



Condensed Consolidated Interim Financial Statements

For the three-month periods ended March 31, 2024 and 2023

(Expressed in Canadian dollars)
(Unaudited)

TSX-V: SRG

Management's Responsibilities over Financial Reporting

The accompanying unaudited condensed consolidated interim financial statements of SRG Mining Inc. (the "Corporation" or "SRG") have been prepared by the management and are its responsibility. The condensed consolidated interim financial statements are prepared in accordance International Accounting Standard 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board and reflect management's best estimates and judgment based on information currently available.

These unaudited condensed consolidated interim financial statements, together with the accompanying notes, have been reviewed and approved by the members of the Corporation's Board of Directors. These unaudited condensed consolidated interim financial statements have not been reviewed by the Corporation's auditors.

SRG Mining Inc.

Condensed Consolidated Interim Statements of Financial Position

(Unaudited, in Canadian dollars)

		March 31, 2024	December 31, 2023
	Notes	\$	\$
ASSETS			
Current assets			
Cash and cash equivalents		680,343	737,090
Investments		7,226,669	8,132,717
Sales taxes and other receivables		47,550	57,888
Prepaid expenses and deposits		55,567	126,908
		8,010,129	9,054,603
Non-current assets			
Property and equipment		294,423	330,408
TOTAL ASSETS		8,304,552	9,385,011
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		827,794	557,255
Short-term portion of lease liability	4	72,997	81,870
		900,791	639,125
Non-current liabilities			
Long-term portion of lease liability	4	27,977	35,833
		928,768	674,958
EQUITY			
Share capital	5	43,780,682	43,780,682
Contributed surplus	6	10,459,035	10,312,381
Deficit		(46,863,933)	(45,383,010)
		7,375,784	8,710,053
TOTAL LIABILITIES AND EQUITY		8,304,552	9,385,011

Nature of operation and liquidity risk (Note 1)

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

On behalf of the Board,

Marc Filion /s/
Director

Yves Grou /s/
Director

SRG Mining Inc.

Condensed Consolidated Interim Statements of Loss and Comprehensive loss

(Unaudited, in Canadian dollars)

		Three-month periods ended March 31,	
		2024	2023
	Notes	\$	\$
Expenses			
Exploration and evaluation	3		
Exploration expenses		24,122	55,799
Engineering study		94,106	604,416
HSEC & Community relations on site		1,486	3,513
Salaries and benefits		76,266	66,335
Amortization		19,232	36,957
		215,512	767,020
General and administrative			
Professional and consulting fees		313,386	327,513
Salaries and benefits		197,479	187,992
Travel and representation		135,258	107,547
General and administrative		96,281	76,207
Investor relations fees		22,140	32,452
Transfer agent and filing fees		38,161	21,039
Amortization		16,753	15,094
Share-based payments	6	146,654	203,745
		966,112	971,586
Other expenses (income)			
Interest income		(92,894)	(20,581)
Redomiciliation costs		396,320	-
Foreign exchange (income) loss		(3,827)	2,299
		299,599	(18,282)
Net loss and comprehensive loss		1,480,923	1,720,327
Basic and diluted loss per common share		0.01	0.02
Weighted average number of shares – basic and diluted		117,385,961	113,822,338

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

SRG Mining Inc.

Condensed Consolidated Interim Statements of Changes in Equity

(Unaudited, in Canadian dollars)

		Number of issued and outstanding common shares	Share capital	Contributed surplus	Deficit	Total equity
	Notes		\$	\$	\$	\$
Balance as at January 1, 2024		117,385,961	43,780,682	10,312,381	(45,383,010)	8,710,053
Share-based payments	6	-	-	146,654	-	146,654
Net loss and comprehensive loss for the year		-	-	-	(1,480,923)	(1,480,923)
Balance as at March 31, 2024		117,385,961	43,780,682	10,459,035	(46,863,933)	7,375,784
Balance as at January 1, 2023		113,822,338	41,282,782	9,314,620	(39,892,193)	10,705,209
Share-based payments	6	-	-	203,745	-	203,745
Net loss and comprehensive loss for the year		-	-	-	(1,720,327)	(1,720,327)
Balance as at March 31, 2023		113,822,338	41,282,782	9,518,365	(41,612,520)	9,188,627

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

SRG Mining Inc.

