KWG RESOURCES INC.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
UNAUDITED

THREE AND NINE-MONTH PERIODS ENDED
SEPTEMBER 30, 2024 AND 2023

NOTICE TO READERS OF THE UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS:

The accompanying unaudited condensed interim consolidated financial statements of KWG Resources Inc. have been prepared by and are the responsibility of the Company's management.

In accordance with National Instrument 51-102, Continuous Disclosure Obligations of the Canadian Securities Administrators, the Company herewith discloses that its independent auditor has not performed a review of these unaudited condensed interim consolidated financial statements.

DOUGLAS FLETT, Director

THOMAS E. MASTERS, Chief Financial Officer

Toronto, Ontario
November 29, 2024

KWG RESOURCES INC.
Condensed Interim Consolidated Balance Sheets
(Unaudited)

(in Canadian dollars)	Notes	As at September 30, 2024	As at December 31, 2023
ASSETS			
Current assets			
Cash	4	115,776	310,473
Receivables	5	54,513	60,928
Prepaid expenses		6,163	44,304
Total current assets		**176,452**	**415,705**
Non-current assets			
Cash surrender value of life insurance	6	149,880	116,473
Property and equipment	7	23,624	19,555
Total non-current assets		**173,504**	**136,028**
Total assets		**349,956**	**551,733**
LIABILITIES AND EQUITY			
Current liabilities			
Trade and other payables and provisions	10,18	4,386,238	4,512,691
Convertible debenture payable	11	1,145,660	1,048,358
Total current liabilities		**5,531,898**	**5,561,049**
Long-term liabilities			
Convertible debentures payable	11	1,695,827	790,939
Secured convertible promissory note payable	12	27,646,253	25,484,144
Loans payable	13	120,000	120,000
Total long-term liabilities		**29,462,080**	**26,395,083**
Total liabilities		**34,993,978**	**31,956,132**
Equity (Deficiency)			
Share capital	14	54,406,702	52,325,833
Debenture equity	11	6,343,103	6,090,487
Warrants	15	5,836,316	5,522,011
Contributed surplus		29,811,264	28,191,670
Accumulated other comprehensive (loss)		(72,118)	(72,118)
(Deficit)		(130,969,289)	(123,462,282)
Total equity (deficiency)		**(34,644,022)**	**(31,404,399)**
Total liabilities and equity (deficiency)		**349,956**	**551,733**

Nature of operations and going concern (Note 1)
Commitments and contingencies (Notes 8, 11, 12 and 21)

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

Approved by the Board of Directors

Douglas Flett
Director

Frank Smeenk
Director

KWG RESOURCES INC.
Condensed Interim Consolidated Statements of Operations and Comprehensive Loss (Unaudited)

(in Canadian dollars)	Notes	Three-month periods ended September 30 2024	Three-month periods ended September 30 2023	Nine-month periods ended September 30 2024	Nine-month periods ended September 30 2023
Expenses					
General and administrative	17	(1,272,481)	(1,220,343)	(3,127,446)	(3,535,882)
Amortization of property and equipment	8	(7,224)	(5,079)	(21,672)	(14,449)
Accretion expense	12,13	(795,013)	(969,352)	(2,337,507)	(2,101,859)
Stock compensation costs	16	(1,840,624)	-	(1,840,624)	(6,876,492)
Exploration and evaluation expenditures (net)		(58,950)	(61,885)	(173,250)	(380,518)
Write down of intangible assets	9	-	(1,208)	(3,732)	(3,156)
Gain (loss) on foreign exchange		(56)	711	1,580	(210)
Loss before the undernoted		**(3,974,348)**	**(2,257,156)**	**(7,502,651)**	**(12,912,566)**
Other income (expenses)					
Other income		782	782	2,344	2,344
Recovery of written down (write down of) receivables		-	(5,616)	(6,700)	(59,837)
		782	**(4,834)**	**(4,356)**	**(57,493)**
Net income (loss) for the period		**(3,973,566)**	**(2,261,990)**	**(7,507,007)**	**(12,970,059)**
Loss per share (*) (basic and diluted)		**(0.00)**	**(0.00)**	**(0.00)**	**(0.01)**
Weighted average number of outstanding common shares (*)		**2,213,947,744**	**2,043,900,404**	**2,154,769,094**	**2,020,629,636**

Note: (*) including the effect of converting all outstanding Multiple Voting Shares to Subordinate Voting Shares on the basis of 100:1

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

KWG RESOURCES INC.
Condensed Interim Consolidated Statements of Changes in Equity (Deficiency)
(Unaudited)

(in Canadian dollars)	Notes	Share capital	Debenture equity	Warrants	Contributed surplus	(Deficit)	Accumulated other comprehensive (loss)	Total
Balance, December 31, 2022		**50,128,181**	**5,865,293**	**5,487,401**	**21,512,283**	**(109,138,896)**	**(72,118)**	**(26,217,856)**
Net loss for the period		-	-	-	-	(12,970,059)	-	(12,970,059)
Exercise of stock options	14	80,628	-	-	(36,628)	-	-	44,000
Stock-based compensation	16	-	-	-	6,716,015	-	-	6,716,015
Issue of shares for interest on secured convertible promissory note	12,14	1,553,918	-	-	-	-	-	1,553,918
Issue of convertible debentures	11	-	250,071	-	-	-	-	250,071
Issue of shares and warrants for finder's fees	11	47,025	(24,877)	34,610	-	-	-	56,758
Balance, September 30, 2023		**51,809,752**	**6,090,487**	**5,522,011**	**28,191,670**	**(122,108,955)**	**(72,118)**	**(30,567,153)**
Net loss for the period		-	-	-	-	(1,353,327)	-	(1,353,327)
Issue of shares for interest on secured convertible promissory note	12,14	516,081	-	-	-	-	-	516,081
Balance, December 31, 2023		**52,325,833**	**6,090,487**	**5,522,011**	**28,191,670**	**(123,462,282)**	**(72,118)**	**(31,404,399)**
Net loss for the period		-	-	-	-	(7,507,007)	-	(7,507,007)
Issue of shares for interest on secured convertible promissory note	12,14	1,559,589	-	-	-	-	-	1,559,589
Issue of shares and warrants for interest on convertible debentures	14	74,385	-	34,127	-	-	-	108,512
Expired warrants	15	-	-	(85,740)	85,740	-	-	-
Stock-based compensation	16	-	-	-	1,533,854	-	-	1,533,854
Issue of convertible debentures	11	-	470,215	-	-	-	-	470,215
Issue of shares and warrants for finder's fees and bonus on issue of convertible debenture	11	446,895	(217,599)	365,918	-	-	-	595,214
Balance, September 30, 2024		**54,406,702**	**6,343,103**	**5,836,316**	**29,811,264**	**(130,969,289)**	**(72,118)**	**(34,644,022)**

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

KWG RESOURCES INC.
Condensed Interim Consolidated Statements of Cash Flows
(Unaudited)

(in Canadian dollars)	Notes	Nine-month periods ended September 30 2024	2023
		$	$
Cash flows from operating activities			
Net (loss) for the period		(7,507,007)	(12,970,059)
Adjustments for			
Amortization of property and equipment	7	21,672	14,449
Accretion expense	11,12,13	2,337,507	2,101,859
Stock compensation costs	16	1,840,624	6,876,492
Interest accrued on debenture	11	97,302	86,128
Interest paid by the issuance of shares and warrants	12,14	1,668,100	1,553,918
Convertible debentures issued for services	11	-	60,918
Write down of (recovery of written down) of receivables	5	6,700	59,837
Net change in non-cash working capital balances		674,553	571,205
Net cash used by operating activities		**(860,549)**	**(1,645,253)**
Cash flows from financing activities			
Proceeds from exercise of stock options	14	-	44,000
Proceeds from convertible debenture financing	11	725,000	1,008,000
Net cash provided by financing activities		**725,000**	**1,052,000**
Cash flows from investing activities			
Increase in cash surrender value of life insurance	6	(33,407)	(36,875)
Purchase of property and equipment	7	(25,741)	(4,725)
Net cash used by investing activities		**(59,148)**	**(41,600)**
Net change in cash and cash equivalents during the period		**(194,697)**	**(634,853)**
Cash and cash equivalents – beginning of the period		310,473	921,680
Cash and cash equivalents – end of the period	4	**115,776**	**286,827**
Change in non-cash working capital balances comprises:			
Receivables		(31,678)	(223,239)
Prepaid expenses		38,141	(51,793)
Trade and other payables		668,090	846,237
Net change in non-cash working capital balances		**674,553**	**571,205**
Additional information - non-cash transactions			
Expired warrants included in contributed surplus	15	85,740	-
Issuance of convertible debentures for settlement of payables	11	-	19,672

