Black Swan Graphene Inc.

Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

(unaudited)

NOTICE OF NO AUDITOR REVIEW

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the condensed interim consolidated financial statements, they must be accompanied by a notice indicating that the interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada (CPA Canada) for a review of interim financial statements by an entity's auditor.

Black Swan Graphene Inc.

Condensed Interim Consolidated Statements of Financial Position

Expressed in Canadian Dollars

As at:	Note	September 30, 2024 $	December 31, 2023 $
ASSETS			
Current			
Cash and cash equivalents		3,750,982	5,323,893
Amounts receivable		578,459	575,495
Prepaid expenses		22,171	562
Total current assets		4,351,612	5,899,951
Non-current assets			
Intangible assets	4	6,542,662	7,252,108
Investment	5	795,249	795,249
Total assets		11,689,524	13,947,309
LIABILITIES			
Current			
Accounts payable and accrued liabilities		188,717	114,230
Total liabilities		188,717	114,230
SHAREHOLDERS' EQUITY			
Share capital	6	28,114,107	28,114,107
Contributed surplus	6	537,190	537,190
Option reserve	6	1,698,624	1,698,624
Deficit		(18,849,114)	(16,516,840)
Total shareholders' equity		11,500,807	13,833,080
Total liabilities and shareholders' equity		11,689,524	13,947,309

Nature of operations and going concern (Note 1)
Commitments and contingenices (Note 10)

Approved on behalf of the Board of Directors:

Signed: *"Simon Marcotte"*, Director
Signed: *"Peter Damouni"*, Director

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

Black Swan Graphene Inc.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

Expressed in Canadian Dollars

For the periods:	Note	Three Months Ended September 30, 2024 $	Three Months Ended September 30, 2023 $	Nine Months Ended September 30, 2024 $	Nine Months Ended September 30 2023 $
Expenses					
Management, director and consulting fees	9	**253,906**	294,828	**780,851**	973,352
Stock-based compensation	6	**-**	-	**-**	20,644
Project development expenses		**152,432**	236,392	**606,628**	605,060
Amortization of intangible assets	5	**236,482**	236,482	**709,446**	709,446
Professional fees		**36,117**	105,883	**189,626**	206,247
Investor relations		**16,385**	63,333	**69,893**	747,055
Office and general		**22,532**	72376	**70,389**	147,000
Interest income		**(39,699)**	(36,800)	**(94,559)**	(79,200)
Net loss and comprehensive loss for the period		**(678,155)**	(972,494)	**(2,332,274)**	(3,329,604)
Basic and diluted loss per share		**(0.00)**	(0.00)	**(0.01)**	(0.01)
Weighted average number of common shares outstanding					
Basic and diluted	8	**301,730,083**	283,938,008	**301,730,083**	283,938,008

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

Black Swan Graphene Inc.

Condensed interim Consolidated Statements of Changes in Shareholders' Equity

Expressed in Canadian Dollars

	Common Shares	Share Capital	Contributed Surplus	Option Reserve	Deficit	Shareholders' Equity
	#	$	$	$	$	$
Balance, December 31, 2022	**283,938,008**	**25,487,912**	**390,128**	**1,279,523**	**(10,432,138)**	**16,725,424**
Shares issued for debt	1,420,571	170,469	-	-	-	170,469
Shares issued for investment	16,371,504	2,455,726	-	-	-	2,455,726
Share based compensation	-	-	-	20,644	-	20,644
Loss for the period	-	-	-	-	(3,329,604)	(3,329,604)
Balance, September 30, 2023	**283,938,008**	**25,487,912**	**390,128**	**1,300,167**	**(13,761,742)**	**16,042,659**
Balance, December 31, 2023	**301,730,083**	**28,114,107**	**537,190**	**1,698,624**	**(16,516,840)**	**13,833,080**
Loss for the period	-	-	-	-	(2,332,274)	(2,332,274)
Balance, September 30, 2024	**301,730,083**	**28,114,107**	**537,190**	**1,698,624**	**(18,849,114)**	**11,500,807**

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

Black Swan Graphene Inc.

