PALISADES GOLDCORP LTD.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED
MARCH 31, 2024 AND 2023

(Unaudited - Expressed in Canadian Dollars)

PALISADES GOLDCORP LTD.
Condensed Interim Statements of Financial Position
(Unaudited - Expressed in Canadian Dollars)

	Note	March 31, 2024 $	December 31, 2023 $
ASSETS			
Current assets			
Cash and cash equivalents		556,740	838,113
Investments	4	7,071,915	7,724,605
Prepaid expenses and deposits		94,435	18,716
Total current assets		7,723,090	8,581,434
Non-current assets			
Investment in New Found Gold Corp.	6	215,188,892	218,399,205
Total non-current assets		215,188,892	218,399,205
Total Assets		222,911,982	226,980,639
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7	135,841	73,874
Total current liabilities		135,841	73,874
Non-current liabilities			
Deferred tax liability		50,946,741	52,153,364
Total non-current liabilities		50,946,741	52,153,364
EQUITY			
Share capital	8	32,520,798	32,716,793
Treasury shares	8	-	(195,995)
Contributed surplus	8	46,803,829	46,803,829
Retained earnings		92,504,773	95,428,774
Total equity		171,829,400	174,753,401
Total Equity and Liabilities		222,911,982	226,980,639

NATURE OF OPERATIONS (Note 1)
CONTINGENT LIABILITY (Note 11)

These condensed interim financial statements are authorized for issue by the Board of Directors on May 30, 2024. They are signed on the Company's behalf by:

"Gregor Gregersen" , Director

"*Elizabeth Harrison*" , Director

PALISADES GOLDCORP LTD.
Condensed Interim Statements of Loss and Comprehensive Loss
(Unaudited - Expressed in Canadian Dollars)

	Note	Three months ended March 31, 2024 $	Three months ended March 31, 2023 $
Income (Loss)			
Net investment losses	4	(387,524)	(3,015,947)
Dividend income		-	6,035
Interest income		5,659	31,451
Total Loss		(381,865)	(2,978,461)
Expenses			
Consulting and salaries	7	234,530	383,247
Corporate development		36,922	28,254
Foreign exchange loss		542	6,040
Loss from equity investment	6	3,254,932	5,347,827
Gain on dilution of equity interest	6	(44,619)	-
Office and sundry		29,558	28,306
Professional fees		231,310	347,712
Share-based compensation	7,8	-	9,548,058
Transfer agent and regulatory fees		5,584	80,126
Travel		-	46,286
Total expenses		3,748,759	15,815,856
Loss before income taxes		(4,130,624)	(18,794,317)
Income tax recovery			
Current		-	-
Deferred		(1,206,623)	(2,490,602)
Net loss and comprehensive loss for the period		(2,924,001)	(16,303,715)
Loss per share ($) – basic		(0.06)	(0.33)
Loss per share ($) – diluted		(0.06)	(0.33)
Weighted average number of shares outstanding			
Basic	9	47,908,372	49,345,977
Diluted	9	47,908,372	49,345,977

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

PALISADES GOLDCORP LTD.

Condensed Interim Statements of Cash Flows

(Unaudited - Expressed in Canadian Dollars)

	Three months ended March 31, 2024	Three months ended March 31, 2023
	$	$
Cash flows from operating activities		
Loss for the period	(2,924,001)	(16,303,715)
Items not affecting cash:		
Investment losses	387,524	3,066,067
Deferred income tax recovery	(1,206,623)	(2,490,602)
Share-based compensation	-	9,548,058
Loss on equity investment	3,254,932	5,347,827
Gain on dilution of equity interest	(44,619)	-
	(532,787)	(832,365)
Adjustments for:		
Proceeds on disposal of investments	479,526	2,053,813
Purchases of investments	(214,360)	(2,246,708)
Decrease in interest and other receivables	-	27,820
(Increase) in prepaid expenses and deposits	(75,719)	(34,701)
Increase (decrease) in accounts payable and accrued liabilities	61,967	(94,753)
Net cash used in operating activities	(281,373)	(1,126,894)
Net decrease in cash and cash equivalents	(281,373)	(1,126,894)
Cash and cash equivalents at beginning of period	838,113	5,390,215
Cash and cash equivalents at end of period	556,740	4,263,321

SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS (Note 10)

PALISADES GOLDCORP LTD.

