



BRUNSWICK EXPLORATION INC.

CONDENSED INTERIM FINANCIAL STATEMENTS

**For the three-month and six-month periods ended
June 30, 2024 and 2023**

In Canadian Dollars

Unaudited

Brunswick Exploration Inc.

Condensed Statements of Financial Position

<i>(in Canadian dollars)</i>	June 30, 2024 (unaudited)	December 31, 2023 (audited)
	\$	\$
ASSETS		
<u>Current</u>		
Cash and cash equivalents (Note 4)	4,866,254	12,194,726
Mining tax credit receivables	778,926	778,926
Sales taxes receivable	366,984	163,651
Prepaid expenses and deposits	489,865	322,428
Other receivables	72,357	36,473
	6,574,386	13,496,204
<u>Non-current</u>		
Exploration and evaluation assets (Note 5)	15,903,940	10,098,910
Right of use asset	25,500	51,000
Intangible assets	35,934	40,509
TOTAL ASSETS	22,539,760	23,686,623
LIABILITIES		
<u>Current</u>		
Accounts payable and accrued liabilities	860,307	1,079,475
Deferred premium on flow-through shares (Note 6)	-	312,863
Lease obligation	25,500	51,000
TOTAL LIABILITIES	885,807	1,443,338
EQUITY		
Share capital	51,112,727	49,732,052
Warrants	3,115,120	3,154,271
Stock options	2,103,703	1,414,088
Contributed surplus	2,539,929	2,539,929
Deficit	(37,217,526)	(34,597,055)
Equity attributable to shareholders	21,653,953	22,243,285
TOTAL LIABILITIES AND EQUITY	22,539,760	23,686,623

Going concern (Note 1)
Commitments and contingencies (Note 15)

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

/s/ Robert Wares
Robert Wares, Chairman

/s/ Killian Charles
Killian Charles, President and
Chief Executive Officer

Brunswick Exploration Inc.
Condensed Statements of Loss and Comprehensive Loss

<i>(unaudited, in Canadian dollars)</i>	Three-month periods ended June 30,		Six-month periods ended June 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Administrative expenses (Note 11)	887,365	689,821	1,847,397	1,243,725
Interest expense	-	22,538	-	31,554
Stock-based compensation (Note 9)	298,230	82,958	602,687	157,039
Impairment of exploration and evaluation assets (Note 5)	713,827	380,741	713,827	380,741
Interest revenue	(102,463)	(189,528)	(242,957)	(308,353)
Depreciation of intangible assets	5,640	7,924	12,380	14,281
Net loss and comprehensive loss before tax	(1,802,599)	(994,454)	(2,933,334)	(1,518,987)
Income tax recovery	62,782	249,005	312,863	283,859
Net loss and comprehensive loss	(1,739,817)	(745,449)	(2,620,471)	(1,235,128)
Per Share (Note 10)				
Basic and diluted	(0.01)	(0.00)	(0.01)	(0.01)
Weighted average number of common shares – basic and diluted	195,498,600	186,796,635	194,786,868	181,674,726

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

Brunswick Exploration Inc.
Condensed Statements of Shareholders' Equity
For the three-month and six-month periods ended June 30, 2024 and 2023
(Unaudited, in Canadian dollars, except for number of shares)

	Issued and outstanding common shares	Share capital	Warrants	Stock options	Contributed surplus	Deficit	Total equity
	Number	\$	\$	\$	\$	\$	\$
Balance as at January 1, 2024	194,075,136	49,732,052	3,154,271	1,414,088	2,539,929	(34,597,055)	22,243,285
Acquisition of mining properties (Notes 5 and 15)	3,187,500	1,201,875	-	-	-	-	1,201,875
Exercised Warrants (Note 8)	607,171	178,800	(39,151)	-	-	-	139,649
Share-based compensation (Note 9)	-	-	-	689,615	-	-	689,615
Net loss and comprehensive loss	-	-	-	-	-	(2,620,471)	(2,620,471)
Balance as at June 30, 2024	197,869,807	51,112,727	3,115,120	2,103,703	2,539,929	(37,217,526)	21,653,953
Balance as at January 1, 2023	173,126,071	33,655,545	1,274,117	622,460	2,539,929	(28,045,138)	10,046,913
Acquisition of mining properties (Note 5)	1,124,100	889,875	-	-	-	-	889,875
Share issue costs on the acquisition of mining properties	-	-	-	-	-	(29,279)	(29,279)
Units issued pursuant to a brokered private placement (Note 7)	8,823,530	5,952,223	1,547,778	-	-	-	7,500,001
Units share issue costs	-	-	149,251	-	-	(897,037)	(747,786)
Units issued pursuant to a non-brokered private placement (Note 7)	2,448,472	1,656,827	424,374	-	-	-	2,081,201
Private placement Unit issue costs	-	-	3,366	-	-	(85,536)	(82,170)
Settlement of convertible debentures	444,444	333,333	-	-	-	-	333,333
Share issue costs on the settlement of convertible debentures	-	-	-	-	-	(2,671)	(2,671)
Exercised Warrants (Note 8)	1,984,684	1,098,083	(236,391)	-	-	-	861,692
Share-based compensation (Note 9)	-	-	-	169,193	-	-	169,193
Net loss and comprehensive loss	-	-	-	-	-	(1,235,128)	(1,235,128)
Balance as at June 30, 2023	187,951,301	43,585,886	3,162,495	791,653	2,539,929	(30,294,789)	19,785,174

