



Condensed Interim Consolidated Financial Statements
Nine Months Ended June 30, 2024 and 2023

(Unaudited - Expressed in Canadian Dollars)

Notice of Non-review of Condensed Interim Consolidated Financial Statements

In accordance with National Instrument 51-102, the Company discloses that the accompanying condensed interim consolidated financial statements have been prepared by and are the responsibility of the Company's management. They have been reviewed and approved by the Company's Audit Committee and the Board of Directors.

The attached condensed interim consolidated financial statements for the nine months ended June 30, 2024 have not been reviewed by the Company's auditors.

ValOre Metals Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

	Note(s)	June 30, 2024	September 30, 2023
ASSETS			
Current assets:			
Cash		\$ 820,506	\$ 1,209,291
Other receivables		1,757	1,813
GST recoverable		10,136	-
Prepaid expenses		73,292	136,018
Total current assets		905,691	1,347,122
Non-current assets:			
Equipment	5	24,098	37,409
Exploration and evaluation assets	6	8,918,450	8,918,450
Investment in Hatchet Uranium Corp.	4	750,000	-
Total assets		\$ 10,598,239	\$ 10,302,981
LIABILITIES			
Current liabilities:			
Accounts payable and accrued liabilities	8,11	\$ 764,846	\$ 1,075,092
Flow-through liability		388,889	-
Loan payable	9,11	\$ 1,138,000	\$ -
Total liabilities		2,291,735	1,075,092
SHAREHOLDERS' EQUITY			
Share capital	10	74,223,932	74,223,932
Contributed surplus	10	14,995,130	14,895,776
Accumulated other comprehensive loss	10	(116,214)	(116,214)
Deficit		(81,109,752)	(79,775,605)
Non-controlling interest		313,408	-
Total shareholders' equity		8,306,504	9,227,889
Total liabilities and shareholders' equity		\$ 10,598,239	\$ 10,302,981

Nature of Operations and Going Concern (Note 1)

Subsequent event (Note 16)

APPROVED ON AUGUST 23, 2024 ON BEHALF OF THE BOARD:

"James Paterson", CEO, Director"Dale Wallster", Director

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

ValOre Metals Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)

		Three months ended June 30,		Nine months ended June 30,	
	Note	2024	2023	2024	2023
Expenses					
Depreciation	5	4,387	\$ 11,942	13,311	\$ 36,079
Bank charges and interest		1,543	3,712	5,256	9,637
Exploration expenditures	6	306,647	642,745	1,233,343	2,322,675
Investor relations		23,934	29,824	90,970	207,460
Listing and filing fees		17,466	74,418	45,306	107,558
Management and consulting fees	11	44,474	123,691	226,659	371,446
Office and sundry		36,211	27,219	86,393	90,305
Professional fees		58,385	1,946,913	200,398	2,380,765
Share-based compensation	10	-	-	99,354	-
Travel and conference		9,903	1,623	92,519	95,979
Loss before the undernoted		(502,950)	(2,862,087)	(2,096,509)	(5,621,904)
Other income (expenses)					
Interest income		7,698	26,987	15,320	37,627
Other income		-	52,500	-	70,000
Gain on investment in Hatchet		-	-	750,000	-
Foreign exchange		(890)	(21,757)	(331)	(31,340)
Gain on arrangement	3	-	31,490,238	-	31,490,238
Income (loss) and comprehensive income (loss) for the period					
		(496,142)	\$ 28,685,881	(1,331,520)	\$ 25,944,621
Attributable to the Company		(499,709)	\$ 28,685,881	(1,334,147)	\$ 25,944,621
Attributable to non-controlling interest		3,567	-	2,627	-
Basic and diluted income (loss) per common share					
		\$(0.003)	\$0.18	\$(0.008)	\$0.16
Weighted average number of common shares outstanding - basic and diluted					
		168,271,245	160,210,472	168,271,245	158,010,146

