



P2 GOLD INC.

**UNAUDITED CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023**

NOTICE TO READER

The accompanying unaudited condensed consolidated interim financial statements of P2 Gold Inc. for the three and nine months ended September 30, 2024 and 2023 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company.

As required by National Instrument 51-102 subsection 4.3(3)(a), readers are advised that an auditor has not performed a review of these condensed consolidated interim financial statements.

P2 GOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION

Unaudited - Expressed in Canadian Dollars

			<i>Restated (note 2b)</i>	
	Note	September 30, 2024	December 31, 2023	
ASSETS				
Current assets				
Cash and cash equivalents		\$ 646,951	\$ 46,611	
Receivables and other	3	198,973	167,554	
		845,924	214,165	
Non-current assets				
Property, plant and equipment	4	69,795	96,475	
Total assets		\$ 915,719	\$ 310,640	
LIABILITIES				
Current liabilities				
Accounts payable and accrued liabilities	5	\$ 89,818	\$ 486,980	
Current portion of acquisition liabilities - Gabbs Project	6	162,843	4,557,915	
Convertible debentures	7	2,857,810	-	
Related party loans	11	1,413,000	545,000	
		4,523,471	5,589,895	
Non-current liabilities				
Acquisition liabilities - Gabbs Project	6	138,488	4,080,060	
		4,661,959	9,669,955	
SHAREHOLDERS' EQUITY				
Share capital	10	41,614,771	39,266,322	
Other reserves	10	4,538,238	4,391,104	
Accumulated other comprehensive income (loss) ("AOCI")		(661,823)	(537,542)	
Deficit		(49,237,426)	(52,479,199)	
		(3,746,240)	(9,359,315)	
Total liabilities and shareholders' equity		\$ 915,719	\$ 310,640	
Nature of operations and going concern	1			
Commitments	13			
Subsequent events	14			

Approved on behalf of the Board of Directors:

"Ron MacDonald"

Ron MacDonald
Chair of the Audit Committee

"Joseph Ovsenek"

Joseph Ovsenek
Chair of the Board, President and
Chief Executive Officer ("CEO")

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

P2 GOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF EARNINGS (LOSS) AND COMPREHENSIVE EARNINGS (LOSS)

Expressed in Canadian dollars, except for share data

	Note	For the three months ended		For the nine months ended	
		September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Exploration and evaluation ("E&E") expenditures	8	\$ 155,849	\$ 828,871	\$ 399,835	\$ 4,252,092
Administrative expenses					
Investor relations and travel		215,784	198,130	431,123	636,279
General and administrative		105,521	156,281	392,683	492,942
Professional fees		17,102	54,357	176,188	283,712
Share-based compensation	10	37,172	88,491	147,265	405,454
Shareholder information		16,263	9,171	86,525	90,666
Depreciation	4	9,594	41,124	28,748	122,410
Total administrative expenses		401,436	547,554	1,262,532	2,031,463
Operating loss		(557,285)	(1,376,425)	(1,662,367)	(6,283,555)
(Loss) gain on financial instruments at fair value	6, 7	-	1,094,417	(967,880)	946,643
Interest and finance expense	9	(52,230)	(274,055)	(420,721)	(789,706)
Foreign exchange (loss) gain		3,220	(68,745)	(89,788)	51,813
Interest and finance income		1,163	542	1,779	7,837
Other income		20,221	-	20,221	-
Gain on extinguishment of acquisition liabilities	6	-	-	6,360,508	2,056,201
Earnings (loss) before taxes		(584,911)	(624,266)	3,241,752	(4,010,767)
Current income tax recovery (expense)		-	-	21	(207)
Flow-through share ("FTS") premium recovery		-	83,163	-	358,859
Net earnings (loss) for the period		\$ (584,911)	\$ (541,103)	\$ 3,241,773	\$ (3,652,115)
Other comprehensive earnings (loss), net of tax					
Items that may be subsequently reclassified to earnings or loss:					
Currency translation adjustments		1,385	(91,193)	(120,975)	(118,976)
Items that will not be reclassified to earnings or loss:					
Change in fair value attributable to change in credit risk of financial instruments designated at fair value through profit or loss ("FVTPL")		-	-	(3,306)	-
Comprehensive earnings (loss) for the period		\$ (583,526)	\$ (632,296)	\$ 3,117,492	\$ (3,771,091)
Earnings (loss) per share					
Basic		\$ -	\$ (0.01)	\$ 0.03	\$ (0.04)
Diluted		\$ -	\$ (0.01)	\$ 0.02	\$ (0.04)
Weighted average number of shares outstanding					
Basic		122,213,645	106,871,913	118,244,340	99,619,910
Diluted		122,213,645	106,871,913	142,460,342	99,619,910

