Forsys Metals Corp.

Consolidated Financial Statements
December 31, 2023 and 2022
(expressed in Canadian dollars)

Management's Responsibility for Financial Reporting

The consolidated financial statements of Forsys Metals Corp. and the information contained in Management's Discussion and Analysis have been prepared by and are the responsibility of the Company's management. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and, where appropriate, reflect management's best estimates and judgments based on currently available information.

Management has developed and maintains a system of internal controls to obtain reasonable assurance that transactions are authorized, the financial information reported is accurate and reliable in all material respects and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Company's independent auditors, BDO Audit (WA) Pty Ltd, who are appointed by the Directors, conduct an audit in accordance with Canadian generally accepted auditing standards. Their report outlines the scope of their audit and expresses their opinion on the consolidated financial statements.

The Audit Committee and the Board of Directors meet periodically with management and the independent auditors to review the scope and results of the annual audit, and to review the consolidated financial statements and related financial reporting matters prior to approval of the consolidated financial statements by the Board of Directors.

Mark Frewin
Chief Executive Officer

Miles Nagamatsu
Chief Financial Officer

March 28, 2024

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INDEPENDENT AUDITOR'S REPORT

To the members of Forsys Metals Corp.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Forsys Metals Corp. (the Entity) and its subsidiaries (the Group), which comprises the consolidated statements of financial position as at 31 December 2023 and 31 December 2022, the consolidated statements of loss and comprehensive loss, the consolidated statements of changes in equity and the consolidated statements of cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion the accompanying financial statements present fairly, in all material respects, the financial position of the Group as at 31 December 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ('IASB').

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibility under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Carrying Value of Exploration and Evaluation Assets

Key audit matter	*How the matter was addressed in our audit*
As disclosed in Note 7 of the Financial Statements, the Exploration and Evaluation Asset represents a significant asset of the Group. Refer to Note 4 and Note 5 of the Financial Statements for a description of the accounting policy and significant judgements applied to Exploration and Evaluation Assets. In accordance with *IFRS 6 Exploration for and Evaluation of Mineral Resources*, the recoverability of Exploration and Evaluation Assets requires significant judgment by management in determining whether there are any facts or circumstances that exist to suggest that the carrying value of this asset may exceed its recoverable amount. As a result, this is considered a key audit matter.	We have evaluated management's assessment of impairment indicators per *IFRS 6 Exploration for and Evaluation of Mineral Resources*, including but not limited to: • Reviewing the Group's rights to explore in the relevant exploration areas and assessing whether the rights to tenure remained current at balance date; • Considering the status of the relevant exploration areas by holding discussions with management, and reviewing the Group's exploration budget and directors' minutes; • Assessing whether any data exists to suggest that the carrying value of the Exploration and Evaluation assets is unlikely to be recovered through development or sale; and • Assessing the adequacy of the related disclosures in Note 4, Note 5 and Note 7 to the financial statements

Accounting for Share Based Payments

Key audit matter	*How the matter was addressed in our audit*
During the year, the group awarded share-based payments in the form of share options and performance rights. Due to the complex and judgemental estimates used in determining the valuation of the share-based payments in accordance with IFRS 2 *Share Based Payments,* we consider the Group's calculation of the share-based payment expense, and associated disclosures to be a key audit matter.	Our procedures included, but were not limited to the following: • Reviewing the relevant agreements to obtain an understanding of the contractual nature and terms and conditions of the share-based payment arrangements; • Engaging our valuation specialist (BDO Corporate Finance) to assess the valuation of the market-based performance rights; • Verifying the share-based payment expense has been recognised appropriately over the relevant vesting period; • Reviewing the reasonableness of management's probability assessments applied to the non-market-based performance conditions compared to relevant internal and external factors; and • Reviewing the adequacy of the financial report disclosures.

Other Information

Management is responsible for the other information. The other information comprises the information, other than the consolidated financial statements and our auditor's report thereon, included in the Management's Discussion and Analysis

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation and fair presentation of a financial statements that is free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Canadian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Ashleigh Woodley.

BDO Audit (WA) Pty Ltd

BDO

Ashleigh Woodley

Director

Perth, 28 March 2024

Forsys Metals Corp.
Consolidated Statement of Financial Position
(expressed in Canadian dollars)

	Notes	As at December 31, 2023 $	2022 $
Assets			
Current			
Cash and cash equivalents	6	12,405,165	16,923,009
Receivables		352,385	62,973
Prepaid expenses and other assets		152,838	58,308
		12,910,388	17,044,290
Non-current			
Exploration and evaluation	7	11,363,621	10,279,477
Total assets		24,274,009	27,323,767
Liabilities			
Current			
Accounts payable and accrued liabilities		125,443	102,690
Income taxes payable	8	1,909,582	2,051,695
		2,035,025	2,154,385
Shareholders' equity			
Share capital	9	174,210,964	174,210,964
Warrants	10	-	6,097,115
Contributed surplus		51,207,780	46,987,780
Equity reserve		33,364	33,364
Accumulated loss		(182,089,125)	(182,362,736)
Accumulated other comprehensive loss		(21,123,999)	(19,797,105)
Total shareholders' equity		22,238,984	25,169,382
Total liabilities and shareholders' equity		24,274,009	27,323,767

On behalf of the Board:

Martin Rowley — **Director**

Mark Frewin — **Director**

The above consolidated statement should be read in conjunction with the accompanying notes.

