VOYAGEUR
MINERAL EXPLORERS

Financial Statements

For the Years Ended November 30, 2024 and 2023

Presented in Canadian Dollars

Independent Auditor's Report

To the Shareholders of Voyageur Mineral Explorers Corp.

Opinion

We have audited the financial statements of Voyageur Mineral Explorers Corp. (the "Company"), which comprise the statements of financial position as at November 30, 2024 and 2023, and the statements of loss and comprehensive loss, statements of changes in shareholders' equity and 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 Company as at November 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. 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.

We have determined that there were no key audit matters to communicate in our report.

251 Consumers Road, Suite 800
Toronto, Ontario
M2J 4R3
mcgovernhurley.com
t. 416-496-1234

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Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. 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 IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company'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 Company or cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company'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 are 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 Canadian generally accepted 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the 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 risks 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 Company'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 Company'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 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 Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the 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 of the audit resulting in this independent auditor’s report is Nicole Louli.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
February 21, 2025

VOYAGEUR MINERAL EXPLORERS CORP.
STATEMENTS OF FINANCIAL POSITION
Presented in Canadian Dollars

As at		**November 30, 2024**		November 30, 2023
ASSETS				
Current Assets				
Cash and cash equivalents	**$**	**748,275**	$	1,045,613
Investments *(note 7)*		**115,887**		-
Prepaid expenses *(note 5)*		**8,819**		9,004
Amounts receivable *(note 6)*		**15,725**		12,964
Total Assets	**$**	**888,706**	$	1,067,581
LIABILITIES				
Current Liabilities				
Accounts payable and accrued liabilities *(note 9)*	**$**	**49,081**	$	37,050
Total Liabilities		**49,081**		37,050
SHAREHOLDERS' EQUITY				
Share capital *(note 10(a))*		**18,461,011**		18,461,011
Warrant reserve *(note 10(b))*		**349,305**		349,305
Share based payment reserve *(note 10(c))*		**850,531**		850,531
Accumulated deficit		**(18,821,222)**		(18,630,316)
Total Shareholders Equity		**839,625**		1,030,531
Total Liabilities and Shareholders' Equity	**$**	**888,706**	$	1,067,581

Related Party Disclosures *(note 12)*
Commitments and Contingencies *(note 15)*
Subsequent Events *(note 17)*

The accompanying notes are an integral part of the financial statements

On behalf of the Board:

(Signed) *"Brent Peters"*
Brent Peters
Director

(Signed) *"Brian Howlett"*
Brian Howlett
Director

VOYAGEUR MINERAL EXPLORERS

VOYAGEUR MINERAL EXPLORERS CORP.
STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
Presented in Canadian Dollars

For the years ended November 30,		2024		2023
Expenses				
Salaries and consulting fees *(note 12)*	**$**	**125,000**	$	125,000
Professional fees		**94,252**		52,896
Office and administration		**60,335**		62,147
Regulatory		**39,433**		37,178
Exploration expenses *(note 8)*		**24,878**		47,990
Shareholder communication and marketing		**2,256**		1,742
Total expenses		**346,154**		326,953
Other income				
Option payment income *(note 8)*		**119,392**		10,000
Interest income		**39,361**		51,885
Unrealized gain (loss) on investments *(note 7)*		**(3,505)**		-
Total other income		**155,248**		61,885
Net loss and comprehensive loss	**$**	**(190,906)**	$	(265,068)
Net loss per share:				
Basic and diluted	**$**	**(0.006)**	$	(0.008)
Weighted average number of shares outstanding during the period:				
Basic and diluted		32,268,397		32,268,397

Diluted weighted average common shares outstanding during the years ended November 30, 2024 and 2023 are outstanding stock options and warrants as their exercise would be anti-dilutive in the loss per share calculation.

The accompanying notes are an integral part of the financial statements

VOYAGEUR MINERAL EXPLORERS CORP.
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Presented in Canadian Dollars

	Share capital	Warrant reserve	Share based payment reserve	Accumulated deficit	Total equity
Balance at November 30, 2022	**$ 18,461,011**	**$ 349,305**	**$ 850,531**	**$ (18,365,248)**	**$ 1,295,599**
Comprehensive loss for the year	-	-	-	(265,068)	(265,068)
Balance at November 30, 2023	**18,461,011**	**349,305**	**850,531**	**(18,630,316)**	**1,030,531**
Comprehensive loss for the year	-	-	-	(190,906)	(190,906)
Balance at November 30, 2024	**$ 18,461,011**	**$ 349,305**	**$ 850,531**	**$ (18,821,222)**	**$ 839,625**

The accompanying notes are an integral part of the financial statements

VOYAGEUR MINERAL EXPLORERS CORP.

STATEMENTS OF CASH FLOWS

Presented in Canadian Dollars

For the years ended November 30,		**2024**		2023
Cash provided by (used in)				
Operations				
Net loss for the year	**$**	**(190,906)**	$	(265,068)
Items not involving cash:				
Securities received from option of mineral property *(note 7)*		**(119,392)**		-
Unrealized loss on investments *(note 7)*		**3,505**		-
Change in non-cash working capital:				
Prepaid expenses		**185**		(266)
Amounts receivable		**(2,761)**		1,327
Accounts payable and accrued liabilities		**12,031**		1,418
Net cash used in operating activities		**(297,338)**		(262,589)
Decrease in cash and cash equivalents		**(297,338)**		(262,589)
Cash and cash equivalents, beginning of year		**1,045,613**		1,308,202
Cash and cash equivalents, end of year	**$**	**748,275**	$	1,045,613

The accompanying notes are an integral part of the financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Voyageur Mineral Explorers Corp. ("**Voyageur**" or the "**Company**") was incorporated on January 8, 2004 under the Business Corporations Act (Ontario) and is a publicly listed Canadian junior resource company with exploration and evaluation assets in Canada, trading under the symbol "**VOY**" on the Canadian Securities Exchange ("**CSE**").