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

P2 GOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS

Unaudited - Expressed in Canadian dollars

	Note	For the three months ended		For the nine months ended	
		September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Cash flows used in operating activities					
Net earnings (loss) for the period		\$ (584,911)	\$ (541,103)	\$ 3,241,773	\$ (3,652,115)
Items not affecting cash:					
Current income tax (recovery) expense		-	-	(21)	207
Depreciation	4	9,594	41,124	28,748	122,410
FTS premium recovery		-	(83,163)	-	(358,859)
Gain on extinguishment of acquisition liabilities	6	-	-	(6,360,508)	(2,056,201)
Interest and finance expense, net		51,067	273,030	418,849	781,386
Loss (gain) on financial instruments at fair value	6, 7	-	(1,094,417)	967,880	(946,643)
Related party loans		225,000	-	225,000	-
Share-based compensation	10	37,172	88,491	147,265	405,454
Shares issued for acquisition of mineral projects		-	-	-	900,000
Shares issued for property option payments		-	-	-	176,000
Unrealized foreign exchange loss (gain)		(330)	67,385	90,484	(53,435)
Changes in non-cash working capital items:					
Receivables and other		90,523	417,673	(30,116)	233,137
Accounts payable and accrued liabilities		(355,918)	(383,380)	(249,512)	19,504
Income taxes paid		-	-	(26,748)	(207)
Net cash used in operating activities		(527,803)	(1,214,360)	(1,546,906)	(4,429,362)
Cash flows generated by (used in) investing activities					
Purchase of property, plant and equipment	4	-	-	(2,068)	(7,947)
Interest received		1,163	542	1,779	7,837
Net cash generated by (used in) investing activities		1,163	542	(289)	(110)
Cash flows generated by financing activities					
Payment of acquisition liabilities - Gabbs Project	6	-	-	(1,357,200)	-
Payment of lease obligations		-	(35,196)	-	(105,588)
Proceeds from convertible debentures	7	-	-	1,665,000	-
Proceeds from FTS private placement		-	-	-	2,047,040
Proceeds from private placements	10	1,000,000	-	1,492,000	975,220
Debt issuance costs		-	-	(89,613)	(41,198)
Share issuance costs		(14,011)	(19,966)	(27,868)	(123,662)
Proceeds from related party loans	11	200,000	245,000	550,000	245,000
Repayment of related party loans	11	(20,000)	-	(70,000)	-
Interest paid		(10,934)	-	(15,438)	-
Net cash generated by financing activities		1,155,055	189,838	2,146,881	2,996,812
Increase (decrease) in cash and cash equivalents for the period					
		628,415	(1,023,980)	599,686	(1,432,660)
Cash and cash equivalents, beginning of period		18,679	1,062,751	46,611	1,474,424
Effect of foreign exchange rate changes on cash and cash equivalents		(143)	2,655	654	(338)
Cash and cash equivalents, end of period		\$ 646,951	\$ 41,426	\$ 646,951	\$ 41,426

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

P2 GOLD INC.

CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

Unaudited - Expressed in Canadian dollars, except for share data

	Note	Number of common shares	Share capital	Other reserves	AOCI	Deficit	Total
Balance - December 31, 2022		88,742,452	\$ 34,710,050	\$ 4,000,283	\$ (522,441)	\$ (48,022,327)	\$ (9,834,435)
Private placements		3,611,927	975,220	-	-	-	975,220
FTS private placements		6,397,000	1,727,190	-	-	-	1,727,190
Share issuance costs		-	(123,662)	-	-	-	(123,662)
Share issuance costs - brokers warrants		-	(25,701)	25,701	-	-	-
Shares issued for acquisition of mineral projects		4,000,000	900,000	-	-	-	900,000
Shares issued for restructuring of acquisition liabilities - Gabbs Project		3,320,534	797,011	-	-	-	797,011
Shares issued for property option payments		800,000	176,000	-	-	-	176,000
Issuance of warrants		-	(258,080)	258,080	-	-	-
Expiry of warrants		-	169,498	(169,498)	-	-	-
Value assigned to share options vested	10	-	-	405,454	-	-	405,454
Other comprehensive loss for the period		-	-	-	(118,976)	-	(118,976)
Loss for the period		-	-	-	-	(3,652,115)	(3,652,115)
Balance - September 30, 2023		106,871,913	\$ 39,047,526	\$ 4,520,020	\$ (641,417)	\$ (51,674,442)	\$ (8,748,313)
Balance - December 31, 2023		106,871,913	\$ 39,266,322	\$ 4,391,104	\$ (537,542)	\$ (52,479,199)	\$ (9,359,315)
Private placement	10	26,250,000	1,500,000	-	-	-	1,500,000
Private placement - subscription receipts		-	(8,000)	-	-	-	(8,000)
Share issuance costs	10	-	(26,868)	-	-	-	(26,868)
Debt issuance costs - broker warrants	10	-	-	45,926	-	-	45,926
Shares issued for termination of acquisition liabilities - Gabbs Project	6, 10	5,231,869	340,071	-	-	-	340,071
Shares issued for debt settlement	7, 10	467,605	39,748	-	-	-	39,748
Issuance of warrants - convertible debentures, net of debt issuance costs	7	-	-	457,441	-	-	457,441
Expiry of warrants		-	503,498	(503,498)	-	-	-
Value assigned to share options vested	10	-	-	147,265	-	-	147,265
Other comprehensive loss for the period		-	-	-	(124,281)	-	(124,281)
Earnings for the period		-	-	-	-	3,241,773	3,241,773
Balance - September 30, 2024		138,821,387	\$ 41,614,771	\$ 4,538,238	\$ (661,823)	\$ (49,237,426)	\$ (3,746,240)

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



1. NATURE OF OPERATIONS AND GOING CONCERN

(a) Nature of operations

P2 Gold Inc. (the “Company”) was incorporated under the laws of the Canada Business Corporations Act on November 10, 2017 and continued under the British Columbia (“BC”) Business Corporations Act on August 31, 2020. The Company’s common shares are traded on the TSX Venture Exchange (“Exchange”) under the symbol “PGLD” and the OTCQB Venture Market under the symbol “PGLDF”. The address of the Company’s registered office is 15th Floor, 1111 West Hastings Street, Vancouver, BC, Canada V6E 2J3.

The Company is a mineral exploration company engaged in the acquisition, exploration and development of mineral resource properties primarily in the western United States of America (“USA”) and BC, Canada. Currently, the Company is focused on financing exploration programs to identify potential mineral reserves.

