

WESTERN ALASKA MINERALS CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2024 AND 2023

(EXPRESSED IN UNITED STATES DOLLARS)

(UNAUDITED)

WESTERN ALASKA MINERALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION***(Unaudited, Expressed in United States Dollars)*

	Notes	September 30, 2024	December 31, 2023
ASSETS			
Current Assets			
Cash		\$ 1,937,283	\$ 1,191,561
GST and other receivables		31,187	35,763
Prepaid and deposits		157,234	170,479
		2,125,704	1,397,803
Non-Current Assets			
Equipment	3	1,668,261	1,999,413
Exploration and evaluation properties	4	32,291,048	28,681,363
TOTAL ASSETS		\$ 36,085,013	\$ 32,078,579
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities	5, 6	\$ 1,002,257	\$ 936,932
Promissory note – current portion	6, 7	300,000	225,000
		1,302,257	1,161,932
Non-Current Liabilities			
Promissory note	7	2,079,280	2,594,083
TOTAL LIABILITIES		3,381,537	3,756,015
SHAREHOLDERS' EQUITY			
Share capital	8	41,397,691	35,770,106
Reserve for options, RSUs and warrants	8	4,093,379	2,990,321
Reserve for foreign exchange		(184,550)	(197,308)
Accumulated deficit		(12,603,044)	(10,240,555)
TOTAL SHAREHOLDERS' EQUITY		32,703,476	28,322,564
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		\$ 36,085,013	\$ 32,078,579
Nature of operations and going concern	1		
Subsequent event	7, 11		

Approved by the Board of Directors:

“Christopher (Kit) Marrs”
Director

“Kevin Nishi”
Director

WESTERN ALASKA MINERALS CORP.**CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023***(Unaudited, Expressed in United States Dollars)*

	Notes	For the three months ended		For the nine months ended	
		September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
EXPENSES					
Bank charges		\$ 573	\$ 1,348	\$ 1,753	\$ 2,643
Consulting fees		34,506	205,199	115,037	442,362
Filing and regulatory fees		4,221	(7,505)	65,565	65,560
Insurance		6,303	3,130	29,641	30,765
Management fees	6	225,186	152,713	737,524	551,744
Marketing expenses		132,153	154,715	381,578	319,763
Office and sundry		23,491	(71,813)	103,670	108,316
Professional fees		60,835	88,616	220,630	211,051
Share-based payments	6, 8	155,013	333,606	571,188	1,680,698
Travel and promotion		67,980	37,364	83,986	55,998
		(710,261)	(897,373)	(2,310,572)	(3,468,900)
OTHER ITEMS					
Foreign exchange gain (loss)		(12,440)	1,475	(16,159)	(32,118)
Interest expense	7	(27,816)	(33,750)	(93,279)	(81,000)
Interest income		25,822	7,265	57,521	40,112
NET LOSS		(724,695)	(922,383)	(2,362,489)	(3,541,906)
OTHER COMPREHENSIVE LOSS					
Unrealized foreign exchange gain (loss) on translation of foreign operations		20,145	(21,279)	12,758	112,670
COMPREHENSIVE LOSS		\$ (704,550)	\$ (943,662)	\$ (2,349,731)	\$ (3,429,236)
LOSS PER SHARE –					
BASIC AND DILUTED		\$ (0.02)	\$ (0.03)	\$ (0.07)	\$ (0.14)
WEIGHTED AVERAGE					
NUMBER OF SHARES					
OUTSTANDING – BASIC AND					
DILUTED		41,981,678	27,096,726	35,831,874	25,549,317

WESTERN ALASKA MINERALS CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023
(Unaudited, Expressed in United States Dollars)

	Notes	September 30, 2024	September 30, 2023
Cash flows used in operating activities:			
Net loss for the period		\$ (2,362,489)	\$ (3,541,906)
Adjustments for non-cash items:			
Share-based payments	8	571,188	1,680,698
Interest accrued on Promissory Note	7	93,279	81,000
		(1,698,022)	(1,780,208)
<u>Changes in non-cash working capital</u>			
GST and other receivable		4,576	9,369
Prepays and deposits		13,245	(134,615)
Accounts payable and accrued liabilities		258,894	(135,681)
		(1,421,307)	(2,041,135)
Cash flows (used in) from investing activities:			
Exploration costs incurred	4	(3,472,102)	(5,201,499)
Purchase of equipment	3	-	(666,368)
		(3,472,102)	(5,867,867)
Cash flows from (used in) financing activities:			
Issuance of subordinate voting shares	8	5,861,002	5,919,531
Exercise of stock options	8	188,500	26,000
Exercise of warrants	8	109,953	-
Repayment of Promissory Note	7	(533,082)	-
		5,626,373	5,945,531
Effect of exchange rate changes on cash		12,758	111,963
Net change in cash for the period		745,722	(1,851,508)
Cash, beginning of period		1,191,561	3,842,748
Cash, end of period		\$ 1,937,283	\$ 1,991,240
<ul style="list-style-type: none"> • Amortization included in exploration and evaluation assets \$ 331,152 \$ 124,478 • Change in accounts payable and accrued liabilities related to exploration and evaluation assets \$ (193,569) \$ 513,744 			