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

Brunswick Exploration Inc. Condensed Statements of Cash Flows

<i>(Unaudited, in Canadian dollars)</i>	Six-month periods ended June 30,	
	2024	2023
	\$	\$
Operating activities		
Net loss	(2,620,471)	(1,235,128)
Adjustments		
Share-based compensation (Note 9)	602,687	157,039
Depreciation of intangible assets	12,380	14,281
Non-cash interest on convertible debenture	-	31,554
Income tax recovery	(312,863)	(283,859)
Impairment of exploration and evaluation assets (Note 5)	713,827	380,741
Changes in working capital items (Note 13)	(827,001)	(163,260)
Net cash flows used in operating activities	(2,431,441)	(1,098,632)
Investing activities		
Investments in exploration and evaluation assets	(5,059,395)	(2,072,462)
Increase in short-term investments	-	(2,750,000)
Refundable credits received	30,520	-
Investments in intangible assets	(7,805)	(28,199)
Net cash flows used in investing activities	(5,036,680)	(4,850,661)
Financing activities		
Issuance of Units pursuant to a private placement (Note 7)	-	7,500,001
Issuance of Units pursuant to a non-brokered private placement (Note 7)	-	2,081,201
Share issue costs	-	(902,108)
Exercised Warrants (Note 8)	139,649	861,692
Net cash flows provided by financing activities	139,649	9,540,786
Net (decrease) increase in cash and cash equivalents	(7,328,472)	3,591,493
Cash and cash equivalents, beginning of period	12,194,726	8,053,328
Cash and cash equivalents, end of period	4,866,254	11,644,821

Supplemental disclosure (Note 13)

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

Brunswick Exploration Inc.

Notes to Condensed Interim Financial Statements

For the three-month and six-month periods ended June 30, 2024 and 2023

(Unaudited, in Canadian dollars)

1. NATURE OF ACTIVITIES AND GOING CONCERN

Brunswick Exploration Inc. (the “Company” or “BRW”) is primarily engaged in the acquisition and exploration of mineral properties. BRW is domiciled in Canada and is governed by the *Business Corporations Act* (Québec). The address of the Company’s registered office is 1100, Avenue des Canadiens-de-Montreal, Suite 300, Montreal, Québec, Canada.

The Company is listed on the Toronto Venture Exchange (“TSX-V”) under the symbol “BRW”. The Company’s common shares (“Common Shares”) are also traded on the OTCQB Venture Market, a U.S. market operated by OTC Markets Group Inc. in New York, under the symbol “BRWXF”. The Company is focused on exploration and development of energy transition metal properties in Canada.

Until it is determined that properties contain mineral reserves or resources that can be economically mined, they are classified as exploration and evaluation properties. The recoverability of deferred exploration and evaluation expenses is dependent on the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain necessary financing to continue the exploration, evaluation and development of its properties; and obtaining certain government approvals or proceeds from the disposal of properties. Changes in future conditions could require material impairment of the carrying value of the deferred exploration and evaluation expenses. Although the Company has taken steps to verify title to its mining properties on which it is currently conducting exploration and evaluation work, in accordance with industry standards for the current stage of exploration and evaluation of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

These condensed interim financial statements have been prepared on the basis of accounting principles applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. In assessing whether the going concern assumption is appropriate, Management of the Company (“Management”) takes into account all available information about the future, which is at least, but not limited to twelve months from the end of the reporting period. As at June 30, 2024, the Company had a working capital of \$5,688,579 (including a cash and cash equivalent balance of \$4,866,254), an accumulated deficit of \$37,217,526 and had incurred a loss of \$2,620,471 for the six-month period ended June 30, 2024. As the Company is in the exploration and evaluation stage for its projects, it has not recorded any revenues from operations and has no source of operating cash flow.

The working capital as at June 30, 2024 will not be sufficient to meet the Company’s obligations, commitments and budgeted expenditures through June 30, 2025. Management is aware, in making its assessment, of material uncertainties related to events and conditions that may cast a significant doubt upon the Company’s ability to continue as a going concern as described in the preceding paragraph, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern. These condensed interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities, expenses and balance sheet classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

The Company’s ability to continue future operations and fund its planned exploration activities at its projects is dependent on Management’s ability to secure additional financing in the future. Any funding shortfall may be met in the future in a number of ways, including, but not limited to, the issuance of debt or equity instruments. While Management has been successful in securing financing in the past, there can be no assurance that it will be able to do so in the future or that these sources of funding or initiatives will be available to the Company or that they will be available on terms that are acceptable to the Company. If Management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets might be less than the amounts reflected in these consolidated financial statements.

Brunswick Exploration Inc.

Notes to Condensed Interim Financial Statements

For the three-month and six-month periods ended June 30, 2024 and 2023

(Unaudited, in Canadian dollars)

2. BASIS OF PRESENTATION AND MATERIAL ACCOUNTING POLICIES

These unaudited condensed interim financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments to fair value. In addition, these unaudited condensed interim financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* as issued by *International Accounting Standards Board*. They do not include all information required in annual financial statements in accordance with International Financial Reporting Standards. The unaudited condensed interim financial statements should be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2023, which have been prepared in accordance with International Financial Reporting Standards.