The Company has not yet determined whether its mineral resource properties contain mineral reserves that are economically recoverable. The continued operation of the Company is dependent upon the preservation of its interest in its properties, the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of such properties and upon future profitable production or proceeds from the disposition of such properties.

(b) Going concern assumption

These condensed consolidated interim financial statements are prepared on a going concern basis, which contemplates that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business for at least twelve months from September 30, 2024. For the nine months ended September 30, 2024, the Company incurred net earnings of \$3,241,773, which included a gain on extinguishment of acquisition liabilities in the amount of \$6,360,508 and used cash in operating activities of \$1,546,906. As at September 30, 2024, the Company had cash and cash equivalents of \$646,951 (December 31, 2023 – \$46,611) and a working capital (current assets less current liabilities) deficit of \$3,677,547 (December 31, 2023 – \$5,375,730, restated, refer to note 2b).

The Company has incurred losses to date, has limited financial resources and has no current source of revenue or cash flow generated from operating activities. To address its financing requirements, the Company plans to seek financing through, but not limited to, debt financing, equity financing and strategic alliances. However, there is no assurance that such financing will be available. If adequate financing is not available or cannot be obtained on a timely basis, the Company may be required to delay, reduce the scope of or eliminate one or more of its exploration programs or relinquish some or all of its rights under the existing option and acquisition agreements.

The above factors give rise to material uncertainties that may cast significant doubt on the Company’s ability to continue as a going concern. If the going concern assumption were not appropriate for these condensed consolidated interim financial statements, then adjustments would be necessary to the carrying values of assets, liabilities, the reported expenses and the consolidated statement of financial position classifications used. Such adjustments could be material.



2. MATERIAL ACCOUNTING POLICY INFORMATION

(a) Statement of compliance and basis of presentation

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, *Interim Financial Reporting* using accounting policies consistent with IFRS® Accounting Standards as issued by the International Accounting Standards Board (“IFRS”).

The Company’s material accounting policies applied in these condensed consolidated interim financial statements are the same as those disclosed in note 3 of the Company’s annual consolidated financial statements as at and for the years ended December 31, 2023 and 2022. These condensed consolidated interim financial statements should be read in conjunction with the Company’s most recent annual consolidated financial statements.

The functional currency of the parent company is the Canadian dollar (“CAD” or “\$”) and the functional currency of each of the Company’s subsidiaries is the United States dollar (“USD” or “US\$”). The presentation currency of these condensed consolidated interim financial statements is CAD.

These condensed consolidated interim financial statements were authorized for issuance by the Board of Directors on November 5, 2024.

(b) Changes in material accounting policies

In October 2022, the International Accounting Standards Board (“IASB”) issued amendments to IAS 1, *Presentation of Financial Statements* titled *Non-Current Liabilities with Covenants*. These amendments sought to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 override but incorporate the previous amendments, *Classification of Liabilities as Current or Non-Current*, issued in January 2020, which clarified that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period. The amendments are effective for annual periods beginning on or after January 1, 2024 and are applied retrospectively.

The Company applied the change retrospectively and restated the comparative financial information as if the amendments were always in place. The only impact to the Company’s financial statements was the classification of the convertible note associated with the acquisition liabilities for the Gabbs Project. As at December 31, 2023, the convertible note, including the debt portion and embedded derivative, in the amount of \$4,073,598 is now recorded as a current liability. There were no changes to the January 1, 2023 opening balances.

(c) Critical accounting estimates and judgments

The preparation of financial statements requires the use of accounting estimates. It also requires management to exercise judgment in the process of applying its accounting policies. Estimates and policy judgments are regularly evaluated and are based on management’s experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.



2. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

The following discusses the most significant accounting judgments and accounting estimates that the Company has made in the preparation of the condensed consolidated interim financial statements including those that could result in material changes within the next twelve months in the carrying amounts of assets and liabilities:

Key instances of accounting policy judgment

- The assessment of the Company's ability to continue as a going concern requires judgment related to future funding available to continue exploring and developing its properties and meet working capital requirements, the outcome of which is uncertain (refer to note 1b).

Estimation uncertainty

- The fair value of financial instruments that are not traded in an active market are determined using valuation techniques. Management uses its judgement to select a method of valuation and makes estimates of specific model inputs that are based on conditions existing at inception and at the end of each reporting period. Refer to note 7 for further details on the methods and assumptions associated with the measurement of the convertible debentures.

(d) New accounting standards and recent pronouncements

The following standards, amendments and interpretations have been issued but are not yet effective:

- In April 2024, the IASB issued IFRS 18 – *Presentation and Disclosure in Financial Statements* which will replace IAS 1, *Presentation of Financial Statements*. The new standard on presentation and disclosure in financial statements focuses on updates to the statement of earnings (loss). The key new concepts introduced in IFRS 18 relate to the structure of the statement of earnings (loss), required disclosures in the financial statements for certain earnings or loss performance measures that are reported outside an entity's financial statements and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. Many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will apply for reporting periods beginning on or after January 1, 2027 and also applies to comparative information. The Company is in the process of assessing the impact of this standard.

There are no other IFRS® Accounting Standards or International Financial Reporting Interpretations Committee interpretations that are not yet effective or early adopted that are expected to have any impact on the Company.