Condensed Interim Consolidated Statements of Cash Flows

Expressed in Canadian Dollars

For the periods ended:	September 30, 2024	September 30, 2023
	$	$
Cash (used in)/provided by:		
Operating activities		
Net loss	(2,332,274)	(3,329,604)
Items not involving cash		
Share based compensation	-	20,644
Amortization of patents	709,446	709,446
Consulting fees settled in shares	-	170,469
Changes in non-cash working capital		
Change in amounts receivable	(2,959)	(169,228)
Change in prepaid expenses	(21,609)	(6,401)
Change in accounts payable and accrued liabilities	74,487	(239,103)
Net cash flow (used in) operating activities	(1,572,909)	(2,843,778)
Net decrease in cash and cash equivalents during the period	(1,572,909)	(2,843,778)
Cash and cash equivalents, beginning of period	5,323,893	8,874,657
Cash and cash equivalents, end of period	3,750,982	6,030,879

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Black Swan Graphene Inc., (formerly Dragonfly Capital Corp.) (the "Company", or "Black Swan") is focused on the large-scale production and commercialization of patented high-performance and low-cost graphene products aimed at several industrial sectors, including concrete, polymers, Li-ion batteries, and others, which are expected to require large volumes of graphene and, in turn, require large volumes of graphite.

The Company is listed on the TSXV as a Tier 2 Industrial Issuer under the name "Black Swan Graphene Inc." The Common Shares trade on the TSXV under the symbol "SWAN".

On August 2, 2022, Black Swan closed its Qualifying Transaction (as such term is defined in TSX Venture Exchange (the "TSXV") Policy 2.4 – Capital Pool Companies) with Black Swan Graphene Inc. ("PrivCo"), a private Ontario company, pursuant to the terms of a share exchange agreement dated January 17, 2022 as amended, with PrivCo and the shareholders of PrivCo (the "Transaction"). In connection with the Transaction, the Company changed its name from "Dragonfly Capital Corp." to "Black Swan Graphene Inc." The Transaction was completed by way of a share exchange whereby the Company acquired all of the outstanding common shares in the capital of PrivCo (each, a "PrivCo Share") from the shareholders of PrivCo (collectively, the "PrivCo Shareholders") in consideration for the issuance of an aggregate 210,230,343 common shares (each, a "Common Share") in the capital of the Company to the PrivCo Shareholders, at a deemed price of $0.15 per Share. In addition, the 18,620,000 options to purchase PrivCo Shares (each, a "PrivCo Option") which were outstanding immediately prior to closing of the Transaction were cancelled and the holders thereof were granted an aggregate of 15,175,000 options to purchase Common Shares (each, an "Option") and 7,875,000 restricted share units (each, a "RSU") of the Company, under the terms of an omnibus equity incentive plan which was adopted by the board of directors of the Company immediately after closing the Transaction.

The Company will have future needs for equity financing for working capital and the development of its business. Because of continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation.

These condensed interim consolidated financial statements have been prepared using accounting policies applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of operations. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying condensed interim consolidated financial statements. Such adjustments could be material.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements are in compliance with IAS 34, *Interim Financial Reporting*. Accordingly, certain information and disclosures normally included in annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. These condensed interim consolidated financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2023.

Basis of presentation

These condensed interim consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information, and have been prepared using the historical cost basis. Furthermore, these condensed interim consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries. All values are rounded to the nearest dollar.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Generally, the Company has a shareholding of more than one half of the voting rights in its subsidiaries. The effects of potential voting rights that are currently exercisable are considered when assessing whether control exists. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

Approval of the consolidated financial statements

These condensed interim consolidated financial statements of the Company for the three and nine months ended September 30, 2024 and 2023 were reviewed, approved and authorized for issue by the Board of Directors of the Company on November 28, 2024.

3. SIGNIFICANT ACCOUNTING POLICIES

Critical judgements and estimation uncertainties

The preparation of financial statements in conformity with IFRS requires the Company's management to make judgments, 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 amount, event or actions, actual results may differ from those estimates.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based share awards is determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Contingencies (see Note 12)

Future accounting changes

Certain new standards, interpretations, amendments and improvements to existing standards were issued by IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2023. Updates that are not applicable or are not consequential to the Company have been excluded thereof. The following have not yet been adopted and are being evaluated to determine their impact on the consolidated financial statements.