The unaudited condensed interim financial statements have been prepared in accordance with the accounting policies adopted in the Company's most recent annual financial statements for the year ended December 31, 2023.

These unaudited interim financial statements were approved by the Company's Board of Directors (the "Board") on August 21, 2024.

3. JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements requires the Company's management to make judgments, estimates and assumptions on reported amounts of assets and liabilities, and reported amounts of expenses. The estimates and assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may be substantially different. The critical accounting, judgments, estimates and assumptions are the same as those in our most recent audited annual financial statements.

4. CASH AND CASH EQUIVALENTS

	June 30, 2024	December 31, 2023
	\$	\$
Cash	986,254	1,244,726
Cash equivalents	3,880,000	10,950,000
	<u>4,866,254</u>	<u>12,194,726</u>

Cash equivalents at June 30, 2024 are comprised of redeemable term deposits bearing a weighted-average interest rate of 5.2%, and having various maturity dates until September 2024.

Brunswick Exploration Inc.

Notes to Condensed Interim Financial Statements

For the three-month and six-month periods ended June 30, 2024 and 2023

(Unaudited, in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS

The Company has incurred the following costs on its exploration and evaluation assets:

Property	Balance at January 1, 2024	Additions	Impairment/ Tax credits	Balance at June 30, 2024
	\$	\$	\$	\$
Québec (Note 5(a))				
Pontiac Lithium Project				
Mining rights	54,261	-	-	54,261
	<u>54,261</u>	<u>-</u>	<u>-</u>	<u>54,261</u>
North Shore Lithium Project				
Mining rights	47,599	-	-	47,599
	<u>47,599</u>	<u>-</u>	<u>-</u>	<u>47,599</u>
Mirage Project				
Mining rights	1,530,781	121,875	-	1,652,656
Exploration expenses	2,292,583	4,441,495	-	6,734,078
	<u>3,823,364</u>	<u>4,563,370</u>	<u>-</u>	<u>8,386,734</u>
Mythril/Elrond Properties				
Mining rights	162,994	-	-	162,994
Exploration expenses	397,777	402,611	-	800,388
	<u>560,771</u>	<u>402,611</u>	<u>-</u>	<u>963,382</u>
Anatacau/Plex Properties				
Mining rights	991,480	1,155,520	-	2,147,000
Exploration expenses	2,135,987	162,000	-	2,297,987
	<u>3,127,467</u>	<u>1,317,520</u>	<u>-</u>	<u>4,444,987</u>
Other Quebec Properties				
Mining rights	456,841	1,720	-	458,561
Exploration expenses	311,239	10,423	-	321,662
	<u>768,080</u>	<u>12,143</u>	<u>-</u>	<u>780,223</u>
Ontario (Note 5(b))				
Hearst Project				
Mining rights	13,254	-	(13,254)	-
Exploration expenses	143,525	-	(143,525)	-
	<u>156,779</u>	<u>-</u>	<u>(156,779)</u>	<u>-</u>
Other Ontario Properties				
Mining rights	129,426	-	(129,426)	-
Exploration expenses	286,282	5,232	(291,514)	-
	<u>415,708</u>	<u>5,232</u>	<u>(420,940)</u>	<u>-</u>
Nova Scotia (Note 5(c))				
Mining rights	37,750	1,140	(38,890)	-
Exploration expenses	86,580	11,158	(97,738)	-
	<u>124,330</u>	<u>12,298</u>	<u>(136,628)</u>	<u>-</u>
New Brunswick (Note 5(d))				
Mining rights	36,650	49,015	-	85,665
Exploration expenses	244,871	116,497	(30,000)	331,368
	<u>281,521</u>	<u>165,512</u>	<u>(30,000)</u>	<u>417,033</u>
Saskatchewan (Note 5(e))				
Mining rights	53,939	-	-	53,939
Exploration expenses	685,091	-	-	685,091
	<u>739,030</u>	<u>-</u>	<u>-</u>	<u>739,030</u>
Greenland (Note 5(f))				
Mining rights	-	11,460	-	11,460
Exploration expenses	-	59,231	-	59,231
	<u>-</u>	<u>70,691</u>	<u>-</u>	<u>70,691</u>
Summary				
Mining rights	3,514,975	1,340,730	(181,570)	4,674,135
Exploration expenses	6,583,935	5,208,647	(562,777)	11,229,805
	<u>10,098,910</u>	<u>6,549,377</u>	<u>(744,347)</u>	<u>15,903,940</u>

Brunswick Exploration Inc.

Notes to Condensed Interim Financial Statements

For the three-month and six-month periods ended June 30, 2024 and 2023

(Unaudited, in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued)

(a) Québec

Pontiac Lithium Project: In March 2022, the Company staked claims throughout the Southern Abitibi region of Québec, collectively known as the “Pontiac Lithium Project”. During the year ended December 31, 2023, the Company impaired \$769,551 of costs incurred on this property related to specific areas where claims are not expected to be renewed, where the Company has decided to discontinue exploration and evaluation activities or the assets carrying amount exceeds its recoverable amount.