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited, in Canadian dollars)

	Notes	Three-month periods ended	
		2024	March 31, 2023
Cash flows provided by (used in)		\$	\$
Operating activities			
Net (loss) income for the period		(1,480,923)	(1,720,327)
Adjustments for non-cash items			
Amortization		35,985	52,051
Accreted interest on lease liability	4	3,767	992
Foreign exchange on lease liability	4	2,439	382
Interest income		(93,952)	-
Share-based payments	6	146,654	203,745
		(1,386,030)	(1,463,157)
Change in non-cash working capital items	10	352,218	(430,358)
		(1,033,812)	(1,893,515)
Investing activities			
Disposal of investments		1,000,000	-
		1,000,000	-
Financing activities			
Lease liability	4	(22,935)	(12,144)
		(22,935)	(12,144)
Net change in cash		(56,747)	(1,905,659)
Cash, beginning of periods		737,090	11,060,864
Cash, end of periods		680,343	9,155,205

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

SRG Mining Inc.

Notes to Condensed Consolidated Interim Financial Statements

March 31, 2024 and 2023

(Unaudited and in Canadian dollars)

1. NATURE OF OPERATIONS AND LIQUIDITY RISK

SRG Mining Inc. is a Canadian-based mineral exploration and development business with activities in Africa. The Corporation was incorporated on April 16, 1996 under the *Canada Business Corporations Act*. The Corporation's common shares are listed on the TSX Venture Exchange (the "TSX-V") under the trading symbol "SRG.V". The Corporation's principal office is located at #132 – 1320 Graham Blvd., Mont-Royal, Quebec, Canada, H3P 3C8.

These condensed consolidated interim financial statements were authorized for publication by the Board of Directors on May 22, 2024.

The Corporation's mining properties are located in the Republic of Guinea ("Guinea"), Africa, and hence are subject to the risks normally associated with unanticipated changes in taxes and royalties, renegotiation of contracts, foreign currency fluctuations and political uncertainties.

As at March 31 2024, the Corporation had a working capital of \$7.1 million, which included cash and short-term investments of \$7.9 million. Management of the Corporation believes that it has sufficient funds to maintain the status of its current obligations and keep its properties in good standing, to pay its ongoing general and administrative expenses and to meet its liabilities, obligations and existing commitments beyond the ensuing 12 months as they fall due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future. To continue the Corporation's future operations and fund its development expenditures, the Corporation will periodically need to raise additional funds, which may be completed in a number of ways, including, but not limited to, the issuance of new equity, debt financing or securing capital from potential partners. While management has been successful in securing financing in the past, there can be no assurance that it will be able to do so in the future or that these sources of funding or initiatives will be available to the Corporation or that they will be available on terms which are acceptable to the Corporation.

2. MATERIAL ACCOUNTING POLICIES

Basis of presentation

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The condensed consolidated interim financial statements should be read in conjunction with the Corporation's audited annual financial statements for the year ended December 31, 2023.

The preparation of condensed interim financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Corporation's accounting policies.

The Corporation has consistently applied the same accounting policies throughout all the periods presented in these condensed consolidated interim financial statements.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis using the accrual basis of accounting except for cash flow information.

Significant accounting policies

These condensed interim consolidated financial statements have been prepared following the same accounting policies and methods of computation as the audited annual consolidated financial statements for the year ended December 31, 2023.

SRG Mining Inc.

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(Unaudited and in Canadian dollars)

Basis of consolidation

In addition to the Corporation, the condensed consolidated interim financial statements include all subsidiaries. Subsidiaries are all companies over which the Corporation is able, directly or indirectly, to control financial and operating policies, which is the authority usually connected with holding majority voting rights. Subsidiaries are fully consolidated from the date on which control is acquired by the Corporation. Intercompany transactions and balances are eliminated upon consolidation. They are deconsolidated from the date that control by the Corporation ceases.