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

1 NATURE OF OPERATIONS AND GOING CONCERN

KWG Resources Inc. ("KWG" or the "Company") is an incorporated entity domiciled in Canada. The Company's registered office is located at 141 Adelaide St. West, Suite 240, Toronto, Ontario, M5H 3L5. KWG is involved in the acquisition, consolidation, exploration and evaluation of large-scale deposits of chromite and other base metals and minerals and in the development of such large-scale deposits including, where applicable, of transportation links to access the remote areas where these are located. It has interests in properties located in Canada. It also has interests in certain technology relating to the production of chromium iron alloys. It was incorporated under the laws of Quebec on August 21, 1937, and continued under the *Canada Business Corporations Act* effective June 15, 2016. Effective June 26, 2023, the Company commenced operating under the business name "The Canadian Chrome Company".

The Company's shares are listed for trading on the Canadian Securities Exchange ("CSE") under the symbols "CACR" (formerly "KWG") for the Subordinate Voting Shares and "CACR.A" (formerly "KWG.A") for the Multiple Voting Shares.

The Company is in the process of exploring its exploration and evaluation projects and has not yet determined whether its exploration and evaluation projects contain mineral deposits that are economically recoverable. The Company is also in the process of pursuing patents on its chromium alloy technology in several countries and preparing for the commercialization of that technology. The Company will periodically have to raise additional funds to continue its exploration and other activities and, while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Unless the holders of convertible debentures and a convertible promissory note issued by the Company exercise their conversion rights to convert such liabilities into equity, the Company will also have to raise additional funds to repay its debenture and promissory note obligations when they come due and, while convertible debentures have been converted into equity in the past, there can be no assurance that the holders of those compound financial instruments will convert into equity or that the Company will be able to raise sufficient additional funds in a timely way at the applicable times.

Until it is determined that properties contain mineral reserves or resources that can be economically mined, they are classified as exploration and evaluation properties. The recoverability of the amounts expended on the Company's exploration and evaluation projects is dependent upon: the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain necessary financing to complete exploration, development and construction of mining and processing facilities; fulfilling consultation obligations with Indigenous communities; obtaining certain government approvals; and attaining profitable production.

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. The holding of mineral rights does not provide full rights to the surface of the lands over those mineral rights – such surface rights may be held or acquired by third parties. Property title may be subject to government licensing requirements or regulations, social licensing requirements, unregistered prior agreements, unregistered claims, aboriginal claims, failure to complete assessment work and file reports in respect thereof and non-compliance with regulatory and environmental requirements. Furthermore, there is no assurance that the interest of the Company in any of its properties may not be challenged or impugned.

While the Company has been successful in moving its patent applications forward in some countries, that process is not yet complete; moreover, the Company has not yet achieved any commercial success with its technology. There is no assurance that such efforts will be successful or, if successful, will not subsequently be challenged and impugned.

The Company has a need for equity capital and financing for working capital and exploration and evaluation of its properties and pursuit of its technology's patent applications. Because of continuing operating losses, a working capital deficit and certain liabilities being past due, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to reach profitable levels of operation. These conditions indicate the existence of material uncertainties that cast significant doubt about the Company's ability to continue as a going concern. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying consolidated financial statements. Such adjustments could be material.

2 BASIS OF PREPARATION

(a) Statement of Compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") *IAS 34 – Interim Financial Reporting* and should be read in conjunction with the annual financial statements for the year ended December 31, 2023 which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This is considered generally accepted accounting principles for Canadian public companies.

The management of KWG prepare these unaudited condensed interim consolidated financial statements which are then reviewed by the Audit Committee and the Board of Directors. These unaudited condensed interim consolidated financial statements were approved by the Board of Directors for issue on November 29, 2024.

(b) Basis of Measurement

The condensed interim consolidated financial statements have been prepared under the historic cost convention, except for investments in equity securities and derivatives, including warrants, which are measured at fair value.

(c) Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: Canada Chrome Corporation, SMD Mining Corporation, Canada Chrome Mining Corporation, Ring of Fire Transportation & Utilities Inc., Muketi Metallurgical General Partner Inc. and Muketi Metallurgical KWG-Limited Partner Inc. All of the Company's subsidiaries are incorporated in Canada.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

(d) Foreign Currency

(i) Functional and presentation currency

Items included in the financial statements of each consolidated entity in the KWG group are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The functional currency of KWG and all of its subsidiaries is the Canadian dollar.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at exchange rates of monetary assets and liabilities denominated in currencies other than an entity's functional currency are recognized in the consolidated statements of operations in "gain(loss) on foreign exchange".

(e) Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

It is reasonably possible that, on the basis of existing knowledge, outcomes in the next financial year that are different from the assumptions used could require a material adjustment to the carrying amount of the asset or liability affected.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Management has made a number of significant estimates and valuation assumptions based on present conditions and management's planned course of action as well as assumptions about future business and economic conditions which include, but are not limited to, the following:

Income taxes and recoverability of potential deferred tax assets

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Convertible debentures and promissory note

The classification of the Company's convertible debentures and promissory note required management to analyze the terms and conditions of the debentures and the promissory note and use judgment to assess whether these debentures and promissory note are liability, equity, or a combination of the two. IAS 32 provides the criteria for management to assess these complicated financial instruments to determine their appropriate classification(s). Factors considered are, but not limited to, whether the Company has a future obligation to settle the instrument in cash or exchange other assets or liabilities, and if the settlement is already known to be equity, the amount will not vary based on the Company's future share price.

Joint arrangements

Judgment is required to determine the type of joint arrangement that exists. This judgment involves considering its rights and obligations arising from the arrangement. An entity assesses its rights and obligations by considering the structure and legal form of the arrangement, the terms agreed by the parties in the contractual arrangement and, when relevant, other facts and circumstances.

(in Canadian dollars)

Contingencies and commitments
Refer to Note 19.

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Company are set out in Note 3 to the 2023 audited consolidated financial statements, as updated under New Accounting Policies below. Such policies have been applied consistently to all periods presented in these financial statements.

(a) New Accounting Policies

The IASB issued a number of new and revised International Accounting Standards which are effective for the Company's financial year beginning January 1, 2024. For the purpose of preparing and presenting the financial information for the relevant periods, the Company has consistently adopted all these new standards for the relevant reporting periods.

(b) New Standards and Interpretations Not Yet Adopted

Since the issuance of the Company's 2023 audited consolidated financial statements, the IASB and International Financial Reporting Interpretations Committee ("IFRIC") have issued no additional new and revised standards and interpretations which are applicable to the Company. Refer to Note 3 of those statements.

4 CASH

	As at September 30, 2024	As at December 31, 2023
Bank balances	115,776	310,473
Cash	**115,776**	**310,473**

5 RECEIVABLES

	As at September 30, 2024	As at December 31, 2023
Sales taxes receivable	17,953	53,258
Other receivables	36,560	7,670
Receivables	54,513	60,928

6 CASH SURRENDER VALUE OF LIFE INSURANCE

The Company owns life insurance policies on the life of one of its officers with a total death benefit of $1,080,665 at September 30, 2024 (December 31, 2023 - $1,047,729). The insurer of these policies is Canada Life. As at September 30, 2024, these policies had a net cash surrender value equal to $149,881 (December 31, 2023 - $116,473) after deducting loans secured by the policies and accrued interest thereon totalling $129,303 (December 31, 2023 - $121,371).