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

ValOre Metals Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

	Nine months ended June 30,	
	2024	2023
Cash flows from operating activities:		
Net income (loss) for the period attributed to company	\$ (1,334,147)	\$ 25,944,621
Net income (loss) for the period attributed to NCI	2,627	-
<i>Items not involving cash:</i>		
Depreciation	13,311	36,079
Accretion	-	27,621
Share-based compensation	99,354	-
Gain on Investment in Hatchet	(750,000)	-
Shares issued for services	-	400,000
Gain on arrangement	-	(31,490,238)
<i>Changes in non-cash working capital:</i>		
Others receivable	56	(29,175)
GST recoverable	(10,136)	404,465
Prepaid expenses	62,726	(66,595)
Accounts payable and accrued liabilities	(310,246)	15,663
Net cash used in operating activities	(2,226,455)	(4,757,559)
Cash flows from investing activities:		
Proceeds from arrangement	-	3,000,000
Net cash used in investing activities	-	3,000,000
Cash flows from financing activities:		
Issuance of shares for private placement	-	3,673,000
Proceeds from Hatchet's private placement	250,000	-
Proceeds from Hatchet's flow-through private placement	500,000	-
Share issuance costs - cash	(50,330)	(9,000)
Proceeds from related party loans	1,138,000	518,500
Repayment of loans	-	(1,118,500)
Subscription received	-	16,000
Net cash provided by financing activities	1,837,670	3,080,000
Net increase (decrease) in cash	(388,785)	1,322,441
Cash, beginning of the period	1,209,291	1,593,793
Cash, end of the period	\$ 820,506	\$ 2,916,234

During the period ended June 30, 2024, the Company paid \$Nil (2023 - \$Nil) in interest, and \$Nil (2023 - \$Nil) in taxes.

Supplemental Schedule of Non-Cash Investing and Financing Activities

Investment in Hatchet Uranium Corp. (Note 4)	\$ 750,000	\$ -
Change in NCI basis in subsidiary	\$ 75,000	\$ -
Fair value of finders' warrants	\$ -	\$ 3,024
Flow-through premium liability	\$ 388,889	\$ -

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ValOre Metals Corp.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Changes in Shareholder's Equity

(Unaudited - Expressed in Canadian Dollars)

	Share Capital (Note 10)		Contributed surplus	Subscription receivable	Deficit	Accumulated other comprehensive loss	Non-controlling interest	Total shareholders' equity
	Number of shares	Amount						
Balance at September 30, 2022	153,681,245	\$ 98,162,956	\$14,892,752	\$ (16,000)	\$ (103,771,148)	\$ (116,214)	-	\$ 9,152,346
Shares issued for private placement	18,365,000	3,673,000	-	-	-	-	-	3,673,000
Share issuance costs – cash	-	(9,000)	-	-	-	-	-	(9,000)
Shares issuance costs – finders warrants	-	(3,024)	3,024	-	-	-	-	-
Shares for services	1,793,900	400,000	-	-	-	-	-	400,000
Subscription received	-	-	-	16,000	-	-	-	16,000
Latitude shares transferred to shareholders	-	(28,000,000)	-	-	-	-	-	(28,000,000)
Net income for the period	-	-	-	-	25,944,621	-	-	25,944,621
Balance at June 30, 2023	173,840,145	\$ 74,223,932	\$14,895,776	\$ -	\$ (77,826,527)	\$ (116,214)	-	\$ 11,176,967
Balance at September 30, 2023	173,840,145	\$ 74,223,932	\$14,895,776	-	\$ (79,775,605)	\$ (116,214)	-	\$ 9,227,889
Share-based compensation	-	-	99,354	-	-	-	-	99,354
Non-controlling interest in Hatchet, opening balance	-	-	-	-	-	-	250,000	250,000
Net loss for the period	-	-	-	-	(1,334,147)	-	2,627	(1,331,520)
Adjustment in NCI interest in Hatchet due to FT issuance	-	-	-	-	-	-	60,781	60,781
Balance at June 30, 2024	173,840,145	\$ 74,223,932	\$14,995,130	-	\$ (81,109,752)	\$ (116,214)	\$ 313,408	\$ 8,306,504

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

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

1. Nature of operations and going concern

ValOre Metals Corp. (the “Company” or “ValOre”) is an exploration stage company focused on the acquisition, exploration and development of resource properties. The Company’s registered and records office is located at Suite 1020, 800 West Pender Street, Vancouver, BC, V6C 2V6.

The Company was incorporated as a wholly owned subsidiary of Kaminak Gold Corporation (“Kaminak”) on February 13, 2008 as 0816479 BC Ltd. under British Columbia’s Company Act. Effective February 20, 2008, 0816479 BC Ltd. changed its name to Kivalliq Energy Corporation (“Kivalliq”).

Kivalliq became a reporting issuer in Alberta and British Columbia on July 4, 2008 by virtue of a reorganization transaction involving the exchange of securities between Kaminak, Kivalliq and the shareholders of Kaminak. The reorganization transaction involved the acquisition from Kaminak of a 100% interest in Kaminak’s Angilak Uranium property. On July 7, 2008, after completion of private placements, the Company’s shares became publicly traded on the TSX Venture Exchange under the trading symbol “KIV”.

On June 28, 2018, the Company’s name was officially changed to ValOre Metals Corp. and ValOre’s shares commenced trading on the TSX Venture Exchange having the trading symbol (“VO”).