The subsidiaries of the Corporation, all of which are wholly owned, are as follows:

Subsidiaries	Jurisdiction of incorporation	Ownership %
Sama Resources Guinee SARL ("SRG Guinée")	Guinea	100%
SRG Graphite International Inc. ("SRG Intl")	Cayman Islands	100%
SRG Liberia Inc. ("SRG Liberia")	Liberia	100%
SRG Lithium Inc. ("SRG Lithium")	Canada	100%

3. EXPLORATION AND EVALUATION EXPENSES

The Corporation has one project currently under evaluation which is named Lola Graphite.

On August 10, 2018, the Government of Guinea awarded SRG Guinée, through ministerial order NoA2018/5349/MMG/SGG, the Lola Graphite research permit for a final two-year period, and, as per the legislation, the surface area was reduced to 94.38 square kilometers (from 187 square kilometers). This research permit has been canceled on November 6, 2019 when the mining permit has been issued.

On November 6, 2019, the Government of Guinea awarded SRG Guinée, through presidential order NoD/2019/291/PRG/SGG the mining permit for its Lola graphite project near the town of Lola in eastern Guinea, West Africa. The fifteen (15) year renewable permit was officially granted by the Government of Guinea through presidential decree number D/2019/291/PRG/SGG. The mining permit covers an area of 94.38 square kilometers. SRG Guinée has agreed to develop the mine and has an obligation to invest US\$110,000,000 within the first year of the permit being granted. The mining permit is subject to the general obligations of the Guinean mining code. In June 2020, the Corporation asked the Government of Guinea for a deferment due to the ongoing Covid-19 crisis. A number of events since its receipt of the mining permit, namely the COVID pandemic as well as a Coup d'État, each of which the Corporation considers being a Force Majeur event, rendered impossible the fulfillment of certain obligations by the Corporation during a significant period of time. Furthermore, on June 5, 2021, the Corporation and the government of Guinea signed an agreement which stipulates that the Corporation must begin work on its Lola project within six months of being formally reissued the Gogota permit. The Corporation remains in active dialogue with the government of Guinea about the development timeline for the Lola Graphite Project and intends to start early development works on the mining permit imminently.

4. LEASE LIABILITIES

The Corporation leases office space for employees. These leases are for a period of one to three years. Certain leases include an option to renew after the end of the contract term.

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The movement in lease liabilities during the three-month period ended March 31, 2024 and the year ended December 31, 2023 is comprised of the following:

	March 31, 2024	December 31, 2023
	\$	\$
Lease liabilities at the beginning of the period	117,703	19,462
Lease payments	(22,935)	(57,238)
Lease addition	-	154,534
Lease termination	-	(2,814)
Accreted interest	3,767	5,691
Foreign exchange gain	2,439	(1,932)
Balance, end of period	100,974	117,703
Current portion	72,997	81,870
Long-term portion	27,977	35,833

The undiscounted minimum lease payments on lease liabilities for the forthcoming years are as follows:

	\$
2023	77,248
2024	34,111
Total minimum payments	111,359
Less interest	(10,385)
Total minimum capital payments	100,974

5. SHARE CAPITAL

Transactions during the three-month period ended March 31, 2024:

There was no transaction on share capital during the period.

Warrants

The outstanding share purchase warrants as at March 31, 2024 and December 31, 2023 and the respective changes during the quarter are summarized as follows:

	Three-month period ended		Year ended	
	March 31, 2024		December 31, 2023	
	Number	\$	Number	\$
Balance, beginning of period	-	-	14,880,203	0.86
Exercised	-	-	(3,563,623)	0.70
Expired	-	-	(11,316,580)	0.91
Balance exercisable, end of period	-	-	-	-

6. SHARE-BASED PAYMENTS

Share purchase options

The Corporation has a fixed stock option plan (the "Plan"), in which the maximum number of common shares which can be reserved for issuance under the Plan is 22,764,466 shares of the Corporation, less any shares reserved for issuance under the DSU Plan and the RSU Plan. The exercise price of each option ("Option") shall not be less than the closing price of the common shares on the trading day immediately preceding the day on which the Option is granted, less any

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discount permitted by the TSX-V and, in any event, the exercise price per Option will not be less than \$0.05, being the minimum exercise price allowable under TSX-V policy.