Forsys Metals Corp.
Consolidated Statement of Income (Loss) and Comprehensive Income (Loss)

(expressed in Canadian dollars)

	Notes	Years ended December 31, 2023 $	2022 $
Expenses			
Professional fees		218,156	206,019
Directors' fees	16	606,825	587,183
Consulting fees	16	686,378	660,030
Bonuses	16	164,638	-
Stock-based compensation	11 and 16	4,220,000	-
Advisory fees		93,500	90,000
Public company costs		218,970	192,145
General and administrative		160,547	26,685
Foreign exchange loss (gain)		(4,554)	14,429
Other expenses		3,522	-
Interest income		(601,340)	(145,160)
		5,766,642	1,631,330
Loss before investment income		(5,766,642)	(1,631,330)
Gain on sale of investment in associate		-	7,450,358
Gain on deconsolidation of subsidiary		-	568,125
Income (loss) before income taxes		(5,766,642)	6,387,153
Income taxes	12	56,862	3,136,581
Net income (loss)		(5,823,504)	3,250,572
Other comprehensive loss, net of taxes			
Item that may be reclassified subsequently to loss			
Foreign currency translation		(1,326,893)	(1,568,396)
Comprehensive income (loss)		(7,150,397)	1,682,176
Net income (loss) attributable to:			
Shareholders of the Company		(5,823,504)	1,956,439
Non-controlling interest		-	1,294,133
		(5,823,504)	3,250,572
Comprehensive income (loss) attributable to:			
Shareholders of the Company		(7,150,397)	388,043
Non-controlling interest		-	1,294,133
		(7,150,397)	1,682,176
Net income (loss) per share - basic and diluted		(0.03)	0.02
Weighted average number of Class A common shares outstanding		195,169,467	195,169,467

The above consolidated statement should be read in conjunction with the accompanying notes.

Forsys Metals Corp.
Consolidated Statement of Changes in Equity
(expressed in Canadian dollars)

	Years ended December 31, 2023 $	2022 $
Share capital		
Balance, beginning and end of year	174,210,964	174,210,964
Warrants		
Balance, beginning of year	6,097,115	6,097,115
Fair value of expired warrants	(6,097,115)	-
Balance, end of year	-	6,097,115
Contributed surplus		
Balance, beginning of year	46,987,780	46,987,780
Stock-based compensation	4,220,000	-
Balance, end of year	51,207,780	46,987,780
Equity reserve		
Balance, beginning and end of year	33,364	33,364
Accumulated loss		
Balance, beginning of year	(182,362,736)	(184,319,175)
Fair value of expired warrants	6,097,115	-
Net income (loss) attributable to shareholders of the Company	(5,823,504)	1,956,439
Balance, end of year	(182,089,125)	(182,362,736)
Accumulated other comprehensive loss		
Balance, beginning of year	(19,797,105)	(18,228,709)
Currency translation differences on foreign operations	(1,326,894)	(1,568,396)
Balance, end of year	(21,123,999)	(19,797,105)
Non-controlling interest		
Balance, beginning of year	-	3,983
Net income attributed to non-controlling interest	-	1,294,133
Effect of deconsolidation of subsidiary	-	(1,298,116)
Balance, end of year	-	-

The above consolidated statement should be read in conjunction with the accompanying notes.

Forsys Metals Corp.
Consolidated Statement of Cash Flows
(expressed in Canadian dollars)

	Notes	Years ended December 31, 2023 $	2022 $
Cash from (used in)			
Operating activities			
Net income (loss)		(5,823,504)	3,250,573
Interest income		(601,340)	(145,160)
Items not affecting cash			
Stock-based compensation		4,220,000	-
Gain on sale of investment in associate		-	(7,450,358)
Gain on deconsolidation of subsidiary		-	(568,125)
Changes in non-cash operating working capital			
Receivables		(289,412)	(27,903)
Prepaid expenses and other assets		(94,530)	(40,956)
Accounts payable and accrued liabilities		22,753	69,996
Income taxes payable		(142,113)	2,051,695
Total cash outflow from operating activities		(2,708,146)	(2,860,238)
Investing activities			
Proceeds on sale of interest in associate		-	9,801,817
Interest income		601,340	145,160
Exploration and evaluation	7	(2,067,881)	(323,347)
Net cash outflow on deconsolidation of subsidiary		-	(2,754,719)
Total cash inflow (outflow) from investing activities		(1,466,541)	6,868,911
Net increase (decrease) in cash		(4,174,687)	4,008,673
Cash and cash equivalents, beginning of year		16,923,009	12,563,441
Effects of exchange rate changes on cash		(343,157)	350,895
Cash and cash equivalents, end of year	6	12,405,165	16,923,009

The above consolidated statement should be read in conjunction with the accompanying notes.

1. Nature of operations

Forsys Metals Corp. and its subsidiary companies (collectively the “Company”) are engaged in the acquisition, exploration and development of mineral properties located in Namibia, Africa. The Company’s principal focus is on bringing its wholly owned Norasa Uranium Project (“Norasa”) into production. Norasa is the consolidation of the Valencia uranium project (“Valencia”) and Namibplaas uranium project (“Namibplaas”).

As an exploration stage company, the Company’s income is limited to interest income and other incidental income. The recoverability of the amount shown for mineral properties, exploration and evaluation costs is dependent upon, but not limited to: the existence and economic recovery of mineral reserves in the future; the ability to obtain necessary permits and financing to complete the exploration and development of these properties; government policies and regulations; and attaining profitable production or proceeds from the disposition of properties. The Company may be adversely affected by governmental amendments or changes to mining laws, regulations and requirements in Namibia.