Long-term continuance of the Company’s operations is dependent upon achieving profitable operations and obtaining additional equity or debt financing. The recoverability of the carrying values of the Company’s resource property interests is dependent upon the existence and discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties and future profitable production from or proceeds from the disposition of resource properties. As of June 30, 2024, the Company has not achieved profitable operations and has accumulated losses since inception.

As at June 30, 2024, the Company had current assets of \$905,691 to settle current liabilities of \$2,291,735 leaving the company with a negative working capital of \$1,386,044. ValOre may be required to delay discretionary expenditures if additional financing cannot be obtained on reasonable terms. Failure to obtain additional financing when required may result in the loss of some, or all, of the Company’s exploration and evaluation assets (Note 6). These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

2. Significant accounting policies, estimates and judgements

a) Basis of presentation, principles of consolidation and statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) for interim information, specifically International Accounting Standards (“IAS”) 34 - Interim Financial Reporting. In addition, these condensed interim consolidated financial statements have been prepared using interpretations issued by the International Financial Reporting Interpretation Committee (“IFRIC”) in effect at June 30, 2024 and the same accounting policies and methods of their application as the most recent annual financial statements of the Company. These condensed interim consolidated financial statements do not include all disclosures normally provided in the annual financial statements and should be read in conjunction with the Company’s audited financial statements for the year ended September 30, 2023.

In management’s opinion, all adjustments necessary for fair presentation have been included in these condensed interim consolidated financial statements. Interim results are not necessarily indicative of the results expected for the year ending September 30, 2024.

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023

(Unaudited - Expressed in Canadian Dollars)

The condensed interim consolidated financial statements for the nine months ended June 30, 2024 (including comparatives) have been prepared by management, reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on August 23, 2024.

These condensed interim consolidated financial statements include the financial statements of ValOre Metals Corp. and its wholly owned subsidiaries PBBM Holdings Ltd., Pedra Branca do Brasil Mineracao Ltda, and Hatchet Uranium Corp. All intercompany transactions and balances have been eliminated upon consolidation.

b) Critical accounting judgements and estimates

The preparation of these interim financial statements requires the use of certain significant accounting estimates and judgments by management in applying the Company's accounting policies. The areas involving significant judgments, estimates and assumptions have been set out in and are consistent with Note 2 of the Company's annual audited consolidated financial statements for the year ended September 30, 2023.

3. Plan of Arrangement

On March 21, 2023, ValOre incorporated a new subsidiary, 5833 Nunavut Ltd., to facilitate a Plan of Arrangement ("Arrangement") where the Angilak Property would be spun out to Labrador Uranium Inc.; now renamed Latitude Uranium Inc. ("Latitude") and trading on the Canadian Securities Exchange, trading symbol LUR.

On June 19, 2023, ValOre transferred its 100% interest in the Angilak Property and completed the Arrangement to spin out the shares of Latitude to the shareholders of the Company. Pursuant to the Arrangement, holders of ValOre common shares received one new common share of ValOre (each, a "Share") and 0.575 of a Latitude share (each, a "Latitude Share") for each common share held. The carrying value of the net assets transferred to Latitude, pursuant to the Arrangement, consisted of the following assets:

Consideration received from Latitude:	
Cash	3,000,000
Latitude shares (100,000,000 shares @ \$0.28)	28,000,000
Total consideration	\$31,000,000
Carrying value Angilak property:	
Equipment	38,624
Exploration and evaluation asset	949,439
Less: Decommissioning liability	(1,478,301)
Fair value of net assets transferred	490,238
Gain on arrangement	\$31,490,238

In accordance with IFRIC 17, Distribution of Non-cash Assets to Owners, the Company recognized the transfer of net assets to ValOre shareholders at fair value with the difference between that value and the carrying amount of the net assets recognized in the consolidated statement of comprehensive loss. The distribution was valued at \$28,000,000 based on the fair value of the common shares of Latitude and the Company recorded a gain on the arrangement totaling \$31,490,238. Included in the professional fees are \$1,500,000 related to transaction costs in relation to the arrangement.

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

4. Investment in Hatchet Uranium Corp.

During the period ended June 30, 2024, ValOre acquired a 75% controlling interest in Hatchet Uranium Corp. ("Hatchet"), which was incorporated on February 7, 2024.

On February 28, 2024, Hatchet closed a private placement whereby Hatchet issued 2,500,000 common shares at \$0.10 per share to a private shareholder in consideration for \$250,000.

On March 16, 2024, the Company and Hatchet entered into a Mineral Property Purchase Agreement. As part of the Agreement, Hatchet issued 7,500,000 common shares with a deemed value of \$0.10 to the Company in consideration for 6 mineral concessions totaling 13,710 hectares in the Hatchet Uranium Project. The mineral concessions were transferred from the Company to Hatchet on March 14, 2024.