North Shore Lithium Project: On April 19, 2022, the Company announced that claims were acquired or optioned (collectively, the “North Shore Lithium Project”) in the North Shore of Québec. During the year ended December 31, 2023, the Company impaired \$358,820 of costs incurred on these properties related to specific areas where claims are not expected to be renewed, where the Company has decided to discontinue exploration and evaluation activities or the assets carrying amount exceeds its recoverable amount.

Mirage Project: In addition to the staking of claims in the James Bay region of Québec, on January 5, 2023, the Company completed an option agreement with Globex Mining Enterprises (“Globex”) (all staked and optioned claims, the “Mirage Project”). The Mirage Project included an option on the “Lac Escalé” claim block from Globex. With this option BRW could acquire a 100% interest in this claim block for a total consideration of \$500,000, to be paid half in cash and half in Common Shares (at a minimum price of \$0.45 per Common Share), over a three-year period, under the following terms:

- A payment of \$50,000 was completed in February 2023, \$25,000 in cash and \$25,000 in Common Shares (41,667 Common Shares);
- A payment of \$25,000 was completed in June 2023, \$12,500 in cash and \$12,500 in Common Shares (14,824 Common Shares);
- A payment of \$125,000, on or before the first year anniversary;
- A payment of \$100,000, on or before the second year anniversary;
- A payment of \$200,000, on or before the third year anniversary.

In order to exercise this option, BRW must complete \$1,000,000 in work expenditures over a three-year period.

Upon successful completion of this option agreement, BRW will enter into a royalty agreement granting a 3% Gross Metal Royalty (“GMR”) to Globex of which 1% of the GMR may be purchased by BRW for \$1,000,000, resulting in a net GMR of 2%. This royalty shall also apply to any mineral rights newly staked by either party within 1 km of the current claim boundaries. On the fifth anniversary of the coming into force of this royalty agreement or 5 years following total expenditures of \$4,000,000, whichever comes first, BRW will start paying Globex an annual \$100,000 advance royalty payment deductible from eventual production royalty.

On November 22, 2023, BRW completed all remaining cash payments (\$212,250) and issued 216,395 Common Shares (fair value of \$212,500) to Globex related to the Mirage Project option. In addition, the Company completed the \$1,000,000 in work expenditure requirements and therefore acquired 100% interest in these claims.

On August 21, 2023, BRW announced a transaction with 1Minerals Corp. (“1Minerals”), amended on September 29, 2023 and approved by the TSXV on December 19, 2023 (the “Definitive Agreement”), to purchase certain claims contiguous to the Mirage Project as well as an additional regional lithium grassroots claim package.

The terms of the 1Minerals transaction are as follows:

- Purchase transaction to buy 100% interest in claims held by 1Minerals.
- Cash payment of \$500,000 was completed as at December 31, 2023.
- Further payment of \$3,000,000 in cash, Common Shares (at a minimum price of \$0.66 per Common Share) or a combination of both at BRW’s discretion on signing of Definitive Agreement under the following schedule:
 - \$500,000 (587,554 Common Shares) were issued as at December 31, 2023.
 - \$500,000 on the first-year anniversary of the signing of the Definitive Agreement.
 - \$500,000 on the second-year anniversary of the signing of the Definitive Agreement.
 - \$750,000 on the third-year anniversary of the signing of the Definitive Agreement.
 - \$750,000 on the fourth-year anniversary of the signing of the Definitive Agreement.

Brunswick Exploration Inc.

Notes to Condensed Interim Financial Statements

For the three-month and six-month periods ended June 30, 2024 and 2023

(Unaudited, in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS (*continued*)

(a) Québec (*continued*)

Mirage Project (*continued*)

- Milestone payments, in cash under the following schedule:
 - \$250,000 upon publication of a mineral resource estimate (MRE)
 - \$750,000 upon publication of a preliminary economic assessment (“PEA”)
 - \$1,250,000 upon publication of a positive Feasibility Study (“FS”)
- Gross Royalty of 3% on spodumene concentrate sales, of which the first 1% can be repurchased for \$1,000,000 and the second 1% can be repurchased for \$3,000,000.

Mythril/Elrond Properties: On November 22, 2022, the Company signed an option agreement with Midland Exploration Inc. (“Midland”) to acquire a maximum of 85% interest in the Mythril and Elrond properties (the “Midland Properties”), located in the James Bay region of Québec. The Midland Properties contain 514 claims (26,290 ha). The first part of the option allows BRW to acquire an initial 50% interest in the rare mineral potential of the Midland Properties (exclusive of base and precious metals) for a total consideration of \$500,000 in cash and Common Shares over a three-year period under the following terms:

- Payments of \$75,000 in cash and 111,044 Common Shares (fair value of \$75,000) were completed as at June 30, 2024;
- A payment of \$140,000, half in Common Shares, on or before the second year anniversary;
- A payment of \$210,000 in Common Shares, on or before the third year anniversary.

In order to exercise the First Option for the initial 50% interest; BRW shall fund an aggregate amount of \$1,500,000 in work expenditures in accordance with the following schedule:

- A firm commitment of \$300,000 was completed before the first year anniversary;
- An aggregate of \$600,000, on or before the second year anniversary;
- An aggregate of \$1,500,000, on or before the third year anniversary.

