Financial Statements of

PROBITY MINING 2023
SHORT DURATION FLOW-THROUGH
LIMITED PARTNERSHIP

Period ended June 30, 2024

(Unaudited)

Probity Mining 2023 Short Duration Flow-Through Limited Partnership

Statement of Financial Position

As at June 30, 2024 (Unaudited) and December 31, 2023 (Audited)

Assets		**Jun 30, 2024**		**Dec 31, 2023**
Current assets:				
Cash	$	145,981	$	694,634
Tax refund receivable		17,662		13,658
Investments		2,697,008		3,643,879
		2,860,651		4,352,171
Liabilities				
Current liabilities:				
Accounts payable and accrued liabilities		58,984		64,238
		58,984		64,238
Class net assets attributable to Partners	**$**	**2,801,667**	**$**	**4,287,933**
Net assets attributable to Partners:				
Class A – National	$	1,510,251	$	2,236,198
Class A – British Columbia		147,361		192,615
Class A – Quebec		407,343		767,557
Class F – National		651,606		962,830
Class F – British Columbia		54,250		70,862
Class F – Quebec		30,836		57,851
Class P		10		10
General Partner		10		10
	$	**2,801,667**	**$**	**4,287,933**
Partnership units outstanding (note 4):				
Class A – National		342,185		342,185
Class A – British Columbia		20,900		20,900
Class A – Quebec		162,080		162,080
Class F – National		140,850		140,850
Class F – British Columbia		7,500		7,500
Class F – Quebec		11,600		11,600
Class P		1		1
General Partner		1		1
Net assets per unit attributable to Limited Partners (note 9):				
Class A – National Class	$	4.41	$	6.54
Class A – British Columbia		7.05		9.22
Class A – Quebec		2.51		4.74
Class F – National Class		4.63		6.84
Class F – British Columbia		7.23		9.45
Class F – Quebec		2.66		4.99
Class P		10.00		10.00
General Partner		10.00		10.00

See accompanying notes to financial statements.

Approved on behalf of the Board of Directors of the General Partner:

/s/ "Peter Christiansen" Director
Peter Christiansen

/s/ "Brent Larkan" Director
Brent Larkan

Probity Mining 2023 Short Duration Flow-Through Limited Partnership

Statement of Comprehensive Income

For the six months ended June 30, 2024 (Unaudited) and for the period from commencement of operations on February 14, 2023 to June 30, 2023 (Unaudited)

		June 30, 2024		June 30, 2023
Income:				
Realized loss on investments	$	(199,135)	$	-
Unrealized depreciation of investments		(478,896)		(243,966)
Dividend Income - Domestic		6,696		-
Interest Income		4,231		-
Tax refund		4,004		-
		(663,099)		(243,966)
Expenses: **(note 3)**				
Administrative fees		75,019		47,942
Other fees		30,725		13
Tax and compliance professional fees		6,454		125
Custodian fees		5,928		6,780
Audit fees		4,990		227
Commissions and Fees		3,010		-
Legal Fees		2,286		60,525
Transfer agent fees		1,160		12,225
Bank charges		773		776
Filing fees		186		-
Fund Manager fees		-		24,150
Accounting		-		497
Issue costs		-		730,196
		130,533		883,456
Decrease in net assets attributable to partners from operations	**$**	**(793,632)**	**$**	**(1,127,422)**
Decrease in net assets attributable to partners from operations per Class (note 8):				
Class A – National	$	(383,762)	$	(584,754)
Class A – British Columbia		(24,354)		(43,741)
Class A – Quebec		(198,134)		(280,179)
Class F – National		(163,696)		(189,220)
Class F – British Columbia		(8,918)		(14,235)
Class F – Quebec		(14,768)		(15,293)
	$	**(793,632)**	**$**	**(1,127,422)**
Decrease in net assets attributable to partners from operations per unit (note 8):				
Class A – National	$	(1.12)	$	(1.71)
Class A – British Columbia		(1.17)		(2.09)
Class A – Quebec		(1.22)		(1.73)
Class F – National		(1.16)		(1.34)
Class F – British Columbia		(1.19)		(1.90)
Class F – Quebec		(1.27)		(1.32)

See accompanying notes to financial statements.