On May 14, 2024, Hatchet completed a charity flow-through private placement, issuing 1,111,112 flow-through common shares at a price of \$0.45 per share, resulting in total proceeds of \$500,000. Consequently, the controlling interest in Hatchet Uranium Corp. was diluted to 67.5%.

5. Equipment

	Furniture & Equipment*	Computer Equipment	Field Equipment*	Vehicles	Total
Cost					
Balance at September 30, 2022	\$ 31,595	\$ 24,719	\$ 925,225	\$ 76,279	\$ 1,057,818
Derecognize transfer to latitude	(31,595)	-	(925,225)	-	(956,820)
Balance at September 30, 2023	-	\$ 24,719	-	\$ 76,279	\$ 100,998
Accumulated depreciation					
Balance at September 30, 2022	\$ 29,636	\$ 24,449	\$ 865,385	\$ 21,909	\$ 941,379
Depreciation	735	270	22,440	16,961	40,406
Derecognize depreciation Transfer to Latitude *	(30,371)	-	(887,825)	-	(918,196)
Balance at September 30, 2023	\$ -	\$ 24,719	\$ -	\$ 38,870	\$ 63,589
Net book value at September 30, 2023	\$ -	\$ -	\$ -	\$ 37,409	\$ 37,409
	Furniture & Equipment	Computer Equipment	Field Equipment	Vehicles	Total
Cost					
Balance at September 30, 2023	-	\$ 24,719	-	\$ 76,279	\$ 100,998
Additions/Disposals	-	-	-	-	-
Balance at June 30, 2024	-	\$ 24,719	-	\$ 76,279	\$ 100,998
Accumulated depreciation					
Balance at September 30, 2023	\$ -	\$ 24,719	\$ -	\$ 38,870	\$ 63,589
Depreciation	-	-	-	13,311	13,311
Balance at June 30, 2024	\$ -	\$ 24,719	\$ -	52,181	\$ 76,900
Net book value at June 30, 2024	\$ -	\$ -	\$ -	\$ 24,098	\$ 24,098

* During the year ended September 30, 2023, the Company closed the Transaction with Latitude and as a result transferred the above assets (Note 3).

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

6. Exploration and evaluation assets

		Pedra Branca		Total
Balance, September 30, 2023 and June 30, 2024	\$	8,918,450	\$	8,918,450

a) Exploration expenditures

	Angilak	Baffin Gold	Pedra Branca	Total
Accretion (Note 7)	\$ 27,621	\$ -	\$ -	\$ 27,621
Assays	-	-	159,019	159,019
Land administration	-	217,917	86,473	304,390
Air Support and Transportation	303	-	-	303
Drilling	(3,940)	-	162,472	158,533
Field and general operations	200,911	23,267	249,540	473,719
Field contractors and consultants	133,556	4,038	73,194	210,788
Laboratory costs	109,459	-	127,661	237,120
Salaries and wages	67,500	-	592,831	660,331
Travel and accommodation	15,876	-	74,977	90,853
June 30, 2023	\$ 551,286	\$ 245,222	\$ 1,526,170	\$ 2,322,675

	Angilak	Baffin Gold	Pedra Branca	Total
Assays	-	-	59,080	59,080
Land administration	-	-	72,820	72,820
Drilling	-	-	11,031	11,031
Field and general operations	-	6,384	271,454	277,838
Field contractors and consultants	15,919	8,015	140,558	164,252
Laboratory costs	-	-	108,174	108,174
Salaries and wages	-	-	490,795	490,795
Travel and accommodation	-	-	49,113	49,113
June 30, 2024	\$ 15,919	\$ 14,399	\$ 1,203,025	\$ 1,233,343

b) General

ValOre has the Pedra Branca Project in Brazil, and the Hatchet Lake Property in Saskatchewan, Canada.

Pedra Branca, Ceara State, Brazil

On August 14, 2019, ValOre acquired 100% of the Pedra Branca PGE Project in northeastern Brazil from Jangada Mines PLC ("Jangada") in exchange for 25,000,000 ValOre common shares issued to Jangada and a cash sum of \$3,000,000 paid to Jangada. Pursuant to a share purchase agreement among Jangada, ValOre and PBBM Holdings Ltd., a wholly owned, British Columbia incorporated subsidiary of ValOre, ValOre acquired Jangada's interest in the Brazilian holding company Pedra Branca Brasil Mineracao Ltda., which owns the Pedra Branca PGE Project.