Voyageur is engaged in the identification, acquisition, exploration and evaluation of base metals and gold properties. To date, Voyageur has not earned any revenue from operations. The Company's registered office is located at Suite 301, 141 Adelaide Street West, Toronto, Ontario, Canada, M5H 3L5.

The financial statements for the year ended November 30, 2024 were approved for issuance by the Board of Directors on February 21, 2025.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the amounts expended on exploration and evaluation assets and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements, unregistered claims, other land claims and non-compliance with regulatory, social and environmental requirements. These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. These adjustments could be material.

2. BASIS OF PRESENTATION

(a) Statement of Compliance to International Financial Reporting Standards

These financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) issued by the International Accounting Standards Board (“**IASB**”) and interpretations of the International Financial Reporting Interpretations Committee (“**IFRIC**”) and have been consistently applied to all the years presented unless otherwise noted. The principal accounting policies applied in the preparation of these financial statements are set out below.

These financial statements have been prepared on a historical cost basis except for financial instruments carried at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

2. BASIS OF PRESENTATION (continued)

(b) Basis of Presentation

The cash flows from operating activities are determined by using the indirect method. Net loss is therefore adjusted by non-cash items, such as stock-based compensation, as well as changes from amounts receivable, prepaid expenses, and accounts payable and accrued liabilities. In addition, all income and expenses from cash transactions that are attributable to investing or financing activities are eliminated. The cash flows from investing and financing activities are determined by using the direct method.

These financial statements, including comparatives, are presented in Canadian dollars and have been prepared on the basis of IFRS standards that are published at the time of preparation and that are effective for the fiscal year ended November 30, 2024. The principal accounting policies applied in the preparation of these financial statements are set out below.

These financial statements have been prepared under the historical cost convention, except fair value through profit and loss assets which are carried at fair value, and have been prepared using the accrual basis of accounting except for cash flow information.

3. MATERIAL ACCOUNTING POLICIES

(a) Cash and cash equivalents

Cash and cash equivalents are comprised of cash on hand and deposits held on call with banks which are repayable on demand. Cash and cash equivalents normally have a term to maturity of three months or less from the date of acquisition. As at November 30, 2024, the Company held a prime-linked cashable GIC with Royal Bank of Canada in the amount of $750,000 with a maturity date of October 22, 2025 (November 30, 2023 - $1,000,000 with a maturity date of October 19, 2023). The interest rate on the prime-linked cashable GIC of $750,000 is variable at prime minus 2.25%.

(b) Financial Instruments

Financial assets are classified and measured either at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL") based on the business model in which they are held and the characteristics of their contractual cash flows.

All financial assets not classified at amortized cost or FVOCI are measured at FVTPL. On initial recognition, the Company can irrevocably designate a financial asset at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- It is held within a business model whose objective is to hold the financial asset to collect the contractual cash flows associated with the financial asset instead of selling the financial asset for a profit or loss;
- Its contractual terms give rise to cash flows that are solely payments of principal and interest.

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

3. MATERIAL ACCOUNTING POLICIES (continued)

(b) Financial Instruments (continued)

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

All financial instruments are initially recognized at fair value on the statement of financial position. Subsequent measurement of financial instruments is based on their classification. Financial assets and liabilities classified at FVTPL are measured at fair value with changes in those fair values recognized in the statement of loss and comprehensive loss for the period. Financial assets and financial liabilities classified at amortized cost are measured at amortized cost using the effective interest method.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due. The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full or when the financial asset is more than 90 days past due.

The carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Financial instruments recorded at fair value on the statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Investments in publicly held companies including shares that are traded on a recognized securities exchange are recorded at fair values based on quoted closing prices at the reporting date or the closing price on the last day the security traded if there were no trades at the reporting date. These are included in Level 1.

3. MATERIAL ACCOUNTING POLICIES (continued)

(b) Financial Instruments (continued)

Investments in privately held companies are initially recorded at cost, being the fair value at the time of acquisition. At the end of each financial reporting period, management estimates the fair value of these investments by considering the following: third party equity financings of the investee; significant corporate, political or operating events affecting the investee that, in management's opinion, have an impact on the value of the shares of the investee; and general market conditions. The absence of any of these events indicates generally that the fair value of the investment has not materially changed. The resulting values may differ from values that would be realized had a ready market existed. The amounts which the Company's privately held investments could be disposed of may differ from the carrying value assigned. Such differences could be material. These are included in Level 3.

Purchases and sales of investments are recognized on a trade date basis. At each financial reporting period, the Company's management estimates the fair value of its investments based on the criteria above and reflects such valuations in the financial statements.

Transaction costs are expensed as incurred in profit (loss). The determination of fair value requires judgment and is based on market information where available and appropriate. At the end of each financial reporting period, the Company's management estimates the fair value of investments based on the criteria below and reflects such changes in valuations in the statements of (loss) income and comprehensive (loss) income.