The Company is incorporated under the Business Corporations Act (Ontario) and the primary listing of its common shares is on the Toronto Stock Exchange, with secondary listings on the Namibian Stock Exchange and Frankfurt Stock Exchange. The Company’s registered office is at 20 Adelaide Street East, Suite 200, Toronto, Ontario, Canada, M5C 2T6.

2. Going concern

These consolidated financial statements are prepared on the going concern basis which assumes the continuity of normal business activity and the realization of assets and settlement of liabilities in the normal course of business.

3. Basis of presentation

These consolidated financial statements have been prepared in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

The preparation of financial statements in conformity with IFRS requires the use of estimates and judgments that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting year. Although these estimates are based on management’s best knowledge of the amounts, events or action, actual results ultimately may differ from those estimates. Areas where estimates and judgments are significant to these financial statements are disclosed in note 5.

The policies applied in these consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

These consolidated financial statements were approved and authorized for issuance by the Company’s Board of Directors on March 27, 2024.

4. Material accounting policies and future accounting changes

The material accounting policies used in the preparation of these consolidated financial statements are described below.

Basis of measurement

The consolidated financial statements have been prepared under the historical cost convention, except as modified by the revaluation of certain financial assets at fair value.

Principles of consolidation

These financial statements incorporate the accounts of the Company and its subsidiaries. All intercompany balances, transactions, income and expenses and profits or losses have been eliminated on consolidation.

Subsidiaries are consolidated where the Company possesses power over the subsidiary, has exposure of rights variable to returns from its involvement with the subsidiary and has the ability to use its power over the subsidiary to affect its returns. For non-wholly owned subsidiaries, the net assets attributable to outside equity shareholders are presented as “non-controlling interest” in the equity section of the consolidated statement of financial position. Profit for the year that is attributable to non-controlling interests is calculated based on the ownership of the minority shareholders in the subsidiary. Entities are fully consolidated from the date on which control is obtained by the Company and are de-consolidated from the date that control ceases.

(expressed in Canadian dollars)

The consolidated financial statements incorporate the assets, liabilities and results of the following wholly-owned subsidiaries:

Subsidiary	Principal place of business/ Country of incorporation	Ownership interest 2023 %	Ownership interest 2022 %
Namibian Metals Ltd.	British Virgin Islands	100	100
Valencia Uranium (Proprietary) Limited	Namibia	100	100
Dunefield Mining Company (Proprietary) Limited	Namibia	100	100
Namibian Westport Ltd.	Canada	100	100
Westport Resources Namibia (Propietary) Ltd.	Namibia	100	100

The acquisition of subsidiaries is accounted for using the acquisition method of accounting whereby the purchase consideration is allocated to the identifiable assets and liabilities and contingent liabilities assumed at the date of acquisition. Provisional fair values allocated at a reporting date are finalized within twelve months of the acquisition date with retroactive restatement to the acquisition date as required. Incremental costs related to the acquisition costs are expensed as incurred.

If the transaction does not meet the definition of a business combination the transaction is recorded as an acquisition of an asset.

Foreign currency translation

The presentation currency of the Company is the Canadian dollar, which is also the functional currency of Forsys Metals Corp., the parent entity. The functional currency for each subsidiary is the currency of the primary economic environment in which the subsidiary operates. Primary and secondary indicators are used to determine the functional currency (primary indicators have priority over secondary indicators). The functional currency for the Company's subsidiaries which carry out exploration and development activities located in Namibia is the Namibian dollar.

Transactions in foreign currencies are initially recorded in the functional currency of the entity at the exchange rate in effect at the transaction date. Foreign currency transactions are translated into the functional currency of the entity, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year-end exchange rates are recognized within general and administrative expenses in the consolidated statement of loss and comprehensive loss. Non-monetary items, which are measured using historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction.

On consolidation, the foreign exploration and development operation is translated from the functional currency of Namibian dollars into Canadian dollars, the presentation currency of the Company. Income and expense items are translated using weighted average exchange rates that reasonably approximate the exchange rate at the transaction date. Assets and liabilities in the consolidated statement of financial position are translated at the closing spot exchange rate. Exchange differences on the translation of the net assets of entities with functional currencies other than the Canadian dollar are recognized as a separate component of equity through other comprehensive income (loss).

Financial instruments

Except for certain trade receivables, the Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

Financial assets are subsequently measured at fair value through profit or loss ("FVPL"), amortized cost, or fair value through other comprehensive income ("FVOCI"). The classification is based on two criteria: the Company's business model for managing the assets; and whether the instruments' contractual cash flows represent solely payments of principal and interest on the principal amount outstanding (the "SPPI criterion").

The classification and measurement of the Company's financial assets consists of debt instruments at amortized cost, for financial assets that are held within a business model with the objective to hold the financial assets in order to collect contractual cash flows that meet the SPPI criterion. This category includes the Company's trade and other receivables.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows meet the SPPI criterion.

Exploration and evaluation costs

The Company's activities are directed towards the search, evaluation and development of mineral properties. Major expenditures are required to locate and establish ore reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site.

The Company is in the exploration stage with respect to its investment in mineral properties. The Company elected to capitalize all costs where such costs have characteristics of an asset relating to the acquisition of, exploration for, and development of mineral claims. The cost of mineral properties includes the cash consideration and the fair value of shares issued on the date the property is acquired.