WESTERN ALASKA MINERALS CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Unaudited, Expressed in United States Dollars, except number of shares)

	Shares			Option, RSU and Warrant Reserve	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Subordinate Voting	Proportional Voting	Amount				
December 31, 2022	23,810,804	224,801	\$ 29,603,584	\$ 956,004	\$ (323,082)	\$ (5,879,646)	\$ 24,356,860
Private placements, net	3,804,602	-	5,808,682	-	-	-	5,808,682
Issuance of broker warrants	-	-	-	110,849	-	-	110,849
Exercise of stock options	45,000	-	42,169	(16,169)	-	-	26,000
Share-based payments	-	-	-	1,680,698	-	-	1,680,698
Foreign translation exchange gain	-	-	-	-	112,670	-	112,670
Net loss	-	-	-	-	-	(3,541,906)	(3,541,906)
September 30, 2023	27,660,406	224,801	35,454,435	2,731,382	(210,412)	(9,421,552)	28,553,853
Exercise of stock options	460,000	-	315,671	(50,437)	-	-	265,234
Share-based payments	-	-	-	309,376	-	-	309,376
Foreign translation exchange gain	-	-	-	-	13,104	-	13,104
Net loss	-	-	-	-	-	(819,003)	(819,003)
December 31, 2023	28,120,406	224,801	35,770,106	2,990,321	(197,308)	(10,240,555)	28,322,564
Private placements, net	13,416,333	-	5,307,479	419,867	-	-	5,727,346
Issuance of agents and finders warrants	-	-	-	138,492	-	-	138,492
Exercise of stock options	290,000	-	208,561	(20,061)	-	-	188,500
Exercise of warrants	163,181	-	111,545	(6,428)	-	-	105,117
Share-based payments	-	-	-	571,188	-	-	571,188
Foreign translation exchange gain	-	-	-	-	12,758	-	12,758
Net loss	-	-	-	-	-	(2,362,489)	(2,362,489)
September 30, 2024	41,989,920*	224,801*	\$ 41,397,691	\$ 4,093,379	\$ (184,550)	\$ (12,603,044)	\$ 32,703,476

* The proportional voting shares are exchangeable into a total of 22,480,100 Subordinate Voting Shares, for no additional consideration. See Note 8.

WESTERN ALASKA MINERALS CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

(Unaudited, Expressed in United States Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Western Alaska Minerals Corp. (“WAM” or the “Company”) was incorporated under the Business Corporations Act of British Columbia on April 8, 2020, as 1246779 B.C. Ltd. (“779”). The Company is a public company whose subordinate voting shares are listed for trading on the TSX Venture Exchange (“TSXV”) under the symbol “WAM”. The Company’s registered office is PO Box 881, Talkeetna, Alaska, 99676. As discussed further below, the Company is in the mineral exploration and development business.

Going Concern

These condensed interim consolidated financial statements have been prepared with the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company has no current source of operating revenue, has incurred a current net loss for the first nine months of 2024 of \$2,362,489 and has an accumulated operating deficit of \$12,603,044. The Company will require further financing to operate and further develop its business. The Company’s ability to realize its assets and discharge its liabilities is dependent upon it obtaining financing as necessary and ultimately upon its ability to dispose of its mineral property interests on a profitable basis or otherwise achieve profitable operations. These material uncertainties may cast significant doubt on the Company’s ability to continue as a going concern. Failure to arrange adequate financing on acceptable terms and/or achieve profitability may have an adverse effect on the Company’s financial position, operational success, cash flow, and prospects. These condensed interim consolidated financial statements do not give effect to adjustments to assets or liabilities that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

2. BASIS OF PRESENTATION AND MATERIAL ACCOUNTING POLICIES

Statement of Compliance

The condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34 – Interim Financial Reporting. Accordingly, these condensed interim consolidated financial statements do not include all of the information required for full IFRS financial statements and therefore should be read in conjunction with the Company’s most recent annual consolidated financial statements for the year ended December 31, 2023, which were prepared in accordance with IFRS as issued by IASB.

The accounting policies and methods of application applied by the Company in these condensed interim consolidated financial statements are the same as those applied in the Company’s most recent audited consolidated financial statements for the year ended December 31, 2023.

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on November 20, 2024.