Condensed Interim Statement of Changes in Equity

(Expressed in Canadian dollars)

	Number of shares	Amount $	Treasury Shares $	Contributed surplus $	Retained earnings $	**Total equity $**
Balance at December 31, 2022	49,345,977	36,032,641	-	37,255,771	144,090,677	**217,379,089**
Shares re-purchased and cancelled (Note 8)	(1,342,000)	(3,315,848)	-	-	-	**(3,315,848)**
Shares re-purchased and not yet cancelled (Note 8)	-	-	(195,995)	-	-	**(195,995)**
Share-based compensation (Note 7,8)	-	-	-	9,548,058	-	**9,548,058**
Total comprehensive loss for the year	-	-	-	-	(48,661,903)	**(48,661,903)**
Balance at December 31, 2023	48,003,977	32,716,793	(195,995)	46,803,829	95,428,774	**174,753,401**
Shares re-purchased and cancelled (Note 8)	(100,000)	(195,995)	195,995	-	-	**-**
Total comprehensive loss for the period	-	-	-	-	(2,924,001)	(2,924,001)
Balance at March 31, 2024	47,903,977	32,520,798	-	46,803,829	92,504,773	**171,829,400**

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

1. NATURE OF OPERATIONS

Palisades Goldcorp Ltd. (the "Company") was incorporated on August 30, 2019 as Palisades Acquisitions Corp. under the Business Corporations Act in the Province of British Columbia. The address of the Company's registered office is Suite 3500, The Stack, 1133 Melville Street, Vancouver, British Columbia V6E 4E5. On September 24, 2019 the Company changed its name to Palisades Goldcorp Ltd. On February 6, 2023, the Company completed an initial public offering and listed on the TSX Venture Exchange ("TSXV") as a Tier 2 issuer under the symbol "PALI".

The Company is a resource investment company and merchant bank focused on junior companies in the resource and mining sector. The Company seeks to acquire equity participation in pre-IPO and early stage public resource companies with undeveloped or undervalued high-quality projects. The Company focuses on companies that are in need of financial resources to realize their full potential, are undervalued in capital markets and/or operate in jurisdictions with low to moderate local political risk.

2. BASIS OF PREPARATION

a) Statement of compliance

The Company's condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as applicable to interim financial reports including International Accounting Standards 34 "Interim Financial Reporting" issued by the International Accounting Standards Board ("IASB").

These condensed interim financial statements do not include all the information and note disclosures required by IFRS for annual financial statements and should be read in conjunction with the annual consolidated financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS, as issued by the IASB.

b) Basis of presentation

The condensed interim financial statements have been prepared on a historical cost basis, except for investments measured at fair value, and are presented in Canadian dollars.

c) Critical accounting judgments, estimates and assumptions

The preparation of the financial statements in accordance with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the statements and reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The information about significant areas of estimation uncertainty and judgment considered by management in preparing the financial statements are as follows:

(i) Determination of fair values

The determination of fair value requires judgment and is based on market information, where available and appropriate. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such valuations in the financial statements.

2. BASIS OF PREPARATION (continued)

c) Critical accounting judgments, estimates and assumptions (continued)

The Company is also required to disclose details of its investments (and other financial assets and liabilities for which fair value is measured or disclosed in the financial statements) within three hierarchy levels (Level 1, 2, or 3) based on the transparency of inputs used in measuring or disclosing the fair value, and to provide additional disclosure in connection therewith (Note 4).

1) Publicly-traded investments (i.e., securities of issuers that are public companies)

   Securities including shares, options, warrants which are traded in an active market, such as on a recognized securities exchange and for which no sales restrictions apply, are presented at fair value based on quoted bid prices at the statement of financial position dates or the closing trade price on the last day the security traded if there were no trades at the statement of financial position dates. These are included in Level 1 in Note 4.

   For options and warrants which are not traded on a recognized securities exchange, no market value is readily available. When there are sufficient and reliable observable market inputs, an option pricing model is used; if no such market inputs are available, the warrants and options are valued using alternative methods representing fair value, such as intrinsic value. These are included in Level 2 in Note 4.

2) Private company investments (securities of issuers that are not public companies)

   All privately-held investments are initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at each reporting period, the fair value of an investment may be adjusted using one or more of the valuation indicators described below. These are included in Level 3 in Note 4. Options and warrants of private companies are valued using an option pricing model when there are sufficient and reliable observable market inputs; if no such market inputs are available, the warrants and options are valued using alternative methods representing fair value, such as intrinsic value.