IAS 1 – In February 2021, the IASB issued 'Disclosure of Accounting Policies' with amendments that are intended to help preparers in deciding which accounting policies to disclose in their financial statements. The amendments are effective for year ends beginning on or after January 1, 2023.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Future accounting changes (continued)

IAS 1 – Presentation of Financial Statements ("IAS 1") was revised in January 2020 and July 2020 to (i) clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the right to defer settlement by at least twelve months and make explicit that only rights in place "at the end of the reporting period" should affect the classification of a liability; (ii) clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and (iii) make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are effective for annual reporting periods beginning on or after January 1, 2023.

IAS 12 – Income Taxes ("IAS 12") was amended in September 2021 to narrow the scope of the recognition exemption so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The amendments are effective for annual reporting periods beginning on or after January 1, 2023.

IAS 8 – Definition of Accounting Estimates ("IAS 8") was amended in February 2021 to replace the definition of a change in accounting estimates with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to management uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves management uncertainty. The amendments clarify that a change in accounting estimate that results from new information or new developments is not the correction of an error. IAS 8 is effective for annual periods beginning on or after January 1, 2023.

4. INTANGIBLE ASSETS

The Company acquired certain intangible asset related to a patented graphene processing technology from Thomas Swan, and a license from Trinity College Dublin for the production of exfoliated defect-free, non-oxidized 2-D materials in large quantities (the "TCD License"), which license was previously held by Thomas Swan. In addition, Black Swan Graphene and Thomas Swan have entered into a License Agreement and a Sub-License Agreement, pursuant to which Black Swan Graphene has granted Thomas Swan a license to graphene processing technology for production of up to 1,000 tonnes per year and Black Swan Graphene has sub-licensed the TCD License to Thomas Swan, respectively.

The TCD License is subject to an incremental royalty rate ranging from 3.0% up to 9.0% of net sales when greater than €20,000,000 ($27,345,000) and have lives of 15 or 20 years from the commencement of commercial sales related to such licenses.

Intangible assets are amortized over a ten-year period and have a balance of $6,542,662 as at September 30, 2024 (December 31, 2023 - $7,252,108).

	Intangible Assets
Balance December 31, 2022	8,198,036
Amortization of Intangible assets	(945,928)
Balance December 31, 2023	7,252,108
Amortization of Intangible assets	(709,446)
Balance September 30, 2024	6,542,662

4. INTANGIBLE ASSETS (Continued)

GEIC Membership Agreement

On March 9, 2022, BSG and the University of Manchester entered into the GEIC Membership Agreement, granting the Company a "Tier 2" membership in the Graphene Engineering Innovation Centre ("GEIC") established by the University. The GEIC Membership Agreement grants the Company a license to occupy a shared laboratory space and book hot desk space at the University. BSG shall retain or be passed title to all intellectual property, know-how and results generated from such collaborative projects with the University of Manchester, subject to a 5% royalty, Black Swan must pay to the University for a period of 15 years if BSG commercially exploits such intellectual property, know-how or results. Pursuant to the terms and conditions set out in the GEIC Membership Agreement, the University of Manchester may publish the results obtained from the collaborative projects.

5. LONG TERM INVESTMENT

On April 5, 2023, under an Equity Swap, Nationwide Engineering Research and Development Ltd ("CONCRETENE") issued to Black Swan 7,177 seed preferred shares ("CONCRETENE Shares"), ranking senior to all other shares in the share capital of CONCRETENE, at a deemed price per share of £220 for an aggregate deemed subscription price of approximately £1.58 million or approximately CAD$2.65M. and representing a 5.0% ownership stake in CONCRETENE as of April 5, 2023. Black Swan paid for the CONCRETENE Shares by way of issuance of 16,371,504 common shares in the capital of Black Swan. The value of the Investment in CONCRETENE was based on the closing price of the Company's common shares on the TSX-V on April 5, 2023 which was $2,455,726. On the date of the acquisition the value of the investment was $2,455,726. As at December 31, 2023, after a fair value adjustment, based on a subsequent financing, the value of the investment is $795,249 and the Company's ownership interest is 4.93%. As at September 30, 2024, the value of the investment was $795,249.

As part of the transaction, the Company issued 1,600,000 compensation warrants with an expiry date of April 5, 2026 and an exercise price of $0.15.

6. SHARE CAPITAL AND CONTRIBUTED SURPLUS

Authorized

On September 30, 2024, the authorized share capital consisted of an unlimited number of common shares, each carrying one vote.

