

Unaudited Condensed Interim Consolidated Financial Statements

For the three months ended August 31, 2024

Geomega Resources Inc.Consolidated Statements of Financial Position

(unaudited, in Canadian Dollars)

·	Note	As at August 31, 2024	As at May 31, 2024
		\$	\$
Assets			
Current assets			
Cash and cash equivalents	4	994,483	2,051,333
Accounts receivable	8	605,247	814,413
Tax credits and government grants receivable	9	1,877,509	1,224,420
Investments	5	22,000	22,000
Investment in a listed company	6	125,216	74,665
Prepaid expenses and others		302,544	331,227
Inventories		21,672	21,759
Current assets		3,948,671	4,539,817
Non-current assets			
Investment in an associate	7	252,857	421,429
Deposits on equipment		336,504	191,602
Property, plant and equipment	10	713,050	753,674
Right-of-use assets	11	1,974,601	2,011,755
Non-current assets		3,277,012	3,378,460
Total assets		7,225,683	7,918,277
Liabilities			
Current liabilities			
Trade and other payables		477,166	801,124
Deferred revenue		139,885	217,297
Deferred grants	12	1,266,523	1,051,542
Current portion of the lease liabilities	13	21,149	18,343
Current liabilities	•	1,904,723	2,088,306
Non-current liabilities			
Lease liabilities	13	2,215,466	2,222,485
Non-current liabilities		2,215,466	2,222,485
Total liabilities		4,120,189	4,310,791
		, ,	, ,
Equity		00 770 075	00 770 075
Share capital	4.4	38,778,372	38,778,372
Reserves	14	1,061,947	990,705
Contributed surplus		4,800,345	4,775,095
Deficit		(41,535,170)	(40,936,686)
Total equity		3,105,494	3,607,486
Total liabilities and equity		7,225,683	7,918,277

The accompanying notes are an integral part of these consolidated Financial Statements.

Geomega Resources Inc.Consolidated Statements of Income and Comprehensive Income

(unaudited, in Canadian Dollars)

		Three mont	
	Note	2024	2023
		\$	\$
Operating expenses			
Exploration and evaluation expenses, net of tax credits	15	119,832	29,963
Research and development expenses, net of tax credits	16	509,950	621,073
Salaries, employee benefits and share-based compensation		185,382	105,654
Professional fees		107,386	96,448
Travel, conference and investor relations		25,692	36,038
Administration		49,291	14,966
Filing fees		13,794	12,328
Rent		36,644	23,750
Depreciation of right-of-use assets		37,156	61,783
Insurance, taxes and permits		21,194	6,547
Government grants on operating expenses		(539,151)	(466,301)
Operating loss		(567,170)	(542,249)
Other income (expenses)			
Research income		141,665	129,440
Investment income		16,862	38,969
Loss on foreign exchange		(61)	(12,047)
Finance costs		(71,108)	(78,311)
Option income on exploration and evaluation assets		-	44,492
Unrealized loss in fair value of investments in listed companies		(21,360)	(38,194)
Share of loss of associate		-	(818)
Impairment of an investment in an associate		(147,212)	(252,039)
		(31,314)	(168,508)
Net and comprehensive loss		(598,484)	(710,757)
Basic and diluted loss per share		(0.004)	(0.004)
Weighted average number of basic & diluted shares outstanding		143,401,521	141,826,521

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

Geomega Resources Inc. Consolidated Statements of Change in Equity (Unaudited, in Canadian dollars)

	Note	Number of shares outstanding	Share Capital	Reserves	Contributed Surplus	Deficit	Total Equity
			\$	\$	\$	\$	\$
Balance at May 31, 2024		143,401,521	38,778,372	990,705	4,775,095	(40,936,686)	3,607,486
Net and comprehensive loss		-	-	-	-	(598,484)	(598,484)
Options expired		-	-	(25,250)	25,250	-	-
Share-based compensation		-	-	96,492	-	-	96,492
Balance at August 31, 2024		143,401,521	38,778,372	1,061,947	4,800,345	(41,535,170)	3,105,494

	Note	Number of shares outstanding	Share Capital	Reserves	Contributed Surplus	Deficit	Total Equity
			\$	\$	\$	\$	\$
Balance at May 31, 2023		141,826,521	38,515,697	1,152,537	4,524,149	(38,914,285)	5,278,098
Net and comprehensive loss		-	-	-	-	(710,757)	(710,757)
Shared-based compensation		-	-	15,690	-	-	15,690
Balance at August 31, 2023		141,826,521	38,515,697	1,168,227	4,524,149	(39,625,042)	4,583,031

The accompanying notes are an integral part of these consolidated Financial Statements.