Hatchet Lake, Saskatchewan

On February 10, 2015, ValOre acquired 100% of the Hatchet Lake Uranium Property (the "Hatchet Lake Property") from Rio Tinto Exploration Canada Inc. and Rio Tinto Canada Uranium Corporation ("Rio Tinto") on the following terms:

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

- ValOre made a cash payment upon execution of the agreement of \$220,000, subject to all claims being in good standing as of the closing date;
- Rio Tinto transferred a 100% interest in the Hatchet Lake Property to ValOre;
- ValOre granted Rio Tinto a 2% NSR royalty on the Hatchet Lake Property, with ValOre holding a buy-down right of 0.5% for \$750,000.

In January 2017, the Company received \$250,000 from Sandstorm in return for ValOre transferring and assigning to Sandstorm the Company's 0.5% buyback right. Upon Sandstorm's exercise of this royalty buyback right, ValOre has agreed to grant Sandstorm a 0.5% NSR royalty payable on all mineral products produced from the Hatchet Lake property. The \$250,000 payment received was recorded against the carrying value of the property.

On November 10, 2021, ValOre entered into a definitive property option agreement with Azincourt Energy Corp. ("Azincourt"), pursuant to which Azincourt was granted the option to acquire up to a seventy-five percent interest in the Hatchet Lake Uranium Project. In the fiscal year ending on September 30, 2023, the definitive property option agreement with Azincourt was terminated.

On February 7, 2024, ValOre incorporated Hatchet Uranium Corp. ("Hatchet"), and through a series of transaction, as at June 30, 2024, ValOre holds a 67.5% interest in Hatchet (Note 4).

- On February 28, 2024, Hatchet closed a private placement whereby, Hatchet issued 2,500,000 common shares at \$0.10 per share to a private shareholder in consideration for \$250,000.
- On March 16, 2024, the Company and Hatchet entered into a Mineral Property Purchase Agreement. As part of the Agreement, Hatchet issued 7,500,000 common shares with a deemed value of \$0.10 to the Company in consideration for 6 mineral concessions totaling 13,710 hectares. The mineral concessions were transferred from the Company to Hatchet on March 14, 2024.
- On May 14, 2024, Hatchet closed a charity flow-through private placement whereby it issued 1,111,112 flow-through common shares at a price of \$0.45 for a total consideration of \$500,000.

Angilak, Nunavut

The Angilak Property was acquired from Kaminak, formerly a related party with common directors and officers, through the reorganization transaction. The Angilak Property is comprised of a central Inuit Owned Land parcel surrounded by adjacent and contiguous mineral claims on Federal Crown lands in Nunavut.

Kaminak originally signed an Exploration Agreement ("EA") with Nunavut Tunngavik Inc. ("NTI") whereby Kaminak was granted a 100% interest in the minerals within privately owned Inuit Owned Lands.

In order to keep the Inuit Owned Lands in good standing, ValOre has or will complete the following:

- ValOre issued 100,000 common shares from treasury to NTI in four tranches of 25,000 common shares each. Upon completion of a feasibility study on any portion of the property, NTI has the option of taking either a 25% participating interest or a 7.5% net profits royalty in the specific area subject to the feasibility study.
- Upon completion of a National Instrument 43-101 compliant report that outlines a measured resource of at least 12 million pounds of uranium, ValOre would pay NTI a cash sum of \$1,000,000.

On March 13, 2023, ValOre Metals Corp. ("ValOre") entered into an arrangement agreement (the "Arrangement Agreement") with Latitude Uranium Inc. ("Latitude") whereby ValOre agreed to sell to Latitude (the "Transaction") a 100% interest in ValOre's Angilak uranium project in Nunavut Territory (the "Angilak Property") for consideration comprised of (i) \$3,000,000 in cash, and (ii) 100,000,000 common shares of Latitude. The Transaction was completed via plan of arrangement under the provisions of the Business Corporations Act (British Columbia).

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

Effective June 19, 2023, the sale of Angilak Property in Nunavut Territory, Canada, to Latitude Uranium Inc. has closed and the Angilak project was transferred. Please refer to Note 3 for further details.

Baffin Gold, Nunavut

In 2017, ValOre acquired a land package consisting of Prospecting Permits, Mineral Claims, and Exploration Agreement with Nunavut Tunngavik Incorporated (NTI) on Inuit Owned Land. In December 2023, ValOre opted to discontinue pursuit of all these properties, terminated the NTI Agreements and relinquished the mineral claims and prospecting permits.

During the six months ended March 31, 2024, an annual fee amount of \$Nil (2023 - \$217,917) was paid to NTI. During the period ended December 31, 2023, due to market conditions no exploration work has been performed in the past several years on the Baffin Gold Project and as a result Valore has opted to discontinue pursuit of this Project. The Company has terminated these agreements and the claims lapsed.