WESTERN ALASKA MINERALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023***(Unaudited, Expressed in United States Dollars)*

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)**Basis of Presentation**

These condensed interim consolidated financial statements have been prepared on a historical cost basis, modified where applicable. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Basis of Consolidation

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned and controlled entities. Control is achieved when the Company has the power to govern the financial operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are fully consolidated from the date on which control is transferred to the Company until the date on which control ceases.

The following subsidiaries have been consolidated as at and for each of the periods presented within these condensed interim consolidated financial statements:

Subsidiary	Ownership	Location
Western Alaska Copper & Gold Company.	100%	USA
Piek Inc.	100%	USA

All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

These condensed interim consolidated financial statements are presented in United States dollars. The functional currency of each entity in the consolidated group is determined with reference to the currency of the primary economic environment in which that entity operates. Accordingly, the functional currency of entities operating principally in the United States will be the United States dollar, while the functional currency of entities operating principally in Canada will be the Canadian dollar.

Material Estimates and Assumptions

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

The Company bases its estimates and assumptions on current and various other factors that it believes to be reasonable under the circumstances. Management believes the estimates are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

WESTERN ALASKA MINERALS CORP.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

(Unaudited, Expressed in United States Dollars)

2. BASIS OF PREPARATION AND MATERIAL ACCOUNTING POLICIES (continued)

Material Estimates and Assumptions (continued)

The areas which require management to make significant estimates and assumptions include, but are not limited to:

Assessment of Impairment Indicators

The Company assesses at each reporting period whether there is an indication of impairment. Material judgment is applied in assessing whether indicators of impairment exist that would necessitate impairment testing. Internal and external factors, such as i) a significant decline in the market value of the Company's share price; ii) changes in the quantity of the recoverable resources and reserves; and iii) changes in precious metal prices; and iv) changes in inflation, interest, and exchange rates, are evaluated in determining whether there are any indicators of impairment.

Material Judgments

The preparation of consolidated financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most material judgments applied in preparing the Company's consolidated financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to material uncertainty;
- The capitalization of expenditures with respect to exploration, evaluation, and development costs to be included in mineral rights and properties;
- The functional currency of the Company and its subsidiaries is the currency of the primary economic environment in which the entity operates; and
- The fair value and classification of financial instruments.

WESTERN ALASKA MINERALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023***(Unaudited, Expressed in United States Dollars)***3. EQUIPMENT**

Cost	Computer Software	Equipment	Vehicles	Total
Balance, December 31, 2022	\$ 25,050	\$ 397,804	\$ 127,359	\$ 550,213
Additions	-	1,719,443	53,500	1,772,943
Balance, December 31, 2023	\$ 25,050	\$ 2,117,247	\$ 180,859	\$ 2,323,156
Additions	-	-	-	-
Balance, September 30, 2024	\$ 25,050	\$ 2,117,247	\$ 180,859	\$ 2,323,156
Accumulated Amortization				
Balance, December 31, 2022	\$ 22,963	\$ 22,092	\$ 7,088	\$ 52,143
Charge	2,087	252,056	17,457	271,600
Balance, December 31, 2023	\$ 25,050	\$ 274,148	\$ 24,545	\$ 323,743
Charge	-	317,588	13,564	331,152
Balance, September 30, 2024	\$ 25,050	\$ 591,736	\$ 38,109	\$ 654,895
Net Book Value				
Balance, December 31, 2023	\$ -	\$ 1,843,099	\$ 156,314	\$ 1,999,413
Balance, September 30, 2024	\$ -	\$ 1,525,511	\$ 142,750	\$ 1,668,261

The Company depreciates its equipment on a straight-line basis over the estimated useful lives of the assets. Management estimated the useful lives of its computer software to be 1 year; equipment to be 5 years and vehicles to be 10 years.

During the three and nine months ended September 30, 2024, \$110,687 and \$331,152 (September 30, 2023 - \$63,232 and \$124,478), respectively, of depreciation has been capitalized to exploration and evaluation properties (Note 4).

WESTERN ALASKA MINERALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

*(Unaudited, Expressed in United States Dollars)***4. EXPLORATION AND EVALUATION PROPERTIES**

Schedule of cumulative exploration and evaluation properties costs:

	Round Top Property	Honker Property	Illinois Creek Property	Paw Print Property ⁽¹⁾	Total
	\$	\$	\$	\$	\$
December 31, 2022	5,208,715	631,081	16,971,723	6,368	22,817,887
Claim maintenance	72,600	19,800	63,864	5,610	161,874
DNR permit fees	150	150	150	-	450
Assays	-	-	224,525	-	224,525
Camp	-	-	557,884	-	557,884
Exploration labour	-	-	1,401,858	11,200	1,413,058
Consultant fees	-	-	365,916	-	365,916
Depreciation of equipment (Note 3)	-	-	271,030	-	271,030
Drilling	-	-	1,298,278	-	1,298,278
Equipment	-	-	143,899	-	143,899
Fuel	-	-	179,793	-	179,793
Fixed wing & fuel	-	-	653,077	-	653,077
Helicopter & fuel	-	-	283,057	-	283,057
Travel	-	-	153,505	-	153,505
Access route engineering	-	-	25,791	-	25,791
Other field expenses	-	-	131,339	-	131,339
December 31, 2023	5,281,465	651,031	22,725,689	23,178	28,681,363
Claim maintenance	-	-	2,207	330	2,537
DNR permit fees	-	-	7,283	-	7,283
Assays	-	-	194,699	-	194,699
Camp	-	-	280,683	-	280,683
Exploration labour	-	-	827,674	-	827,674
Consultant fees	-	-	211,665	-	211,665
Depreciation of equipment (Note 3)	-	-	331,152	-	331,152
Drilling	-	-	913,158	-	913,158
Equipment	-	-	(7,817)	-	(7,817)
Fuel	-	-	135,050	-	135,050
Fixed wing & fuel	-	-	274,914	-	274,914
Helicopter & fuel	-	-	270,344	-	270,344
Travel	-	-	110,765	-	110,765
Access route engineering	-	-	7,497	-	7,497
Other field expenses	-	-	50,081	-	50,081
September 30, 2024	5,281,465	651,031	26,335,044	23,508	32,291,048

(1) Composed of Paw Print and Khotol properties

WESTERN ALASKA MINERALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023***(Unaudited, Expressed in United States Dollars)*

4. EXPLORATION AND EVALUATION PROPERTIES (continued)**Round Top Property, Alaska**

The Round Top Property consists of 92 state mineral claims, owned 100% by WACG, located in the Mount McKinley and Nulato mining districts of Alaska.

Honker Property Alaska

The Honker Property consists of 24 state mineral claims, owned 100% by WACG, located in the Mount McKinley mining district of Alaska.

Illinois Creek Mine Project, Alaska

The Company has had an effective interest in this property since 2018. On March 31, 2021, WACG and one of its shareholders, Joe Piekenbrock, entered into a stock purchase agreement (the "Illinois Creek Agreement"), whereby WACG acquired 100% of the issued and outstanding common shares of an Alaska private company, Piek Incorporated ("Piek"), in exchange for 120 WACG common shares (valued at \$540,000) and \$3,698,000 payable by the issuance of a promissory note. See Note 7.

Piek is the sole owner of 40 state mineral claims, known as the Illinois Creek Project, located in the Mount McKinley mining district of Alaska. Seventy (70) other Piek claims totaling approximately 11,135 acres were converted to a State of Alaska Uplands Mine Lease in July 2024. An additional 86 claims were staked by WACG in 2021 after the acquisition of Piek and 115 new claims were staked by WACG in 2022.

Other Exploration Target Projects, AlaskaPaw Print Property

The Paw Print Property consists of 18 state mineral claims, owned 100% by WACG, located in the Mount McKinley and Nulato mining districts of Alaska.

Khotol Property

The Khotol Property consists of 19 state mineral claims with 3 additional claims staked in 2024, owned 100% by WACG, located in the Mount McKinley and Nulato mining districts of Alaska.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2024	December 31, 2023
Accounts payable	\$ 265,676	\$ 465,820
Accrued liabilities	705,030	466,240
Other payable	31,551	4,872
	\$ 1,002,257	\$ 936,932

WESTERN ALASKA MINERALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS****FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023***(Unaudited, Expressed in United States Dollars)***6. RELATED PARTY TRANSACTIONS**

Key management personnel include the Company's Board of Directors and members of senior management. The Company's related parties include key management personnel, and companies related by way of directors or shareholders in common.

Due to/from Related Parties

As at September 30, 2024, \$746,478 (December 31, 2023 - \$523,757) is included in accounts payable and accrued liabilities and \$2,379,280 (December 31, 2023 - \$2,819,083) in promissory note (Note 7) for amounts owing to related parties.

Amounts owing to related parties and included in accounts payable and accrued liabilities are non-interest bearing and have no specific terms of repayment.

Key Management Personnel Compensation

Key management personnel include the Company's Board of Directors and members of senior management.