   Company-specific information is considered when determining whether the fair value of a privately-held investment should be adjusted upward or downward at the end of each reporting period. In addition to company-specific information, the Company will take into account trends in general market conditions and the share performance of comparable publicly-traded companies when valuing privately-held investments.

   The absence of the occurrence of any of these events, any significant change in trends in general market conditions, or any significant change in share performance of comparable publicly-traded companies indicates generally that the fair value of the investment has not materially changed.

   The fair value of a privately-held investment may be adjusted if:

   i) there has been a significant subsequent equity financing provided by outside investors at a valuation different than the current value of the investee company, in which case the fair value of the investment is set to the value at which that financing took place;

   ii) there have been significant corporate, political or operating events affecting the investee company that, in management's opinion, have a material impact on the investee company's prospects and therefore its fair value. In these circumstances, the adjustment to the fair value of the investment will be based on management's judgment and any value estimated may not be realized or realizable;

2. BASIS OF PREPARATION (continued)

c) Critical accounting judgments, estimates and assumptions (continued)

iii) the investee company is placed into receivership or bankruptcy;

iv) based on financial information received from the investee company, it is apparent to the Company that the investee company is unlikely to be able to continue as a going concern; receipt/denial by the investee company of environmental, mining, aboriginal or similar approvals, which allow the investee company to proceed/prohibit with its project(s);

v) filing by the investee company of a National Instrument 43-101 technical report in respect of a previously noncompliant resource;

vi) release by the investee company of positive/negative exploration results; and

vii) important positive/negative management changes by the investee company that the Company’s management believes will have a very positive/negative impact on the investee company’s ability to achieve its objectives and build value for shareholders.

Adjustments to the fair value of a privately-held investment are based upon management’s judgment and any value estimated may not be realized or realizable. The resulting values for non-publicly traded investments may differ from values that could be realized if a ready market existed. In addition, the amounts at which the Company’s privately-held investments could be disposed of currently may differ from the carrying value assigned.

(ii) Income taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

(iii) Determination of whether the Company has significant influence over investees

Significant influence is presumed to exist where the Company has between 20% and 50% of the voting rights, but can also arise where the Company has less than 20%, if the Company has the power to participate in the financial and operating policy decisions affecting the entity. Determination of whether the Company has significant influence over investees requires an assessment of the activities of the investee that significantly affect the investee's returns, including strategic, operational and financing decision-making, appointment, remuneration and termination of the key management personnel and when decisions related to those activities can be influenced by the Company.

Based on the assessment of the relevant facts and circumstances, primarily, the Company's ownership interests, board representation and ability to influence operating, strategic and financing decisions, it has been concluded that the Company has maintained significant influence over New Found Gold Corp. (“New Found”) during the period from June 21, 2021 to March 31, 2024 and as a result accounted for it as an investment in associate (see Note 6).

2. BASIS OF PREPARATION (continued)

c) Critical accounting judgments, estimates and assumptions (continued)

(v) Impairment assessment for investment in associate

At each balance sheet date, management considers whether there is objective evidence of impairment in associates, including one or more loss events that would evidence a significant or prolonged decline in the fair value of the investment in associate below its carrying value. The net investment in an associate is impaired and impairment losses are incurred if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the net investment and that loss event or events have a negative impact on the estimated future cash flows from the net investment that can be reliably estimated. If there is such evidence, management determines the amount of impairment to record, if any, in relation to the associate.

Management has determined that there were no indicators of impairment of the investment in New Found as at March 31, 2024. An impairment write-down recognized during the year ended December 31, 2023 is described in Note 6.

(vi) Valuation of options granted

The fair value of share purchase options granted is determined at the issue date using the Black-Scholes option pricing model. The Black-Scholes model involves six key inputs to determine the fair value of an option, which are: risk-free interest rate, exercise price, market price at the grant date, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are or could be affected by significant factors that are out of the Company's control. The Company is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based payments expense. These estimates impact the values of share-based compensation expense and reserves.

d) Initial application of standards, interpretations and amendments to standards and interpretations in the reporting period

The IASB issued certain new accounting standards or amendments that are mandatory for accounting periods on or after January 1, 2024, including amendments to IAS 1 "Classification of Liabilities as Current or Non-Current", amendments to IFRS 16 "Leases", and amendments to IAS 7 "Statement of Cash Flow" and IFRS 7 "Financial Instruments Disclosures". The effect of such new accounting standards or amendments did not have a material impact on the Company and therefore the Company did not record any adjustments to the financial statements.

e) New and amended IFRS standards not yet effective

Certain new accounting standards or interpretations have been published that are not mandatory for the current period and have not been early adopted. These standards and interpretations are not expected to have a material impact on the Company's financial statements, except for IFRS 18 "Presentation and Disclosure in Financial Statements".