(c) Income Tax

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in shareholders' equity, in which case it is recognized in shareholders' equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(d) Loss Per Share

Voyageur presents basic and diluted net loss per share data for its common shares. Basic loss per share is calculated by dividing the net loss by the weighted average number of shares outstanding during the year. Diluted net loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and warrants, in the weighted average number of common shares outstanding during the year, if dilutive. Diluted loss per share for the years presented do not include the effect of issued and outstanding warrants and stock options as they are anti-dilutive.

3. MATERIAL ACCOUNTING POLICIES (continued)

(e) Share-Based Payment Transactions

Employees (including directors and senior executives) of the Company, and individuals providing similar services to those performed by direct employees, receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions"). The costs of equity-settled transactions with employees are measured by reference to the estimated fair value of the equity instruments at the date on which they are granted.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the estimated fair value of the share-based payment. Otherwise, share-based payments issued to non-employees are measured at the estimated fair value of goods or services received.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the year in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the "vesting date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a year represents the movement in cumulative expense recognized as at the beginning and end of that year and the corresponding amount is represented in stock option reserve. No expense is recognized for awards that do not ultimately vest. For those awards that expire after vesting, the recorded value is transferred to deficit.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional expense is recognized for any modification which increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee as measured at the date of modification.

(f) Warrants Reserve

The warrants reserve records the grant date estimated fair value of the warrants issued until such time that the warrants are exercised, at which time the corresponding amount will be transferred to share capital. If the warrants expire unexercised, the amount recorded is transferred to deficit.

(g) Stock Option Reserve

The stock options reserve records items recognized as share-based payments expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options expire unexercised, the amount recorded is transferred to deficit.

(h) Exploration and Evaluation Properties

All expenditures on exploration and evaluation activities, including costs incurred to acquire and secure exploration property licenses, are recorded as exploration expenses until it has been established that a mineral property is commercially viable.

(i) Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is Voyageur's functional currency. The Company does not have any material transactions denominated in foreign currencies.

3. MATERIAL ACCOUNTING POLICIES (continued)

(j) Employee Benefits

Wages, Salaries and Annual Vacation Leave

Liabilities arising in respect of wages and salaries, vacation leave and any other employee benefits expected to be settled within twelve months of the reporting date are measured at undiscounted amounts based on remuneration rates which are expected to be paid when the liabilities are settled. In respect of employees' services up to the financial position reporting date, wages and salaries and other employee benefits including annual vacation leave are recognized in accounts payable and accrued liabilities.

Employee and Management Bonus Plans

A liability is recognized for the amount expected to be paid under the Company's bonus plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably. Where the effect is material, the liabilities for bonus payments not expected to be settled within twelve months are discounted using a pretax risk-free rate, which most closely match the terms of maturity of the related liabilities.

Bonus liabilities expected to be settled within twelve months of the reporting date are recognized in current provisions, and those that are not expected to settle within twelve months are recognized in non-current provisions. As at November 30, 2024 and 2023, the Company had no employee or management bonus plans other than the stock option plan as described in Note 9(c).

(k) Rehabilitation Provisions

The Company records the present value of estimated costs of legal and constructive obligations required to restore operating locations in the year in which the obligation is incurred. The nature of these restoration activities includes dismantling and removing structures, rehabilitating mines and tailings dams, dismantling operating facilities, closure of plant and waste sites, and restoration, reclamation and re-vegetation of affected areas.

The obligation generally arises when the asset is installed or the ground/environment is disturbed at the production location. When the liability is initially recognized, the present value of the estimated costs is capitalised by increasing the carrying amount of the related mining assets to the extent that it was incurred by the development/construction of the mine. Over time, the discounted liability is increased for the change in present value based on the discount rates that reflect current market assessments and the risks specific to the liability.

The periodic unwinding of the discount is recognized in profit or loss as a finance cost. Additional disturbances or changes in rehabilitation costs will be recognized as additions or charges to the corresponding assets and rehabilitation liability when they occur. For closed sites, changes to estimated costs are recognized immediately in profit or loss. For any provisions relating to explorations stage properties, the obligation is expensed as soon as the obligation to incur the costs arises.

(l) Contingencies

Contingent assets are not recognized in the financial statements but they are disclosed by way of a note if they are deemed probable. Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company. Contingent liabilities are recognized in the financial statements unless the possibility of an outflow of economic resources is considered remote, in which case they are disclosed in the notes to the financial statements.

3. MATERIAL ACCOUNTING POLICIES (continued)

(m) Share Capital

Common shares

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

Flow-through Shares

To the extent that Voyageur issues common shares to subscribers on a flow-through basis at a premium to the market value of non-flow through common shares, any such premium is recorded as a liability on Voyageur's statement of financial position at the time of subscription. This liability is reduced, on a pro-rata basis, as Voyageur fulfills its expenditure renunciation obligation associated with such flow-through share issuances, with an offsetting amount recognized as income.

A deferred tax liability equal to the tax value of flow-through expenditures renounced is recognized once Voyageur has fulfilled its obligations associated with the renunciation of related flow-through expenditures. In respect of a retrospective renunciation, such obligation is considered to have been fulfilled once management establishes the intent to make renunciation filings with the appropriate taxation authorities. In respect of prospective renunciation (i.e., a look-back renunciation), the obligation is considered to be fulfilled once related flow-through expenditures have been incurred.

(n) Valuation of Equity Instruments in Private Placements

Voyageur has adopted a relative fair value method with respect to the measurement of common shares and warrants issued as private placement units. Warrants attached to units are valued using the Black-Scholes option pricing model and the share price at the time of financing, and the shares are valued based on quoted market price.