Three Months ended – September 30, 2024	Position	Cash Compensation	Share-based Compensation
Christopher (Kit) Marrs*	CEO/Director	\$ 69,808	\$ 9,780
Nathan Brewer	Director	-	7,863
David Smallhouse	Director	-	7,863
Kevin Nishi	Director	-	7,863
Susan Mitchell	Director	9,000	6,811
A company controlled by Alex Tong	Former CFO	-	9,780
A company controlled by Darren Morgans	CFO	26,463	4,698
Joan Marrs*	VP Administration	49,207	9,780
Joe Piekenbrock	Chief Exploration Officer	9,000	9,075
Andy West	VP Exploration	43,366	8,620
		\$ 206,844	\$ 82,133

Three Months ended – September 30, 2023	Position	Cash Compensation	Share-based Compensation
Christopher (Kit) Marrs	CEO/Director	\$ 45,433	\$ 22,569
Nathan Brewer	Director	-	17,481
David Smallhouse	Director	-	17,481
Gregory Anderson	Senior VP/Director	-	22,568
Kevin Nishi	Director	-	17,481
A company controlled by Alex Tong	Former CFO	25,545	22,569
Joan Marrs	VP Administration	32,452	22,569
Joe Piekenbrock	Chief Exploration Officer	42,187	22,569
		\$ 145,617	\$ 165,287

WESTERN ALASKA MINERALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023

*(Unaudited, Expressed in United States Dollars)***6. RELATED PARTY TRANSACTIONS (continued)**

Nine Months ended – September 30, 2024	Position	Cash Compensation	Share-based Compensation
Christopher (Kit) Marrs*	CEO/Director	\$ 190,476	\$ 37,213
Nathan Brewer	Director	-	30,286
David Smallhouse	Director	-	30,286
Kevin Nishi	Director	-	30,286
Susan Mitchell	Director	27,000	28,309
A company controlled by Alex Tong	Former CFO	42,169	36,907
A company controlled by Darren Morgans	CFO	38,239	17,884
Joan Marrs*	VP Administration	135,396	36,907
Joe Piekenbrock	Chief Exploration Officer	40,346	33,023
Andy West	VP Exploration	164,789	43,105
		\$ 638,415	\$ 324,206

Nine Months ended – September 30, 2023	Position	Cash Compensation	Share-based Compensation
Christopher (Kit) Marrs	CEO/Director	\$ 136,298	\$ 123,401
Nathan Brewer	Director	-	95,208
David Smallhouse	Director	-	95,208
Gregory Anderson	Senior VP/Director	-	124,033
Kevin Nishi	Director	-	95,208
A company controlled by Alex Tong	CFO	76,558	122,453
Joan Marrs	VP Administration	97,356	122,453
Joe Piekenbrock	Chief Exploration Officer	126,562	122,137
		\$ 436,774	\$ 900,101

*Cash compensation includes compensation that has not been paid and is accrued.

All transactions with related parties have occurred in the normal course of operations and have been measured at the exchange amount, which is the amount agreed to by the related parties.

The Company has also signed a promissory note with an officer of the Company. See Note 7.

7. PROMISSORY NOTE

On March 31, 2021, and in accordance with the Illinois Creek Agreement, WACG issued a promissory note of \$3,698,000. The promissory note accrued interest at 2.0% per annum.

Under the terms of the promissory note, WACG made payments as follows:

- (i) \$498,000, together with the accrued interest was paid during the year ended December 31, 2021; and
- (ii) \$500,000 was paid during the year ended December 31, 2022.

Effective April 1, 2023, the promissory note was amended by both parties to increase the interest rate to 5.0% per annum from the previous rate of 2.0% per annum.

WESTERN ALASKA MINERALS CORP.**NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 AND 2023**

(Unaudited, Expressed in United States Dollars)

7. PROMISSORY NOTE (continued)

On September 30, 2023 and October 31, 2024, the promissory note was further amended by both parties as follows:

- (i) The Company will commence monthly principal repayments of \$25,000 at the later of March 31, 2024 or at the closing of the Company's next financings;
- (ii) The Company will make additional principal reduction payments equal to 6% of all future equity financings;
- (iii) A principal reduction payment of \$750,000 will be due on June 1, 2026; and
- (iv) A principal reduction payment of the remaining balance and all accrued interest will be due on December 31, 2026.

During the nine months ended September 30, 2024, the Company paid \$533,082 as principal repayment. As at September 30, 2024, the balance of the promissory note was \$2,379,280 (December 31, 2023 - \$2,819,083) with \$212,362 (December 31, 2023 - \$119,083) being accrued interest.

8. SHARE CAPITAL**Authorized Share Capital**

The Company is authorized to issue an unlimited number of common shares without par value.