3. RECEIVABLES AND OTHER

	September 30, 2024	December 31, 2023
Prepaid expenses and deposits	\$ 171,823	\$ 145,119
Other receivables	18,977	15,223
Tax receivables	8,173	7,212
	<u>\$ 198,973</u>	<u>\$ 167,554</u>



4. PROPERTY, PLANT AND EQUIPMENT

	Property, plant and equipment		Right-of-use asset		Total
Period ended September 30, 2024					
Cost					
Balance - December 31, 2023	\$	185,432	\$	354,359	\$ 539,791
Additions		2,068		-	2,068
Balance - September 30, 2024	\$	187,500	\$	354,359	\$ 541,859
Accumulated depreciation					
Balance - December 31, 2023	\$	88,957	\$	354,359	\$ 443,316
Depreciation		28,748		-	28,748
Balance - September 30, 2024	\$	117,705	\$	354,359	\$ 472,064
Net book value - September 30, 2024	\$	69,795	\$	-	\$ 69,795

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2024		December 31, 2023	
Trade payables	\$	57,183	\$	302,253
Interest payable		34,737		-
Accrued liabilities		1,610		57,732
Taxes payable		-		24,458
Payroll liabilities		(3,712)		102,537
	\$	89,818	\$	486,980

6. ACQUISITION LIABILITIES – GABBS PROJECT

On February 22, 2021, the Company entered into an asset purchase agreement with Borealis Mining Company, LLC (“Borealis”), an indirect, wholly owned subsidiary of Waterton Precious Metals Fund II Cayman, LP (“Waterton”) to acquire all the assets that comprise the Gabbs Project located on the Walker-Lane Trend in the Fairplay Mining District of Nye County, Nevada.

On May 4, 2021, the Company and Borealis agreed to amend the terms of the asset purchase agreement (“Amended Agreement”). Under the Amended Agreement, the Company paid \$1,216,600 (US\$1,000,000) and issued 15,000,000 common shares (\$7,500,000 in fair value) in its capital to Waterton at closing of the transaction. In addition, the Company was required to pay Waterton Nevada Splitter LLC (“Splitter”), an affiliate of Borealis, (a) US\$4,000,000 on the twelve-month anniversary of closing and (b) US\$5,000,000 on the earlier of the announcement of results of a preliminary economic assessment (“PEA”) and the 24-month anniversary of closing.



6. ACQUISITION LIABILITIES – GABBS PROJECT (CONTINUED)

Borealis reserved for itself a 2% net smelter returns royalty on production from the Gabbs Project, of which one percent may be repurchased at any time by the Company for US\$1,500,000 and the remaining one percent of which may be repurchased for US\$5,000,000. Waterton assigned its rights to the royalty to Franco-Nevada Corporation in June 2023.

On April 28, 2022, the Company and Splitter agreed to amend the terms of the milestone payments under the Amended Agreement for the purchase of the Gabbs Project. Under the amended terms, the Company would pay Splitter (a) US\$500,000 on May 31, 2022; (b) US\$500,000 on December 31, 2022, if the Company completed an equity financing in the second half of 2022; and (c) US\$8,000,000 or US\$8,500,000 on May 14, 2023 (depending on whether US\$500,000 was paid on December 31, 2022), provided that if the Company announced the results of a PEA prior to May 14, 2023, all outstanding payments would be due on the earlier of 60 days following the announcement of such results and May 14, 2023, and if the Company sold an interest in the Gabbs Project at any time, including without limitation, a royalty or stream, the proceeds of such sale shall be paid to Splitter up to the amount remaining outstanding.

On March 3, 2023, the Company and Splitter agreed to restructure the outstanding payment terms for the acquisition of the Gabbs Project. As part of the restructuring, the Company entered into an amending agreement (the “Second Amended Agreement”) with Splitter pursuant to which the Company would pay to Splitter (a) US\$150,000 on or before December 31, 2023, (b) US\$250,000 on or before December 31, 2024, (c) US\$2,000,000 on or before December 31, 2025 and (d) US\$2,400,000 on or before December 31, 2026. Under the Second Amended Agreement, if the Company raised, through the issuance of debt or equity, in excess of \$7,500,000 (excluding flow-through funds), 10% of the funds raised would be paid to Splitter against the longest dated milestone payment and on the sale of an interest in, or of, the Gabbs Project, the proceeds would be paid to Splitter up to the amount outstanding at the time.

In addition, on March 3, 2023, the Company issued to Splitter a US\$4,000,000, zero coupon convertible note with a four-year term convertible at a price of \$0.30 per share provided that the convertible note could not be converted if all payments due under the Second Amended Agreement had been made at the time the convertible note was called (other than if a change of control was to occur prior to repayment of the convertible note). The convertible note could be called by the Company at any time on payment of 115% in the first year, 130% in the second year and 150% thereafter and is due on maturity, an event of default or a change of control. Under the terms of the convertible note, approval by the shareholders of the Company was required if conversion of the convertible note would make Waterton (including affiliated entities) a control person (as defined in the Exchange’s Corporate Finance Manual).

In consideration for the restructuring, the Company issued 3,320,534 common shares (\$797,011 in fair value) in the capital of the Company to Splitter following Exchange approval of the Second Amended Agreement.

The initial measurement of the acquisition liabilities under the terms of the Second Amended Agreement resulted in a gain on extinguishment of the pre-existing acquisition liabilities of \$2,056,201.

On February 9, 2024, the Company entered into a termination agreement (“Termination Agreement”) with Splitter to settle the outstanding debt related to the acquisition of the Gabbs Project which included US\$4,800,000 of contractual cash obligations and a US\$4,000,000 convertible note as per the Second Amended Agreement.