Exploration expenditures typically include costs incurred in the initial search for mineral deposits with economic potential or in the process of obtaining more information about existing mineral deposits. Evaluation expenditures are the costs incurred to establish the technical and commercial viability of developing mineral deposits identified through exploration activities or by acquisition. Evaluation expenditures include the cost of (i) establishing the volume and grade of deposits through drilling of core samples, trenching and sampling activities in an ore body that is classified as either a mineral resource or a proven and probable reserve; (ii) determining the optimal method of extraction and determining metallurgical and treatment processes; (iii) completing studies related to surveying, transportation and infrastructure requirements; (iv) permitting activities; and (v) preparing economic evaluations to determine whether the development of the mineralized material is commercially justified, including scoping, pre-feasibility and final feasibility studies. Administrative expenditures, not directly related to property maintenance, are charged to operations as incurred. Mineral property, exploration and evaluation costs capitalized represent property acquisition, exploration and evaluation costs and are deferred costs to be charged against operations in the future and do not necessarily reflect the present or future values of the particular projects.

Once a development mining property and development asset goes into commercial production, it is reclassified as "Producing" and the accumulated costs will be charged to operations on a unit-of-production method based on proven and probable reserves and resources in the current mine plan. Commercial production occurs when a property is substantially complete and ready for its intended use.

The aggregate costs related to abandoned mineral claims are charged as an expense within the consolidated statement of loss and comprehensive loss at the time of any abandonment or when it has been determined that there is evidence of an impairment.

Recoverability of the carrying amount of any mineral properties, exploration and evaluation cost is dependent on successful development and commercial exploitation or alternatively, sale of the respective area of interest.

Asset Impairment

i) Financial assets

The Company assesses, on a forward-looking basis, the expected credit losses ("ECLs") associated with its debt instruments carried at amortised cost and fair value through other comprehensive income. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive. The shortfall is then discounted at an approximation to the asset's original effective interest rate.

For other debt financial assets, the ECL is based on either the 12-month or lifetime ECL. The 12-month ECL is the portion of lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. When there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECL. In all cases, the Company considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

The Company considers a financial asset in default when contractual payment are 90 days past due. However, in certain cases, the Company may also consider a financial asset to be in default when internal or external information indicates that the Company is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Company.

ii) Non-financial assets

Mineral property, exploration and evaluation assets in the exploration stage
At each reporting date, management reviews whether there is any indication that mineral property, exploration and evaluation assets may be impaired. Impairment indicators may include expiry of exploration rights, absence of budgeted expenditure, commercially unviable quantities of mineral resources and unlikely recovery of the carrying values through development of the mineral property. Mineral property, exploration and evaluation assets in the exploration stage may be written down to their recoverable amount if their carrying value exceeds their recoverable amount.

Mineral property, exploration and evaluation assets transferred to mine development
Once the Company decides to proceed to development, mineral property, exploration and evaluation assets from the exploration stage are transferred to mine development and tested for impairment. The recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. For the purpose of measuring recoverable amounts assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units or CGUs). Cash-generating units are individual operating mines or exploration and development projects.

Recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value less costs of disposal is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. For mining assets this would generally be determined based on the present value of the estimated future cash flows arising from the continued development, use or eventual disposal of the asset. In assessing these cash flows and discounting them to present value, assumptions used are those that an independent market participant would consider appropriate. In assessing value in use, the estimated future cash flows expected to arise from the continuing use of the assets in their present form and from their disposal are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognized immediately as an expense in the consolidated statement of loss and comprehensive loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset or cash-generating unit is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognized in earnings immediately.

Management estimates of mineral prices, recoverable reserves, and operating, capital and reclamation costs are subject to certain risks and uncertainties that may affect the recoverability of mineral property costs. Although management has made its best estimate of these factors, it is possible that changes could occur in the near term that could adversely affect management's estimate of the net cash flow to be generated from its projects.

Provisions
Provisions are recognized in other liabilities when: the Company has a present legal or constructive obligation as a result of a past event; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be reliably estimated. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the obligation at the end of the reporting year. Any increase in the provision due to the passage of time is recognized as a finance cost.

Restoration, rehabilitation, and environmental obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against income in the consolidated statement of loss and comprehensive loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in the consolidated statement of loss and comprehensive loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized as an expense or credit in the consolidated statement of loss and comprehensive loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

Currently the Company does not have a significant restoration, rehabilitation and environmental obligation as the disturbance to date is minimal. As the project progresses, management will assess whether an obligation has arisen. At the point where such liability arises, the financial statement adjustment required will be to increase the project's carrying value and related liability by the discounted value of the total liability.

Income taxes

Income tax expense is comprised of current and deferred taxes. Income tax is recognized in the income (loss) statement except to the extent that it relates to items recognized directly in other comprehensive income or directly in equity, in which case the income tax is also recognized directly in other comprehensive income or equity, respectively.

Current income tax for each taxable entity is the expected tax payable on the local taxable income for the year, using local tax rates enacted or substantively enacted at the reporting date, and includes any adjustment to tax payable or recoverable in respect of previous years.

Deferred income tax is recognized on differences between the carrying amount of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable income, and is accounted for using the liability method. Deferred tax liabilities are recognized for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable taxable income will be available against which those deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary differences arise from goodwill or from the initial recognition of assets and liabilities in a transaction which affects neither taxable income nor the accounting income. Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable sufficient taxable income will be available to allow all or part of the asset to be recovered. To the extent that an asset not previously recognized fulfills the criteria for recognition, a deferred tax asset is recorded.