IFRS 18 includes requirements for all entities applying IFRS for the presentation and disclosure of information in financial statements and has an effective date of January 1, 2027. The effects of the adoption of IFRS 18 on the Company's financial statements have not yet been determined.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The policies applied in these condensed interim financial statements are the same as those applied in the most recent annual consolidated financial statements and were consistently applied to all the periods presented.

(Expressed in Canadian Dollars Unless Otherwise Noted)

4. FINANCIAL INSTRUMENTS HIERARCHY AND INVESTMENTS

The Company's financial assets and liabilities are measured and recognized according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs. The three levels of fair value hierarchy are as follows:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The Company's investments according to the fair value hierarchy are as follows as at March 31, 2024:

Investments	Level 1 $	Level 2 $	Level 3 $	Total fair value $
Equities	3,981,820	-	1,993,438	5,975,258
Warrants	-	1,096,657	-	1,096,657
Total Investments	3,981,820	1,096,657	1,993,438	7,071,915
Investments denominated in foreign currencies	19,064	-	-	19,064
% of investments denominated in foreign currencies	0.5%	-	-	0.3%

The Company's investments according to the fair value hierarchy are as follows as at December 31, 2023:

Investments	Level 1 $	Level 2 $	Level 3 $	Total fair value $
Equities	3,801,120	-	1,993,438	5,794,558
Warrants	21,750	1,908,297	-	1,930,047
Total Investments	3,822,870	1,908,297	1,993,438	7,724,605
Investments denominated in foreign currencies	19,606	-	-	19,606
% of investments denominated in foreign currencies	1.0%	-	-	0.5%

There were no movements between levels during the three months ended March 31, 2024 or the year ended December 31, 2023.

Warrants held by the Company are classified at fair value through profit or loss, with any gains or losses arising on remeasurement recognized in profit or loss. Within Level 2, the Company includes warrants that do not have a quoted market price and are valued using a Black-Scholes option pricing model using assumptions including risk free interest rate, expected dividend yield, expected volatility and expected remaining life of the warrant which are supported by observable market conditions. The use of reasonably possible alternative assumptions would not significantly affect the Company's results.

(Expressed in Canadian Dollars Unless Otherwise Noted)

4. FINANCIAL INSTRUMENTS HIERARCHY AND INVESTMENTS (continued)

Within Level 3, the Company includes private company investments which are not quoted on an exchange. The key assumptions used in the valuation of these investments include, but are not limited to, the value at which a recent financing was done by the investee, company-specific information, review of adjusted net book values, liquidation analysis, trends in general market conditions, the share performance of comparable publicly-traded companies and a strategic review. A +/- 10% change on the fair value of these investments will result in a corresponding +/- $199,344 (December 31, 2023 - $199,344) change to the total fair value of these investments. The sensitivity analysis is intended to reflect the uncertainty inherent in the valuation of these investments under current market conditions, and its results cannot be extrapolated due to non-linear effects that changes in valuation assumptions may have on the fair value of these investments.

Furthermore, the analysis does not indicate a probability of such changes occurring and it does not necessarily represent the Company's view of expected future changes in the fair value of these investments.

The following tables represent the changes in fair value measurements of financial instruments.

	Level 1	Level 2	Level 3	Total
Balance, December 31, 2023	$ 3,822,870	$ 1,908,297	$ 1,993,438	$ 7,724,605
Purchases of equities	214,360	-	-	214,360
Sales of equities	(513,373)	-	-	(513,373)
Exercises and sales of warrants	311,503	(327,099)	-	(15,596)
Net unrealized losses and foreign exchange losses	146,460	(484,541)	-	(338,081)
Balance, March 31, 2024	$ 3,981,820	$ 1,096,657	$ 1,993,438	$ 7,071,915