The proceeds from the issue of units are allocated between share capital and reserve for warrants. If and when the warrants are exercised, the applicable amounts of reserve for warrants are transferred to share capital. Any consideration paid on the exercise of the warrants is credited to capital stock. For those warrants that expire after vesting, the recorded value is transferred to deficit.

(o) Changes in Accounting Policies

During the year ended November 30, 2024, the Company adopted a number of amendments and improvements of existing standards, including IAS 1 and IAS 8. These new standards and changes did not have any material impact on the Company’s financial statements.

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2024 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded. The following have not yet been adopted and are being evaluated to determine their impact on the Company.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company’s right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company’s own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on or after January 1, 2024.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

(o) Changes in Accounting Policies (continued)

IFRS 9 and IFRS 7 -- In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to asses the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required and early adoption is permitted.

IFRS 18 – In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standards replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required and early adoption is permitted.

4. CRITICAL ACCOUNTING ESTIMATES AND SIGNIFICANT JUDGEMENTS

The preparation of these financial statements requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation and judgmental uncertainty that management has made at the reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

(i) the calculation of the fair value of warrants, broker warrants and stock options issued by Voyageur requires the use of estimates of inputs in the Black-Scholes option pricing valuation model;
(ii) the calculation of the reclamation liability and provision for service obligation, being the present value of the estimated costs to restore the properties is discounted at rates which reflect current market assessments and the risks specific to the liability. The calculation requires management to estimate the total restoration costs, timing of remediation and an appropriate discount rate;
(iii) valuation of deferred income taxes and
(iv) fair value of investment in securities not quoted in an active market.

Presented in Canadian Dollars

5. PREPAID EXPENSES

The Company's prepaid expenses are broken down as follows:

As at		**November 30, 2024**		November 30, 2023
Directors' & Officers' Liability Policy	$	6,819	$	7,004
Security Deposit (Rent)		2,000		2,000
Prepaid Expenses	**$**	**8,819**	$	9,004

6. AMOUNTS RECEIVABLE

The Company's amounts receivable are broken down as follows:

As at		**November 30, 2024**		November 30, 2023
Goods and services tax receivable	$	12,451	$	6,953
Other		3,274		6,011
Amounts Receivable	**$**	**15,725**	$	12,964

7. INVESTMENTS

On August 6, 2024, the Company received 70,093 common shares of Callinex Mines Inc. valued at $69,392 pursuant to the option agreement on the Company's Albert Lake project (note 8). At November 30, 2024 the Company recognized an unrealized loss of $3,505 based on the period end closing price of $0.96 per share. On October 1, 2024, the Company received 1,000,000 common shares of Althea Copper Corp. ("**ACC**") pursuant to the option agreement on the Company's Mink Narrow's project (note 8). At November 30, 2024 the Company recognized option income of $50,000 based on ACC's most recent financing at a price of $0.05 per common share.

The Company did not buy or sell any investments during the year ended November 30, 2023. As at November 30, 2024, the Company held the following investments:

Company	**Security**		**Cost**
Callinex Mines Inc.	70,093 common shares	$	65,887
Althea Copper Corp.	1,000,000 common shares	$	50,000

	Fair Value Nov. 30, 2022		Acquisition (Disposition)		Unrealized Gain / (Loss)		**Fair Value Nov. 30, 2023**		Acquisition (Disposition)		Unrealized Gain / (Loss)		**Fair Value Nov. 30, 2024**
$	**-**	$	-	$	-	**$**	**-**	$	119,392	$	(3,505)	**$**	**115,887**

Presented in Canadian Dollars

8. EXPLORATION AND EVALUATION EXPENSES

Exploration expenses for the year ended November 30, 2024 and November 30, 2023 respectively are outlined in the tables below:

	Big Island Group	Alberts Lake Group	Mink Narrows	Gold Rock Group	Hanson Lake	Smelter/ Bartley Group	Other Properties	Total Exploration Expenditures
Claim acquisition & holding	-	-	-	-	$410	-	$468	**$878**
Assay	-	-	-	-	-	-	-	-
Geological	-	-	-	-	-	-	-	-
Field labour costs	-	-	-	-	-	-	-	-
Other field costs	-	-	-	-	-	-	24,000	**$24,000**
Drilling	-	-	-	-	-	-	-	-
Total - November 30, 2024	-	-	-	-	**$410**	-	**$24,468**	**$24,878**

	Big Island Group	Alberts Lake Group	Mink Narrows	Gold Rock Group	Hanson Lake	Smelter/ Bartley Group	Other Properties	Total Exploration Expenditures
Claim acquisition & holding	-	-	-	-	-	-	$1,971	**$1,971**
Assay	-	-	-	-	-	-	-	-
Geological	-	-	-	-	6,600	-	-	**$6,600**
Field labour costs	-	6,825	2,600	-	4,800	-	-	**$14,225**
Other field costs	-	-	-	-	840	-	24,354	**$25,194**
Drilling	-	-	-	-	-	-	-	-
Total - November 30, 2023	-	**$6,825**	**$2,600**	-	**$12,240**	-	**$26,325**	**$47,990**

Big Island Group, Manitoba

The Big Island properties, including Tara, are spatially sub-divided into East and West continuous claim blocks.

Alberts Lake Group, Manitoba

The Alberts Lake Group includes the following mineral properties: Alberts Lake, Lew, Amulet, Mike, Mur and Hanna. All claims are 100% owned by the Company, with the exception of Mike 1 (which is subjec to a 15% net profits interest ("**NPI**") and Mur 6 (which is subjec to a 2% net smelter return ("**NSR**") royalty).