Deferred tax assets and liabilities are measured on an undiscounted basis at the rates that are expected to apply in the years when the deferred tax asset is realized or the liability is settled, based on tax rates which have been enacted or substantively enacted by the reporting date. The measurement of deferred tax liabilities and assets reflect the tax consequences that would flow from the manner in which the Company expects to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are presented as non-current.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities, and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share capital
Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Unit placements
For placements of units consisting of Class A shares and warrants, the Company uses the Black-Scholes option pricing model in determining the fair value of warrants. The proceeds from the issuance of units are first allocated to the warrants and the residual amount, being the difference between the proceeds from issuance and the fair value of the warrants, is allocated to the Class A shares.

Stock-based compensation
The Company has an omnibus incentive plan to permit the Company to award stock options, performance share units, restricted share units and deferred share units to its directors, officers, employees and consultants.

The fair value of stock options granted is measured at the grant date and each tranche is recognized on a graded-vesting basis over the applicable vesting period as an increase in stock-based compensation cost and contributed surplus. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. When such stock options are exercised, the proceeds received by the Company, together with the respective amount from contributed surplus, are credited to share capital. At each reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options which are expected to vest. For expired and cancelled options that have vested, compensation expense is not reversed and the related credit remains in contributed surplus.

The fair value of performance share units expected to vest is measured at the grant date and accrued on a straight-line basis over the vesting period with a corresponding increase in contributed surplus. The fair value of a performance share unit, with a vesting condition of the Company's share price achieving a specified price, is determined using the up-and-in trinomial option pricing model. The fair value of a performance share unit with vesting conditions, other than market conditions, is determined using the Company's share price at the grant date.

Value added tax (VAT)
Expenses and assets are recognized net of the amount of associated VAT, unless the VAT incurred is not recoverable from the taxation authority. In this case it is recognized as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of VAT receivable or payable. The net amount of VAT recoverable from, or payable to, the taxation authority is included in trade and other receivables on the consolidated statement of financial position.

Cash flows are presented on a gross basis. The VAT components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as changes in non-cash operating working capital.

5. Critical accounting estimates and judgments

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments and/or estimates. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments and estimates are continuously evaluated and are based on management's experience and knowledge of the relevant facts and circumstances having regard to prior experience and expectations about future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the year in which the estimate is revised and in any future year affected. Further details of the nature of these estimates and assumptions may be found in the relevant notes to the consolidated financial statements.

Accounting estimates

Determination of mineral reserves and resources for mining properties

Reserves are estimates of the amount of product that can be economically and legally extracted from the Company's properties. In order to estimate reserves, estimates are required about a range of geological, technical and economic factors, including quantities, grades, production techniques, recovery rates, production costs, transport costs, commodity demand, commodity prices and exchange rates.

Estimating the quantity and/or grade of reserves requires the size, shape and depth of ore bodies or fields to be determined by analyzing geological data such as drilling samples. This process may require complex and difficult geological judgments to interpret the data. As a result, management will form a view of forecast sales prices, based on current and long-term historical average price trends.

Estimates are based on information compiled by or under the supervision of a qualified person as defined under National Instrument 43-101, Standards of Disclosures for Mineral Projects within Canada.

Changes in the proven and probable reserves estimates may result in the requirement to perform an impairment test which may impact the carrying value of mineral properties, exploration and evaluation costs and property, plant and equipment.

Accounting judgments

Areas of significant judgment that have the most significant impact on the financial statements are as follows:

Recoverability of mineral properties, exploration and evaluation costs and property, plant and equipment

The Company assesses the carrying amount of non-financial assets including property, plant and equipment and intangible assets at each reporting date to determine whether there is any indication of impairment. Internal factors, such as budgets and forecasts, as well as external factors, such as expected future prices, costs and other market factors are also monitored to determine if indications of impairment exist.

An impairment loss is the amount equal to the excess of the carrying amount over the recoverable amount. The recoverable amount is the higher of value in use (being the net present value of expected pre-tax future cash flows of the relevant asset) and fair value less costs to sell the asset(s). The best evidence of fair value is a quoted price in an active market or a binding sale agreement for the same or similar asset(s). Where neither exists, fair value is based on the best information available to estimate the amount the Company could obtain from the sale of the asset(s) in an arm's length transaction. This is often accomplished by using a discounted cash flow technique.

If, after the Company has previously recognized an impairment loss, circumstances indicate that the fair value of the impaired assets is greater than the carrying amount, the Company reverses the impairment loss by the amount the revised fair value exceeds its carrying amount, to a maximum of the previous impairment loss. In no case shall the revised carrying amount exceed the original carrying amount, after depreciation or amortization, that would have been determined if no impairment loss had been recognized. An impairment loss or a reversal of an impairment loss is recognized in cost of sales, or administrative expense, depending on the nature of the asset. Impairment of goodwill is not reversed.

Income taxes

The Company is subject to income tax and other taxes in a number of jurisdictions. Significant judgment is required in determining the worldwide provision for income tax and other taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain at the time a liability must be recorded. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due.

(expressed in Canadian dollars)

Where the final tax outcome of these matters is different from the amounts initially recorded, such differences impact the income tax and deferred tax provisions in the period in which such determination is made.

Deferred tax assets
Judgment is required in determining whether deferred tax assets are recognized on the consolidated statement of financial position. Deferred tax assets including those arising from unutilized tax losses require management to assess the likelihood that the Company will generate future taxable earnings in future years in order to utilize any deferred tax asset which has been recognized. Estimates of future taxable income are based on forecast cash flows and the application of substantially enacted tax rates expected to apply in each jurisdiction. At the current reporting date, no deferred tax assets have been recognized as no production decision has been made with respect to the Company's mineral properties.