7. Decommissioning liability

The changes in the rehabilitation provision during the nine months ended June 30, 2024 and the year ended September 30, 2023 were as follows:

	June 30, 2024	September 30, 2023
Balance, beginning of period	-	\$ 1,450,680
Accretion	-	27,621
Change in estimate	-	-
Transferred to Latitude	-	(1,478,301)
Balance, end of period	\$ -	\$ -

During the year ended September 30, 2023, the Company recorded \$27,621 in accretion and \$Nil in estimate changes to adjust the reclamation obligation which was included in Evaluation and Exploration Expenditures.

During the year ended September 30, 2023, the Company closed the Transaction with Latitude and as a result transferred the above liability (Note 3).

8. Accounts payable

During the nine months ended June 30, 2024, the Company has a total payable and accrued liability of \$764,846 (September 30, 2023 - \$1,075,092).

	June 30, 2024	September 30, 2023
Accounts payable	\$ 139,051	\$ 487,592
Accrued liabilities	625,795	587,500
Ending balance	\$ 764,846	\$ 1,075,092

9. Loan payable

During the year ended September 30, 2023, the CEO of the Company loaned \$500,000 to the Company to cover certain working capital requirements. Another related party loaned \$18,500 to the Company to cover certain working capital requirements. The loans have no specified interest rate and no specific terms of repayment.

During the nine months ended June 30, 2024, the CFO of the Company loaned \$1,078,000 to the Company to cover certain working capital requirements. Another related party loaned \$60,000 to the Company to cover certain working capital requirements. The loan has no specified interest rate and no specific terms of repayment.

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023

(Unaudited - Expressed in Canadian Dollars)

	June 30, 2024	September 30, 2023
Opening balance	\$ -	\$ 600,000
Additions	1,138,000	518,500
Repayments	-	(1,118,500)
Ending balance	\$ 1,138,000	\$ -

10. Share Capital

a) Authorized

As at June 30, 2024, there were an unlimited number of common voting shares without par value authorized.

b) Issued

Nine months ended June 30, 2024

During the nine months ended June 30, 2024, the Company received approval from the Exchange with respect to the repricing of certain warrants and stock options previously granted. Details of the repricing as follows:

- 3,720,000 warrants with an original exercise price of \$0.60 expiring August 30, 2024;
- 7,295,000 warrants with an original exercise price of \$0.30 expiring April 10, 2025;
- 1,887,500 warrants with an original exercise price of \$0.30 expiring April 21, 2025;
- 3,525,000 stock options with an original exercise price of \$0.25 expiring September 6, 2024; and
- 6,600,000 stock options with an original exercise price of \$0.45 expiring December 9, 2024.
- The exercise price of these options and warrants were repriced to \$0.10. No modifications were made to the expiry dates.

Hatchet Uranium Corp.

- On February 28, 2024, Hatchet closed a private placement whereby Hatchet issued 2,500,000 common shares at \$0.10 per share to a private shareholder in consideration for \$250,000.
- On May 14, 2024, Hatchet closed a charity flow-through private placement whereby it issued 1,111,112 flow-through common shares at a price of \$0.45 for a total consideration of \$500,000.

Nine months ended June 30, 2023

During the nine months ended June 30, 2023, the following events took place:

- On April 10, 2023, ValOre closed a non-brokered private placement for gross proceeds of \$2,918,000. The Company issued 14,590,000 units of the Company at a price of \$0.20 per unit. Each unit consists of one common share in the capital of the Company and one-half of one non-transferable common share purchase warrant (each whole common share purchase warrant, a "warrant"). Each whole warrant is exercisable to acquire one Share at an exercise price of \$0.30 per share for a period of 24 months from the date of issuance.
- On April 21, 2023, the Company closed the second and final tranche of non-brokered private placement. The second tranche consisted of 3,775,000 units at a price of \$0.20 per unit for gross proceeds of \$755,000. Each unit consists of one common share ("share") and one-half of one common share purchase warrant (each whole common share purchase warrant, a "warrant"). Each warrant will be exercisable into one share for \$0.30 per share for a period of two years expiring April 21, 2025. The aggregate of the first and second tranche consisted of 18,365,000 units at a price of \$0.20 per unit for total gross proceeds of \$3,673,000.