Probity Mining 2023 Short Duration Flow-Through Limited Partnership

Statements of Changes in Net Assets Attributable to Partners

For the six months ended June 30, 2024 (Unaudited)

June 30, 2024	Net assets attributable to partners, beginning of period	Distributions	Decrease in net assets attributable to partners, from operations	Net assets attributable to partners, end of period
Class A – National	$ 2,236,198	$ (342,185)	$ (383,762)	$ 1,510,251
Class A – British Columbia	192,615	(20,900)	(24,354)	147,361
Class A – Quebec	767,557	(162,080)	(198,134)	407,343
Class F – National	962,830	(147,528)	(163,696)	651,606
Class F – British Columbia	70,862	(7,694)	(8,918)	54,250
Class F – Quebec	57,851	(12,247)	(14,768)	30,836
Class P	10	-	-	10
General Partner	10	-	-	10
	$ 4,287,933	**$ (692,634)**	**$ (793,632)**	**$ 2,801,667**

For the period from commencement of operations on February 14, 2023 to June 30, 2023 (Unaudited)

June 30, 2023	Net assets attributable to partners, beginning of period	Proceeds from issuance	Decrease in net assets attributable to partners, from operations	Net assets attributable to partners, end of period
Class A – National	$ -	$ 3,421,850	$ (584,754)	$ 2,837,096
Class A – British Columbia	-	209,000	(43,741)	165,259
Class A – Quebec	-	1,620,800	(280,179)	1,340,621
Class F – National	-	1,408,500	(189,220)	1,219,280
Class F – British Columbia	-	75,000	(14,235)	60,765
Class F – Quebec	-	116,000	(15,293)	100,707
Class P	-	10	-	10
General Partner	-	10	-	10
	$ -	**$ 6,851,170**	**$ (1,127,422)**	**$ 5,723,748**

See accompanying notes to financial statements.

Probity Mining 2023 Short Duration Flow-Through Limited Partnership

Statements of Cash Flows

For the six months ended June 30, 2024 (Unaudited) and for the period from commencement of operations on February 14, 2023 to June 30, 2023 (Unaudited)

		June 30, 2024		June 30, 2023
Cash provided by (used in):				
Operating Activities				
Decrease in net assets attributable to partners from operations	$	(793,632)	$	(1,127,422)
Items not involving cash:				
Realized loss on investments		199,135		-
Unrealized depreciation of investments		478,896		243,966
Change in non-cash balances		-		-
Accounts payable and accrued liabilities		(5,254)		56,756
Stock Dividends		(6,576)		
Tax receivable		(4,004)		-
		(131,435)		(826,700)
Investing Activities				
Purchase of investments		-		(4,407,301)
Proceeds from selling of investments		275,416		-
		275,416		(4,407,301)
Financing Activities				
Proceeds from issuance of units		-		6,851,170
Distributions Paid		(692,634)		-
		(692,634)		6,851,170
Increase in cash during the period		(548,653)		1,617,169
Cash, beginning of period		694,634		-
Cash, end of period	**$**	**145,981**	**$**	**1,617,169**

See accompanying notes to financial statements.

Probity Mining 2023 Short Duration Flow-Through Limited Partnership

Schedule of Investment Portfolio

As at June 30, 2024 (Unaudited)

	Number of shares	Average cost $	Fair value $	Net assets %
Canadian equities mining:				
Alamos Gold Inc.(QC FT)	3,482	133,971	74,724	2.67
Blackbird Critical Metals Corp.(QC FT)	218,478	201,000	9,832	0.35
Canada Carbon Inc. (QC FT)	2,446,667	146,800	85,633	3.06
Coniagas Battery Metals Inc.(QC)	24,356	6,576	3,653	0.13
Equity Metals Corp. (BC FT)	1,538,462	200,000	269,231	9.61
Etruscus Resources Corp. (NC FT)	449,111	80,840	58,384	2.08
Eureka Lithium. (QC FT)	20,615	133,998	12,369	0.44
Fathom Nickel Inc. (NC FT)	2,060,000	319,300	103,000	3.68
Forum Energy Metals Corp. (NC FT)	1,450,000	174,000	181,250	6.47
Independence Gold Corp. (BC FT)	1,500,000	180,000	330,000	11.78
Kuya Silver Corp. (NC FT)	381,819	168,000	139,364	4.97
Murchison Minerals Ltd. (QC FT)	2,985,715	209,000	74,643	2.66
Nine Mile Metals (NC FT)	1,256,667	188,500	75,400	2.69
Nord Precious Metals Mining Inc. (QC FT)	1,256,250	100,500	43,969	1.57
P2Gold Inc. (BC FT)	523,437	167,500	44,492	1.59
Propector Metals Corp. (NC FT)	238,159	150,040	33,342	1.19
Puma Exploration Inc. (NC FT)	1,500,000	277,500	127,500	4.55
Rockridge Resources Ltd. (NC FT)	3,000,000	150,000	45,000	1.61
Rokmaster Resources Corp. (BC FT)	1,518,182	167,000	37,955	1.35
TDG Gold Corp. (BC FT)	632,143	221,250	66,375	2.37
Tower Resources Ltd. (BC FT)	2,812,500	450,000	337,500	12.05
Traction Uranium Corp. (NC FT)	163,234	73,455	11,426	0.41
Total equities		**$ 3,899,230**	**$ 2,165,042**	**77.28**