On May 20, 2024, Voyageur announced that is has entered into an option agreement (the "**Option**") with Callinex Mines Inc. ("**Callinex**"), whereby Callinex may acquire a 100% interest in the Company's Albert's Lake project, located approximately east of Flin Flon, Manitoba. In order to exercise the Option, Callinex must issue to the Company a total of $650,000 worth of Callinex common shares as follows:

- $75,000 on the date of Exchange acceptance of the Option; (received during 2024)
- $125,000 on the first anniversary of signing;
- $150,000 on the second anniversary of signing;
- $150,000 on the third anniversary of signing; and
- $150,000 on the fourth anniversary of signing.

8. EXPLORATION AND EVALUATION ASSETS (continued)

Upon exercise of the Option, Voyageur will be granted a 1.5% net smelter return ("NSR") royalty, of which one third (being 0.5%) may be repurchased by Callinex for $500,000.

Mink Narrows Group, Manitoba

The Mink Narrows Group includes the Mink Narrows, Mystic and Payuk mineral properties. The claims are 100% owned by the Company.

In 2023, the Company and Laser Gold Resources Inc. (**"Laser Gold"**) entered into an option agreement whereby the Company granted Laser Gold an option to acquire a 100% interest in the Mink Narrows Group in consideration for Laser Gold carrying out an aggregate of $1 million in exploration work on the project by no later than February 14, 2027 and making the following scheduled option payments:

- Annual cash payments totaling $55,000 over the five years, including $10,000 received on signing the Option;
- Issuing a total of 1,600,000 common shares of Laser over the five years of the Option;
- Completing exploration expenditures aggregating $1,000,000; and
- Granting Voyageur a 2% net smelter return royalty upon the exercise of the Option.

On April 5, 2024, the Company entered into an option agreement with African Energy Metals Inc. ("**AEM**"), whereby AEM may acquire a 100% interest in the Company's Mink Narrows project, located 25km southeast of Flin Flon, Manitoba. Pursuant to the option agreement, AEM may acquire the 100% interest by fulfilling the following conditions over a period of four years:

- Annual cash payments totaling $55,000 over the four years, including $10,000 upon TSX Venture Exchange approval of the option agreement;
- Issuing the greater of 1,800,000 common shares of AEM or $300,000 worth of common shares of AEM over four years, including 200,000 common shares upon TSX Venture Exchange approval of the option agreement;
- Completing exploration expenditures aggregating $1,000,000, including $300,000 in year one; and
- Granting Voyageur a 2% net smelter return ("NSR") royalty upon the exercise of the option agreement.

Immediately prior to entering the option agreement with AEM, Voyageur and Laser Gold Resources Inc. entered into a termination agreement, whereby both parties mutually agreed to terminate the previous option agreement on the Mink Narrows project. On July 1, 2024, AEM terminated the Mink Narrows option agreement with Voyageur.

On October 2, 2024, Voyageur entered into an option agreement (the "**Option**") effective October 1, 2024 (the "**Effective Date**") with Althea Copper Corp. ("**ACC**"), whereby ACC may acquire a 100% interest in the Company's Mink Narrows project, located southeast of Flin Flon, Manitoba. In order to exercise the Option, ACC must fulfil the following conditions:

8. EXPLORATION AND EVALUATION ASSETS (continued)

- Issue 1,000,000 common shares in ACC, on the Effective Date; (received during 2024, valued at $50,000 based on the most recent financing price of ACC)
- Complete exploration expenditures aggregating $300,000 on or before the first anniversary of the Effective Date;
- Issue $150,000 in common shares in ACC, or paying $150,000 in cash on or before the second anniversary of the Effective Date; and
- Grant Voyageur a 2% net smelter return ("NSR") royalty upon the exercise of the Option, subject to the right of ACC to repurchase one-half of the NSR for $1,000,000.

Gold Rock Group, Manitoba

The Gold Rock Group includes the Gold Rock, North Star and Star mineral properties, the North Star mining lease and the Gold Rock mining lease. The North Star mineral property and mining lease are subject to a 2% NSR. The Gold Rock Mining Lease is 100% owned by the Company, subject to a 2% NSR. In addition, the NSR holder retains a 25% NPI in the first 25 feet below surface of vein material as currently documented. Also included in the Gold Rock Group is the 100% owned Murr claim, subject to a 1% NSR.

During the year ended November 30, 2024, Voyageur provided a notice of termination to Laser Gold of the option agreement entered into in 2022 with respect to the Company's North Star – Gold Rock project for non-completion of the payment and work commitment required within the prescribed timeframes

Hanson Lake, Saskatchewan

The Hanson Lake Property consists of a single claim located in the Hanson Lake area of Saskatchewan.

On November 26, 2024, Voyageur entered into an option agreement dated November 25, 2024 (the "**Option Agreement**") with Foran Mining Corporation ("**Foran**"), whereby Foran may acquire a 100% interest in the Company's Hanson Lake project (the "**Property**"), located in east-central Saskatchewan. In order to exercise the option under the Option Agreement (the "**Option**"), Foran must make the following payments:

- $1,000,000, in cash or common shares of Foran, 15 days after executing the Option Agreement (the "**Initial Payment Date**"); and
- $10,000,000 in cash or common shares of Foran, on or before the fifth anniversary of the Initial Payment Date.