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

- On May 29, 2023, ValOre issued 1,793,900 common shares of the Company for services rendered in connection with the financial advisory services provided to the Company by Canaccord Genuity Corp. ("Canaccord") in connection with the transaction with Latitude.

c) Warrants

The changes in warrants issued are as follows:

	Number of Warrants	Weighted Average Exercise Price*
Outstanding Warrants, September 30, 2022	25,021,233	\$0.10
Issued	9,227,500	\$0.10
Expired	(11,092,599)	\$0.10
Outstanding Warrants, September 30, 2023	23,156,134	\$0.10
Expired	(10,199,034)	\$0.10
Outstanding Warrants, June 30, 2024	12,957,100	\$0.10

At June 30, 2024, warrants enabling the holders to acquire common shares as follows:

Expiry Date	Weighted Average Exercise Price *	Number of Warrants	Weighted Average Remaining Contractual Life in Years
August 30, 2024	\$0.10	3,720,000	0.17
August 30, 2024	\$0.60	9,600	0.17
April 10, 2025	\$0.10	7,295,000	0.78
April 21, 2025	\$0.10	1,887,500	0.81
April 21, 2025	\$0.30	45,000	0.81
Weighted average of exercise price and remaining contractual life	\$0.10	12,957,100	0.61

* During the nine months ended June 30, 2024, the Company received approval from the Exchange with respect to the repricing of certain warrants previously granted. The exercise price of these warrants was repriced to \$0.10. No modifications were made to the expiry dates (Note 10b).

The fair value of the finders' warrants issued was estimated at the grant date based on the Black-Scholes valuation model with the following weighted average assumptions:

	June 30, 2024	September 30, 2023
Risk-free interest rate	n/a	3.73%
Expected dividend yield	n/a	0.00
Share price	n/a	\$0.20
Expected stock price volatility	n/a	80.10%
Average expected warrant life	n/a	2 years
Fair value of warrants granted	n/a	\$0.07

d) Stock Options

Pursuant to ValOre's stock option plan, the board of directors may grant options for the purchase of up to 10% of the total number of issued and outstanding common shares of the Company. Options granted under the plan vest over time at the discretion of the board of directors and expire no later than five years from the date of issuance. Exercise prices on options granted under the plan cannot be lower than the market price of one share on the last trading day immediately preceding the day on which the option is granted, less the maximum applicable discount permitted by TSX Venture Exchange and the minimum exercise price per common share must be at least \$0.10.

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

	Number of Options	Weighted Average Exercise Price *
Outstanding options, September 30, 2022	11,700,000	\$0.10
Expired	(1,575,000)	\$0.10
Outstanding options, September 30, 2023, and June 30, 2024	10,125,000	\$0.10

* During the nine months ended June 30, 2024, the Company received approval from the Exchange with respect to the repricing of certain stock options previously granted. The exercise price of these options was repriced to \$0.10. No modifications were made to the expiry dates (Note 10b).

In November 2023, the Company amended the exercise price of 10,125,000 stock options priced between \$0.25 - \$0.45. The fair value of the repriced options was determined using the Black-Scholes pricing model with an average risk-free rate of 4.43%, expected stock price volatility of 83.84% and average expected life in years between 0.79 – 1.05. An incremental fair value of \$99,354 was recognized as share-based compensation expense in the statement of loss and comprehensive loss.

At June 30, 2024, the following stock options were outstanding:

Expiry Date	Weighted Average Exercise Price *	Issued Number of Options	Outstanding and Exercisable Number of Options	Weighted Average Remaining Contractual Life in Years
September 6, 2024	\$0.10	3,525,000	3,525,000	0.19
December 9, 2024	\$0.10	6,600,000	6,600,000	0.44
Weighted average of exercise price and remaining contractual life	\$0.10	10,125,000	10,125,000	0.35

During the nine months ended June 30, 2024, the Company recognized \$Nil (2023 – \$Nil) in share-based compensation expense for the fair value of stock options granted and vested.

The risk-free interest rate is the yield on a zero-coupon Canadian Treasury Bill of a term consistent with the assumed option life. The expected volatility is based on the Company's historical prices. The expected average option life is the average expected period to exercise, based on the historical activity patterns for options.

11. Related Party Transactions

Key management compensation

Key management consists of ValOre's directors and officers. In addition to management and consulting fees paid to these individuals, or companies controlled by these individuals, the Company provides non-cash benefits. The aggregate value of compensation with key management for the nine months ended June 30, 2024 was \$158,950 (2023 - \$305,100) and was comprised of the following:

		Nine months ended June 30, 2024		Nine months ended June 30, 2023
Management and consulting fees	\$	82,750	\$	202,500
Directors' fees (included in Management and consulting fees in the Statements of Loss and Comprehensive Loss)		76,200		147,600
Total remuneration	\$	158,950	\$	305,100

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

The amounts charged to ValOre for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements.

Related party transactions and balances not disclosed elsewhere in these consolidated financial statements are as follows:

Other related party transactions

During the nine months ended June 30, 2024, ValOre incurred a total of \$45,000 (2023 - \$45,000) in consulting fees and \$20,880 (2023 - \$16,365) in rent from a company owned by a close family member of the CFO.