The following table shows the changes in stock options:

	Three-month period ended		Year ended	
	March 31, 2024		December 31, 2023	
	Number	\$(²)	Number	\$(¹)
Balance, beginning of period	8,335,500	0.70	8,735,500	0.71
Granted	-	-	-	-
Forfeited	-	-	(350,000)	1.14
Exercised	-	-	-	-
Balance, end of period	8,385,500	0.70	8,385,500	0.69
Exercisable, end of period	8,585,500	0.70	7,952,162	0.69

The number of outstanding stock options that could be exercised for an equal number of common shares is as follows:

	March 31, 2024		
	Number outstanding	Number exercisable	Exercise price \$
February 20, 2027	1,877,007	1,877,007	0.365
April 25, 2027	100,000	100,000	0.50
June 14, 2027	25,000	25,000	0.36
November 22, 2027	325,000	325,000	1.30
January 14, 2028	125,000	125,000	1.72
August 8, 2028	2,085,000	2,085,000	1.10
May 11, 2030	1,108,493	1,108,493	0.37
June 19, 2030	950,000	950,000	0.51
February 9, 2031	490,000	490,000	0.69
March 1, 2032	1,300,000	1,300,000	0.70
	8,385,500	8,385,500	

(1) Weighted average exercise price.

A share-based payment expense of \$21,536 was recognized during the three-month period ended March 31, 2024 (\$80,001 during the three-month period ended March 31, 2023) in share-based compensation in the condensed consolidated statement of loss and comprehensive loss. The expected underlying volatility was based on the historical comparable companies shares over a period equivalent to the expected average life of the options.

Deferred share units

The Deferred Share Units ("DSU") plan provides for the payment of directors' compensation with DSUs. Each DSU is a right granted by the Corporation to an eligible director to receive an equivalent of the value of one common share on termination of service. The Corporation may make payments due under the DSU Plan by issuing one common share for each DSU. The number of DSUs to be granted under the DSU Plan is determined by dividing the director's compensation by the average closing price of the common shares on the TSXV, for 5 trading days immediately preceding such date. Under the DSU Plan, a maximum number of common shares available and reserved for issuance is 22,764,466 shares of the Corporation, less any shares reserved for issuance under the Plan and the RSU Plan.

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The following table summarizes the changes in DSUs issued during the three-month period ended March 31, 2024:

	Three-month period ended		Year ended	
	March 31, 2024		December 31, 2023	
	Number	\$(²)	Number	\$(²)
Balance, beginning of year	767,021	0.75	382,163	0.70
Granted	-	-	384,858	0.79
Exercised	-	-	-	-
Balance, end of year	767,021	0.75	767,021	0.75

(2) Weighted average fair value.

Restricted share units

The RSU Plan provides for a maximum number of common shares available and reserved for issuance to 22,764,466 shares of the Corporation, less any shares reserved for issuance under the Plan and the RSU Plan. The RSUs are time-based awards and all the amount of RSUs granted will vest upon the continuous employment of the Participants on the third anniversaries of the RSU grant, starting from the date of the grant or such other period not exceeding three years determined by the Board of Directors.

Pursuant to the terms of the RSU Plan, Participants will receive, upon vesting of the RSUs, common shares of the Corporation issued from treasury. The outstanding RSU's as at March 31, 2024 are as follows:

	Three-month period ended		Year ended	
	March 31, 2024		December 31, 2023	
	Number	\$(³)	Number	\$(³)
Balance, beginning of period	1,750,000	0.70	1,750,000	0.70
Granted	-	-	-	-
Balance, end of period	1,750,000	0.70	1,750,000	0.70
Exercisable, end of period	-	-	-	-

(3) Weighted average fair value.