(in Canadian dollars)

7 PROPERTY AND EQUIPMENT

	Automobiles	Computer Equipment	Totals
Balance, December 31, 2022			
Cost	56,223	-	56,223
Accumulated amortization	(21,865)	-	(21,865)
Net book value	**34,358**	**-**	**34,358**
Additions	-	4,725	4,725
Amortization	(18,741)	(787)	(19,528)
Balance, December 31, 2023			
Cost	56,223	4,725	60,948
Accumulated amortization	(40,606)	(787)	(41,393)
Net book value	**15,617**	**3,938**	**19,555**
Additions	25,741	-	25,741
Amortization	(20,491)	(1,181)	(21,672)
Balance, September 30, 2024			
Cost	81,964	4,725	86,689
Accumulated amortization	(61,097)	(1,968)	(63,065)
Net book value	**20,867**	**2,757**	**23,624**

8 EXPLORATION AND EVALUATION PROJECTS

Cumulative costs relating to the acquisition of and expenditures on exploration and evaluation projects have been incurred as follows:

	Balance as at December 31, 2022	Current Expend-itures	Balance as at December 31, 2023
Canada – Ontario			
Spider No. 3 / McFaulds Lake (i)(ii)	4,188,377	-	4,188,377
Big Daddy (ii)	10,234,703	-	10,234,703
Diagnos (i)	178,014	-	178,014
Railroute Corridor (iii)	23,319,573	-	23,319,573
Black Horse Project (iv)	42,113,429	443,946	42,557,375
Hornby Property (v)	100,000	-	100,000
	80,134,096	443,946	80,578,042

	Balance as at December 31, 2023	Current Expend-itures	Balance as at September 30, 2024
Canada – Ontario			
Spider No. 3 / McFaulds Lake (i)(ii)	4,188,377	-	4,188,377
Big Daddy (ii)	10,234,703	-	10,234,703
Diagnos (i)	178,014	-	178,014
Railroute Corridor (iii)	23,319,573	-	23,319,573
Black Horse Project (iv)	42,557,375	173,250	42,730,625
Hornby Property (v)	100,000	-	100,000
	80,578,042	173,250	80,751,292

(i) The Company and Cliffs Chromite Far North Inc. (“Cliffs”), formerly Spider Resources Inc., have certain properties under a joint venture agreement. On May 15, 2006, the Company and Cliffs, agreed to amend and revise their joint venture agreement. The companies agreed to treat each project in their joint venture as a separate joint venture, to enable each company to either increase or decrease its interest in a project based upon their respective strategic objectives. The Company and Cliffs agreed to have their respective initial interest established at 50% in all the current projects of the joint venture.

Each party's interest is diluted by not contributing further to the other party's exploration program until its interest has reached 33 1/3%. At that level, a party's interest in a project may be maintained by contribution to subsequent programs, or suffer further dilution. When an interest has been reduced to less than 10%, it will be automatically converted to a 0.5% Net Smelter Royalty ("NSR") in base metals and a 1% NSR in precious metals and diamonds. As of September 30, 2024 and December 31, 2023, the Company held a 50% interest in these projects.

(ii) The Company owns a 30% interest in certain mining property claims contiguous to McFauld's Lake in Ontario.

(iii) During 2009, the Company commenced efforts to explore and develop a transportation link to the Company's properties in Northern Ontario in order to increase the economic viability of these properties. These operations entailed a detailed analysis of railroad route alternatives, preliminary soils analysis and claim staking. Concurrent with this activity the Company was performing exploration activities on these claims.

During 2021, the Company engaged consultants to prepare design engineering feasibility proposals to construct an ore haulage system and electrical power transmission lines to the Ring of Fire and several contiguous remote communities.

(iv) On March 4, 2013, the Company signed an agreement with Bold Ventures Inc. ("Bold") to fund Bold as the operator to drill the Black Horse chromite discovery. The intent of the program is to determine whether this chromite mineralization occurs in sufficient quantity and quality to demonstrate the feasibility of mining it. Bold had entered into an option agreement (the "Fancamp Option") to acquire the Black Horse claims from Fancamp Exploration Ltd. ("Fancamp"). Under the Fancamp Option, Bold could earn up to a 100% working interest in the Black Horse property through a four-stage process. Bold could earn a 50% interest under the first stage by making option payments totalling $1,500,000 and incurring exploration expenditures of at least $8,000,000 over a 3-year period. The second stage provided for a further 10% interest that could be earned by Bold at any time by delivery of a positive feasibility study and by making a payment of $700,000 in cash and/or stock, at the option of Bold. Under the third stage, Bold could earn a further 20% interest by agreeing to pay Fancamp $15,000,000, payable in equal instalments, over three years with half of the amount payable in cash and the balance payable, at Bold's option, through the issuance of common shares of Bold, or its assignee, at the market price at the time the shares are issued. If the option under the third stage was exercised, the fourth stage would provide Bold with the option to acquire Fancamp's remaining 20% interest in exchange for a gross metal royalty. Fancamp would then be entitled to be paid 2% of the total revenue from the sale of all metals and mineral products from the property from the commencement of commercial production. Once all of the capital costs to bring the project to the production stage have been repaid entirely, the gross metal royalty could be scaled up to a maximum of 4% of the total revenue from the sale of all metals and mineral products from the property depending upon the price of product sold. The options under stages three and four must be exercised within 90 days following the date that Bold earns its 60% interest.

Under the terms of the agreement between KWG and Bold, KWG could acquire up to 80% of Bold's interest in the Fancamp Option, in respect of chromite only, by funding 100% of Bold's option payments and programs under the four stages listed above. For nickel and other non-chromite minerals identified during the exploration programs, the parties agreed to form a joint venture in which KWG has a 20% working interest of Bold's interest. KWG will have a right of first refusal to purchase all ores or concentrates produced by such joint venture whenever its joint venture interest exceeds 50%. Payments under the first stage in respect of the earn-in option total of $1,500,000 were to be made as follows: funding of $300,000 for a first program, $500,000 by February 7, 2014 and $700,000 by February 7, 2015 and in respect of the exploration expenditures totalling a minimum of $8,000,000 were to be made as follows: $3,000,000 payable upon closing, $2,000,000 by March 31, 2014 and $3,000,000 by March 31, 2015. The first option payment in the amount of $300,000 was paid in cash. The Company had the option of making future option payments by way of either cash or stock of the Company. On September 30, 2013, the Company served Bold with written notice that it intended to fund the remaining commitments under stage one, totalling $6,200,000, as required by this agreement. On February 7, 2014, the Company issued 10,000,000 common shares (now re-designated as Subordinate Voting Shares) in satisfaction of the second option payment. On March 17, 2015, the Company issued 35,000,000 common shares (now re-designated as Subordinate Voting Shares) to Fancamp in satisfaction of the third option payment. At March 31, 2015, the Company had incurred exploration expenditures of $5,882,000 towards the $8,000,000 required under the option agreement. In consideration of a cash payment of $5,000, Bold agreed to extend the deadline by which the Company must incur the remaining $2,118,000 in exploration expenditures to September 30, 2015. On October 29, 2015, an agreement was reached with Bold and Fancamp to extend the deadline for a further one year to September 30, 2016 in exchange for KWG issuing 25,000,000 common shares (now re-designated as Subordinate Voting Shares) to Fancamp at a deemed value of $500,000, of which $300,000 would be credited as a reduction of the exploration expenditures under the agreements.

On October 24, 2016, Fancamp confirmed that KWG and Bold had met all of the conditions of the various agreements between the parties to vest a 50% interest and establish a joint venture for the Koper Lake Project under the terms of the option agreement with Fancamp. The parties agreed that the project would be renamed the Black Horse Project. Under the agreement between Bold and KWG, Bold is carried through the exploration stage for a 20% interest in KWG's interest in respect of chromite. Accordingly, of the 50% vested interest, KWG has 40% and Bold has 10% in respect of chromite. The option rights continued.