6. ACQUISITION LIABILITIES – GABBS PROJECT (CONTINUED)

Under the Termination Agreement, in settling the outstanding debt with Splitter, the Company (a) issued 5,231,869 common shares (\$340,071 in fair value) in the capital of the Company, (b) paid \$1,357,200 (US\$1,000,000) and will pay (c) US\$125,000 on or before January 31, 2025; and (d) US\$125,000 on or before January 31, 2026.

The components of the acquisition liabilities for the Gabbs Project consist of the following:

	September 30, 2024	Restated (note 2b) December 31, 2023
Contractual cash obligations under agreements	301,331	4,564,377
Debt portion of convertible note	-	3,372,863
Embedded derivative associated with convertible note	-	700,735
Total acquisition liabilities - Gabbs Project	301,331	8,637,975
Current portion of acquisition liabilities - Gabbs Project	(162,843)	(4,557,915)
Non-current portion of acquisition liabilities - Gabbs Project	\$ 138,488	\$ 4,080,060

Under the terms of the Termination Agreement, the remaining contractual cash obligations were initially recognized at amortized cost, net of transaction costs, in the amount of US\$205,457 (\$278,846) using a discount rate of 14.5%. The amortized cost was calculated based on the present value of the expected cash flows using a discount rate that reflects the risk-free rate and the Company specific credit spread.

The settlement of liabilities pursuant to the Termination Agreement and the initial measurement of the remaining acquisition liabilities under the terms of the Termination Agreement resulted in a gain on extinguishment of the pre-existing acquisition liabilities under the Second Amended Agreement of \$6,360,508.

The movement in the acquisition liabilities associated with the Gabbs Project during the period comprised the following:

	For the nine months ended September 30, 2024	For the year ended December 31, 2023
Opening balance	\$ 8,637,975	\$ 11,681,066
Accretion of acquisition liabilities - Gabbs Project	222,862	1,069,120
Payment for termination of acquisition liabilities	(1,357,200)	-
Shares issued for termination/restructuring of acquisition liabilities	(340,071)	(797,011)
Gain on financial instruments at fair value	(700,735)	(1,102,568)
Debt issuance costs	(7,347)	(41,198)
Foreign exchange movements	206,355	(115,233)
Gain on extinguishment of acquisition liabilities	(6,360,508)	(2,056,201)
Ending balance	\$ 301,331	\$ 8,637,975



7. CONVERTIBLE DEBENTURES

On March 4, 2024, and March 14, 2024, the Company issued 1,665 convertible debenture units for gross proceeds of \$1,665,000. Each unit consisted of one convertible debenture with a principal amount of \$1,000 and 12,500 share purchase warrants.

The convertible debentures bear interest at a rate of 7.5%, payable semi-annually on the last day of June and December of each year, commencing on June 30, 2024. Interest will be paid in shares based on the greater of the market price and 15-day volume weighted average price (“VWAP”) of the shares on the Exchange, or cash, at the Company’s election. For the nine months ended September 30, 2024, \$71,223 of interest expense on convertible debentures was recorded in the statement of earnings (loss). On July 10, 2024, the Company issued 467,605 common shares to settle interest owing to the convertible debenture holders in the amount of \$39,748.

The convertible debentures have approximately a two-year term, with the principal amount being due to be repaid in full by the Company on January 31, 2026. At any time during the term, the Company will have the option to extend the term by up to one additional year on payment of an extension fee to the holders of the convertible debentures in the amount of six month’s interest payable in shares based on the greater of the market price and the 15-day VWAP or cash, at the Company’s election. The convertible debentures are unsecured.

Under the terms of the offering, at any time during the term, a holder may elect to convert the outstanding net principal amount, or any portion thereof, into common shares in the capital of the Company at a conversion price of \$0.07 per share up to January 31, 2025 and \$0.10 per share from February 1, 2025 to January 31, 2026. In the event the Company announces a business combination and the 15-day VWAP of the shares on the Exchange is greater than \$0.07, the Company will have the right to require the holders to convert the outstanding net principal amount into common shares at the conversion price.

Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.15 per common share for a period of two years from the date of issue. If after four months from the date of issue, the closing price of the common shares of the Company on the Exchange is equal to or greater than \$0.30 for a period of 10 consecutive trading days at any time prior to the expiry date, the Company will have the right to accelerate the expiry date of the warrants.

The Company has determined that the convertible debentures are in substance a debt instrument with embedded derivatives due to a variable conversion price and prepayment options. The Company elected to classify and measure the entire hybrid convertible debentures as a financial liability carried at FVTPL. IFRS 9 requires the gain or loss associated with changes in the fair value of the convertible debentures be recorded in earnings (loss), except for changes in fair value attributable to changes in the credit risk of the liability, which must be presented in other comprehensive income (loss) (“OCI”). The liability’s credit risk is represented by the difference between the discount rate associated with the liability and the risk-free rate.



7. CONVERTIBLE DEBENTURES (Continued)

The fair value of the convertible debenture was estimated using the partial differential equation method with key inputs used including share price, risk-free interest rate, credit spread, historical volatility and dividend yield. At initial recognition, the fair value of the convertible debentures was \$2,834,200, of which \$479,111 was allocated to the share purchase warrants. For the nine months ended September 30, 2024, the change in fair value of the convertible debentures was a loss on financial instruments at fair value of \$502,721. Of the change in fair value, a fair value loss of \$499,415 was recognized in the statement of earnings (loss) and a fair value loss due to the change in the Company's credit risk of \$3,306 was recognized in OCI.