	Level 1	Level 2	Level 3	Total
Balance, December 31, 2022	$ 8,448,836	$ 9,601,024	$ -	$ 18,049,860
Purchases of equities	6,792,702	-	-	6,792,702
Sales of equities	(10,111,368)	-	-	(10,111,368)
Reclassified from assets held for distribution	-	-	1,993,438	1,993,438
Exercises and sales of warrants	1,215,883	(2,851,307)	-	(1,635,424)
Net unrealized losses and foreign exchange losses	(2,523,183)	(4,841,420)	-	(7,364,603)
Balance, December 31, 2023	$ 3,822,870	$ 1,908,297	$ 1,993,438	$ 7,724,605

(Expressed in Canadian Dollars Unless Otherwise Noted)

4. FINANCIAL INSTRUMENTS HIERARCHY AND INVESTMENTS (continued)

(i) Equities Held

	Quantity	Fair Value March 31, 2024 $
Labrador Gold Corp.	8,143,150	1,425,113
Golden Planet Mining Corp.	13,289,586	1,993,438
Other[1]		2,556,707
Total equities held		5,975,258

	Quantity	Fair Value December 31, 2023 $
Labrador Gold Corp.	8,520,000	1,235,400
Golden Planet Mining Corp.	13,289,586	1,993,438
Other[1]		2,565,720
Total equities held		5,794,558

1. Aggregate of all equity investments held with individual fair values of less than $1 million.

(ii) Warrants Held

	Quantity	Fair Value March 31, 2024 $
Goliath Resources Inc.	1,310,000	781,191
Other[2]		315,467
Total warrants held[1]		1,096,657

	Quantity	Fair Value December 31, 2023 $
Goliath Resources Inc.	1,800,000	1,082,730
Other[2]		847,317
Total warrants held[1]		1,930,047

1. The cost of warrants acquired through participation in private placements of units are allocated between common shares and common share purchase warrants based on the residual value method. Under this method, the purchase price is allocated to common shares based on the fair value of a common share at the date of the transaction and any residual remaining is allocated to common share purchase warrants.
2. Aggregate of all warrant investments held with individual fair values of less than $0.5 million.

(Expressed in Canadian Dollars Unless Otherwise Noted)

5. NET INVESTMENT LOSSES

Net investment losses consist of the following:

	Three months March 31, 2024	Three months March 31, 2023
Net realized losses on disposal of investments	$ (49,443)	$ (507,403)
Net change in unrealized losses on investments	(338,081)	(2,508,544)
Net investment losses	$(387,524)	$ (3,015,947)

6. INVESTMENT IN NEW FOUND GOLD

As at March 31, 2024, the investment in New Found represents 24.69% (December 31, 2023 – 25.03%) of New Found's issued and outstanding common shares and the companies have a director and officer in common, being the Director and Executive Chairman of the Company.

The following table illustrates the summarised financial information of the Company's investment in New Found as at March 31, 2024:

	March 31, 2024 $
Summarised Statement of Financial Position	
Current assets	57,016,102
Non-current assets	829,247,898
Current liabilities	(14,538,865)
Non-current liabilities	(68,951)
Net Assets	871,656,184
The Company's ownership interest	24.69%
Share of New Found's net assets	215,188,892
Summarised Statement of Loss and Comprehensive Loss	
Revenues	-
Loss from continuing operations	(13,184,612)
Post-tax loss from discontinued operations	-
Net loss and comprehensive loss for period	(13,184,612)
Share of New Found's loss for the three months ended March 31, 2024	(3,254,932)

The Company performs an impairment assessment on its investment in New Found at each period end. The assessment is based on review of internal indicators such as New Found's economic performance, as well as external indicators including New Found's share price history, industry statistics and market conditions. At March 31, 2024, it was concluded that no impairment indicators exist and as such no impairment write-downs were recognized during the three months ended March 31, 2024. During the year ended December 31, 2023, the Company recognized an impairment write-down on its investment in New Found of $19,562,087, which was included in the consolidated loss and comprehensive loss for the year.

(Expressed in Canadian Dollars Unless Otherwise Noted)

6. INVESTMENT IN NEW FOUND GOLD (continued)

The following table illustrates the movement in investment in associate from December 31, 2022 to March 31, 2024:

Net Carrying amount – December 31, 2022	$ 258,612,464
Share of loss from operations of associate	(21,020,996)
Gain on dilution of equity interest	369,824
Impairment loss	(19,562,087)
Net Carrying amount – December 31, 2023	$ 218,399,205
Share of loss from operations of associate	(3,254,932)
Gain on dilution of equity interest	44,619
Net Carrying amount – March 31, 2024	$ 215,188,892

The fair value of investment in New Found was estimated at $233,364,461 at March 31, 2024 (December 31, 2023 - $218,399,205).