As part of the reverse acquisition transaction (Note 1 and 7), an exchange ratio was applied whereby each share of Black Swan was exchanged for 15.2 shares. The share and per share quantities and values have been retroactively updated to reflect this share exchange ratio.

Issued and Outstanding

On September 30, 2024, the Company had 301,730,083 common shares issued.

Common share activity during the period ended September 30, 2024 was as follows:

	Number of shares outstanding	Amount
Balance, December 31, 2022	**283,938,008**	**25,487,912**
Shares issued for debt (ii)	1,420,571	170,469
Shares issued for investment (i)	16,371,504	2,455,726
Balance, December 31, 2023	**301,730,083**	**28,114,107**
Balance, September 30, 2024	**301,730,083**	**28,114,107**

i. See Note 5 (Long term Investment)

ii. On March 14, 2023, 1,420,571 common shares were issued as part of a debt settlement for services provided to the Company. This resulted in a gain of $127,851.

iii. In connection with the reverse acquisition transaction completed on August 2, 2022, 16,311,000 shares were issued to the former shareholders of Dragonfly Capital Corp. valued at a price of $0.15 which was the value of common shares issued as part of the subscription receipt financing that closed as part of the closing of the reverse takeover transaction. (Note 6)

iv. On August 2, 2022, the Company completed a non-brokered financing ("the Subscription Receipt Financing") of 46,669,665 subscription receipts at a price of $0.15 per Subscription Receipt to raise gross proceeds of $7,000,450. Each Subscription Receipt has been exchanged for one Common Share on completion of the reverse acquisition transaction. A member of management subscribed for 266,667 shares at a value of $40,000. (Note 6).

v. Pursuant to the terms of the Finder's Fee Agreement, Black Swan agreed to issue 10,727,000 shares at a deemed price of $0.15 per Resulting Issuer Share, as a finder's fee in consideration for the finder's services in facilitating the identification, negotiation and implementation of the reverse takeover of Dragonfly by Black Swan (Note 6).

6. SHARE CAPITAL AND CONTRIBUTED SURPLUS (continued)

Stock Options, Restricted Share Units and Warrants

Black Swan established an equity incentive plan to be known as the Omnibus Equity Incentive Plan (as the same may be amended from time to time in accordance with its terms, (the "Plan"). The Plan permits the grant of Options to purchase common shares, Restricted Share Units, Deferred Share Units and Performance Share Units. The Plan was approved by the Board on August 2, 2022.The exercise price and vesting period of any option is fixed by the Board of Directors on the date of grant, in accordance with applicable stock exchange or other regulatory requirements, if applicable. The maximum aggregate number of common shares under option at any time under the Plan cannot exceed 10% of the issued shares.

The following schedule details stock options outstanding as at September 30, 2024:

Number outstanding #	Grant date	Expiry date	Exercise price $	Estimated grant date fair value $	Volatility	Risk-interest rate	Expected remaining life	Expected dividend yield	Weighted average Remaining life
13,000,000	25-Oct-21	25-Oct-31	$0.15	1,746,550	103%	2.71%	9.24	0%	7.07
2,175,000	19-Nov-21	19-Nov-26	$0.15	247,363	109%	2.85%	4.28	0%	2.87
1,050,000	7-Nov-22	7-Nov-27	$0.15	74,122	109%	3.77%	5.00	0%	3.10
500,000	2-May-23	2-May-28	$0.17	70,890	106%	2.95%	5.00	0%	3.59
16,725,000				**2,138,925**					

On the Transaction date, outstanding options of Black Swan were cancelled and replaced with 15,175,000 options exercisable at $0.15 per share, and 7,875,000 Restricted Share Units, vesting over one year. The cancellation and replacement of these share-based payment instruments is identified as a modification for accounting purposes in accordance with IFRS2, Share-based payment.