Common and Proportional Shares

Pursuant to the reverse take-over ("RTO") transaction in 2021, each WACG common share held by a U.S. resident shareholder was exchanged for either (i) a "Merger Unit", comprised of 1,000 WAM subordinate voting shares ("Subordinate Voting Shares") and 90 Proportional Shares ("Proportional Shares"); or (ii) 100 Proportional Shares; and each WACG common share held by a non-U.S. resident shareholder was exchanged for 10,000 Subordinate Voting Shares. The Proportional Shares are, in effect, Subordinate Voting Shares compressed at the ratio of 100:1 which have voting and economic rights on an as-converted basis. The Proportional Shares are convertible to Subordinate Voting Shares at the request of the shareholder and with the consent of the Company.

Issued Share Capital

On February 1, 2023, the Company issued 20,000 Subordinate Voting Shares for gross proceeds of \$9,000 on exercise of stock options. \$3,192 was reclassified from Share Option Reserve to Share Capital.

On May 4, 2023, the Company issued 2,982,049 units in a private placement for CAD\$2.35 per unit for gross proceeds \$5,018,862 (CAD\$7,007,815). Each unit consists of one subordinate voting share and one-half warrant with an exercise price of CAD\$3.15 for a period of 36 months. The fair value of the warrants is \$nil, valued using the residual method. In addition, the Company paid cash commission of \$298,886 (CAD\$405,469) and issued 172,540 broker warrants to the agents. Each broker warrant entitles the holder to purchase one unit of the private placement for a period of 24 months following the closing of the private placement. The fair value of the Broker warrants is \$110,541 (CAD\$149,960) and is allocated to share issuance costs.

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8. SHARE CAPITAL (continued)

Issued Share Capital (continued)

On June 23, 2023, the Company issued 25,000 Subordinate Voting Shares for gross proceeds of \$17,000 on exercise of stock options. \$12,977 was reclassified from Share Option Reserve to Share Capital.

On September 1, 2023, the Company issued 756,382 units in the first tranche of a private placement for CAD\$2.05 per unit, and on September 14, 2023, the Company issued 66,171 units in the final tranche, for total gross proceeds of \$1,201,321 (CAD\$1,686,234). Each unit consists of one subordinate voting share of the Company and one-half warrant with an exercise price of CAD\$3.15 for a period of 36 months. The fair value of the warrants is \$nil, using the residual method.

In addition, the Company paid cash commission of \$1,766 (CAD\$2,399) and issued 1,170 finder warrants to the agents. Each finder warrant entitles the holder to purchase one subordinate voting share of the Company for a period of 36 months following the closing of the private placement. The fair value of finder warrants is \$308 (CAD\$417) and is allocated to share issuance costs.

On November 30, 2023, the Company issued 460,000 Subordinate Voting Shares for gross proceeds of \$267,000 on exercise of stock options. \$50,437 was reclassified from Share Option Reserve to Share Capital.

On April 4, 2024, the Company issued 100,000 Subordinate Voting Shares to option holders who exercised their options in return for gross proceeds of \$65,000. \$6,929 was reclassified from Share Option Reserve to Share Capital.

On April 26, 2024, the Company issued 9,403,352 units in a brokered shelf prospectus offering for CAD\$0.65 per unit for gross proceeds of \$4,466,627 (CAD\$6,112,179). Each unit consists of one Subordinate Voting Share and one warrant with an exercise price of \$0.66 (CAD\$0.90) for a period of 36 months. The fair value of the warrants is \$275,192 (CAD\$376,134), valued using the residual amount method. In addition, the Company paid cash commission \$268,313 (CAD\$366,731) and issued 564,200 agent warrants to the agents. Each agent warrant entitles the holder to purchase one Subordinate Voting Share at \$0.48 (CAD\$0.65) for a period of 36 months from issuance date. The fair value of agent warrants is \$111,554 (CAD\$152,473) and is allocated to share issuance costs. The Company also incurred professional fees of \$7,323 related to this financing.

On May 8, 2024, the Company issued 3,812,981 units in the first tranche of a non-brokered private placement for CAD\$0.65 per unit, and on May 14, 2024, the Company issued 200,000 units in the final tranche, for total gross proceeds of \$1,897,758 (CAD\$2,608,438). Each unit consists of one Subordinate Voting Share and one warrant with an exercise price of \$0.66 (CAD\$0.90) for a period of 36 months. The fair value of the warrants is \$144,675 (CAD\$198,649), valued using the residual method. In addition, the Company paid cash commission \$82,423 (CAD\$113,200) and issued 174,154 finders warrants to the finders. Each finders warrant entitles the holder to purchase one Subordinate Voting Share at \$0.66 (CAD\$0.90) for a period of 36 months from issuance date. The fair value of finders warrants is \$26,938 (CAD\$36,996) and is allocated to share issuance costs. The Company also incurred professional fees of \$152,646 related to this financing.

On May 27, 2024, the Company issued 100,000 Subordinate Voting Shares to warrant holders who exercised their warrants in return for gross proceeds of \$66,002. \$2,927 was reclassified from Warrant Reserve to Share Capital.