On October 14, 2016, the Company issued to Bold a convertible debenture of $267,858 and 5,000,000 common shares (now re-designated as Subordinate Voting Shares) in settlement of operator's fees owed to Bold under the earn-in option agreement between the parties on the Black Horse Project.

On September 1, 2022, KWG purchased of all of the rights, title and interest beneficially owned by Fancamp in and adjacent to the Black Horse mineral properties, comprised of four mining claims located within the Ring of Fire in the Province of Ontario.

For Fancamp's interest in the these properties plus a $1,500,000 cash payment from Fancamp, KWG delivered to Fancamp a Secured Convertible Promissory Note in the principal amount of $34,500,000 (Note 12); issued to Fancamp 4,044,453 consideration warrants entitling Fancamp to purchase 4,044,453 Multiple Voting Shares ("MVS") at an exercise price of $4.6916 per MVS prior to September 1, 2023, $4.4783 per MVS from September 1, 2023 until August 31, 2024 or $4.2651 per MVS thereafter until the expiry date of September 1, 2027; and granted to Fancamp a 2.0% net smelter return royalty (one-quarter of which may be purchased by KWG at any time for $5,000,000 and the next one-quarter of which will be subject to a right of first refusal in favour of KWG) on any direct or indirect interest in the mining claims held by KWG on and after the closing date.

Bold waived its right of first refusal given to it pursuant to a joint venture agreement dated October 18, 2018 between Bold and Fancamp. KWG paid $10,000 and issued 1,000,000 Subordinate Voting Shares to Bold as consideration for the waiver.

(v) On August 21, 2015, the Company issued 4,000,000 common shares (now re-designated as Subordinate Voting Shares) to MacDonald Mines Exploration Ltd. ("MacDonald") to acquire the Hornby Property claims. These claims adjoin the southerly boundary of the Big Daddy property. The property is also adjacent to the Koper Lake property, which lies to the west of it. The shares were valued at the market value on that date of $0.025 per share, for a total consideration of $100,000. Under the terms of the agreement, MacDonald will retain a 2% NSR, half of which may be purchased by KWG for $1,000,000 at any time prior to production from the property. KWG will also have the first right to buy the balance of the NSR at any time the holder proposes to sell it.

9 INTANGIBLE ASSETS

On April 21, 2014, the Company signed an agreement to acquire 50% of the ownership rights in two United States provisional patent applications relating to the production of chromium iron alloys directly from chromite ore, and the production of low carbon chromium iron alloys directly from chromite concentrates (the "Chromium IP Transaction"). The Chromium IP Transaction includes the right to use these provisional patent applications as the basis for filing additional patent applications in the United States, Canada and elsewhere worldwide and includes a fifty-percent interest in any of the vendor's associated intellectual property (the "Chromium IP").

The parties' interests in the Chromium IP is held through a limited partnership (the "LP") established by the vendor and KWG for purposes of completing the Chromium IP Transaction and developing and exploiting the Chromium IP. The limited partners of the LP were a wholly-owned subsidiary of KWG and a corporation beneficially owned by the vendor. The general partner of the LP, which will manage the business of the LP, is another wholly-owned subsidiary of KWG.

The vendor assigned its 50% interest in the Chromium IP to the LP in exchange for 25,000,000 units of KWG with each unit comprising one common share (now re-designated as a Subordinate Voting Share) and one common share purchase warrant exercisable at a price of $0.10 for five years.

On June 25, 2015, the vendor assigned its remaining 50% interest in the Chromium IP to the LP in exchange for 25,000,000 units of KWG with each unit comprising one common share (now re-designated as a Subordinate Voting Share) and one common share purchase warrant exercisable at a price of $0.10 for five years.

All costs associated with this acquisition had been capitalized.

(in Canadian dollars)

During 2018, patents were granted in Canada, the United States, Kazakhstan and South Africa to the Company. Patents have a life of 20 years.

Under IAS 38, the Company is required to prepare an impairment test each year to determine if the net realizable value of the intangible assets exceeds their carrying value. This test was carried out on December 31, 2019 and, as a result of this test, an impairment loss equal to the full carrying value of the intangible assets was recognized during 2019. These assets continue to have a nominal recoverable value as at September 30, 2024 and December 31, 2023.

10 TRADE AND OTHER PAYABLES AND PROVISIONS

	September 30, 2024	December 31, 2023
Trade payables	45,761	543,014
Accrued liabilities	4,340,4777	3,969,677
	4,386,238	4,512,691

11 CONVERTIBLE DEBENTURES PAYABLE

(i) On October 3, 2017, the Company issued an unsecured convertible debenture for cash proceeds in the amount of $500,000. The debenture bears interest at 12% compounded annually and was due on October 3, 2019. Interest is payable in MVS issued at their volume-weighted average trading price on the ten trading days prior to payment. The principal may be converted by the holder at any time, in whole or in part, into units at a rate of $21 per unit, with each unit being comprised of four pre-subdivision MVS and two warrants, with each such warrant enabling its holder to acquire one further pre-subdivision MVS from treasury upon payment of $7.50 at any time within two years from the date of issuance of the debenture.

The value of the liability was determined by discounting the future interest payments until October 3, 2019, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The fair value of the conversion feature was determined to be $61,111 and was recorded in equity as “Debenture Equity”. The liability was accreted to its face amount over the term of the debenture. Interest expense of $97,302 (2023 - $86,127) has been accrued for the nine months ended September 30, 2024.

Immediately following the issuance of this debenture, the Company paid a premium to the holder consisting of 14,286 units at a deemed value of $7 per unit. Each unit was comprised of twelve MVS and six share purchase warrants, with each warrant enabling its holder to acquire one further MVS from treasury upon payment of $2.50 at any time within two years from the date of issuance of the debenture.

On December 20, 2019, the holder of this convertible debenture agreed to extend its maturity until March 26, 2021. The maturity date has not been further extended and is past due at December 31, 2023. This debenture is due and payable. As consideration for the extension, KWG distributed ferrochrome delivery warrants (“Delivery Warrants”) to the debenture-holder as an extension fee and amended the redemption amount due and bearing interest as of December 19, 2019 to $525,000. For each $35.00 principal amount of Convertible Debentures, the debenture-holder received one Delivery Warrant exchangeable for one tonne of warehoused ferrochrome. The terms of the Delivery Warrants provide that they may be tendered by their holders to receive ferrochrome from 1% of any future ferrochrome production from the Company's chromite mineral interests in the Black Horse property, if and when produced. The Delivery Warrants expire on the earlier of (i) two years after notice from the Company that sufficient ferrochrome has been delivered to a warehouse to meet the delivery requirements for all outstanding Delivery Warrants and (ii) the date on which the Company ceases to have any interest in the Black Horse property. Management has estimated that these warrants have a nominal value at their date of issuance.

On September 30, 2024, the principal amount of $525,000 and accrued interest of $620,660 was due and payable. The principal is currently convertible at the option of the holder into MVS at the rate of $1.75 for one MVS. The interest is payable in MVS issued at their volume-weighted average trading price on the ten trading days prior to payment.