The movement in the convertible debentures during the period comprised the following:

		For the nine months ended September 30, 2024
Opening balance	\$	-
Proceeds from convertible debentures		1,665,000
Fair value adjustment to convertible debentures at inception		1,169,200
Fair value allocated to warrants issued - convertible debentures at inception		(479,111)
Loss on financial instruments at fair value		499,415
Change in fair value attributable to change in credit risk of financial instruments designated at FVTPL		3,306
Ending balance	\$	2,857,810

Total debt issuance costs associated with the convertible debenture offering were \$128,192 including finders fees of \$116,966 consisting of \$71,040 in cash and \$45,926 related to 916,875 brokers warrants issued. Debt issuance costs in the amount of \$106,522 were expensed to the statement of earnings (loss) and \$21,670 were capitalized to warrant reserve.

Sensitivities for the key assumptions in the valuation model were as follows:

- With other variables unchanged, a 10% increase or decrease in share price would change the fair value of the convertible debentures by \$289,891 or (\$232,691), respectively;
- With other variables unchanged, a 10% increase or decrease in share price volatility would change the fair value of the convertible debentures by \$107,620 or (\$36,845), respectively; and
- With other variables unchanged, a 1% increase or decrease in discount rate would change the fair value of the convertible debentures by (\$10,814) or \$53,456, respectively.



8. E&E EXPENDITURES

The E&E expenditures of the Company, by property, for the three and nine months ended September 30, 2024 and 2023 were as follows:

	For the three months ended		For the nine months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Gabbs Project	\$ 174,920	\$ 235,008	\$ 379,253	\$ 425,321
BAM Project	887	542,006	39,437	3,746,567
Lost Cabin Property	-	51,857	-	79,101
Silver Reef Property	-	-	1,103	1,103
British Columbia Mineral Exploration Tax Credit ("BCMETC") recovery	(19,958)	-	(19,958)	-
	\$ 155,849	\$ 828,871	\$ 399,835	\$ 4,252,092

(b) Option agreements – Silver Reef Property

On June 10, 2024, the Company terminated the mineral lease and option agreement for the Silver Reef Property.

(c) E&E expenditures – Nature of expense

The E&E expenditures of the Company, by nature of expense, for the three and nine months ended September 30, 2024 and 2023 were as follows:

	For the three months ended		For the nine months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Technical and assessment reports	\$ 2,556	\$ 86,597	\$ 174,714	\$ 188,172
Government payments	156,694	164,496	165,082	169,272
Camp costs and access road	15,514	87,040	50,922	574,974
Other E&E expenditures	-	13,492	12,852	43,113
Assays	243	57,652	12,450	134,026
Salaries and benefits	-	74,648	2,283	428,667
Consulting	800	108,451	1,600	376,861
Acquisition costs	-	27,130	-	1,134,749
Helicopters	-	143,774	-	610,047
Drilling	-	30,119	-	414,089
Geophysical and other surveys	-	(77)	-	78,199
Travel expenses	-	24,058	-	62,270
Equipment rentals	-	11,491	(110)	37,653
BCMETC recovery	(19,958)	-	(19,958)	-
	\$ 155,849	\$ 828,871	\$ 399,835	\$ 4,252,092



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9. INTEREST AND FINANCE EXPENSE

	For the three months ended		For the nine months ended	
	September 30,	September 30,	September 30,	September 30,
	2024	2023	2024	2023
Accretion of acquisition liabilities -				
Gabbs Project	\$ 11,001	\$ 272,142	\$ 222,862	\$ 782,463
Debt issuance costs				
on convertible debentures	-	-	106,522	-
Interest expense				
on convertible debentures	31,475	-	71,223	-
Interest expense				
on related party loans	9,752	-	18,700	-
Interest expense - other	2	483	1,414	483
Interest expense on leases	-	1,430	-	6,760
	\$ 52,230	\$ 274,055	\$ 420,721	\$ 789,706

10. SHARE CAPITAL AND OTHER RESERVES

(a) Share capital

At September 30, 2024, the authorized share capital of the Company consisted of an unlimited number of common shares without par value.

On September 3, 2024, September 9, 2024 and September 16, 2024, the Company completed three tranches of a private placement of 20,000,000 units at a price of \$0.05 per unit for gross proceeds of \$1,000,000. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.10 per common share for a period of two years from the date of issue. If after four months from the date of issue, the closing price of the common shares of the Company on the Exchange is equal to or greater than \$0.20 for a period of 10 consecutive trading days at any time prior to the expiry date, the Company will have the right to accelerate the expiry date of the warrants. Using the residual method, the warrants were valued at nil. Total share issue costs associated with the private placement were \$14,011 including finder's fees paid in cash of \$6,750.

On July 10, 2024, the Company issued 467,605 common shares to settle interest owing to the convertible debenture holders in the amount of \$39,748 (refer to note 7).

On February 2, 2024, the Company completed a private placement of 6,250,000 units at a price of \$0.08 per unit for gross proceeds of \$500,000. Each unit consisted of one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of \$0.15 per common share for a period of two years from the date of issue. If after four months from the date of issue, the closing price of the common shares of the Company on the Exchange is equal to or greater than \$0.30 for a period of 10 consecutive trading days at any time prior to the expiry date, the Company will have the right to accelerate the expiry date of the warrants. Using the residual method, the warrants were valued at nil. Total share issue costs associated with the private placement were \$13,857 including finder's fees paid in cash of \$9,732.



10. SHARE CAPITAL AND OTHER RESERVES (Continued)

On February 28, 2024, the Company issued 5,231,869 common shares with a fair value of \$340,071 related to the Termination Agreement with Splitter associated with the Gabbs Project (refer to note 6).