The second part of the option allows BRW to acquire a further 35% interest in these properties for a total consideration of \$200,000 in cash or Common Shares over a two-year period upon exercise of the first option under the following terms:

- An amount of \$100,000 in cash, Common Shares or a combination of both at BRW's choosing on or before the first year anniversary of the exercise of the first option;
- An amount of \$100,000 in cash, Common Shares or a combination of both at BRW's choosing on or before the second year anniversary of the exercise of the first option.

In order to exercise the second option, BRW is required to fund an aggregate amount of \$2,000,000 in work expenditures in accordance with the following schedule:

- An aggregate of \$1,000,000, on or before the first year anniversary of the exercise of the first option;
- An aggregate of \$2,000,000, on or before the second year anniversary of the exercise of the first option.

Common Shares to be issued by the Company as consideration under this option agreement will be subject to a minimum value of \$0.24 per Common Share with no maximum value. Upon execution of the second option, BRW will retain a right of first refusal (“ROFR”) on Midland's 15% ownership.

Anatacau/Plex Properties: On November 28, 2022, the Company announced the signing of an agreement with Osisko Baie-James General Partnership (“Osisko GP”), an affiliated entity of Osisko Development Corp. (“ODEV”), to acquire a 90% interest in the Anatacau Property (the “Anatacau Option”). On December 5, 2022, BRW announced the expansion of the Anatacau Option (the “Expanded Option Agreement”) to also acquire a 90% interest in the PLEX Project, located in the James Bay region of Québec. The Expanded Option Agreement was signed on March 1, 2023 and approved by the TSX-V on June 14, 2023 (the “Effective Date”).

The Expanded Option Agreement allows BRW to acquire a 90% interest in the Anatacau and PLEX project packages for a total consideration of 8,000,000 Common Shares over a two-year period under the following terms:

- An initial payment of 1,000,000 Common Shares was completed in June 2023 (fair value of \$790,000);
- A payment of 3,000,000 Common Shares was completed in June 2024 (fair value of \$1,155,000);
- A payment of 4,000,000 Common Shares, on or before the second year anniversary of the Effective Date.

Brunswick Exploration Inc.

Notes to Condensed Interim Financial Statements

For the three-month and six-month periods ended June 30, 2024 and 2023

(Unaudited, in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS (*continued*)

(a) Québec (*continued*)

Anatacau/Plex Properties (*continued*):

In order to exercise this option; BRW will complete \$6,000,000 in work expenditures in accordance with the following schedule:

- An aggregate of \$1,000,000 was completed before the first year anniversary of the Effective Date;
- An aggregate of \$2,000,000 was completed before the second year anniversary of the Effective Date;
- An aggregate of \$4,000,000 before the third year anniversary of the Effective Date;
- An aggregate of \$6,000,000 before the fourth year anniversary of the Effective Date.

Upon execution of this option, BRW will retain a ROFR on Osisko GP's 10% ownership. Furthermore, Osisko GP will not be expected to fund its pro-rata share of the exploration budget following the exercise of this option until the construction of a mine.

On August 21, 2023, BRW announced a transaction with ODEV through Osisko GP in which the Company has to option to acquire a 75% undivided interest in 8 claims in the immediate area of the Mirage Project under the following terms:

- Option transaction to earn 75% interest in claims held by Osisko GP.
- Osisko GP's remainder interest (25%) to be free carried to a final construction decision.
- This option will be exercisable concurrently with the successful completion of the existing Option Agreement between Brunswick Exploration and Osisko GP covering the option to acquire a 90% interest in the PLEX and Anatacau Projects.

Other Québec Properties:

The Company owns other staked claims with lithium potential in the Province of Québec. In addition to these claims, the Company held interests in the Waconichi base metal property and the Lac Edouard Project.

(b) Ontario

Hearst Project: On October 3, 2022, the Company announced that it has staked and optioned multiple claim groups near Hearst, Ontario (the "Hearst Project"). The claim package includes two option agreements; the Lowther Pegmatite Option Agreement (signed on September 21, 2022) and the Lowther Regional Option (dated September 27, 2022). The Lowther Pegmatite Option Agreement allowed BRW to acquire a 100% interest in this property for a total consideration of \$735,000 in cash or in Common Shares and \$1,000,000 in work expenditures over a four-year period upon closing of this agreement. A cash payment of \$35,000 was paid in October 2022. The Lowther Regional Option Agreement allowed BRW to acquire a 100% interest in this property for a total consideration of \$300,000 in cash over a two-year period upon closing of this agreement. Cash totaling \$100,000 was paid in October 2022.

During the six-month period ended June 30, 2024, the Company has impaired \$156,779 of costs incurred on these properties related to specific areas where claims are not expected to be renewed, where the Company has decided to discontinue exploration and evaluation activities or the assets carrying amount exceeds its recoverable amount.

Other Ontario Properties:

The Company owns other staked claims with lithium potential in the Province of Ontario. During the six-month period ended June 30, 2024, the Company has impaired \$420,940 of costs incurred on these properties related to specific areas where claims are not expected to be renewed, where the Company has decided to discontinue exploration and evaluation activities or the assets carrying amount exceeds its recoverable amount.