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*(Unaudited, Expressed in United States Dollars)***8. SHARE CAPITAL** (continued)**Issued Share Capital** (continued)

On June 17, 2024, the Company issued 190,000 Subordinate Voting Shares to option holders who exercised their options in return for gross proceeds of \$123,500. \$13,132 was reclassified from Share Option Reserve to Share Capital.

On June 17, 2024, the Company issued 13,181 Subordinate Voting Shares to warrant holders who exercised their warrants in return for gross proceeds of \$6,234. \$2,039 was reclassified from Warrant Reserve to Share Capital.

On July 16, 2024, the Company issued 50,000 Subordinate Voting Shares to warrant holders who exercised their warrants in return for gross proceeds of \$32,881. \$1,462 was reclassified from Warrant Reserve to Share Capital.

Stock Options

The Company has a stock option plan under which the Board of Directors may grant options to acquire Subordinate Voting Shares of the Company to qualified directors, officers, employees, and other service providers. The stock option vests according to the provisions of the individual option agreements approved by the directors' resolutions and have a maximum of 10 years until expiry. The plan allows for the issuance of up to 10% of the number of issued and outstanding Subordinate Voting Shares of the Company at any time on a non-diluted basis, but assuming full decompression of the issued and outstanding Proportional Shares to the then equivalent number of Subordinate Voting Shares that would otherwise be outstanding.

The changes in stock options are summarized as follows:

		Weighted Average Exercise Price*	Number of Shares Issued or Issuable on Exercise*
Balance at December 31, 2022	\$	0.73*	3,057,500
Granted		2.33	1,265,000
Exercised		0.58	(505,000)
Balance at December 31, 2023		1.28	3,817,500
Granted		0.44	1,450,000
Exercised		0.65	(290,000)
Expired		0.65	(20,000)
Forfeited		1.36	(155,000)
Balance at September 30, 2024		1.07	4,802,500

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8. SHARE CAPITAL (continued)**Stock Options (continued)**

On January 20, 2023, the Company granted 1,165,000 options to directors and officers of the Company. These options may be exercised within 5 years from the date of the grant at a price of \$2.36 (CAD\$3.16) per Subordinate Voting Share and are vested 1/3 every year starting from January 20, 2023, onwards.

On April 6, 2023, the Company granted 100,000 options to an employee of the Company. These options may be exercised within 5 years from the date of the grant at a price of \$2.00 (CAD\$2.70) per Subordinate Voting Share and are vested 1/3 every year starting from April 6, 2023, onwards.

On March 1, 2024, the Company granted 1,000,000 options to directors, officers, employees and consultants of the Company. These options may be exercised within 5 years from the date of grant at a price of \$0.36 (CAD\$0.49) per Subordinate Voting Share and are vested 1/3 every year starting from March 1, 2024, onwards.

On June 14, 2024, the Company granted 450,000 options to directors, officers and consultants of the Company. These options may be exercised within 5 years from the date of grant at a price of \$0.62 (CAD\$0.85) per Subordinate Voting Share. For options granted to directors and officers, the options are vested 1/3 every year starting from June 14, 2024, onwards. For options granted to consultants, the options are vested 1/4 every three months starting from September 12, 2024, onwards.

The following assumptions were used for the Black-Scholes pricing model calculations:

	January 20, 2023	April 6, 2023	March 1, 2024	June 14, 2024
Risk-free interest rate	2.88%	2.98%	3.50%	3.51%
Expected stock price volatility	101.34%	100.86%	72.61%	67.89%
Expected option life in years	5 years	5 years	5 years	5 years
Dividend rate	Nil	Nil	Nil	Nil

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*(Unaudited, Expressed in United States Dollars)***8. SHARE CAPITAL (continued)****Stock Options (continued)**

Stock options outstanding and exercisable on September 30, 2024, are summarized as follows:

Exercise Price (USD)	Outstanding		Exercisable	
	Number of Subordinate Voting Shares Issuable on Exercise	Weighted Average Remaining Life (Years)	Number of Subordinate Voting Shares Issuable on Exercise	Weighted Average Remaining Life (Years)
\$ 0.45	490,000	1.42	490,000	1.42
\$ 0.45	650,000	1.71	650,000	1.71
\$ 0.68	487,500	2.12	487,500	2.12
\$ 0.76	25,000	2.33	25,000	2.33
\$ 1.29	275,000	2.64	275,000	2.64
\$ 2.05	200,000	3.11	121,666	3.11
\$ 2.36	1,125,000	3.31	728,900	3.31
\$ 2.00	100,000	3.52	66,000	3.52
\$ 0.36	1,000,000	4.42	330,000	4.42
\$ 0.62	450,000	4.71	66,667	4.71
	4,802,500	3.09	3,240,733	2.60