(ii) On April 24, 2023, the Company issued a number of unsecured convertible debentures (the "Debentures") for cash proceeds in the amount of $879,000, $19,672 to satisfy accounts payable amounts outstanding at the time and $60,918 for services rendered, for an aggregate principal amount of $959,590. The debentures bear interest at 5% compounded annually and are due on April 24, 2026 or two business days after a change of control of the Company. Interest is payable annually, at the Company's option, in cash or in units at a value of $3.00 per unit, with each such unit comprised of one MVS and one warrant (a "Warrant") exercisable at $3.00 to purchase one MVS until the earlier of April 24, 2026 or two business days after a change of control (Note 14(ii)). At any time prior to payment in cash, the principal of each Debenture can be converted at the option of the holder, in whole or in part, together with and accrued unpaid interest into units at a rate of $3.00 per unit, with each unit being comprised of one MVS and one Warrant. On maturity, the Company may pay the principal of the Debentures in cash or, at the Company's option, in replacement debentures having the same terms as the Debentures except (a) the maturity date of the replacement debentures will be the earlier of (i) two (2) years after the maturity date of the Debentures and (ii) two business days after a change of control of the Company, (b) the expiry date of the warrants comprising part of the units issuable for payment of interest or on conversion will be the maturity date of the replacement debentures, and (c) the conversion rate for the replacement debentures will be the lesser of (i) $3.00 per unit and (ii) the 30-day (ending on the maturity date of the Debentures) volume-weighted average trading price of the MVS and the Company's SVS on the Canadian Securities Exchange and any other securities exchange where such SVS and MVS are listed and posted for trading as of the maturity date of the Debentures (the SVS adjusted for the then applicable exchange ratio between SVS and MVS, currently 100 SVS for each MVS). In connection with the private placement, the Company paid finder's fees consisting of 16,800 MVS and 16,800 finder's warrants, each such finder's warrant entitling the holder to purchase one MVS for $3.00 at any time until the earlier of April 24, 2026 or two business days after a change of control of the Company.

The value of the liability was determined by discounting the principal and future interest payments until April 24, 2023, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The value of the residual was determined to be $299,311 and was recorded in equity. The liability will be accreted to the total interest payable over the term of the debenture. Accretion expense of $138,226 has been recorded for these debentures for the nine months ended September 30, 2024 ($20,900 in 2023).

(iii) On May 26, 2023, the Company issued a second tranche of Debentures for cash proceeds in the amount of $114,000. The Debentures bear interest at 5% compounded annually and are due on April 24, 2026 or two business days after a change of control of the Company.

Interest is payable annually, at the Company's option, in cash or in units at a value of $3.00 per unit, with each such unit comprised of one MVS and one Warrant exercisable at $3.00 to purchase one MVS until the earlier of April 24, 2026 or two business days after a change of control (Note 14(ii)). At any time prior to payment in cash, the principal of each Debenture can be converted at the option of the holder, in whole or in part, together with and accrued unpaid interest into units at a rate of $3.00 per unit, with each unit being comprised of one MVS and one Warrant. On maturity, the Company may pay the principal of the Debentures in cash or, at the Company's option, in replacement debentures having the same terms as the Debentures except (a) the maturity date of the replacement debentures will be the earlier of (i) two (2) years after the maturity date of the Debentures and (ii) two business days after a change of control of the Company, (b) the expiry date of the warrants comprising part of the units issuable for payment of interest or on conversion will be the maturity date of the replacement debentures, and (c) the conversion rate for the replacement debentures will be the lesser of (i) $3.00 per unit and (ii) the 30-day (ending on the maturity date of the Debentures) volume-weighted average trading price of the MVS and the Company's SVS on the Canadian Securities Exchange and any other securities exchange where such SVS and MVS are listed and posted for trading as of the maturity date of the Debentures (the SVS adjusted for the then applicable exchange ratio between SVS and MVS, currently 100 SVS for each MVS).

The value of the liability was determined by discounting the principal and future interest payments until April 24, 2023, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The value of the residual was determined to be $36,021 and was recorded in equity. The liability will be accreted to the total interest payable over the term of the debenture. Accretion expense of $11,838 has been recorded for these debentures for the nine months ended September 30, 2024 ($1,984 in 2023).

(iv) On June 21, 2023, the Company issued a third tranche of Debenture for cash proceeds in the amount of $15,000. The debenture bears interest at 5% compounded annually and is due on April 24, 2026 or two business days after a change of control of the Company. Interest is payable annually, at the Company's option, in cash or in units at a value of $3.00 per unit, with each such unit comprised of one MVS and one Warrant exercisable at $3.00 to purchase one MVS until the earlier of April 24, 2026 or two business days after a change of control (Note 14(ii)). At any time prior to payment in cash, the principal of the Debenture can be converted at the option of the holder, in whole or in part, together with accrued unpaid interest into units at a rate of $3.00 per unit, with each unit being comprised of one MVS and one Warrant. On maturity, the Company may pay the principal of the Debenture in cash or, at the Company's option, in a replacement debenture having the same terms as the Debenture except (a) the maturity date of the replacement debenture will be the earlier of (i) two (2) years after the maturity date of the Debenture and (ii) two business days after a change of control of the Company, (b) the expiry date of the warrants comprising part of the units issuable for payment of interest or on conversion will be the maturity date of the replacement debenture, and (c) the conversion rate for the replacement debenture will be the lesser of (i) $3.00 per unit and (ii) the 30-day (ending on the maturity date of the Debenture) volume-weighted average trading price of the MVS and the Company's SVS on the Canadian Securities Exchange and any other securities exchange where such SVS and MVS are listed and posted for trading as of the maturity date of the Debentures (the SVS adjusted for the then applicable exchange ratio between SVS and MVS, currently 100 SVS for each MVS).

The value of the liability was determined by discounting the principal and future interest payments until April 24, 2023, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The value of the residual was determined to be $4,740 and was recorded in equity. The liability will be accreted to the total interest payable over the term of the debenture. Accretion expense of $1,568 has been recorded for this debenture for the nine months ended September 30, 2024 ($207 in 2023).

In addition to this debenture issuance the Company lent $1,300,000 to an entity which then used those funds to subscribe for $1,300,000 of convertible Debentures of the Company to be used to assist the Company with compensation payable for services provided to the Company. In substance, this transaction has been accounted for as the issuance of an option to acquire shares of the Company at a fixed price, in exchange for services to be provided to the Company by this entity. The entity can acquire 433,333 units, having the same composition as those described above, at a price of $3 per unit. The value of this option has been estimated at $1,679,238 using a valuation model based on the following assumptions: market value of $4.63 per unit, expected dividend yield of 0%, expected volatility of 144%, risk-free rate of return of 4.31% and a life of 2.92 years. The $1,300,000 loan receivable and $1,300,000 convertible debenture payable have been netted against each other in the consolidated statement of financial position.

(v) On August 2, 2024, the Company issued a number of unsecured convertible debentures (the “Debentures”) for cash proceeds in the amount of $725,000 and $763,150 to satisfy accounts payable amounts outstanding at the time, for an aggregate principal amount of $1,488,150. The debentures bear interest at 5% compounded annually and are due on March 31, 2028, or two business days after a change of control of the Company. Interest is payable annually, on March 31 of each year and at maturity, at the Company’s option, in cash or in units (“Units”) at a value of $1.20 per Unit, with each such Unit comprised of one MVS and one warrant (a “Warrant”) exercisable at $1.20 to purchase one MVS until the earlier of March 31, 2029, or two business days after a change of control. At any time prior to payment in cash, the principal of each Debenture can be converted at the option of the holder, in whole or in part, together with and accrued unpaid interest into Units at a rate of $1.20 per Unit, with each Unit being comprised of one MVS and one Warrant. On maturity or at any time prior thereto on not less than 30 days’ notice, the Company may pay the principal of the Debentures in cash or, at the Company’s option at any time after August 2, 2025, in Units at a value of $1.20 per Unit. A premium of 20% of the original principal amount was paid to each subscriber. This premium was paid in Units. The value of the warrants has been estimated at $203,080 using a valuation model based on the following assumptions: market value of $1.00 per share, expected dividend yield of 0%, expected volatility of 125%, risk-free rate of return of 2.96% and a life of 4.66 years. In connection with the private placement, the Company paid finder’s fees consisting of 30,208 MVS and 30,208 finder’s warrants, each such finder’s warrant entitling the holder to purchase one MVS for $1.20 at any time until the earlier of March 31, 2029 or two business days after a change of control of the Company.

The value of the liability was determined by discounting the principal and future interest payments until August 2, 2024, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The value of the residual was determined to be $470,215 and was recorded in equity. The liability will be accreted to the total interest payable over the term of the debenture. Accretion expense of $23,765 has been recorded for these debentures for the nine months ended September 30, 2024 ($nil in 2023).