Geomega Resources Inc.Consolidated Statements of Cash Flow

(Unaudited, in Canadian dollars)

		Three mont	
	Note	2024	2023
		\$	\$
Operating activities			
Net and comprehensive loss		(598,484)	(710,757)
Adjustments for:			
Share-based compensation		96,492	15,690
Unrealized loss on foreign exchange rate		-	247
Depreciation of property, plant and equipment		113,144	19,530
Impairment of deposits on property, plant and equipment		36,798	· -
Depreciation of right-of-use assets		37,154	61,783
Finance costs for the accretion of long-term debt		· -	1,352
Share of loss of an associate		21,360	818
Impairment of an investment in an associate		147,212	252,039
Unrealized (gain) loss on variation of value of an investment in a	ì	,	,
listed company		(50,551)	38,194
Option income on exploration and evaluation assets		-	(19,973)
Changes in non-cash working capital items	19	(344,877)	(64,689)
Cash flows from operating activities	_	(541,752)	(405,766)
Investing activities		(000 00 1)	(400 400)
Deposits on acquisition of property, plant and equipment		(380,684)	(102,100)
Additions of property, plant and equipment		(52,032)	(352,436)
Government grants received for the purchase of property, plant and			
equipment	12	(78,169)	-
Cash flows from investing activities		(510,885)	(454,536)
Plane do a sellation			
Financing activities		(4.040)	(00)
Repayments of lease liabilities		(4,213)	(88)
Cash flows from financing activities		(4,213)	(88)
Net change in cash		(1,056,850)	(860,390)
Cash and cash equivalents – beginning		2,051,333	3,799,111
Cash and cash equivalents – ending		994,483	2,938,721

The accompanying notes are an integral part of these consolidated Financial Statements.

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Geomega Resources Inc. (the "Corporation") is incorporated under the *Canada Business Corporations Act* and is engaged in the acquisition, exploration and evaluation of mining properties in Canada. Through its private and wholly owned subsidiary Innord, the Corporation is developing innovative technologies for extraction and separation of rare earth elements and other critical and strategic metals from its mining properties and other mining and industrial waste, in an environmentally sustainable way. The Corporation's shares are listed on the TSX Venture Exchange (the "Exchange") under symbol GMA. The address of the Corporation's registered office and principal place of business is 75, de Mortagne Boulevard, Boucherville, Quebec, Canada, J4B 6Y4. These consolidated Financial Statements (the "Financial Statements") were approved by the Corporation's Board of Directors on October 29, 2024.

The Financial Statements have been prepared in accordance with valid accounting principles in a context of going concern which provides that the Corporation will be able to realize its assets and pay its debts in the normal course of its activities. In assessing the validity of the going concern principle, management considers all available data regarding the future, which represents at least, but is not limited to, the twelve months following the end of the reporting period. For the three months ended August 31, 2024, the Corporation recorded a net loss of \$598,484 and accumulated a deficit of \$41,535,170 as of that date. As of August 31, 2024, the Corporation had a working capital of \$2.043,948.

Any funding shortfall may be met in the future in a number of ways including but not limited to, the issuance of new equity or debt financing. While management has been successful in securing financing in the past, there can be no assurance that it will be able to do so in the future or that these sources of funding or initiatives will be available to the Corporation or that they will be available on terms which are acceptable to the Corporation.

2. SUMMARY OF MATERIAL ACCOUNTING POLICIES

2.1 Declaration of conformity

The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("International Financial Reporting Standards" or "IFRS") as published by the International Accounting Standards ("IAS") and which are applicable for the preparation of interim consolidated financial statements, in particular International Accounting Standard 34 ("International Accounting Standard 34" or "IAS 34") - Interim financial information. The Financial Statements therefore do not include all the information and notes required under IFRS for the purposes of annual financial statements.

2.2 Basis of Presentation

The Financial Statements should be read in conjunction with the audited annual financial statements for the year ended May 31, 2024, which have been prepared in accordance with IFRS. The accounting conventions and the calculation and presentation methods used in the preparation of the Financial Statements comply with the conventions and methods used for the previous financial year ended May 31, 2024.

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

3. CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS AND ERRORS

The preparation of the Financial Statements in conformity with IFRS requires the Corporation's management to make judgements, estimates and assumptions about future events that affect the amounts reported in the Financial Statements and related notes to the Financial Statements. Although these estimates are based on management's best knowledge of the amounts, events or actions, actual results may differ from those estimates.