6. Cash and cash equivalents

	2023 $	2022 $
Cash at bank	3,597,195	1,672,210
Cash on deposit	8,807,970	15,250,799
	12,405,165	16,923,009

7. Exploration and evaluation/Norasa

	2023 $	2022 $
Norasa		
Balance, beginning of year	10,279,477	9,900,290
Additions to exploration and evaluation	2,067,881	323,347
Foreign exchange movement	(983,737)	55,840
Balance, end of year	11,363,621	10,279,477

Norasa Uranium Project
The Norasa Uranium Project is the consolidation of the Valencia Uranium Project and the Namibplaas Uranium Project in Namibia.

Valencia Uranium Project
Through its wholly owned subsidiary Valencia Uranium (Proprietary) Limited, the Company holds Mining Licence 149 for the Valencia Uranium Project ("ML149"). ML149 was granted effective June 23, 2008 for a period of 25 years until June 22, 2033.

Namibplaas Uranium Project
Through its wholly owned subsidiary Valencia Uranium (Proprietary) Limited, the Company holds Exclusive Prospecting Licence 3638 for Namibplaas ("EPL 3638"). EPL 3638 expired on September 20, 2022 and the Company has applied for a mining licence to develop Namibplaas as part of Norasa.

For renewal of EPL 3638, see note 18, *Events occurring after the reporting period, Renewal of EPL 3638.*

Impairment
At December 31, 2023 and December 31, 2022, the Board reviewed the carrying value of the capitalized exploration and evaluation of Norasa. The Board considered the impairment indicators contained within IFRS 6 and concluded that no impairment indicators have been identified.

(expressed in Canadian dollars)

8. Income taxes payable

	2023 $	2022 $
Balance, beginning of year	2,051,695	–
Income tax expense (note 12)	56,862	3,136,581
Effect of deconsolidation of subsidiary	–	(1,084,886)
Foreign exchange movement	(198,975)	–
Balance, end of year	1,909,582	2,051,695

9. Share capital

Authorized
An unlimited number of Class A common shares without par value
An unlimited number of redeemable, voting non-participating Class B shares
An unlimited number of Class C shares with rights and privileges to be determined by the Company's Board of Directors

Issued

	Number of Class A common shares	Amount $
Balance, December 31, 2021, 2022 and 2023	195,169,467	174,210,964

The Company has not issued any Class B or Class C shares.

10. Warrants

	Weighted-average exercise price $	Number of warrants outstanding and exercisable
Balance, December 31, 2021 and 2022	0.72	12,900,000
Expired	0.72	(12,900,000)
Balance, December 31, 2023	–	–

11. Incentive plan

The shareholders of the Company approved a new Omnibus Incentive Plan (the "Plan") at an annual and special meeting held on June 30, 2022 and on July 15, 2022, the Toronto Stock Exchange approved the Plan. With the implementation of the Plan, all previously issued stock options which were granted pursuant to the Company's stock option plan are now governed by the Plan. The Plan permits the Board to make awards of stock options, restricted share units, performance share units and deferred share units. The maximum number of Class A common shares for issuance under the Plan will not exceed 10% of the Company's then issued and outstanding shares. At December 31, 2023, the maximum number of Class A common shares for issuance under the Plan is 19,516,946.

Stock options
All stock options granted under the Plan have an exercise price determined and approved by the Board at the time of grant, which shall not be less than the closing price of the Common Shares on the TSX on the trading day immediately preceding the date of the granting of the option. Subject to any vesting conditions set forth in a participant's grant agreement, options vest in equal portions in successive annual periods over a period of three years after they are granted. Options are exercisable during a period established by the Board which shall not be more than 10 years from the grant of the option.

(expressed in Canadian dollars)

A summary of the Company's stock options outstanding and exercisable as at December 31, 2023 is presented below:

	Weighted-average exercise price $	**Number of stock options outstanding and exercisable**
Balance, December 31, 2021 and 2022	0.56	7,700,000
Granted	0.59	5,200,000
Balance, December 31, 2023	0.57	12,900,000

A summary of the Company's stock options outstanding and exercisable as at December 31, 2023 is presented below:

Exercise price	**Expiry date**	**Number of stock options outstanding and exercisable**
$0.17	October 9, 2024	3,700,000
$0.93	May 20, 2026	4,000,000
$0.59	September 20, 2027	5,200,000
		12,900,000

Grant of stock options
On September 20, 2023, the Company granted 5,200,000 stock options to directors, officers and consultants. Each stock option entitled the holder to purchase one common share for $0.59 until September 20, 2028. A summary of the stock options granted and the assumptions for the calculation of the fair value of those stock options using the Black-Scholes option pricing model is presented below:

Date of grant	September 20, 2023
Expiry date	September 20, 2028
Stock options granted	5,200,000
Exercise price	$0.59
Share price	$0.59
Risk-free interest rate	4.2%
Expected volatility based on historical volatility	89%
Expected life of stock options	5 years
Expected dividend yield	0%
Forfeiture rate	0%
Vesting	On date of grant
Fair value	$2,190,000
Fair value per stock option	$0.42

See note 18, *Events occurring after the reporting period, Grant of stock options*.