(in Canadian dollars)

In addition to this debenture issuance the Company lent $1,012,000 to an entity which then used those funds to subscribe for $1,012,000 of convertible debentures of the Company to be used to assist the Company with compensation payable for services provided to the Company. In substance, this transaction has been accounted for as the issuance of an option to acquire shares of the Company at a fixed price, in exchange for services to be provided to the Company by this entity. The entity can acquire 843,333 Units, having the same composition as those described above, at a price of $1.20 per Unit. The value of this option has been estimated at $1,533,854 using a valuation model based on the following assumptions: market value of $1.00 per share, expected dividend yield of 0%, expected volatility of 125%, risk-free rate of return of 2.96% and a life of 4.66 years. A premium of 20% of the original amount was paid to this entity. This premium was paid in Units with each such Unit consisting of one MVS and one warrant entitling the holder to purchase on MVS for $1.20 at any time until the earlier of March 31, 2029, or two business days after a change of control of the Company. The value of the warrants has been estimated at $138,104 using a valuation model based on the following assumptions: market value of $1.00 per share, expected dividend yield of 0%, expected volatility of 125%, risk-free rate of return of 2.96% and a life of 4.66 years. The premium has been recorded as stock compensation costs. The $1,012,000 loan receivable and $1,012,000 convertible debenture payable have been netted against each other in the consolidated statement of financial position.

Changes in the Company's convertible debentures were as follows:

	Nine months ended September 30, 2024	Year ended December 31, 2023
Opening balance	1,839,297	931,452
Issuance of new debentures	1,488,150	1,088,590
Allocation of equity portion	(470,215)	(340,072)
Allocation of finder's fees	(288,444)	(56,756)
Accretion and accrued interest	272,699	216,083
Ending balance	2,841,487	1,839,297
Less: current portion	1,145,660	1,048,358
Non-current portion	1,695,827	790,939

12 SECURED CONVERTIBLE PROMISSORY NOTE PAYABLE

On September 1, 2022, the Company issued a secured convertible promissory note in the principal amount of $34,500,000 to Fancamp for cash proceeds in the amount of $1,500,000 and Fancamp's interest in four mining claims located within the Ring of Fire in the Province of Ontario (Note 8(iv)). The promissory note bears interest at 6% compounded annually, is due on September 1, 2026 and, subject to obtaining any necessary consents, is to be secured by all of the assets of KWG and its subsidiaries (including all of its tangible and intangible personal property and all present and after-acquired personal property of KWG), subject to certain encumbrances. Interest is payable quarterly in arrears on the last day of each of the months of February, May, August and November, commencing on November 30, 2022 in cash or, at the option of KWG, in MVS issued at their volume-weighted average trading price on the five trading days prior to payment. The principal may be converted by the holder at any time, in whole or in part, into MVS for $4.6916 per share from the issue date to September 1, 2023; for $4.4783 per share from September 2, 2023 to September 1, 2024; or for $4.2651 per share from September 2, 2024 to the maturity date.

The value of the liability was determined by discounting the future interest payments until September 1, 2026, at a discount factor of 20% which was expected to estimate the borrowing rate available to the Company for similar instruments of debt having no conversion rights. The fair value of the conversion feature was determined to be $5,816,404, net of deferred tax, and has been recorded in equity as "Debenture equity". The liability will be accreted to its face amount over the term of the promissory note.

On November 29, 2022, the Company issued 159,783 MVS in satisfaction of interest owing to that date in the amount of $510,411. On March 3, 2023, the Company issued 175,525 MVS in satisfaction of interest owing to February 28, 2023 in the amount of $510,411. On May 31, 2023, the Company issued 208,259 MVS in satisfaction of interest owing to May 31, 2023 in the amount of $521,753. On August 31, 2023, the Company issued 227,343 MVS in satisfaction of interest owing to August 31, 2023 in the amount of $521,753. On November 30, 2023, the Company issued 332,313 MVS in satisfaction of interest owing to November 30, 2023 in the amount of $516,082. On February 29, 2024, the Company issued 344,100 MVS in satisfaction of interest owing to February 29, 2024 in the amount of $516,082. On May 31, 2024, the Company issued 447,626 MVS in satisfaction of interest owing to May 31, 2024 in the amount of $521,753. On August 31, 2024, the Company issued 361,976 MVS in satisfaction of interest owing to August 31, 2024 in the amount of $521,753. Additional interest expense of $170,137 (2023 - $170,137) has been accrued to September 30, 2024.

13 LOANS PAYABLE

In April 2020, the Company received two loans, each in the amount of $40,000, for a total of $80,000. Up to $20,000 of this amount was eligible for loan forgiveness if $60,000 was fully repaid on or before January 18, 2024. This did not happen. Since these loans were not repaid by January 18, 2024, they were extended for an additional 3-year term bearing an interest rate of 5% per annum. These loans can be repaid at any time without penalty and no principal payments are required until December 31, 2026, when the full amount of these loans is due. Monthly interest must be paid during the additional 3-year term.

In December 2020, the Company received two additional loans, each in the amount of $20,000, for a total of $40,000. Up to $20,000 of this amount was eligible for loan forgiveness if $20,000 was fully repaid on or before January 18, 2024. This did not happen. Since these loans were not repaid by January 18, 2024, they were extended for an additional 3-year term bearing an interest rate of 5% per annum. These loans can be repaid at any time without penalty and no principal payments are required until December 31, 2026 when the full amount of these loans is due. Monthly interest must be paid during the additional 3-year term.

14 SHARE CAPITAL

Authorized

An unlimited number of no par value Subordinate Voting Shares
An unlimited number of no par value Multiple Voting Shares
An unlimited number of Preference Shares issuable in series
An unlimited number of Special Shares issuable in series

Effective February 14, 2017, the Company reclassified its common shares as Subordinate Voting Shares and created an unlimited number of a new class of Multiple Voting Shares. One hundred (100) Subordinate Voting Shares are convertible at the option of any shareholder at any time into one Multiple Voting Share. Similarly, each one Multiple Voting Share is convertible at the option of any shareholder at any time into one hundred Subordinate Voting Shares. At all meetings of shareholders, shareholders are entitled to cast one vote for each one Subordinate Voting Share and to cast one hundred votes for each one Multiple Voting Share. Dividend and liquidation rights for each Multiple Voting Share are correspondingly one hundred times the dividend and liquidation rights for each Subordinate Voting Share. During the six months ended June 30, 2024, 208,760 (year ended December 31, 2023 – 640,932) Multiple Voting Shares were converted into 20,876,000 (year ended December 31, 2023 – 64,093,200) Subordinate Voting Shares.

(in Canadian dollars)

Issued

Changes in the Company's share capital were as follows:

	Nine months ended September 30, 2024		Year ended December 31, 2023	
Issued	**Number of Subordinate Voting Shares**	**Number of Multiple Voting Shares**	**Number of Subordinate Voting Shares**	**Number of Multiple Voting Shares**
Balance – beginning of period	1,248,181,532	8,448,972	1,182,088,332	8,105,664
Issued on exercise of stock options (x),(xiv)	-	-	2,000,000	24,000
Issued as premium for convertible debentures (ii),(iv)	-	416,687	-	-
Issued for finder's fees (iii),(xii)	-	30,208	-	16,800
Issued for interest (i),(v),(vi),(vii),(viii),(ix),(xi),(xiii)	-	1,189,868	-	943,440
Converted during the period	31,398,500	(313,985)	64,093,200	(640,932)
Balance – end of period	**1,279,580,032**	**9,771,750**	**1,248,181,532**	**8,448,972**

(i) On August 31, 2024, the Company issued 361,976 Multiple Voting Shares to Fancamp in satisfaction of interest owing in the amount of $521,753 on the secured convertible promissory note (Note 12).

(ii) On August 15, 2024, the Company issued 168,666 Multiple Voting Share units as a premium on the issuance of the convertible debentures (Note 11(v)). Each unit consisted of one Multiple Voting Share and one Multiple Voting Share warrant with each such warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of $1.20 at any time before March 31, 2029. The value of the warrants has been estimated at $138,104 using a valuation model based on the following assumptions: market value of $1.00 per share, expected dividend yield of 0%, expected volatility of 125%, risk-free rate of return of 2.96% and a life of 4.66 years.