(b) Other reserves

The Company's other reserves consisted of the following:

	September 30, 2024	December 31, 2023
Other reserve - Share options	\$ 3,508,400	\$ 3,361,135
Other reserve - Warrants	1,029,838	1,029,969
	\$ 4,538,238	\$ 4,391,104

(c) Share options

The following table summarizes the changes in share options for the nine months ended September 30:

	2024		2023	
	Number of share options	Weighted average exercise price	Number of share options	Weighted average exercise price
Outstanding, January 1,	8,386,133	\$ 0.37	7,219,166	\$ 0.51
Granted	2,800,000	0.09	2,533,333	0.23
Expired	(4,107,800)	0.54	(1,764,800)	0.50
Outstanding, September 30,	7,078,333	\$ 0.16	7,987,699	\$ 0.42

The following table summarizes information about share options outstanding and exercisable at September 30, 2024:

	Share options outstanding		Share options exercisable	
	Number of share options outstanding	Weighted average years to expiry	Number of share options exercisable	Weighted average exercise price
Exercise prices				
\$0.01 - \$0.25	7,078,333	1.12	5,337,583	\$ 0.18
	7,078,333	1.12	5,337,583	\$ 0.18

The total share-based compensation expense for the nine months ended September 30, 2024 was \$147,265 (2023 – \$405,454) which was expensed in the statement of earnings (loss).



10. SHARE CAPITAL AND OTHER RESERVES (Continued)

The following are the weighted average assumptions used to estimate the fair value of share options granted for the nine months ended September 30, 2024 and 2023 using the Black-Scholes pricing model:

	For the nine months ended	
	September 30, 2024	September 30, 2023
Expected life	2 years	2 years
Expected volatility	109.83%	82.34%
Risk-free interest rate	3.78%	3.80%
Expected dividend yield	Nil	Nil
Forfeiture rate	Nil	Nil

The Black Scholes option pricing model requires the input of subjective assumptions including the expected price volatility and expected share option life. Changes in these assumptions would have a significant impact on the fair value.

(d) Warrants

The following table summarizes the changes in warrants for the nine months ended September 30:

	2024		2023	
	Number of warrants	Warrant reserve	Number of warrants	Warrant reserve
Outstanding, January 1,	27,312,897	\$ 1,029,969	40,267,045	\$ 1,127,482
Transactions during the period:				
Warrants issued -				
private placements	26,250,000	-	3,611,927	98,155
Warrants issued - FTS				
private placement	-	-	6,397,000	159,925
Warrants issued -				
convertible debentures,				
net of debt issuance costs	20,812,500	457,441	-	-
Broker's warrants issued -				
private placements	-	-	318,757	25,701
Broker's warrants issued -				
convertible debentures	916,875	45,926	-	-
Warrants expired	(8,411,567)	(503,498)	(15,002,370)	(169,498)
Outstanding, September 30,	66,880,705	\$ 1,029,838	35,592,359	\$ 1,241,765

At September 30, 2024, the weighted average exercise price for the outstanding warrants is \$0.20 (2023 – \$0.65).

**10. SHARE CAPITAL AND OTHER RESERVES (Continued)**

Brokers warrants issued in connection with the equity-related offerings were valued at \$45,926 (2023 – \$25,701) using the Black-Scholes pricing model. The following are the weighted average assumptions used to estimate the fair value of brokers warrants issued for the nine months ended September 30, 2024 and 2023 using the Black Scholes pricing model:

	For the nine months ended	
	September 30, 2024	September 30, 2023
Expected life	2 years	2 years
Expected volatility	104.46%	83.12%
Risk-free interest rate	4.15%	3.55%
Expected dividend yield	Nil	Nil
Forfeiture rate	Nil	Nil

For brokers warrants, the Black Scholes option pricing model requires the input of subjective assumptions including the expected price volatility. Changes in these assumptions would have a significant impact on the fair value.

11. RELATED PARTIES

Key management consists of the Company’s directors and officers including its President and CEO, Chief Exploration Officer (“CEXO”), Executive Vice President and Chief Financial Officer (“CFO”).

Directors and key management compensation:

	For the three months ended		For the nine months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Salaries and benefits	\$ 76,197	\$ 81,795	\$ 288,235	\$ 249,315
Share-based compensation	31,940	69,066	121,331	326,854
Management and consulting fees	-	9,883	-	70,568
	\$ 108,137	\$ 160,744	\$ 409,566	\$ 646,737

As at September 30, 2024, accounts payable and accrued liabilities include \$20,986 (December 31, 2023 – \$317,551) owed to three officers (December 31, 2023 – four officers) of the Company for salaries and benefits and reimbursement of transactions incurred in the normal course of business.

On March 14, 2024, the Company issued 85 convertible debenture units for gross proceeds of \$85,000 to an officer of the Company (refer to note 7).



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11. RELATED PARTIES (Continued)

For the nine months ended September 30, 2024, the Company charged \$137,995 (2023 – \$124,406) to Austin Gold Corp. (“AGC”) and Innovation Mining Inc. under financial services agreements. AGC is considered a related party of the Company due to three common directors and a shared CFO. As at September 30, 2024, under the financial services agreements, \$15,333 (December 31, 2023 – \$15,223) is owed to the Company and included in receivables and other.

Related party loans

As at September 30, 2024, related party loans total \$1,413,000 (December 31, 2023 – \$545,000) owed to three officers (December 31, 2023 – two officers) of the Company.

As at September 30, 2024, related party loans include \$863,000 (December 31, 2023 – \$545,000) of non-interest bearing, due on demand, loans owed to three officers (December 31, 2023 – two officers) of the Company.