Warrants

The following table summarizes information about warrants outstanding as at September 30, 2024:

	Date Issued	Expiry Date	Exercise Price (USD)	Number of Warrants Outstanding
Outstanding at December 31, 2022				-
Broker warrants	May 4, 2023	May 4, 2025	1.73	172,540
Private placement warrants	May 4, 2023	May 4, 2026	2.32	1,491,024
Private placement warrants	September 1, 2023	September 1, 2026	2.32	378,191
Finders warrants	September 1, 2023	September 1, 2025	2.32	1,170
Private placement warrants	September 14, 2023	September 14, 2026	2.33	33,086
Outstanding at December 31, 2023			2.27	2,076,011
Prospectus offering warrants	April 26, 2024	April 26, 2027	0.66	9,403,352
Agent warrants	April 26, 2024	April 26, 2027	0.48	564,200
Exercised	April 26, 2024	April 26, 2027	0.66	(150,000)
Private placement warrants	May 8, 2024	May 8, 2027	0.66	3,812,981
Finders warrants	May 8, 2024	May 8, 2027	0.66	174,154
Exercised	May 8, 2024	May 8, 2027	0.48	(13,181)
Private placement warrants	May 14, 2024	May 14, 2027	0.66	200,000
Outstanding at September 30, 2024			0.86*	16,067,517

*The weighted average exercise price and weighted average life was USD\$0.86 and 2.48 years, respectively.

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The Company's private placement warrants and finders warrants are warrants that when exercised by the holder, the Company will issue one Subordinate Voting Share for each warrant exercise. For the broker warrants, the holder receives one Subordinate Voting Share and one private placement warrant for each broker warrant exercise.

Restricted Share Units

On March 1, 2024, the Company issued 88,538 restricted share units ("RSU") to two employees with a vesting date being one year from the grant date. Each RSU entitles the holder to be issued one Subordinate Voting Share of the Company on vesting. These RSUs are valued at the date of grant at \$43,384, of which, \$8,062 and \$18,665 have been recorded as a share-based payment during the three and nine months ended September 30, 2024, respectively.

9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT**Financial Assets and Liabilities**

Information regarding the Company's financial assets and liabilities as at September 30, 2024 and December 31, 2023 are summarized as follows:

	September 30, 2024		December 31, 2023	
Financial Assets				
At amortized cost				
Cash	\$	1,937,283	\$	1,191,561
	\$	1,937,283	\$	1,191,561
Financial Liabilities				
At amortized cost				
Accounts payable and accrued liabilities	\$	1,002,257	\$	936,932
Promissory note		2,379,280		2,819,083
	\$	3,381,537	\$	3,756,015

Financial Instrument Risk Exposure

The fair value of financial assets and financial liabilities at amortized cost is determined in accordance with generally accepted pricing models based on discounted cash flow analysis or using prices from observable current market transactions. The Company considers that the carrying amount of all its financial assets and financial liabilities recognized at amortized cost in the financial statements approximates their fair value due to the demand nature or short-term maturity of these instruments.

The following provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to 3 based on the degree to which the inputs used to determine the fair value are observable.

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9. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities that the entry can access at the measurement date.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 fair value measurements are those derived from inputs that are unobservable inputs for the asset or liability.

Financial Instrument Risk Exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Currency Risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's exposure to currency risk is limited as the majority of its expenditures are denominated in the same currency as its functional currency.

Commodity Price Risk

Commodity price risk is the risk that the fair value or expected future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above. As the Company has not yet developed commercial mineral interests, it is not exposed to commodity price risk at this time. However, the Company is exposed to commodity price risk as it impacts the Company's access to capital and funding.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of cash and term deposits is limited because of their short-term investment nature. A variable rate of interest is earned on cash and term deposits, changes in market interest rates at the year-end would not have a material impact on the Company's financial statements.

The Company's promissory note pays interest at a fixed rate of 5% per annum, see Note 7.

Market Risk

Market risk consists of currency risk, commodity price risk and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits while maximizing returns.

Environmental Risk

The Company is engaged in resource exploration and development and is accordingly exposed to environmental risks associated with such activity. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements; however, there is no certainty that all environmental exposure has been addressed.

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10. CAPITAL MANAGEMENT

The Company's primary objectives in capital management are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and to maintain sufficient funds for the development and exploration of its mineral properties. Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility, making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. To maintain or adjust its capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash.

11. SUBSEQUENT EVENT

On October 17, 2024, the Company granted three of its directors annual compensation of \$18,000 per director for fiscal 2024. These directors have elected their directors' compensation to be in the form of RSUs. The Company granted a total of 114,588 RSUs to these directors with a vesting date that is one year from the grant date.