(iii) On August 2, 2024, the Company issued 30,208 Multiple Voting Share units for finder's fees related to the issuance of convertible debentures (Note 11(v)). Each unit consisted of one Multiple Voting Share and one Multiple Voting Share warrant with each such warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of $1.20 at any time before March 31, 2029. The value of the warrants has been estimated at $24,734 using a valuation model based on the following assumptions: market value of $1.00 per share, expected dividend yield of 0%, expected volatility of 125%, risk-free rate of return of 2.96% and a life of 4.66 years.

(iv) On August 2, 2024, the Company issued 248,021 Multiple Voting Share units as a premium on the issuance of the convertible debentures (Note 11(v)). Each unit consisted of one Multiple Voting Share and one Multiple Voting Share warrant with each such warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of $1.20 at any time before March 31, 2029. The value of the warrants has been estimated at $203,080 using a valuation model based on the following assumptions: market value of $1.00 per share, expected dividend yield of 0%, expected volatility of 125%, risk-free rate of return of 2.96% and a life of 4.66 years.

(v) On May 31, 2024, the Company issued 447,626 Multiple Voting Shares to Fancamp in satisfaction of interest owing in the amount of $521,753 on the secured convertible promissory note (Note 12).

(vi) On April 24, 2024, the Company issued 36,166 Multiple Voting Share units to the convertible debenture holders in satisfaction of interest owing in the amount $108,512 on the convertible debentures. Each unit consisted of one Multiple Voting Share and one Multiple Voting Share warrant with each such warrant enabling its holder to acquire one further Multiple Voting Share from treasury upon payment of $3.00 at any time before April 24, 2026. The warrants were valued at $34,127 using a valuation model based on the following assumptions: market value of $1.20 per share, expected dividend yield of 0%, expected volatility of 125%, risk-free rate of return of 4.20% and a life of 24 months (Note 11).

(vii) On February 29, 2024, the Company issued 344,100 Multiple Voting Shares to Fancamp in satisfaction of interest owing in the amount of $516,082 on the secured convertible promissory note (Note 12).

(viii) On November 30, 2023, the Company issued 332,313 Multiple Voting Shares to Fancamp in satisfaction of interest owing in the amount of $516,082 on the secured convertible promissory note (Note 12).

(ix) On August 31, 2023, the Company issued 227,343 Multiple Voting Shares to Fancamp in satisfaction of interest owing in the amount of $521,753 on the secured convertible promissory note (Note 12).

(x) On July 24, 2023, 24,000 Multiple Voting Share Options were exercised at $1.00 each for a total cash of $24,000.

(xi) On May 31, 2023, the Company issued 208,259 Multiple Voting Shares to Fancamp in satisfaction of interest owing in the amount of $521,753 on the secured convertible promissory note (Note 12).

(xii) On April 24, 2023 and May 26, 2023, the Company issued a total of 16,800 Multiple Voting Shares for finder's fees related to the issuance of convertible debentures (Note 11(ii)).

(xiii) On March 3, 2023, the Company issued 175,525 Multiple Voting Shares to Fancamp in satisfaction of interest owing in the amount of $510,411 on the secured convertible promissory note (Note 12).

(xiv) On March 8, 2023, 20,000 Multiple Voting Share Options were exercised at $1.00 each for a total cash of $20,000. The optionee opted to immediately convert the Multiple Voting Shares into 2,000,000 Subordinate Voting Shares.

(in Canadian dollars)

15 WARRANTS

Changes in the Company's outstanding share purchase warrants were as follows:

	Nine months ended September 30, 2024		Year ended December 31, 2023	
Issued	**Subordinate Voting Share Warrants**	**Multiple Voting Share Warrants**	**Subordinate Voting Share Warrants**	**Multiple Voting Share Warrants**
Balance – beginning of period	-	9,691,387	-	9,674,587
Expired during the period	-	(133,308)	-	-
Issued for interest (Note 14(vi))	-	36,166	-	-
Issued as premium for convertible debentures (Note 14(ii),(iv))	-	416,687	-	-
Issued for finder's fees (Note 14(ii),(xii))	-	30,208	-	16,800
Balance – end of year	**-**	**10,041,140**	**-**	**9,691,387**

Outstanding Subordinate Voting Share purchase warrants entitle their holders to subscribe for an equivalent number of Subordinate Voting Shares. Outstanding Multiple Voting Share purchase warrants entitle their holders to subscribe for an equivalent number of Multiple Voting Shares. A summary of the Company's outstanding warrants as at September 30, 2024 is presented below:

Number of Multiple Voting Share Warrants	Exercise price $	Expiry date
840,000	0.67	December 2025
2,935,539	3.20	March 2026
52,966	3.00	April 2026
1,654,620	3.20	September 2026
4,044,453	4.48	September 2027
66,667	2.25	December 2027
446,895	1.20	March 2029
10,041,140		

On November 18, 2022, the Company extended the time to exercise warrants issued during 2019 and 2021 so that each such warrant will have a five-year term from the applicable warrant's original date of issuance. 80,592 warrants had their expiry date extended to March 2024; 11,424 warrants had their expiry date extended to June 2024; 45,144 warrants had their expiry date extended to August 2024; and 2,959,863 warrants had their expiry date extended to March 2026.

The term for 1,654,620 warrants was extended to September 2026 during 2023.

16 STOCK OPTION PLAN AND OTHER SHARE-BASED PAYMENTS

The Company maintains a stock option plan (the "Plan") whereby the Board of Directors may from time to time grant to employees, officers, directors and consultants of the Company or any subsidiary thereof options to acquire common shares (now re-designated as Subordinate Voting Shares) as may be determined by the Board, provided that the exercise price may not be lower than the market price of the Subordinate Voting Shares at the time of the grant of the options.

On February 7, 2023, the Company amended its stock option plan to change the plan from a "rolling up to 10%" stock option plan, whereby the number of options that may be granted under the plan at any time is restricted to up to 10% of the number of Subordinate Voting Shares of the Company outstanding at the time of such grant (calculated on the basis that all Multiple Voting Shares then outstanding being deemed to be converted into Subordinate Voting Shares) to a "fixed up to 20%" stock option plan, whereby the maximum number of options that may be granted under the plan is fixed at 20% of the number of Subordinate Voting Shares of the Company outstanding at the "shareholder approval date" (calculated on the basis that all Multiple Voting Shares then outstanding being deemed to be converted into Subordinate Voting Shares), with "shareholder approval date" meaning the date on which the shareholders of the Company most recently approved the plan or any amendment, renewal or extension of the plan. As at the shareholder approval date of February 7, 2023, the maximum number of options that may be granted under the plan is fixed at 398,530,960 Subordinate Voting Shares, being 20% of the number of Subordinate Voting Shares of the Company outstanding on that date (calculated on the basis that all Multiple Voting Shares then outstanding being deemed to be converted into Subordinate Voting Shares) or, alternatively, 3,985,310 Multiple Voting Shares (calculated on the basis that all Subordinate Voting Shares then outstanding being deemed to be converted into Multiple Voting Shares).

Options vest immediately upon issue. Options granted must be exercised over a period no longer than five years after the date of grant, and they are not transferable. A summary of changes in the Company's stock options outstanding is presented below:

(in Canadian dollars)

Multiple Voting Share Options

	Nine months ended September 30, 2024		Year ended December 31, 2023	
	Number of Multiple Voting Shares	**Average exercise price $**	**Number of Multiple Voting Shares**	**Average exercise price $**
Balance – beginning of period	3,049,451	2.44	1,147,312	1.66
Issued during the period	-	-	2,096,100	2.88
Exercised during the period	-	-	(44,000)	1.00
Expired during the period	-	-	(149,961)	3.16
Balance – end of period	**3,049,451**	**2.44**	**3,049,451**	**2.44**

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

Outstanding options		
Exercise price	**Number of Multiple Voting Share options**	**Average contractual life (in years)**
1.00	685,900	1.83
2.65	296,451	2.22
2.65	550,000	4.25
2.85	360,000	3.86
3.00	1,157,100	3.92

Total share-based compensation costs for the nine months ended September 30, 2024 amounted to $1,840,624 (2023 – $6,876,492).