In accordance with modification accounting, the value of the share based payments previously outstanding was re-estimated at the modification date using the Black-Scholes option pricing model and the following assumptions: expected life of 9.6 years or 4.6 years, expected volatility of 83%, risk free interest rate of 3%, current stock price based on the price of the shares in the subscription receipt financing ((Note 3(b), as the concurrent subscription receipt price was assessed as being the best estimate of the fair value of the shares), and expected dividend yield of 0%); - the value of the share based payments outstanding after the modification were estimated at the modification date whereby: the value of options was estimated using the Black-Scholes option pricing model and the following assumptions: expected life of 9.6 years or 4.6 years, expected volatility of 83%, risk free interest rate of 3%, current stock price based on the price of the shares in the subscription receipt financing ((Note 3(b), as the concurrent subscription receipt price was assessed as being the best estimate of the fair value of the shares), and expected dividend yield of 0%); and on the value of the RSUs was estimated based on the price of the shares in the subscription receipt financing ((Note 3(b), as the concurrent subscription receipt price was assessed as being the best estimate of the fair value of the shares). Based on this analysis, it was determined that an incremental fair value of $577,589 results due to the modification.

6. SHARE CAPITAL AND CONTRIBUTED SURPLUS (continued)

Stock Options, Restricted Share Units and Warrants(continued)

Restricted Share Units

On August 2, 2022, the Company granted 7,875,000 restricted share units ("RSU's") to Directors, Officers and Consultants of the Company. The RSU's vest on August 2, 2025, subject to the terms of the Omnibus Incentive Plan. No RSU's have vested as at September 30, 2024.

Warrants

The changes in warrants issued during the period ended September 30, 2024 was as follows:

	Number	Weighted average exercise price	Value of warrants
Outstanding, December 31, 2021	-	$ -	$ -
Outstanding, December 31, 2022	-	$ -	
Issued, April 5, 2023	1,600,000	$ 0.15	147,062
Outstanding, December 31, 2023	1,600,000	$ 0.15	147,062
Outstanding, September 30, 2024	1,600,000	$ 0.15	147,062

The 1,600,000 warrants were issued to Paradigm Capital in connection with the investment in CONCRETENE. See Note 5.

The following table summarizes the warrants outstanding as at September 30, 2024:

Number outstanding #	Grant date	Expiry date	Exercise price $	Estimated grant date fair value $	Volatility	Risk-free interest rate	Expected life (Yrs) #	Expected dividend yield	Remaining life
1,600,000	5-Apr-23	5-Apr-26	$0.15	147,062	96%	3.32%	3.00	0%	1.51
1,600,000				**147,062**					

7. CAPITAL MANAGEMENT

The Company manages and adjusts its capital structure based on available funds in order to support the acquisition, exploration and development of mineral properties. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company considers its capital to consist of common shares.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no significant changes in the Company's approach to capital management during the periods ended September 30, 2024 and 2022.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

As of September 30, 2024 and 2023, the Company believes it is compliant with the policies of the TSXV.

8. FINANCIAL INSTRUMENTS

Financial instruments recorded at fair value on the statement 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:

a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

The Company's financial instruments include cash, amounts receivable and accounts payable and accrued liabilities. The carrying values of these financial instruments reported in the statements of financial position approximate their respective fair values due to the relatively short-term nature of these instruments. As at September 30, 2024 and December 31, 2023, the Company had no instruments to classify in the fair value hierarchy.

8. FINANCIAL INSTRUMENTS (continued)

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) *Credit risk*

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of set-off exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

a. *Trade credit risk*
The Company is not exposed to significant trade credit risk.

b. *Cash*
In order to manage credit and liquidity risk the Company's policy is to invest only in highly rated investment grade instruments that have maturities of nine months or less. Limits are also established based on the type of investment, the counterparty and the credit rating.

(b) *Currency risk*

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's foreign currency risk arises primarily with respect to UK sterling and US dollars from operations. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2024, the Company had a cash balance of $3,750,982 (December 31, 2023 - $5,323,893) to settle current liabilities of $188,717 (December 31, 2023 - $114,230). The Company's trade payables have contractual maturities of less than 30 days and are subject to normal trade terms.

9. RELATED PARTY TRANSACTIONS

Compensation of key management personnel of the Company

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. During the period ended September 30, 2024, the remuneration of directors and other key management personnel was $482,994 (September 30, 2022 - $229,500). A total of $nil was recorded in share-based payments expense for stock options and RSU's issued to directors and officers.

10. COMMITMENTS AND CONTINGENCIES

Management Contracts

The Company is party to certain management contracts. These contracts require payments of approximately $1,405,000 upon the occurrence of a change in control of the Company, as defined by each officer's respective consulting agreement. The Company is also committed to payments upon termination of approximately $815,000 pursuant to the terms of these contracts. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.