A share-based payment expense of \$125,119 was recognized during the three-month period ended March 31, 2024 respectively (\$123,744 during the three-month period ended March 31, 2023) in share-based compensation in the condensed consolidated statement of loss and comprehensive loss.

7. CAPITAL MANAGEMENT

The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue as a going concern and to maintain a flexible capital structure, which will allow it to pursue its exploration & evaluation activities and develop the mine.

The Corporation considers its capital structure to include shareholders' equity, debts and convertible debentures. The Corporation monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets and capital markets. In order to facilitate the management of capital and the exploration and evaluation of its exploration & evaluation assets and develop the mine, the Corporation prepares annual expenditure budgets, which are monitored and updated as considered necessary.

To maintain or adjust the capital structure, the Corporation may issue new equity if available on favorable terms, issue more debts or convertible debenture instruments, sell off permits and enter into joint venture arrangements.

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(Unaudited and in Canadian dollars)

The Corporation is not subject to externally imposed capital requirements. There has been no change in the Corporation's approach to capital management during the period ended March 31, 2024.

The changes in the Corporation's capital are disclosed in the consolidated statements of changes in shareholder's equity.

8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK FACTORS

Classification

The Corporation's financial instruments as at March 31, 2024 and December 31, 2023 consist of cash and short-term investments, receivable and other current assets, accounts payable and accrued liabilities.

The classification of financial instruments is summarized as follows:

Financial Assets	Classification	March 31 2024	December 31, 2023
		\$	\$
Cash	Financial assets at amortized cost	680,343	737,090
Investments (Guaranteed investment certificates)	Financial assets at amortized cost	4,129,890	4,067,163
		4,810,233	4,813,253

Financial Assets	Classification	March 31 2024	December 31, 2023
		\$	\$
Investments (Other than guaranteed investment certificates)	Fair value through profit & loss	3,096,779	4,056,554
		3,096,779	4,056,554

Financial Liabilities	Classification	March 31 2024	December 31, 2023
		\$	\$
Accounts payable and accrued liabilities	Financial liabilities at amortized cost	578,491	222,555
		578,491	222,555

The Corporation's risk exposures and the impact of these exposures on the Corporation's financial instruments are summarized below:

Credit risk

Credit risk is the risk of financial loss to the Corporation if a counterparty to a financial instrument fails to meet its contractual obligations. The Corporation is exposed to credit concentration risk by holding cash and cash equivalents. This risk is minimized by holding cash and cash equivalents balances with large Canadian financial institutions and a minimal amount with local banks in Africa.

The Corporation is also indirectly exposed to the credit risk through its investments (other than guaranteed investment certificates)

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Liquidity risk

The Corporation manages its liquidity risk by using budgets that enable it to determine the amounts required to fund its exploration & evaluation programs. The Corporation also ensures that it has sufficient working capital available to meet its day-to-day commitments.

As at March 31, 2024, the Corporation had cash and short-term investments of \$7,907,012 to settle current liabilities of \$900,791.

Any funding shortfall may be met in the future in a number of ways including, but not limited to, the issuance of new equity instruments, issuance of debts, issuance of convertible debentures, further expenditure reductions, or other measures.

Fair value

Fair value estimates are made at the consolidated statement of financial position date based on relevant market information and other information about financial instruments.

The Corporation's financial instruments as at March 31, 2024 consist of cash and short-term investments, accounts payable and accrued liabilities. The Corporation's financial assets and financial liabilities approximate their fair values due to their relatively short periods to maturity.

Investments (other than guaranteed investment certificates) are valued at the quoted prices.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in prevailing market interest rates.

Except for the fixed interest recognized on the convertible debenture and short-term loan, all of the Corporation's assets and liabilities are non-interest-bearing and, as such, are not subject to a significant amount of risk arising from fluctuations in interest rates.