Upon exercise of the Option, Voyageur will be granted a 2.0% net smelter royalty ("**NSR**"), subject to a 1.0% buydown right upon payment of C$1,000,000. The NSR will not be payable on the first six months of production from the Property. After the Property has been in production for a total of 54 months in aggregate, Foran will have a second buy-down right to reduce the NSR by an additional 0.5% upon payment of C$1,000,000.

Subsequent to November 30, 2024, Voyageur received the first payment from Foran in common shares of Foran. Refer to Note 17.

Smelter/Bartley Group, Manitoba

The Smelter/Bartley Group includes three contiguous Smelter claims and six Bartley Lake claims. The Smelter claims are 100% owned by the Company.

Presented in Canadian Dollars

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at	**November 30, 2024**	November 30, 2023
Trade payables	$ 34,881	$ 6,500
Accrued liabilities	14,200	30,550
	$ 49,081	$ 37,050

10. SHARE CAPITAL

(a) Common Shares

Authorized Capital - Unlimited common shares

Shares issued and outstanding

	Number of shares	Consideration
Balance - November 30, 2022 and November 30, 2023	32,268,397	$ 18,461,011
Balance - November 30, 2024	**32,268,397**	**$ 18,461,011**

(b) Warrants

	Number of Warrants	**Allocated value**
Balance - November 30, 2022 and November 30, 2023	1,386,682	$ 349,305
Balance - November 30, 2024	**1,386,682**	**$ 349,305**

A summary of Voyageur's outstanding warrants at November 30, 2024 is presented below:

Issue date	**Number of warrants**	**Exercise price**	**Expiry date**
April 10, 2021[(a)]	1,386,682	$0.50	April 10, 2025

(a) On March 8, 2023, the Company extended the expiry date from from April 10, 2023 to April 10, 2025 for these common share purchase warrants. All other terms of these warrants remain the same.

(c) Share based payment reserve

Balance - November 30, 2022 and November 30, 2023	$ 850,531
Balance - November 30, 2024	**$ 850,531**

Presented in Canadian Dollars

10. SHARE CAPITAL (continued)

(c) Share based payment reserve (continued)

Equity Incentive Plan

The shareholders of Voyageur have approved an omnibus equity incentive plan (the "**Equity Incentive Plan**"). The Equity Incentive Plan is a "rolling evergreen" plan and provides that the number of common shares of the Company available for issuance from treasury under the Equity Incentive Plan or any other security based compensation arrangement, subject to adjustments, shall not exceed 10% of the issued and outstanding common shares of the Company at the time of grant. Any increase in the issued and outstanding common shares of Company will result in an increase in the available number of common shares issuable under the Equity Incentive Plan. Any issuance of common shares from treasury pursuant to the settlement of stock options or share units granted pursuant to the Equity Incentive Plan shall automatically replenish the number of common shares issuable under the Equity Incentive Plan. When each option or share unit is exercised or settled (as applicable), cancelled or terminated, a common share shall automatically be made available for the grant of a stock option/share unit under the Equity Incentive Plan.

Stock Options

The Equity Incentive Plan provides for the issuance of stock options to acquire common shares to employees, directors, officers, consultants, and management of Voyageur. The period within which stock options may be exercised and the number of stock options which may be exercised in any such period are determined by the Board of Directors at the time of grant of such stock options, however, that the maximum term of any stock option awarded under the Equity Incentive Plan is ten (10) years. The exercise price per common shares under a stock option is determined by the Board of Directors, but in any event, shall not be lower than the "market price" of the common shares on the date of grant of the stock option.

	Number of options	Weighted average exercise price
Balance - November 30, 2022 and November 30, 2023	2,425,000	$ 0.42
Balance - November 30, 2024	**2,425,000**	**$ 0.42**

A summary of Voyageur's outstanding stock options at November 30, 2024 is presented below:

Grant date	Options outstanding	Options exercisable	Exercise price	Weighted average remaining life (years)
February 6, 2020	675,000	675,000	$0.40	0.2
October 5, 2020	450,000	450,000	$0.40	0.8
October 20, 2021	600,000	600,000	$0.47	1.9
November 16, 2022	700,000	700,000	$0.40	3.0
	2,425,000	2,425,000	$0.42	1.5

Presented in Canadian Dollars

10. SHARE CAPITAL (continued)

(c) Share based payment reserve (continued)

Option pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Volatility is based on the historical volatility of Voyageur. Changes in the underlying assumptions can materially affect the fair value estimates. The options issued to non-employees were valued using the fair value of the equity instrument granted in the absence of a reliable estimate of the fair value of the goods or services received.

During the years ended November 30, 2024 and 2023, no stock options were issued.

Deferred Share Units and Restricted Share Units

The Equity Incentive Plan provides for the issuance of share units to employees, directors, officers and consultants of the Company. Share units are units created by means of an entry on the books of Company representing the right to receive one common share (subject to adjustments) issued from treasury per share unit. The number of share units granted and any applicable vesting conditions are determined in the discretion of the Board of Directors (or a committee thereof) on the date of grant. In granting share units, the Board of Directors (or a committee thereof) may include other terms, conditions, and/or vesting criteria which are not inconsistent with the Equity Incentive Plan. Share units are settled by way of issuance of common shares from treasury as soon as practicable following the maturity date in accordance with the Equity Incentive Plan.

The grant date fair value of the share units equals the fair market value of the corresponding shares at the grant date. The fair value of these equity-settled awards is recognized as compensation expense with a corresponding increase in equity. The total amount expensed is recognized over the vesting period, which is the period over which all the specified vesting conditions should be satisfied.