7. RELATED PARTY BALANCES AND TRANSACTIONS

All transactions with related parties have occurred in the normal course of operations and on terms and conditions that are similar to those of transactions with unrelated parties and are measured at the amount of consideration paid or received. A summary of the Company's related party transactions is as follows:

Key management personnel compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers, or companies owned or controlled by them.

Three months ended March 31, 2024	**Position**	Salaries and Consulting $	Bonus $	Share-based compensation $	Total $
Collin Kettell	Chairman and Chief Executive Officer	82,620	-	-	82,620
Bassam Moubarak	Chief Financial Officer	67,500	-	-	67,500
Gregor Gregersen	Non-executive director	18,000	-	-	18,000
Elizabeth Harrison	Non-executive director	18,000	-	-	18,000
William Hayden	Non-executive director	18,000	-	-	18,000
Total		204,120	-	-	204,120

Three months ended March 31, 2023	**Position**	Salaries and Consulting $	Bonus $	Share-based compensation $	Total $
Collin Kettell	Chairman and Chief Executive Officer	82,620	82,500	6,875,238	7,040,358
Bassam Moubarak	Chief Financial Officer	67,500	67,500	2,386,446	2,528,196
Gregor Gregersen	Non-executive director	18,000	-	95,458	113,458
Elizabeth Harrison	Non-executive director	18,000	-	95,458	113,458
William Hayden	Non-executive director	18,000	-	95,458	113,458
Total		204,120	150,000	9,548,058	9,908,928

(Expressed in Canadian Dollars Unless Otherwise Noted)

7. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

Under the terms of their management agreements, certain officers of the Company are entitled to 24 months of base pay in the event of their agreements being terminated without cause.

At March 31, 2024, there was $2,527 payable to Collin Kettell for expense reimbursements included in accounts payable and accrued liabilities (December 31, 2023 - $1,970).

On February 1, 2023, the Company granted 4,201,000 stock options to directors and officers with an exercise price of $4.20 per share for a period of five years (see Note 8). The options vested immediately.

8. SHARE CAPITAL

Authorized Share Capital

At March 31, 2024 and December 31, 2023, the authorized share capital comprised an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

Details of Common Shares Issued/Re-Purchased in 2024 and 2023

There were no shares issued during the three months ended March 31, 2024 or the year ended December 31, 2023.

On March 15, 2023, the Board of Directors of the Company has agreed that up to 2,467,298 shares will be acquired under the normal course issuer bid (the "NCIB"), constituting approximately 5.0% of the issued and outstanding shares. The Company submitted a Notice of Intention to Make a Normal Course Issuer Bid (the "Notice") to the TSXV. The Notice was accepted by the TSXV on March 29, 2023. The NCIB will expire on September 30, 2024, unless terminated earlier.

During the year ended December 31, 2023, the Company repurchased 1,442,000 of its previously issued and outstanding common shares at a weighted-average price of $2.44 per common share for a total price of $3,511,843. Out of 1,442,000 re-purchased common shares, 1,342,000 were returned to treasury and cancelled, with the remaining 100,000 shares cancelled during the three months ended March 31, 2024.

Warrants

The continuity of warrants for the three months ended March 31, 2024 is as follows:

Expiry date	Exercise Price	Outstanding December 31, 2023	Issued	Exercised	Cancelled/ Expired	Outstanding March 31, 2024
October 11, 2024	$2.48	356,983	-	-	-	356,983
		356,983	-	-	-	356,983
Weighted average exercise price $		2.48	-	-	-	2.48
Weighted average contractual remaining life (years)		0.78	-	-	-	0.53

(Expressed in Canadian Dollars Unless Otherwise Noted)

8. SHARE CAPITAL (continued)

The continuity of warrants for the three months ended March 31, 2023 is as follows:

Expiry date	Exercise Price	Outstanding December 31, 2022	Issued	Exercised	Cancelled/ Expired	Outstanding March 31, 2023
October 11, 2024	$2.48	356,983	-	-	-	356,983
November 19, 2023	$2.81	157,087	-	-	-	157,087
		514,070	-	-	-	514,070
Weighted average exercise price $		2.59	-	-	-	2.59
Weighted average contractual remaining life (years)		1.51	-	-	-	1.26

Stock Option Plan

The Company has a share purchase option compensation plan that allows it to grant share purchase options to its officers, directors, employee and service providers based on the maximum number of eligible shares not exceeding 10% in the aggregate of the Company's outstanding common shares at the time of grant.