The fair value of the options granted in 2023 was estimated using the Black-Scholes option pricing model based on the following assumptions:

	February 8, 2023	**February 28, 2023**	**June 29, 2023**
Market value per share	$2.85	$2.90	$2.65
Expected dividend per share	Nil	Nil	Nil
Expected volatility	125%	125%	125%
Risk-free interest rate	3.16%	3.54%	3.78%
Life of the options granted	5 years	5 years	5 years
Estimated fair value of each option granted	$2.43	$2.46	$2.26

Expected volatility is based on the Company's historical share price.

(in Canadian dollars)

17 GENERAL AND ADMINISTRATIVE EXPENSES

The Company's general and administrative expenses consist of the following:

	Three-month periods ended September 30		Nine-month periods ended September 30	
	2024	**2023**	**2024**	**2023**
Advertising and promotion	200	1,066	665	5,864
Consultants' fees	140,046	235,876	327,246	706,725
Directors' fees and insurance	34,697	33,383	103,883	96,149
Filing fees	2,924	3,792	27,868	27,045
Interest	557,161	551,628	1,763,767	1,634,382
Investor relations fees	6,620	3,370	13,782	54,206
Professional fees	391,260	222,122	452,760	536,849
Office overheads	46,384	51,482	119,856	119,237
Salaries and benefits	87,238	106,860	295,270	322,109
Travel and accommodation	5,951	10,764	22,349	33,316
	1,272,481	1,220,343	3,127,446	3,535,882

18 RELATED PARTY TRANSACTIONS

The Company defines its officers (CEO, President, CFO and corporate secretary) and directors as Key Management Personnel ("KMP"). During the first three quarters of 2024, officers and companies controlled by officers charged consulting fees for cash consideration of $666,650 ($1,023,907 in 2023) and salaries in the amount of $480,000 ($481,904 in 2023). The consulting fees were for services performed by the corporate secretary, the president, a director and the CFO as well as for general accounting services. Directors' fees charged in the first three quarters of 2024 totalled $93,000 ($87,000 in 2023). Amounts owing to directors and officers as at September 30, 2024 totalled $2,400,424 ($2,548,532 at December 31, 2023). The Company has advanced sums to the CEO against his accruing compensation; as of September 30, 2024, net advances of $nil ($7,359 at December 31, 2023) were outstanding. Amounts receivable/payable are unsecured, non-interest bearing and have no fixed terms of repayment. KMP received nil stock options (1,299,500 in 2023) for Multiple Voting Shares in the first three quarters of 2024, stock compensation expenses totalled $nil for KMP ($3,168,601 in 2023). See also Note 19(i).

19 COMMITMENTS AND CONTINGENCIES

(i) Under the terms of an employment agreement with the Company's CEO dated October 8, 2008, in the event of a change in control of the Company and the CEO's employment is involuntarily terminated within three years following the change in control, the Company shall pay the CEO an amount equal to three times his then-current base salary and three times his annual bonus most recently paid or accrued along with any unpaid salary and vacation pay. The total commitment for the CEO's agreement along with certain other management contracts require payments totaling approximately $1,490,000 upon termination. On a change of control, minimum payments range from $1,525,000 to $1,875,000 plus amounts calculated based on the share price of the Company and changes in the share price of the Company. As the triggering events have not taken place, the contingent payments have not been reflected in these consolidated financial statements. Minimum amounts due in one year under these contracts total approximately $600,000.

(ii) The Company and its subsidiary, Canada Chrome Corporation ("CCC"), entered into an agreement in January 2021 with the President and Chief Operating Officer of CCC whereby he may, over the two-year term of the agreement, earn $70,000 per month which monthly salary may, at his option, be tendered for 1/24th of a 10% interest in CCC, for the purpose of which the total value of CCC was deemed to be $16.8 million. Alternatively, all or any part of any unpaid salary may be tendered by him for payment in Multiple Voting Shares of the Company at $1.00 per share at any time on or before January 18, 2024. An aggregate of 1,680,000 Multiple Voting Shares have been reserved by the Company for issuance for this contingency.

On January 19, 2024, the Company amended this agreement as follows:

(a) his right to tender unpaid compensation to CCC in exchange for up to 244,400 CCC shares will be extended to the following expiry dates:
   (i) in respect of $800,000 of compensation earned by him in 2021, the expiry date will be the earliest of December 31, 2024, a change of control of CCC or a change of control of KWG; and
   (ii) in respect of $880,000 of compensation earned by him in 2022 and January 2023, the expiry date will be the earliest of December 31, 2025, a change of control of CCC or a change of control of KWG; and

(b) In the event that he tenders unpaid compensation to CCC and receives CCC Shares in exchange therefor:
   (i) he shall have the right, exercisable on or before the applicable expiry date for acquiring such CCC Shares, to tender such CCC Shares to KWG and receive 6.874 MVS at a deemed price of $1.99 per MVS in exchange for each CCC share tendered by him; and
   (ii) KWG will have the right to tender 6.874 MVS to him at a deemed price of $1.99 per MVS in exchange for each CCC share held by him. A total of 1,680,000 MVS are issuable pursuant to the foregoing tender rights and have been reserved for issuance in respect thereof.

(iii) The Company's exploration and evaluation 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 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.

(iv) The Company renounced $150,000 of qualifying exploration expenditures to a director effective December 31, 2022. Under the "look back" provision governing flow-through shares, this amount was fully spent by June 30, 2023. The Company has indemnified the subscribers of current and previous flow-through share offerings against any tax-related amounts that become payable by the shareholder as a result of the Company not meeting its expenditure commitments.

(v) The Company has entered into certain agreements which subject certain future transactions to finder's fees.

(vi) The Company has entered into certain agreements which contain break fees that could become payable by the Company. The amount of any such amount would be determined at the time. The Company has the option to make any such payment in shares.

20 FINANCIAL INSTRUMENTS AND FAIR VALUES

The Company has exposure to the following risks from its use of financial instruments: credit risk; liquidity risk; and market risk.

A complete description of the Company's financial risk management is included in Note 24 to the 2023 audited consolidated financial statements. This note updates information about the Company's exposure to each of the above risks where there have been material or noteworthy changes. Further quantitative disclosures are included throughout these financial statements.

21 DETERMINATION OF FAIR VALUES

There have been no changes in how the Company determines fair value for both financial and non-financial assets and liabilities from the descriptions included in Note 25 to the Company's 2023 audited consolidated financial statements. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

22 CAPITAL MANAGEMENT DISCLOSURES

The Company's objective when managing capital is to safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds to support continued project development and corporate activities. Capital is defined by the Company as the aggregate of its shareholders' equity (deficiency). Shareholders' deficiency totalled $34,644,022 at September 30, 2024 and $31,404,399 at December 31, 2023.

The Company manages its capital structure and makes adjustments to it based on the level of funds available to the Company to manage its operations. In order to maintain or adjust the capital structure, the Company expects that it will be able to obtain equity, long-term debt, equipment-based financing and/or project-based financing sufficient to maintain and expand its operations. There are no assurances that these initiatives will be successful. In order to achieve these objectives, the Company invests its unexpended cash in highly-liquid, rated financial instruments. There were no changes in the Company's approach to capital management during the first three quarters of 2024. The Company is not subject to externally imposed capital requirements.

23 SEGMENTED INFORMATION

Operating segments are reported in a manner consistent with the way in which the Company's executive officers review business performance on a quarterly basis. The Company's operations comprise a single reporting operating segment engaged principally in mineral exploration in Canada. As the operations comprise a single reporting segment, amounts disclosed in the consolidated financial statements also represent segment amounts.