During the years ended November 30, 2024 and 2023, no deferred share units or restricted share units were granted. As at November 30, 2024 and 2023 no deferred share units or restricted share units are outstanding. See Note 17.

11. INCOME TAXES

Income taxes has been calculated as follows:

For the years ended November 30,		2024		2023
Income (loss) before income taxes	$	**(190,906)**	$	(265,068)
Canadian combined federal and provincial tax rate		**26.50 %**		26.50 %
Expected income tax recovery at Canadian statutory rate	$	**(50,590)**	$	(70,000)
Change in benefit of tax assets not recognized		**50,590**		70,000
Income tax expense	$	**-**	$	-

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences and balances:

		2024		2023
Non-capital loss carry-forwards	$	**2,371,300**	$	2,379,200
Share issue costs		**27,900**		27,900
Equipment		**3,000**		3,000
Exploration and evaluation assets		**8,314,500**		8,087,800
Balance, end of year	$	**10,716,700**	$	10,497,900

Presented in Canadian Dollars

11. INCOME TAXES (continued)

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

At November 30, 2024, Voyageur had unclaimed non-capital losses that expire as follows:

Year of Expiry		
2027	$	431,700
2028		285,300
2029		356,400
2031		522,900
2032		478,600
2033		48,000
2034		66,000
2035		64,300
2036		23,200
2037		32,400
2038		10,900
2039		100
2041		35,100
2042		16,400
	$	2,371,300

12. RELATED PARTY DISCLOSURES

(a) Director and Executive Management Compensation

Directors and executive management's compensation for the year ended November 30, 2024 and 2023 consisted of the following:

For the year ended	**November 30, 2024**	November 30, 2023
Cash compensation	**$ 125,000**	$ 125,000
	$ 125,000	$ 125,000

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The remuneration of directors and key executives is determined by the compensation committee having regard to the performance of individuals and market trends.

Presented in Canadian Dollars

12. RELATED PARTY DISCLOSURES (continued)

(a) Director and Executive Management Compensation (continued)

The aggregate value of transactions and outstanding balances relating to entities over which directors and executive management have control or significant influence were as follows:

		For the year ended		Balance outstanding as at	
Transaction	*Note*	**November 30 2024**	November 30 2023	**November 30 2024**	November 30 2023
Salaries and consulting fees	*(1)*	**$ 50,000**	$ 50,000	**$ -**	$ -
Rent expense	*(2)*	**33,195**	28,850	**-**	-
		$ 83,195	$ 78,850	**$ -**	$ -

(1) During the year ended November 30, 2024, Voyageur paid financial consulting fees of $50,000 (year ended November 30, 2023 - $50,000) to 2839662 Ontario Inc., a company controlled by Marina Katsimitsoulias, the Chief Financial Officer of Voyageur. At November 30, 2024, the balance owed was $nil (November 30, 2023 - $nil).

(2) During the year ended November 30, 2024, Voyageur paid rent expense of $33,195 (year ended November 30, 2023 - $28,850) to 2756189 Ontario Inc., a wholly-owned subsidiary of Northfield Capital Corporation, of which Robert Cudney is an Officer and Director. At November 30, 2024, the balance owed was $nil (November 30, 2023 - $nil).

The amounts owing to related parties are unsecured and non-interest bearing with no fixed terms of repayment.

13. MANAGEMENT OF CAPITAL RISK

Voyageur's capital management objective is to obtain adequate levels of funding to support its exploration activities, to obtain corporate and administrative functions necessary to support organizational functioning and obtain sufficient funding to further the identification and development of precious metal deposits. Achieving this objective requires management to consider the underlying nature of exploration activities, availability of capital, the cost of various capital alternatives and other factors.

Voyageur raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that Voyageur will be able to continue raising equity capital in this manner.

Establishing and adjusting capital requirements is a continuous management process. Exploration involves a high degree of "discovery" risk and substantial uncertainties about the ultimate ability of Voyageur to achieve positive cash flows from operations. Consequently, management primarily funds Voyageur's exploration activities and administrative costs by issuing share capital rather than using other capital sources that require fixed repayments of principal or interest. Voyageur will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Development activities may begin once a property's mineral reserves are estimated and Voyageur makes a positive production decision. At this point, management may consider other sources of financing such as senior debt or convertible debentures as a means to reduce equity dilution.

13. MANAGEMENT OF CAPITAL RISK (continued)

Voyageur's capital under management at November 30, 2024 includes share capital of $18,461,011 (November 30, 2023 - $18,461,011).

Voyageur considers its capital to be equity, which is comprised of share capital, reserves, and accumulated deficit, which at November 30, 2024 totaled $839,625 (November 30, 2023 - $1,030,531).

Voyageur invests any capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash, and short-term guarantee deposits, all held with major Canadian financial institutions.

There were no changes in Voyageur's approach to capital management during the years ended November 30, 2024 and November 30, 2023 and Voyageur is not subject to any externally imposed capital requirements.

14. MANAGEMENT OF FINANCIAL AND OTHER RISK

Voyageur's financial instruments are exposed to financial risks as summarized below:

(a) Fair Value

The carrying amount of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities represent their fair value due to their short-term nature. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price if one exists.

(b) Credit Risk

The Company is exposed to credit risk with respect to its cash and cash equivalents and amounts receivable. Cash has been placed on deposit with major Canadian financial institutions.

The risk arises from the non-performance of counterparties of contractual financial obligations. The Company manages credit risk, in respect of cash, by purchasing term deposits held at a major Canadian financial institution. Concentration of credit risk exists with respect to the Company's cash as the majority of the amounts are held at a single Canadian financial institution.