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For the three-month and six-month periods ended June 30, 2024 and 2023

(Unaudited, in Canadian dollars)

5. EXPLORATION AND EVALUATION ASSETS (continued)

(c) Nova Scotia

In March 2022, the Company staked multiple claim groups in west central Nova Scotia, located 30 km from Halifax. In addition to this claim package, in June 2022, BRW acquired 100% interest in a property from a prospector for a total consideration of \$15,000 in cash and 100,000 Common Shares (fair value of \$22,000). BRW also granted a 2% NSR royalty on these claims for which the first half (1%) may be repurchased upon payment of \$1,000,000. Furthermore, ten additional claims (6,172 ha) were purchased from a prospector for a one time payment of \$5,715 in the New Ross area. Three claims (890 ha) were also acquired by map staking near the Caledonia area in Eastern mainland Nova Scotia. During the six-month period ended June 30, 2024, the Company has impaired \$136,108 of costs incurred on these properties related to specific areas where claims are not expected to be renewed, where the Company has decided to discontinue exploration and evaluation activities or the assets carrying amount exceeds its recoverable amount.

(d) New Brunswick

In December 2021 and March 2022, the Company staked claims located in southeastern and central New Brunswick, collectively known as the Caledonia and Catamaran projects. During the year ended December 31, 2023, the Company impaired \$109,127 of costs incurred on these properties related to specific areas where claims are not expected to be renewed, where the Company has decided to discontinue exploration and evaluation activities or the assets carrying amount exceeds its recoverable amount.

(e) Saskatchewan

On January 17, 2023, the Company announced the staking of multiple claim groups in Saskatchewan located in central Saskatchewan. In addition, on February 22, 2023, BRW executed an option agreement for the Hanson Lake Project, located roughly 55 km west of Creighton, Saskatchewan. This option agreement allowed BRW to acquire a 100% interest in the Hanson Lake Project from Searchlight Resources Inc. ("SRI") for a total consideration of \$735,000 over a four-year period. The total amount is payable in cash, Common Shares or a combination of both (BRW's discretion, subject to a minimum 25% cash component). An initial payment of \$35,000 (\$8,750 in cash and the issuance of 26,040 Common Shares) was completed in March 2023.

On February 20, 2023, the Company signed an option agreement with Eagle Plains Resources Ltd. ("EPL") for the acquisition of three mining claims located adjacent to the Hanson Lake Project. This option agreement allowed BRW to acquire a 100% interest in these mining claims, for a total consideration of \$70,000 over a two-year period. The total amount was payable in cash, Common Shares or a combination of both, at BRW's discretion. An initial payment of \$25,000 (29,069 Common Shares) was completed in March 2023. The Company notified SRI and EPL that BRW decided to discontinue exploration and evaluation activities on these properties. During the year ended December 31, 2023, the Company impaired \$200,028 of costs incurred on these properties related to specific areas where claims are not expected to be renewed, where the Company decided to discontinue exploration and evaluation activities or the assets carrying amount exceeds its recoverable amount.

(f) Greenland

The property in Greenland contains one proposed mineral exploration license, containing five blocks, with a total surface area of 49,562 ha, located within 90 km from the Nuuk, Greenland.

6. DEFERRED PREMIUM ON FLOW-THROUGH SHARES

	June 30, 2024	December 31, 2023
	\$	\$
Balance – beginning of the period	312,863	671,108
Liability related to flow-through shares issued	-	360,538
Reversal of liability related to flow-through shares	(312,863)	(718,783)
Balance – end of period	-	312,863

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For the three-month and six-month periods ended June 30, 2024 and 2023

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7. SHARE CAPITAL

Authorized:

Unlimited number of Common Shares, voting and participating, without par value

Unlimited number of preferred shares, non-voting, without par value, issuable in series

Financing activities for the year ended December 31, 2023:

- On March 9, 2023, the Company closed a bought deal private placement (the "March Offering") for gross proceeds of \$7,500,001. Under the March Offering, the Company sold 8,823,530 Units at a price of \$0.85 per Unit. Each Unit consists of one Common Share and one-half Warrant, which entitles the holder to purchase one Common Share at a price of \$1.25 at any time on or before March 9, 2026.

Gross proceeds from the March Offering were allocated between share capital (\$5,952,223) and the Warrants (\$1,547,778) using the respective fair value approach. In consideration of their services in connection with the March Offering, the underwriters received 264,705 broker warrants (each, a "Broker Warrant"). Each Broker Warrant entitles the holder to purchase one Common Share at a price of \$0.85 at any time on or before March 9, 2026. The fair value of these Warrants and Broker Warrants were determined by the Black-Scholes option pricing model based on the following weighted assumptions:

Warrant exercise price	\$1.23
Share price at date of grant	\$0.92
Risk-free interest rate	3.53%
Expected life of Warrants	3 years
Annualized expected volatility	90%
Dividend rate	-
Fair value per Warrant/Broker Warrant	\$0.48

In connection with the March Offering, share issue costs totaled \$897,037, which includes the \$149,251 fair value of the Broker Warrants.