In preparing the Financial Statements, the main judgments made by management in applying the Corporation's accounting policies and the main sources of estimation uncertainty were the same as those that applied to the annual financial statements for the fiscal year ended May 31, 2024.

4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include available cash, bank balances and short-term liquid investments with an original maturity of up to 3 months or redeemable at any time without penalty.

The short-term investments held as of August 31, 2024 and classified as cash equivalent include the following investment:

- A guaranteed investment certificate of \$856,000 at a rate of 4.50% and maturing on May 7, 2025. Interest and principal are cashable at any time without penalty.

5. INVESTMENTS

The investment as at August 31, 2024 consist of guaranteed investment certificates that are non-cashable prior to maturity. The certificates totalize \$22,000 in nominal value, bear interest at 3% and expire on October 2, 2024.

6. INVESTMENT IN A LISTED COMPANY

The Corporation holds marketable securities. The investment is listed on the Exchange and valued at fair value based on quoted market prices. The total amount of the investment can be summarized as follows:

	As at August 31 2024	As at August 31 2023
	\$	\$
<u>Classified as current asset</u>		
MTM Critical Metals Ltd. – 2,327,273 common shares		
(1,123,700 as at May 31, 2024) - <i>\$0.059 AUD</i> (<i>\$0.05 AUD</i>		
as at May 31, 2024)	125,216	49,106
Investment in a listed company	125,216	49,106

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

7. INVESTMENT IN AN ASSOCIATE

Kintavar Exploration Inc. ("Kintavar") is the Corporation's only associate. Kintavar's share capital consists solely of ordinary shares, which are held directly by the Corporation. Kintavar is incorporated in Canada where its exploration and evaluation activities on bearing properties are carried out. The proportion of ownership interest is the same as the proportion of voting rights held. The investment in Kintavar is accounted for under the equity method. Its fair value as at August 31, 2024 is \$252,857 (16,857,143 shares at \$0.015, closing price on the Exchange). Considering the fair value of the investment is lower than its carrying value as at August 31, 2024, an impairment loss has been recorded in the consolidated statement of losses in order to reduce the investment to its estimated recoverable value, in this case its fair market value. Its fair value was \$421,429 as at May 31, 2024. The Corporation categorized the fair value measurement as Level 1, as it is derived from quoted prices in active markets. There was no change in the percentage of shares owned by Geomega from May 31, 2023 to August 31, 2024, which was stable at 13.11%.

Determination of significant influence

Management determines its ability to exercise significant influence over an investment in shares of other companies by looking at its percentage interest and other qualitative factors including but not limited to its voting rights, representation on the board of directors, participation in policy-making processes, material transactions between the Corporation and the associate, interchange of managerial personnel, provision of essential technical information and operating involvement. Considering these factors, Geomega is considered to have significant influence over Kintavar.

	Three months ended August 31, 2024	Year ended May 31, 2024
	\$	\$
Balance at beginning of period	421,429	842,857
Share of net and comprehensive loss	(21,360)	(74,535)
Impairment to fair market value	(147,212)	(346,893)
Balance at end of period	252,857	421,429

8. ACCOUNTS RECEIVABLE

	As at August 31, 2024	As at May 31, 2024
	\$	\$
Trade receivables	4,895	44,150
Sales taxes receivable	94,607	356,906
Interest receivables	13,340	13,972
Other accounts receivables	492,405	399,385
Accounts receivable	605,247	814,413

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

9. TAX CREDITS AND GOVERNMENT GRANTS RECEIVABLE

	As at August 31, 2024	As at May 31, 2024
	\$	\$
Refundable tax credits	5,574	1,003
Government grants	1,871,935	1,223,417
Tax credits and government grants		
receivable	1,877,509	1,224,420

Refundable tax credits are related to eligible mining exploration expenses incurred in the province of Quebec and the refundable portion of the research and development tax credits.

The government grants are related to expenditures on research and development incurred by the corporation and its subsidiary.

10. PROPERTY, PLANT AND EQUIPMENT

	Office Equipment	Leasehold Improvements	Equipment ¹	Total
	\$	\$	\$	\$
Three months ended August 31, 2024				
Opening net book value	-	84,134	669,540	753,674
Additions	-	23,649	28,383	52,032
Government grants	_	(18,793)	(18,012)	(36,805)
Depreciation	-	-	(55,851)	(55,851)
Closing net book value	-	88,990	624,060	713,050
As at August 31, 2024				
Cost	14,984	88,990	1,086,497	1,190,471
Accumulated depreciation	(14,984)	-	(462,437)	(477,421)
Closing net book value	-	88,990	624,060	713,050

The equipment category includes equipment used in E&E activities and R&D activities. Depreciation of property plant and equipment related to E&E properties is being recorded within E&E expenses whiles depreciation related to other R&D projects is recorded within R&D expenses. An amount of \$5,702 was expensed as E&E expenses and \$50,149 as R&D expenses during three months ended August 31, 2024.