Performance share units, restricted share units and deferred stock units
A summary of the number of the Company's performance share units outstanding at December 31, 2023 is presented below:

	Vested	**Unvested**	**Total**
Balance, December 31, 2021 and 2022	–	–	–
Granted	–	4,450,000	4,450,000
Balance, December 31, 2023	–	4,450,000	4,450,000

(expressed in Canadian dollars)

On September 20, 2023, the Company granted 4,450,000 performance share units to directors, officers and consultants. The performance share units vest as follows:

	Vesting condition	Number of PSUs
PSU 1	Vest in full upon the Company's share price reaching $0.80	2,950,000
PSU 2	Vest in full upon granting of an EPL for Namibplaas	650,000
PSU 3	Vest in full upon the granting of a Mining Licence for Namibplaas	650,000
PSU 4	Vest in full when upon the achievement of certain milestones related to the accounting and administration of the Company's Namibian subsidiaries	200,000
		4,450,000

PSU 1
As the Company's share price has exceeded $0.80 since January 8, 2024, the Company expects 2,950,000 PSUs to vest effective January 8, 2024. A summary of the assumptions for the calculation of the fair value of those PSUs using the Up-and-in trinomial option pricing model is presented below:

Valuation date	September 20, 2023
Commencement of performance period	September 20, 2023
End of performance period	December 30, 2026
Performance period	3.25 years
PSUs granted	2,950,000
Share price	$0.59
Risk-free interest rate	4.68%
Expected volatility based on historical volatility	89%
Expected life of PSUs	3 years
Expected dividend yield	0%
Fair value	$1,788,000
Fair value per PSU	$0.61

The fair value of the PSUs of $1,788,000 will be recorded as stock-based compensation over the vesting period from the grant date of September 20, 2023 to the estimated vesting date of January 8, 2024, with $1,657,964 recorded in the year ended December 31, 2023 and the remaining $130,036 to be recorded in the year ended December 31, 2024.

PSU 2
As an EPL for Namibplaas was granted on February 1, 2024, the Company expects 650,000 PSUs to vest effective February 1, 2024. The fair value of the PSUs of $383,500, based on the share price of $0.59 on the date of grant, will be recorded as stock-based compensation over the vesting period from the grant date of September 20, 2023 to the estimated vesting date of February 1, 2024, with $291,918 recorded in the year ended December 31, 2023 and the remaining $91,582 to be recorded in the year ended December 31, 2024.

PSU 3
The achievement of the vesting condition of granting of a Mining Licence for Namibplaas is dependent on a number of variables being satisfied. As a result, as at the reporting date, given the uncertainty, the Company has assessed the probability of achieving this vesting condition as not probable of being achieved within the required timeframe and no stock-based compensation has been recognized for this tranche.

PSU 4
As certain milestones related to the accounting and administration of the Company's Namibian subsidiaries were achieved on February 17, 2024, the Company expects 200,000 PSUs to vest effective February 17, 2024. The fair value of the PSUs of $118,000, based on the share price of $0.59 on the date of grant, will be recorded as stock-based compensation over the vesting period from the grant date of September 20, 2023 to the estimated vesting date of February 17, 2024, with $80,240 recorded in the year ended December 31, 2023 and the remaining $37,760 to be recorded in the year ended December 31, 2024.

(expressed in Canadian dollars)

Restricted share units and deferred stock units
At December 31, 2023, the Company has not issued any restricted share units or deferred stock units.

12. Income taxes

The difference between the Company's income tax provision calculated using the statutory rate and the reported amount is as follows:

	2023 $	2023 %	2022 $	2022 %
Income (loss) before income taxes	(5,766,642)		6,387,153	
Income tax expense (recovery) at statutory rates	(1,527,160)	26.5	1,692,596	26.5
Non-deductible cost of sale of interest in associate	–	–	623,137	9.8
Gain on deconsolidation of subsidiary	–	–	(150,553)	(2.4)
Difference between Canadian and foreign statutory rates	(291,341)	7.7	539,100	8.4
Stock-based compensation	1,118,300	(15.5)	–	–
Share issue costs	73,470	(2.0)	(74,347)	(1.2)
Tax effects of tax losses for which no deferred tax asset was recognized	684,593	(16.7)	506,647	6.8
Income tax expense	56,862	–	3,136,581	47.9

The tax rate used for the 2023 and 2022 reconciliations above is 26.5% which is the corporate tax rate applicable to the Company in Canada.

The income tax expense of $3,136,581 for the year ended December 31, 2022 represented an estimate of the maximum amount of Namibian income tax payable on the proceeds of $9,801,817 received by the Company on the exercise of a call option granted to B2Gold Mining Investments Limited to increase their interest in the Company's former investment in associate, Razorback Gold Mining Company (Pty) Limited from 49% to 100%

Canadian operations
The following are the temporary differences that give rise to a deferred tax asset which the Company has not recognized because it does not meet the recognition criteria under IAS 12.

	2023 $	2022 $
Resource deductions	171,093	171,093
Property, plant and equipment	52,227	52,227
Investments	400,000	400,000
Share issue costs	552,810	830,055
Non-capital losses carried forward expiring from 2025 to 2043	20,610,469	18,694,279
Capital losses from cancellation of Angus Mining Inc. shares and warrants carried forward (no expiry date)	1,348,000	1,348,000
	23,134,599	21,495,654

Namibian operations
There are deductible temporary differences for resource deductions of $10,816,503 (2022: $9,732,360) from the Namibian operations which give rise to a deferred tax asset which the Company has not recognized because the deferred tax asset does not meet the recognition criteria under IAS 12.

13. Fair value measurement

The Company's principal financial instruments are cash and cash equivalents, receivables and accounts payable and accrued liabilities. Financial instruments are classified into one of five categories: assets and liabilities held at fair value through profit and loss, held-to maturity investments, loans and receivables, available-for-sale financial assets and other financial liabilities. The carrying values of the Company's financial instruments are classified into the following categories:

	As at December 31, 2023 $	2022 $
Financial assets		
Cash and cash equivalents and receivables	12,757,550	16,985,982
Financial liabilities		
Accounts payable and accrued liabilities	2,035,025	2,154,385

Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets and liabilities,
Level 2 – Values based on quoted prices in markets that are not active or model inputs which are observable either directly or indirectly for substantially the full term of the asset or liability,
Level 3 – Values based on prices or valuation techniques that require inputs which are both unobservable and significant to the overall fair value measurement.