- On March 24, 2023, BRW closed a first tranche of a non-brokered private placement for aggregate gross proceeds of \$1,493,701, consisting of the issuance of 1,757,295 Units at a price of \$0.85 per Unit. On March 31, 2023, BRW closed a second tranche of a non-brokered private placement for aggregate gross proceeds of \$587,500, consisting of the issuance of 691,177 Units at a price of \$0.85 per Unit. Each Unit consists of one Common Share and one-half Warrant. Each Warrant entitles the holder to acquire one Common Share at a price of \$1.25 for a 36-month period following the closing date of these placements.

Gross proceeds from these placements were allocated between share capital (\$1,656,827) and the Warrants (\$424,374) using the respective fair value approach. In consideration of their services in connection with these placements, 7,500 compensation warrants (each, a "Compensation Warrant") were issued. Each Compensation Warrant entitles the holder to purchase one Common Share at a price of \$0.85 at any time on or before March 24, 2026.

The fair value of these Warrants and Compensation Warrants were determined by the Black-Scholes option pricing model based on the following weighted assumptions:

Warrant exercise price	\$1.25
Share price at date of grant	\$0.88
Risk-free interest rate	3.53%
Expected life of Warrants	3 years
Annualized expected volatility	90%
Dividend rate	-
Fair value per Warrant/Compensation Warrant	\$0.45

In connection to these placements, share issue costs totaled \$85,536, which includes the \$3,367 fair value of the Compensation Warrants.

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7. SHARE CAPITAL (continued)

Financing activities for the year ended December 31, 2023 (continued):

On November 17, 2023, the Company closed a non-brokered private placement (the "Offering") for aggregate gross proceeds of \$5,700,001 from the sale of the following:

- 1,519,057 Common Shares sold to Québec purchasers as "flow-through shares" within the meaning of the Income Tax Act (Canada) (the "Tax Act") and the Taxation Act (Québec) (each, a "Québec FT Share") at a price of \$1.15 per Québec FT Share for gross proceeds of \$1,746,916; and
- 3,593,714 Common Shares sold to Canadian purchasers as "flow-through shares" within the meaning of the Tax Act (each, a "National FT Share") at a price of \$1.10 per National FT Share for gross proceeds of \$3,953,085.

In connection with the Offering, share issue costs totaled \$329,355. An amount of \$360,538 (net of share issue costs of \$22,178) was allocated to the deferred premium on flow-through shares (Note 6).

Insiders of the Company participated in the Offering and subscribed to an aggregate of 232,218 Common Shares.

8. WARRANTS

The following table sets out the activity in Warrants:

	Number of Warrants	Weighted average exercise price (\$)
Balance – January 1, 2023	9,811,175	0.44
Issued	5,908,204	1.23
Exercised	(2,043,255)	0.43
Balance – December 31, 2023	13,676,124	0.78
Exercised	(607,171)	0.23
Balance – June 30, 2024	13,068,953	0.81

9. STOCK OPTIONS

The Company has adopted a share-based compensation plan (the "Plan") under which the Board may award stock options ("Options") to directors, staff members and consultants. On May 8, 2024, the Board approved an amendment to the Plan to increase the number of Common Shares reserved for issuance under the Plan from 13,000,000 to 19,400,000. The following table sets out the Option activity:

	Number	Weighted average exercise price (\$)
Balance – January 1, 2023	6,900,000	0.25
Granted	2,400,000	0.83
Exercised	(100,000)	0.21
Balance – December 31, 2023	9,200,000	0.40
Granted	2,845,000	0.60
Expired	(500,000)	0.48
Forfeited	(25,000)	0.60
Balance – June 30, 2024	11,520,000	0.45
Exercisable Options – June 30, 2024	5,216,670	0.32

On February 2, 2024, the Company granted stock options to directors, officers, employees and consultants to purchase up to an aggregate of 2,845,000 Common Shares. Grants are subject to a three-year vesting period and a five-year term at an exercise price of \$0.60 per Common Share.

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9. STOCK OPTIONS (continued)

The Company determined the fair value of the options using the Black-Scholes valuation method. The volatility was determined by reference to historical data of the Common Shares over the expected average life of the stock options. The following weighted average assumptions were used to value the stock options:

Share price	\$0.55
Exercise price	\$0.60
Risk-free interest rate	3.45%
Expected volatility	90.0%
Dividend yield	-
Expected life	5.0 years
Weighted average fair value at grant date	\$0.38

For the three-month period ended June 30, 2024, the share-based compensation costs amounted to \$332,667 (\$89,978 for the three-month period ended June 30, 2023) for which \$298,230 was recorded in the income statement for the three-month period ended June 30, 2024 (\$82,958 in the three-month period ended June 30, 2023) and \$34,437 was capitalized to exploration assets (\$7,020 in the three-month period ended June 30, 2023). The offsetting credit is recorded as contributed surplus.

For the six-month period ended June 30, 2024, the share-based compensation costs amounted to \$689,615 (\$169,193 for the six-month period ended June 30, 2023) for which \$602,687 was recorded in the income statement for the six-month period ended June 30, 2024 (\$157,039 in the six-month period ended June 30, 2023) and \$86,928 was capitalized to exploration assets (\$12,154 in the six-month period ended June 30, 2023).