Stock Options

The continuity of stock options for the three months ended March 31, 2024 is as follows is as follows:

Expiry date	Exercise Price	Outstanding December 31, 2023	Issued	Exercised	Cancelled/ Expired	Outstanding March 31, 2024
February 1, 2028	$4.20	4,201,000	-	-	-	4,201,000
		4,201,000	-	-	-	4,201,000
Weighted average exercise price $		4.20	-	-	-	4.20
Weighted average contractual remaining life (years)		4.09	-	-	-	3.84

The continuity of stock options for the three months ended March 31, 2023 is as follows is as follows:

Expiry date	Exercise Price	Outstanding December 31, 2022	Issued	Exercised	Cancelled/ Expired	Outstanding March 31, 2023
May 21, 2026	$10.60	732,812	-	-	-	732,812
February 1, 2028	$4.20	-	4,201,000	-	-	4,201,000
		732,812	4,201,000	-	-	4,933,812
Weighted average exercise price $		10.60	4.20	-	-	5.15
Weighted average contractual remaining life (years)		3.39	5.00	-	-	4.59

(Expressed in Canadian Dollars Unless Otherwise Noted)

8. SHARE CAPITAL (continued)

Options were priced based on the Black-Scholes option pricing model using the following weighted average assumptions to estimate the fair value of options granted:

	Three months ended March 31, 2023
Risk-free interest rate	2.93%
Expected option life in years	5.0
Expected share price volatility(i)	84.59%
Grant date share price (ii)	$3.50
Grant date fair value	$2.27
Expected forfeiture rate	-
Expected dividend yield	Nil

(i) The expected share price volatility is based on the average historical share price of comparable companies over the life of the options.
(ii) The grant date share price has been estimated based on the market price of the Company's shares right after completion of the IPO in February 2023.

9. BASIC AND DILUTED LOSS PER COMMON SHARE

Diluted loss per common share at March 31, 2024 did not include the effect of 4,201,000 (March 31, 2023 – 4,933,812) stock options and 356,983 (March 31, 2023 – 514,070) warrants outstanding as their effect was anti-dilutive.

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

	Three months ended March 31, 2024	Three months ended March 31, 2023
	$	$
Cash paid for income taxes	-	-
Cash paid for interest	123	-

11. CONTINGENT LIABILITY

On November 15, 2019, ThreeD Capital Inc. ("ThreeD") and 1313366 Ontario Inc. ("131" and together with ThreeD, the "Plaintiffs") each entered into share purchase agreements (the "Share Purchase Agreements") with the Company under which the Company agreed to purchase the 13,500,000 Common Shares of New Found owned by ThreeD and the 4,000,000 Common Shares of New Found owned by 131 for $0.08 per Common Share. The transactions closed on November 20, 2019.

On March 10, 2020, ThreeD Capital Inc. and 131 filed a statement of claim in the Ontario Superior Court of Justice against Collin Kettell, New Found and the Company (the "ThreeD Claim"). Mr. Kettell is a Chairman and Chief Executive Officer of both the Company and New Found. Pursuant to the ThreeD Claim, the Plaintiffs are challenging the validity of the sale of 17,500,000 Common Shares by the Plaintiffs to the Company on November 20, 2019.

11. CONTINGENT LIABILITY (continued)

ThreeD and 131 claim that at the time of negotiation and execution of the Share Purchase Agreements, the Company and Mr. Kettell were aware of positive drill results from New Found's 2019 Drill Program and the results were not disclosed to ThreeD and 131 to their detriment. The Company and Mr. Kettell strongly deny ThreeD and 131's allegations. ThreeD and 131 have made specific claims for (a) recission of the Share Purchase Agreements on the basis of oppression or unfair prejudice; (b) or alternatively, damages in the amount of $21,000,000 for the alleged improper actions by Mr. Kettell and the Company, (c) a declaration that the Company and Collin Kettell, as shareholder or director and/or officer of New Found, have had acted in a manner that is oppressive, unfairly prejudicial or unfairly disregarded their interests, (d) a declaration that the Company and Collin Kettell engaged in insider trading contrary to section 138 of the *Securities Act* (Ontario), (e) unjust enrichment and (f) interests and costs. The Company and Mr. Kettell refute each of the specific claims made by the Plaintiffs.