The Company applies a fair value measurement hierarchy to assets and liabilities in the consolidated statement of financial position carried at fair value.

Financial risk management

The Company's activities expose it to a variety of risks arising from financial instruments. These risks, and management's objectives, policies and procedures for managing these risks, are discussed below.

i) Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfil its payment objectives. The Company's credit risk primarily relates to cash and cash equivalents.

The Company manages its credit risk over cash and cash equivalents by purchasing short-term investment grade securities, such as banker's acceptances and bank deposit notes issued by Canadian banks. Under the Company's risk management policy, allowable counterparty exposure limits are determined by the level of the rating unless exceptional circumstances apply. A rating of "A"- grade or equivalent is the minimum allowable rating required as assessed by international credit rating agencies.

ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial liabilities as they come due. The Company's approach to managing its liquidity risk is to prepare company-wide rolling cash forecasts to determine the funding required to support the Company's normal operating activities on an ongoing basis.

The remaining contractual maturity of all the Company's liabilities is less than 1 year.

At December 31, 2023, the Company had working capital of $10,875,363 (2022 - $14,889,905), calculated as follows:

	2023 $	2022 $
Current assets	12,910,388	17,044,290
Current liabilities	2,035,025	2,154,385
	10,875,363	14,889,905

iii) Market risk
Market risk is the risk that changes in market price, foreign exchange rates and interest rates will affect the Company's future cash flows and earnings. The impact of each of these components is discussed below.

Price risk - The Company is not exposed to equity securities price risk.

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 market interest rates. At December 31, 2023, the Company's exposure to the risk of changes in market interest rates relates primarily to the Company's cash and cash equivalents held in bank accounts that earn variable interest rates. Because of the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values at December 31, 2023. Future cash flows from interest income on cash will be affected by interest rate fluctuations. Future fluctuations in interest rates will impact the Company's cost of capital which it will require in order to develop its mineral properties.

Foreign currency risk - The Company's foreign currency exposures currently related to the currency in which expenses for exploration and development occur. Future profitability may be materially impacted by fluctuations between the Namibian dollar in which production costs will be incurred and the US dollar in which most sales of uranium occur. Expenses are incurred in Canadian dollars, United States dollars, Namibian dollars, Australian dollars, Euros and British Pounds. The Company is subject to gains and losses due to fluctuations in these currencies.

At December 31, 2023, the Company had cash and cash equivalents of $12,405,165 which included cash of US$21,476.

At December 31, 2023, the Company had cash and cash equivalents of $12,405,165 which included cash of N$45,391,432 (Canadian dollar equivalent - $3,273,176), receivables of N$4,340,483 (Canadian dollar equivalent - $312,992), accounts payable and accrued liabilities of N$785,182 (Canadian dollar equivalent - $56,619) and income tax payable of N$26,481,511(Canadian dollar equivalent - $1,909,582) .

14. Capital management
The Company's objective when managing capital resources is to ensure it has sufficient capital to support its ongoing operations including a sufficient level of funds to support continued exploration and development in Namibia and to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the Company's assets. The Board of Directors of the Company has not yet made a formal decision to commence the development of Norasa, which decision, remains subject to, amongst other factors, suitable financing arrangements and prevailing market and economic conditions. Management will consider the issue of senior debt, convertible investments, other financial instruments and the introduction of strategic partners as a means to finance development of Norasa while minimizing equity dilution.

As of December 31, 2023, the Company is not subject to any externally imposed capital requirements and there has been no change during the year with respect to the overall capital risk management strategy.

15. Commitments and contingencies
The Company has no commitments or contingencies at year end.

(expressed in Canadian dollars)

16. Related party transactions

Compensation of key management personnel

Key management personnel as defined under IFRS are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's Chief Executive Officer, Chief Financial Officer and members of the Company's Board of Directors.
Compensation awarded to key management personnel is as follows:

	2023 $	2022 $
Director fees	606,825	587,183
Consulting fees	497,588	477,350
Bonuses	164,638	–
Stock-based compensation/stock options (note 11)	1,895,192	–
Stock-based compensation/PSUs (note 11)	1,725,329	–
	4,889,572	1,064,533

17. Segmented information

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are reviewed regularly by the Company's chief operating decision maker, the Chief Executive Officer and for which discrete financial information is available. The Company has determined that it has one operating segment, the acquisition, exploration and development of uranium mineral properties, all of which are currently located in Namibia. The Company's corporate head office earns nominal interest income which is considered incidental to the activities of the Company and therefore does not meet the definition of an operating segment.
Non-current assets excluding financial assets by geographic area are as follows:

	2023 $	2022 $
Namibia	11,363,621	10,279,477

18. Events occurring after the reporting period

Except as outlined below, at the date of this report there are no other matters or circumstances which have arisen since December 31, 2023 that have significantly affected or may significantly affect operations, results of operations or the state of affairs of the Company.

Grant of stock options

On January 9, 2024, the Company granted 150,000 stock options to a consultant, entitling the holder to purchase one Class A share for $0.79 until January 9, 2029.

Renewal of EPL 3638

On February 1, 2024, the Ministry of Mines and Energy of the Republic of Namibia renewed EPL 3638 until February 1, 2026.