Due to/from related parties

As at June 30, 2024, \$32,475 (September 30, 2023 - \$Nil) was owed to officers of the Company for management and director fees. These amounts are included in accounts payable and accrued liabilities. Amounts due to related parties are unsecured, have no fixed repayments and are non-interest bearing.

Loan payable

As at June 30, 2024, the Company owed \$1,138,000 in loan payable (September 30, 2023 - \$Nil) to the related entity (Note 9).

12. Flow-through premium liability

Flow-through share premium liabilities include the liability portion of the flow-through shares issued. The following is a continuity schedule of the liability portion of the flow-through shares issuance.

Balance at September 30, 2022 and 2023	\$	-
Liability incurred on flow-through shares		388,889
Settlement of flow-through share liability on incurring expenditures		-
Balance at June 30, 2024	\$	388,889

During the nine months ended June 30, 2024, the Company's subsidiary completed a charity flow-through private placement of 1,111,112 flow-through common shares at a price of \$0.45 per share for gross proceeds of \$500,000. A premium of \$0.35 per share was received for the flow-through shares resulting in an initial liability of \$388,889.

The flow-through liability is amortized to Other Income in the Statement of Loss and Comprehensive Loss, based on the percentage of the eligible expenditures incurred during the period. During the period ended June 30, 2024, the Company has not incurred any expenses and therefore no amounts were amortized.

13. Financial Instruments

Categories of financial assets and liabilities

The Company uses the following hierarchy for determining and disclosing the fair value of the financial instruments by valuation technique:

- i) Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

ii) Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

iii) Level 3 – Applies to assets or liabilities for which there are unobservable market data.

The fair value of the Company's accounts payable and accrued liabilities, and loan payable approximate carrying value which is the amount recorded on the statement of financial position due to their short-term nature. The Company's cash under the fair value hierarchy, is based on level one inputs.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash. Management believes that the credit risk concentration with respect to cash, is remote as they relate to deposits with major financial institutions. The maximum credit risk as at June 30, 2024 was \$820,506 (September 30, 2023 - \$1,209,291).

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At June 30, 2024, ValOre had a cash balance of \$820,506 (September 30, 2023 - \$1,209,291) to settle current liabilities of \$2,291,735 (September 30, 2023 - \$1,075,092).

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at June 30, 2024, the Company is not exposed to significant interest rate risk.

(b) Foreign currency risk

ValOre is exposed to foreign currency risk on fluctuations related to cash, and accounts payable and accrued liabilities, denominated in Brazilian Real. A 10% fluctuation between the Canadian dollar and the Brazilian real would impact profit or loss by approximately \$4,370 (September 30, 2023 - \$15,453).

(c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities.

The Company closely monitors commodity prices of resources, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. The Company maintains certain investments in marketable securities which are measured at fair value, being the closing price of each equity investment at the statement of financial position date. We are exposed to changes in share prices which would result in gains and losses being recognized in total comprehensive loss.

ValOre Metals Corp.

(An Exploration Stage Company)

Notes to Condensed Interim Consolidated Financial Statements for the Nine Months Ended June 30, 2024 and 2023
(Unaudited - Expressed in Canadian Dollars)

14. Capital Management

ValOre's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its exploration and evaluation assets and to maintain flexible capital structure for its projects for the benefit of its stakeholders.

In the management of capital, the Company includes the components of shareholders' equity.

ValOre manages the capital structure and makes adjustments to it in light of changes in the economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash.

Management reviews the capital structure on a regular basis to ensure that the above-noted objectives are met. There were no changes in the Company's approach to capital management during the nine months ended June 30, 2024. The Company is not subject to externally imposed capital requirements.

15. Segment Information

The Company operates in one reportable segment, being the acquisition, exploration and evaluation of mineral resources. All of the Company's equipment and exploration and evaluation assets are located in Canada and Brazil. The Company's exploration activities are centralized whereby management of the Company is responsible for business results and the everyday decision-making. The Company's operations therefore are segmented on a geographic basis.

	June 30, 2024	September 30, 2023
Equipment		
Canada	\$ -	\$ -
Brazil	24,098	37,409
	24,098	37,409
Exploration and evaluation assets		
Canada	-	-
Brazil	8,918,450	8,918,450
	8,918,450	8,918,450
	\$ 8,942,548	\$ 8,955,859

16. Subsequent events

Subsequent the nine months ended June 30, 2024; the following events took place:

- The CEO of the Company loaned \$30,000 to the Company. The loan has no specified interest rate and no specific terms of repayment.
- The CFO of the Company loaned \$135,000 to the Company. The loan has no specified interest rate and no specific terms of repayment.