The Company filed a statement of defence in response to the ThreeD Claim on June 12, 2020, pursuant to which, among other things, the Company denies that it is a proper party to the ThreeD Claim and the allegations against it therein, including because no relief is claimed against the Company in paragraph 1 of the ThreeD Claim. The action has now progressed through the production of documents and oral examinations for discovery stages.

In early 2022, the Plaintiffs formally amended their statement of claim to increase the amount claimed to $229,000,000 and to advance a direct claim of oppressive conduct against the Company. While continuing to deny any and all liability to the Plaintiffs, the Company has amended its defence to include specific denials of the new allegations of oppressive conduct against it. The parties completed an additional round of examinations for discovery in January 2023, following which the plaintiffs set the action down for trial. The parties had a mediation meeting on October 3, 2023, but were unable to settle the case. A trial date has been set for January 2025.

The outcome of this claim cannot be determined at this time and therefore no amount has been accrued for.

12. FINANCIAL RISK MANAGEMENT

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, and interest rate risk. Where material, these risks are reviewed and monitored by the Board of Directors.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is not exposed to significant credit risk on its cash and cash equivalents since they are placed with major financial institutions that have high credit ratings. The credit risk exposure of the Company's investments is represented by their values disclosed. There have been no changes in management's methods for managing credit risk since December 31, 2023.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has in place a planning and budgeting process to help determine the funds required to ensure the Company has the appropriate liquidity to meet its operating and growth objectives. The Company generates cash flow primarily from proceeds from the disposition of its investments and interest income. The Company invests in junior resource companies, which can at times be relatively illiquid. If the Company decides to dispose of securities of a particular issuer, it may not be able to so at the time at favourable prices, or at all. Additionally, the amounts at which the Company's private company investments could be disposed of currently may differ from their carrying values since there is no active market to dispose of these investments. The Company has also relied on the issuance of shares to fund its activities and may require doing so again in the future.

There were no changes in management's methods for managing liquidity risk since December 31, 2023.

12. FINANCIAL RISK MANAGEMENT (continued)

At March 31, 2024, the Company has $135,841 (December 31, 2023 - $73,874) in accounts payable and accrued liabilities that are due within one year of the date of the statement of financial position.

Market risk

Market risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will significantly fluctuate due to changes in market prices. The value of the financial instruments can be affected by changes in interest rates, foreign exchange rates, and equity and commodity prices. The Company is focused on junior companies in the resource and mining sector. Changes in the future pricing and demand of these commodities can have a material impact on the market value of the investments. The nature of such investments is normally dependent on the invested company being able to raise additional capital to further development and to determine the commercial viability of is resource properties. The value of each investment is also influenced by the outlook of the issuer and by general economic and political conditions. Management mitigates the risk of loss resulting from this concentration by monitoring the trading value of the investments on a regular basis. All securities present a risk of loss of capital. The maximum risk resulting from financial instruments is equivalent to their fair value.

There were no changes in management's methods for managing market risk since December 31, 2023. The Company manages market risk by having a portfolio that is not singularly exposed to any one issuer, although the Company's investment activities are concentrated on junior companies in the resource and mining sector. The Company also requires approval from the board of directors for purchases of investments over a certain cost threshold.

A 5% change in the future pricing and trading value of the Company's investments (with all other variables held constant) as at March 31, 2024 would change the Company's total comprehensive income (loss) by $353,596 (December 31, 2023 - $386,230).

(i) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risks.

(ii) Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company may have financial instruments denominated in foreign currencies such as the U.S. dollar and the Australian dollar. A change in the foreign exchange rate of the Canadian dollar versus another currency may increase or decrease the value of its financial instruments.

The Company does not hedge its exposure to fluctuations in foreign exchange rates.

There were no changes in management's methods for managing currency risk since December 31, 2023.

A 5% change in the exchange rate of the Company's investments held in foreign currencies relative to the Canadian dollar as at March 31, 2024 would change the Company's total comprehensive income (loss) by $953 (December 31, 2023 – $980).

13. CAPITAL MANAGEMENT

The Company manages its cash and common shares as capital. The Company'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 technology and products and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in 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, issue debt, acquire or dispose of assets or adjust the amount of cash. The Company's investment policy is to keep its cash treasury on deposit in an interest bearing Canadian chartered bank account. The Company will require capital resources to carry its plans and operations through its current operating period.

The Company is not subject to externally imposed capital requirements.

There were no changes in management's approach to capital management since the year ended December 31, 2023.