance, May 31, 2023 and November 30, 2023</b>	<b>6,000,000</b>	<b>\$ 0.25</b>
<b>Balance, May 31, 2024 and November 30, 2024</b>	<b>-</b>	<b>\$ -</b>



**S2 Minerals Inc.**  
**Notes to Condensed Interim Financial Statements**  
**Three and Six Months ended November 30, 2024 and 2023**  
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**7. 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 November 30, 2024, there were no balances owed to management (May 31, 2024 - \$nil).

The compensation cost for key management personnel is as follows:

<b>Six Months Ended November 30,</b>	<b>2024</b>	<b>2023</b>
Salaries and fees	\$ 54,000	\$ 54,000
	<b>\$ 54,000</b>	<b>\$ 54,000</b>

  

<b>Three Months Ended November 30,</b>	<b>2024</b>	<b>2023</b>
Salaries and fees	\$ 27,000	\$ 27,000
	<b>\$ 27,000</b>	<b>\$ 27,000</b>

During the three and six months ended November 30, 2024, the Company paid rent of \$7,500 and \$15,000, respectively (three and six months ended November 30, 2023 - \$7,500 and \$15,000, respectively) to G2 Goldfields Inc. ("G2"), a company with common directors and management with S2.

During the three and six months ended November 30, 2024, the Company paid professional fees and disbursements totaling \$4,147 and \$15,938 (three and six months ended November 30, 2023 - \$11,791 and \$19,606, respectively) 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, 2024 - \$nil) and these amounts were included in accounts payable and accrued liabilities.

As at November 30, 2024, the Company advanced \$25,000 to a director of the Company which was included in prepaids.

**8. EXPLORATION AND EVALUATION**

**Six Months Ended November 30, 2024**

	<b>Sandy Lake Project</b>	<b>Weebigee Joint Venture</b>	<b>Fort Hope Project</b>	<b>Total</b>
Expenditures	\$ 1,125	\$ -	\$ 20,954	\$ 22,079
Depreciation of exploration equipment (note 4)	-	-	11,250	11,250
	<b>\$ 1,125</b>	<b>\$ -</b>	<b>\$ 32,204</b>	<b>\$ 33,329</b>

**Three Months Ended November 30, 2024**

	<b>Sandy Lake Project</b>	<b>Weebigee Joint Venture</b>	<b>Fort Hope Project</b>	<b>Total</b>
Expenditures	\$ 1,125	\$ -	\$ 19,661	\$ 20,786
Depreciation of exploration equipment	-	-	5,625	5,625
	<b>\$ 1,125</b>	<b>\$ -</b>	<b>\$ 25,286</b>	<b>\$ 26,411</b>

**S2 Minerals Inc.**  
**Notes to Condensed Interim Financial Statements**  
**Three and Six Months ended November 30, 2024 and 2023**  
**(Expressed in Canadian Dollars)**  
**(Unaudited)**

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

**Six Months Ended November 30, 2023**

	<b>Sandy Lake Project</b>	<b>Weebigee Joint Venture</b>	<b>Fort Hope Project</b>	<b>Total</b>
Expenditures	\$ 3,600	\$ (1,081)	\$ 1,300	\$ 3,819
Depreciation of exploration equipment	-	-	11,250	11,250
	<b>\$ 3,600</b>	<b>\$ (1,081)</b>	<b>\$ 12,550</b>	<b>\$ 15,069</b>

**Three Months Ended November 30, 2023**

	<b>Sandy Lake Project</b>	<b>Weebigee Joint Venture</b>	<b>Fort Hope Project</b>	<b>Total</b>
Expenditures	\$ 1,950	\$ -	\$ 1,300	\$ 3,250
Depreciation of exploration equipment	-	-	5,625	5,625
	<b>\$ 1,950</b>	<b>\$ -</b>	<b>\$ 6,925</b>	<b>\$ 8,875</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 December 6, 2024, the Company declared an event of force majeure on its option agreement due to aboriginal rights issues. During the period that the event of force majeure remains in effect, all work and payments on the Fort Hope Project are suspended. The Company does not have any information at this time with respect to the anticipated duration of the event of force majeure.

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.

## **9. SUBSEQUENT EVENT**

On December 5, 2024, the Company completed the consolidation of the Company's issued and outstanding common shares ("Common Shares") on the basis of one post-consolidation Common Share for every two pre-consolidation Common Shares (the "Consolidation"). As a result of the Consolidation, the number of issued and outstanding Common Shares was reduced from 37,937,649 to approximately 18,968,821, subject adjustment for rounding. All share and per share amounts have been retroactively restated for all prior periods to reflect the Consolidation.