The credit risk associated with cash is minimized by ensuring the majority of these financial assets are held with major Canadian financial institutions with strong investment-grade ratings by a primary rating agency.

(c) Liquidity Risk

Voyageur's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at November 30, 2024, Voyageur had a cash balance of $748,275 (November 30, 2023 - $1,045,613) to settle current liabilities of $49,081 (November 30, 2023 - $37,050). All of Voyageur's financial trade liabilities have contractual maturities of 30 days or less and are subject to normal trade terms.

14. MANAGEMENT OF FINANCIAL AND OTHER RISK (continued)

(d) Interest Rate Risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company also holds a portion of cash 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 as of November 30, 2024.

The Company's interest rate risk principally arises from the interest rate impact of interest earned on cash. A 1% change in interest rates on cash held during the year ended November 30, 2024 would not have a significant impact on the Company's comprehensive loss for the year.

(e) Investments

Market risk consists of price risk related to investments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns. The Company is exposed to market risk in its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices. For the year ended November 30, 2024, a 10% (decrease) increase in the price of other investments would result in an estimated increase (decrease) in net loss of $16,588 (2023 - $nil).

(f) Commodity Price Risk

The Company is exposed to price risk with respect to commodity prices, specifically precious and non-precious metals. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the Company's control. The supply and demand for these commodities, the level of interest rates, the rate of inflation, investment decision by large holders of commodities including governmental reserves and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in investment patterns and monetary systems and political developments. As the Company does not have production assets, management believes this risk is minimal.

15. COMMITMENTS AND CONTINGENCIES

(a) Consulting Agreements

The Company is party to certain management contracts. These contracts contain aggregate minimum commitments of approximately $200,000 upon the occurrence of a change of control and $100,000 upon the occurrence of terminations. As a triggering event has not taken place, the contingent payments have not been reflected in these financial statements. The minimum commitment to be paid within one year is $100,000.

(b) Contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

(c) Flow-Through Expenditures

As at November 30, 2024, the Company had no flow-through expenditure obligations.

Presented in Canadian Dollars

16. FINANCIAL INSTRUMENTS

The carrying values of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments:

As at November 30, 2024	Amortized Cost	FVPL	Total
Cash	$ 23,275	$ -	$ 23,275
Cash equivalents	$ -	$ 725,000	$ 725,000
Investments	$ -	$ 115,887	$ 115,887
Deposits	$ 8,819	$ -	$ 8,819
Amounts receivable	$ 3,724	$ -	$ 3,724
Accounts payable and accrued liabilities	$ 49,081	$ -	$ 49,081
As at November 30, 2023	**Amortized Cost**	**FVPL**	**Total**
Cash	$ 45,613	$ -	$ 45,613
Cash equivalents	$ -	$ 1,000,000	$ 1,000,000
Deposits	$ 9,004	$ -	$ 9,004
Amounts receivable	$ 12,964	$ -	$ 12,964
Accounts payable and accrued liabilities	$ 37,050	$ -	$ 37,050

The following table provides information about financial assets and liabilities measured at fair value in the consolidated statements of financial position and categorized by level according to the significance of the inputs used in making the measurements.

As at November 30, 2024	Level 1	Level 2	Level 3
Cash and equivalents	$ -	$ 750,000	$ -
Investments	$ 65,887	$ -	$ 100,000
	$ 65,887	$ 750,000	$ 100,000

As at November 30, 2023	Level 1	Level 2	Level 3
Cash and equivalents	$ -	$ 1,000,000	$ -
Investments	$ -	$ -	$ -
	$ -	$ 1,000,000	$ -

The following table presents the changes in fair value measurements of financial instruments classified as Level 3 as at November 30, 2024 and 2023. These financial instruments are measured at fair value utilizing non-observable market inputs. The net realized and unrealized gain are recognized in the statements of loss.

As at	**November 30, 2024**	November 30, 2023
Balance, beginning of year	$ -	$ -
Acquisition of shares	50,000	-
Change in fair value	-	-
Balance - end of year	**$ 50,000**	$ -

17. SUBSEQUENT EVENT

On December 2, 2024, Voyageur granted 700,000 deferred share units ("**DSUs**") to certain directors of the Company pursuant to the Company's omnibus equity incentive plan. Each DSU represents a right to receive one common share of the Company which shall vest on the termination of service of each director, as applicable. In addition, the Company has also granted 100,000 Restricted Share Units to an officer which shall vest over the next three years.

On December 16, 2024, Voyageur received 238,835 common shares of Foran with respect to the Option Agreement entered into on November 25, 2024. The common shares had a quoted market value of $1,012,660 at the time of receipt.

On January 29, 2025, Voyageur announced its intention to commence a normal course issuer bid (the "**NCIB**"), under which it may purchase up to an aggregate of 1,613,419 common shares of the Company ("**Common Shares**"), representing approximately 5% of the 32,268,397 issued and outstanding Common Shares. The Company may purchase Common Shares under the NCIB over a 12-month period beginning on February 4, 2025, and ending on February 3, 2026. All Common Shares purchased under the NCIB will be purchased on the open market through the facilities of the CSE at the prevailing market price of the Common Shares at the time of purchase and in accordance with the policies of the CSE and applicable Canadian securities laws.

Subsequent to period end, of the 675,000 options having an exercise price of $0.40 expiring on February 7, 2025, 275,000 were exercised and 400,000 expired unexercised. The Company received $110,000 from the exercise of these options.