The Corporation is also indirectly exposed to the interest rate risk through its investments (other than guaranteed investment certificates)

Market risk

Foreign exchange risk

Currency risk is the risk that future cash flows or fair value of financial instruments will fluctuate because of changes in foreign exchange rates. The Corporation is exposed to foreign exchange ("FX") risk as cash is primarily held in Canadian dollars, while a significant portion of expenditures are denominated in US dollars and Guinean francs and, to a lesser extent, euros and British pounds.

	March 31, 2024 in CAD	Impact of 10% change in FX	December 31, 2023 in CAD	Impact of 10% change in FX
United States dollar	54,062	+ / - 5,406	421,508	+/- 42,151
Guinea franc	54,828	+ / - 5,483	153,129	+/- 15,313
Euro	-	-	5,860	+/- 586

Commodity price risk

Commodity price risk is the risk that the fair value or expected future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and other currencies, as outlined above. As the Corporation has not yet developed commercial mineral interests, the Corporation is not a party to financial instruments

SRG Mining Inc.

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exposed to the price of commodities. However, the Corporation is indirectly exposed to commodity price risk, as it impacts the Corporation's access to capital and funding.

The Corporation is also directly and indirectly exposed to the commodity price risk through its investments (other than guaranteed investment certificates)

9. RELATED PARTIES

Remuneration of key management personnel

Key management personnel are the members of the Board of Directors, and executive officers of the Corporation. During the three-month periods ended March 31, 2024 and 2023, the remuneration awarded to key management personnel (including the amounts above) is as follows:

	Three-month periods ended	
	March 31, 2024	March 31, 2023
	\$	\$
Salaries and benefits	16,417	16,417
Consulting and professional fees	207,725	144,167
Share-based payments	124,999	161,910
	349,141	322,493

Termination and change of control provisions

Certain agreements between the executive team and the Corporation contain termination without cause and change of control provisions. Assuming that these agreements would be terminated without cause during the year ending December 31, 2024, the total amounts payable in respect of severance would amount to \$1,341,087. If a change of control would occur during the year ending December 31, 2024, the total amounts payable in respect of severance, if elected by the executive members, would amount to \$2,465,213.

10. SUPPLEMENTAL CASH FLOW INFORMATION

	Three-month periods	
	ended March 31, 2024	ended March 31, 2023
	\$	\$
Changes in working capital items		
Sales taxes and other receivables	10,338	(95,035)
Prepaid expenses and deposits	71,341	2,942
Accounts payable and accrued liabilities	270,539	(338,265)
	352,218	(430,358)

SRG Mining Inc.

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11. COMMITMENTS

The Corporation must pay \$9,588 in superficial rights every year for the next eleven years to the government of Guinea to retain the rights of its mining title.

Minimum annual payments relating to the above commitments in the next five fiscal years and thereafter are as follows:

Year	\$
2024	9,588
2025	9,588
2026	9,588
2027	9,588
2028	9,588
Thereafter	47,940

12. OPERATING SEGMENTS

The Corporation operates in one reportable business segment: the exploration and evaluation of mineral properties. As at March 31, 2024, \$282,129 of the Corporation's non-current assets are located in Guinea, Africa, and \$12,294 are located in Montréal, Canada. As at December 31, 2023, \$313,914 of the Corporation's non-current assets were located in Guinea, Africa and \$16,494 in Montréal, Canada.

13. SUBSEQUENT EVENTS

On April 12, 2024, the Corporation announced (i) the cancellation of all 1,750,000 outstanding restricted share units of the Corporation, previously issued on March 1, 2022, and (ii) the annual grant of 4,096,713 stock options to certain officers.

On May 17, 2024, proposal to continue the Corporation out of the federal jurisdiction of Canada under the Canada Business Corporations Act and into the jurisdiction of the Abu Dhabi Global Market (the "Continuance"), and subject to and upon the Continuance, the proposal to adopt the new articles of continuance as detailed in the information circular and proxy statement of the Corporation dated April 15, 2024 and change of the Corporation name to Falcon Energy Materials plc was approved during the Annual General Meeting.