10. NET LOSS PER SHARE

Due to the net loss from continued operations for the three-month and six-month periods ended June 30, 2024 and 2023, all potentially dilutive common shares (Notes 8 and 9) are deemed to be antidilutive and thus diluted net loss per share is equal to the basic net loss per share for these periods.

11. ADMINISTRATIVE EXPENSES

	Three-months ended		Six-months ended	
	2024	2023	2024	2023
	\$	\$	\$	\$
Salaries	311,391	259,795	556,551	420,905
Investor relations	259,318	166,937	483,848	298,602
Professional fees	174,042	148,765	475,335	277,707
Office	75,470	55,465	130,252	96,701
Travel	42,459	31,528	116,434	87,479
Regulatory	24,685	27,331	84,977	62,331
	887,365	689,821	1,847,397	1,243,725

Brunswick Exploration Inc.

Notes to Condensed Interim Financial Statements

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12. RELATED PARTIES

Related party transactions and balances, not otherwise disclosed, are summarized below:

Key management includes directors and officers of the Company. The compensation paid or payable to key management for employee services is presented below for the three-month and six-month periods ended June 30, 2024 and 2023:

	Three-months ended June 30,		Six-months ended June 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Salaries and short-term employee benefits	158,250	95,000	317,000	188,750
Share-based compensation	239,760	57,136	502,000	116,000
	398,010	152,136	819,000	304,750

During the three-month and six-month periods ended June 30, 2024 and 2023, the Company undertook transactions with certain related companies. Osisko Gold Royalties Ltd ("OGR") and Falco Resources Limited ("Falco") are related parties as they have a significant influence on the Company due to common officers and directors.

During the three-month and six-month periods ended June 30, 2024, OGR invoiced \$20,000 and \$43,000, respectively, in relation to professional services and rental of offices (\$18,000 and \$41,000, respectively, for the three-month and six-month periods ended June 30 2023). As at June 30, 2024, \$7,000 is included in accounts payable and accrued liabilities (\$8,000 as at December 31, 2023).

During the three-month and six-month periods ended June 30, 2024, amounts of \$9,500 and \$19,500, respectively, were invoiced by Falco for professional services (\$9,500 and \$19,500, respectively, for the three-month and six-month periods ended June 30 2023). As at June 30, 2024, \$3,000 is included in accounts payable and accrued liabilities (\$3,000 as at December 31, 2023).

Management is of the opinion that these transactions were undertaken under the same conditions as transactions with non-related parties. These operations were incurred in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

13. SUPPLEMENTAL DISCLOSURE – STATEMENTS OF CASH FLOW

Changes in non-cash working capital items:	Six-months ended June 30,	
	2024	2023
	\$	\$
Sales taxes and other receivables	(239,217)	4,501
Prepaid expenses	(167,437)	(147,852)
Accounts payable and accrued liabilities	(420,347)	(19,909)
	(827,001)	(163,260)

Other information not otherwise disclosed:	Six-months ended June 30,	
	2024	2023
	\$	\$
Exploration and evaluation asset expenditures included in trade and other payables		
Beginning of period	379,263	202,732
End of period	580,442	1,088,903
Share issue costs included in trade and other payables:		
Beginning of period	-	69,481
End of period	-	-

Brunswick Exploration Inc.

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14. FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments measured at fair value

The following presents financial assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy.

This hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of financial assets and liabilities. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities at the reporting date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3: inputs for assets or liabilities that are not based on observable data (unobservable inputs).

15. COMMITMENTS AND CONTINGENCIES

Flow-through shares

The Company is partially financed through the issuance of flow-through shares, and accordingly, the Company is engaged to complete mining exploration activities. These tax rules also set deadlines for carrying out the exploration work no later than the first of the following dates:

- a. Two years following the flow-through placements;
- b. One year after the Company has renounced the tax deductions relating to the exploration work.

In November 2023, the Company received \$5,700,001 following the issuance of flow-through shares for which the Company renounced tax deductions as at December 31, 2023. As at June 30, 2024, this commitment is complete.

Royalty repurchase

The Company signed an agreement with Sirios Resources ("Sirios"), approved by the TSXV on April 11, 2024 (the "Approval date") to repurchase an existing 0.5% NSR on certain claims within the Mirage Project (the "Royalty Repurchase").

The Royalty Repurchase will be completed under the following terms:

- Cash payment of \$50,000 was completed in April 2024;
- Payment of \$25,000 in cash and 187,500 Common Shares (fair value of \$46,875) were completed on June 30, 2024;
- Additional payment schedule in cash, share or a combination of both, to Sirios as follows:
 - \$100,000, on or before a six-month anniversary of the Approval date;
 - \$100,000, on or before a nine-month anniversary of the Approval date.

The payment schedule is subject to the following constraints:

- Minimum 25% in cash;
- Common Share amount is calculated on the 10-day Volume Weighted Average Share Price ("VWAP") preceding the date of the payment and is subject to a \$0.40 minimum share price.

Upon start of mineral extraction over the claims covered by this agreement, the Company will make a further milestone payment to Sirios of \$250,000 in cash or an amount in Common Shares (calculated on the 10-day VWAP preceding the date of the payment and is subject to a \$0.40 minimum share price) or a combination of both, at the Company's discretion.