Geomega Resources Inc.Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

10. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

	Office	Leasehold		
	Equipment	Improvements	Equipment	Total
	\$	\$	\$	\$
Fiscal 2024				
Opening net book value		-	427,893	427,893
Additions	-	241,439	1,474,084	1,715,523
Disposal	-	-	(155,000)	(155,000)
Loss on disposal	-	-	(56,581)	(56,581)
Government grants	-	(157,305)	(555,390)	(712,695)
Depreciation	-	-	(241,787)	(241,787)
Impairment	-	-	(223,679)	(223,679)
Closing net book value	-	84,134	669,540	753,674
As at May 31, 2024				
Cost	14,984	84,134	1,076,127	1,175,245
Accumulated depreciation	(14,984)		(406,587)	(421,571)
Closing net book value	-	84,134	669,540	753,674

11. RIGHT-OF-USE ASSETS

		Industrial	
	Equipment	buildings	Total
	\$	\$	\$
Three months ended August 31, 2024			
Opening net book value	23,275	1,988,480	2,011,755
Depreciation	(1,425)	(35,729)	(37,154)
Closing net book value	21,850	1,952,751	1,974,601
As at August 31, 2024			
Cost	28,500	2,143,732	2,172,232
Accumulated depreciation	(6,650)	(190,981)	(197,631)
Closing net book value	21,850	1,952,751	1,974,601

	Equipment	Industrial buildings	Total
	\$	\$	\$
Fiscal 2024			
Opening net book value	-	2,298,752	2,298,752
Additions	28,500	-	28,500
Disposals	-	(133,883)	(133,883)
Depreciation	(5,225)	(176,389)	(181,614)
Closing net book value	23,275	1,988,480	2,011,755
As at May 31, 2024			
Cost	28,500	2,143,732	2,172,232
Accumulated depreciation	(5,225)	(155,252)	(160,477)
Closing net book value	23,275	1,988,480	2,011,755

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

12. DEFERRED GRANTS

	As at August 31, 2024	As at May 31, 2024
	\$	\$
Deferred grants attributable to the purchase of property, plant	7 200	16 401
and equipment Deferred grants attributable to operations	7,290 1,259,233	16,481 1,035,061
Deferred grants	1,266,523	1,051,542

13. LEASE LIABILITIES

	Three months ended August 31, 2024	Year ended May 31, 2024
	\$	\$
Balance, opening	2,240,828	2,364,465
Additions	-	28,500
Disposals	-	(130,125)
Repayments of lease liabilities	(4,213)	(22,012)
Balance	2,236,615	2,240,828
Balance, current	(21,149)	(18,343)
Balance, non-current	2,215,466	2,222,485

14. RESERVES

14.1 Warrants

The Corporation's warrants were as follows:

		nths ended 31, 2024		ar ended ⁷ 31, 2024
	Number of warrants			Weighted average exercise price
		\$		\$
Opening	16,517,788	0.27	16,517,788	0.27
Balance, end	16,517,788	0.27	16,517,788	0.27

Warrants outstanding as at August 31, 2024 are as follows:

Number of warrants	Exercise price	Expiry date
	\$	
4,354,667	0.32	May 23, 2025
11,459,093	0.25	November 6, 2025 ¹
704,028	0.40	February 6, 2026
16,517,788		• /

These warrants were expiring on November 6, 2024. On October 29, 2024, they were extended for a period of 1 year until November 6, 2025. All other conditions stayed unchanged. This change had no impact on the financial statements.

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

14. RESERVES (CONT'D)

14.2 Share-based Compensation

A) Stock Options

A summary of the Corporation's Options outstanding is as follows:

	Three months ended August 31, 2024			ended 31, 2024
	Number of options			Weighted Average Exercise Price
		\$		\$
Balance, opening	7,220,500	0.22	10,295,500	0.21
Issued	-	-	845,000	0.22
Exercised	-	-	(1,575,000)	0.10
Expired	(250,000)	0.175	(2,040,000)	0.26
Forfeited	-	-	(305,000)	0.22
Balance, end	6,970,500	0.22	7,220,500	0.22
Balance, end, exercisable	6,565,500	0.22	6,680,500	0.22