On March 1, 2024, the Company executed a related party loan with the Company’s CExO in the amount of \$350,000. The principal amount borrowed and outstanding bears interest at a rate per annum equal to the financial institution prime rate plus 0.5%. Interest will be calculated monthly in arrears and is payable on a monthly basis within 10 business days after month-end. The promissory note is due on demand and the Company has the option to prepay the entire principal amount and accrued interest at any time.

On July 9, 2024, the Company received additional proceeds of \$200,000 from the Company’s CExO borrowed under the same terms as the interest-bearing related party loan entered into on March 1, 2024 (see above).

For the nine months ended September 30, 2024, \$18,700 of interest expense was expensed in the statement of earnings (loss). As at September 30, 2024, accounts payable and accrued liabilities include \$3,262 (December 31, 2023 – nil) of interest expense on related party loans owed to the Company’s CExO.

12. FINANCIAL RISK MANAGEMENT

The Company has exposure to a variety of financial risks: market risk (including currency risk and interest rate risk), credit risk and liquidity risk from its use of financial instruments.

(a) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates and interest rates will affect the Company’s cash flows or value of its financial instruments.

(i) Currency risk

The Company is subject to currency risk on financial instruments that are denominated in currencies that are not the same as the functional currency of the entity that holds them. Exchange gains and losses would impact the statement of earnings (loss).

The Company is exposed to currency risk through cash and cash equivalents and accounts payable and accrued liabilities held in the parent entity which are denominated in USD.



12. FINANCIAL RISK MANAGEMENT (Continued)

(ii) Interest rate risk

The Company is subject to interest rate risk with respect to its investments in cash and cash equivalents. The Company's current policy is to invest cash at floating rates of interest with cash reserves to be maintained in cash and cash equivalents in order to maintain liquidity. Fluctuations in interest rates impact interest and finance income earned.

The Company is subject to interest rate risk with respect to the variable financial institution prime rate associated with the related party loan.

The Company is subject to interest rate risk with respect to the fair value of the convertible debentures, which is accounted for at FVTPL.

(b) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company limits its exposure to credit risk on financial assets through investing its cash and cash equivalents with Canadian Tier 1 chartered financial institutions. Management believes there is a nominal expected credit loss associated with its financial assets.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities. Cash flow forecasting is performed regularly to ensure that there is sufficient liquidity in order to meet short-term business requirements.

Refer to note 1b for further discussion regarding the Company's ability to continue as a going concern.

The Company has issued surety bonds to support future decommissioning and restoration provisions.

The Company's financial obligations consist of accounts payable and accrued liabilities, acquisition liabilities related to the Gabbs Project, convertible debentures and related party loans.

(d) Fair value estimation

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



12. FINANCIAL RISK MANAGEMENT (Continued)

The three levels of fair value hierarchy are as follows:

- Level 1: Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data.

The carrying values of cash and cash equivalents, receivables and other and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

The following tables present the Company's financial assets and liabilities by level within the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at September 30, 2024	Carrying value		Fair value		
	FVTPL	Amortized cost	Level 1	Level 2	Level 3
Financial assets					
Cash and cash equivalents	\$ -	\$ 646,951	\$ -	\$ -	\$ -
Receivables and other	-	198,973	-	-	-
	\$ -	\$ 845,924	\$ -	\$ -	\$ -
Financial liabilities					
Accounts payable and accrued liabilities	\$ -	\$ 89,818	\$ -	\$ -	\$ -
Acquisition liabilities - Gabbs Project:					
Contractual cash obligations under agreements	-	301,331	-	-	-
Convertible debentures	\$ 2,857,810	\$ -	\$ -	\$ -	\$ 2,857,810
	\$ 2,857,810	\$ 391,149	\$ -	\$ -	\$ 2,857,810



12. FINANCIAL RISK MANAGEMENT (Continued)

As at December 31, 2023	Carrying value		Fair value		
	FVTPL	Amortized cost	Level 1	Level 2	Level 3
Financial assets					
Cash and cash equivalents	\$ -	\$ 46,611	\$ -	\$ -	\$ -
Receivables and other	-	167,554	-	-	-
	\$ -	\$ 214,165	\$ -	\$ -	\$ -
Financial liabilities					
Accounts payable and accrued liabilities	\$ -	\$ 486,980	\$ -	\$ -	\$ -
Acquisition liabilities - Gabbs Project:					
Contractual cash obligations					
under agreements	-	4,564,377	-	-	-
Debt portion of convertible note	-	3,372,863	-	-	-
Embedded derivative associated with convertible note	700,735	-	-	-	700,735
	\$ 700,735	\$ 8,424,220	\$ -	\$ -	\$ 700,735

13. COMMITMENTS

The following table provides the Company's undiscounted contractual obligations as of September 30, 2024:

	1 year	2 -3 years	More than 3 years	Total
Convertible debentures ⁽¹⁾	\$ -	\$ 1,665,000	\$ -	\$ 1,665,000
Acquisition liabilities - Gabbs Project:				
Contractual cash obligations				
under agreements	168,738	168,738	-	337,476
Interest on convertible debentures	124,875	73,557	-	198,432
	\$ 293,613	\$ 1,907,295	\$ -	\$ 2,200,908

(1) The timing in the commitments table is based on the time in which the gross contractual obligation is due. The convertible debentures have been classified as current on the statement of financial position due to the ability of the holders to exercise their conversion option as at September 30, 2024.

14. SUBSEQUENT EVENTS

(a) Conversion of convertible debentures

Subsequent to September 30, 2024, the Company issued 2,185,713 common shares for the conversion of convertible debentures in the amount of \$153,000.