The number of Options outstanding as of August 31, 2024 are as follows:

Number of	Number of		
options	options	Exercise	
outstanding	exercisable	Price	Expiry date
		\$	
1,080,500	1,080,500	0.155	October 23, 2024
200,000	200,000	0.155	November 28, 2024
75,000	75,000	0.185	January 19, 2025
1,275,000	1,275,000	0.165	April 16, 2025
450,000	450,000	0.165	April 21, 2025
250,000	250,000	0.155	June 3, 2025
500,000	500,000	0.175	August 13, 2025
45,000	45,000	0.205	August 31, 2025
250,000	250,000	0.18	October 21, 2025
875,000	875,000	0.34	January 27, 2026
1,430,000	1,430,000	0.305	October 27, 2026
540,000	135,000	0.215	January 25, 2029
6,970,500	6,565,500		

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

14. RESERVES (CONT'D)

B) Restricted Share Units (RSUs)

A summary of the Corporation's RSUs outstanding under the Omnibus Plan is as follows:

	Three months ended August 31, 2024	Year ended May 31, 2024
Balance, opening	1,116,000	-
Granted	, , , <u>-</u>	1,302,000
Forfeited	-	(186,000)
Balance, end	1,116,000	1,116,000

C) Deferred Share Units (DSUs)

A summary of the Corporation's DSUs outstanding under the Omnibus Plan is as follows:

	Three months ended August 31, 2024	Year ended May 31, 2024
Balance, opening	971,000	-
Granted	· -	971,000
Forfeited	(93,000)	-
Balance, end	878,000	971,000

15. EXPLORATION AND EVALUATION EXPENSES

	Three month	
	August	31
Montviel	2024	2023
	\$	\$
Acquisition and maintenance	-	-
Exploration		
Geology	10,472	-
Share-based compensation	· -	436
Supplies	-	654
Total exploration	10,472	1,090
Evaluation		
Salaries and benefits	108,229	27,973
Depreciation of property, plant and equipment	5,702	2,198
Total Evaluation	113,931	30,171
Gross E&E expenses	124,403	31,261
Tax credits	(4,571)	(1,298)
Net E&E expenses - Montviel	119,832	29,963

Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

15. EXPLORATION AND EVALUATION EXPENSES (CONT'D)

15.1 Option agreement on Montviel-Sud Property

On August 31, 2023, the Corporation concluded an agreement with MTM Critical Metals Ltd. ("MTM") to option out the Montviel-Sud property.

On August 5, 2024, MTM sent a notice to the Corporation to opt out of the option agreement for this property. Therefore, Geomega still owns 100% of the rights to this property.

16. RESEARCH AND DEVELOPMENT EXPENSES

	Three months ended August 31	
	2024	2023
	\$	\$
Salaries and benefits	257,630	241,509
Share-based compensation	26,260	3,314
Professional fees	31,862	312,964
Material and furniture	60,926	71,223
General and administration	81,871	29,305
Depreciation of property, plant and equipment	50,149	14,271
Impairment of property, plant and equipment	1,252	-
	509,950	672,586
Tax credits	-	(51,513)
Net R&D expenses	509,950	621,073

17. ADDITIONAL INFORMATION RELATING TO THE CONSOLIDATED STATEMENT OF CASH FLOW

Change in non-cash working capital items

	Three months ended August 31	
	2024	2023
	\$	\$
Accounts receivable	209,166	198,585
Tax credits and government grants receivable	(405,615)	(280, 155)
Prepaid and other expenses	28,683	(49,309)
Inventories	87	(47)
Trade and other payables	(323,958)	(23,370)
Deferred grants – portion attributable to operating	,	,
expenses	224,172	(123,772)
Deferred revenues	(77,412)	213,379
	(344,877)	(64,689)

Geomega Resources Inc.Notes to the Condensed Interim Consolidated Financial Statements

(Unaudited, in Canadian dollars)

17. ADDITIONAL INFORMATION RELATING TO THE CONSOLIDATED STATEMENT OF CASH **FLOW** (CONT'D)

Non-Cash Transactions

	Three months ended August 31	
	2024	2023
	\$	\$
Government grants receivable for the acquisition of inventories Government grants receivable for deposits made on the	-	1,930
purchase of property, plant and equipment	198,984	50,882
Government grants receivable for the purchase of property, plant and equipment	48,490	-
Acquisition of a right-of-use asset against a lease liability Amortisation of deferred grant against deposits made on the	-	28,500
purchase of property, plant and equipment	-	3,615
Amortisation of deferred grant against the purchase of property, plant and equipment	-	242,003