Probity Mining 2023 Short Duration Flow-Through Limited Partnership

Schedule of Investment Portfolio (continued)

As at June 30, 2024 (Unaudited)

	Number of warrants	Average cost $	Fair value $	Net assets %
Canadian warrants mining:				
Alamos Gold Inc.(QC)				
(expiry 5 June, 2025; strike price $39.38)	2,599	-	282	0.01
Canada Carbon Inc. (QC)				
(expiry 28 April, 2028; strike price $0.10)	4,166,667	-	101,209	3.61
Coniagas Battery Metals Inc.(QC)				
(expiry 26 February, 2026; strike price $0.40)	12,178	-	701	0.03
Equity Metals Corp. (BC)				
(expiry 16 August, 2026; strike price $0.20)	769,231	-	84,687	3.02
Etruscus Resources Corp. (NC)				
(expiry 12 June, 2025; strike price $0.27)	555,555	-	57,321	2.05
Eureka Lithium Corp. (QC)				
(expiry 31 May, 2025; strike price $8.50)	15,384	-	4,217	0.15
Fathom Nickel Inc. (NC)				
(expiry 30 May, 2025; strike price $0.23)	1,130,000	-	8,526	0.30
Forum Energy Metals Corp. (NC)				
(expiry 27 April, 2025; strike price $0.16)	2,500,000	-	70,819	2.53
Kuya Silver Corp. (NC)				
(expiry 20 January, 2025; strike price $0.60)	340,909	-	9,923	0.35
Monarch Mining Corp (NC)				
(expiry 10 March, 2025; strike price $0.15)	1,785,715	-	-	0.00
Monarch Mining Corp (QC)				
(expiry 10 March, 2025; strike price $0.15)	1,666,667	-	-	0.00
Murchison Minerals Ltd. (QC)				
(expiry 26 July, 2025; strike price $0.10)	2,142,858	-	9,647	0.34
Nine Mile Metals Ltd. (NC)				
(expiry 31 May, 2025; strike price $0.23)	1,666,667	-	20,624	0.74
Nord Precious Metals Mining Inc. (QC)				
(expiry 14 April, 2026; strike price $0.04)	1,875,000	-	25,013	0.89
P2 Gold Inc. (BC)				
(expiry 4 May, 2025; strike price $0.40)	781,250	-	9,665	0.34
Prospector Metals Corp. (NC)				
(expiry 27 March, 2025; strike price $0.90)	198,413	-	6,200	0.22
Puma Exploration Inc. (NC)				
(expiry 11 May, 2025; strike price $0.22)	1,100,000	-	3,850	0.14
Rockridge Resources Ltd. (NC)				
(expiry 12 April, 2026; strike price $0.07)	3,000,000	-	28,768	1.03
Rokmaster Resources Corp. (BC)				
(expiry 5 April, 2025; strike price $0.13)	1,818,182	-	12,579	0.45
Tower Resources Ltd. (BC)				
(expiry 6 July, 2025; strike price $0.32)	2,812,500	-	77,771	2.78
Traction Uranium Corp. (NC)				
(expiry 9 May, 2025; strike price $0.55)	166,667	-	162	0.01
Total warrants		**-**	**$ 531,966**	**18.99**

Probity Mining 2023 Short Duration Flow-Through Limited Partnership

Schedule of Investment Portfolio (continued)

As at June 30, 2024 (Unaudited)

	Number of warrants	Average cost $	Fair value $	Net assets %
Total portfolio of investments			2,697,008	96.26
Cash			145,981	5.21
Other net liabilities			(41,321)	(1.47)
Net assets attributable to Partners (100%)			**$ 2,801,667**	**100.00**

See accompanying notes to financial statements.

1. Formation and purpose of the Partnership:

Probity Mining 2023 Short Duration Flow-Through Limited Partnership (the "Partnership") was formed on November 8, 2022 as a limited partnership under the laws of the Province of British Columbia, Canada and commenced operations on February 14, 2023. The address of the Partnership's registered office is Suite 530, 355 Burrard Street, Vancouver, British Columbia V6C 2G8. The general partner of the Partnership is Probity 2023 Management Corp. (the "General Partner") whose ultimate parent is Probity Capital Corporation. The Partnership consists of seven classes of limited partnership units, National Class ("NC") A and F; British Columbia ("BC") Class A and F; Quebec Class ("QC") A and F; and Class P (collectively, the "Units"). The Units are identical to each other, except for the fees applicable to each class. The principal purpose of the Partnership is to provide Limited Partners with a tax-assisted investment in a portfolio of flow-through shares of resource issuers engaged in mining sector for capital appreciation and profits. Management's intention is that an investment in the Partnership will provide all classes of A and F Limited Partners exposure to a portfolio (the "Portfolio") comprising primarily shares of resource issuers that qualify as "flow-through shares" for the purposes of the Income Tax Act (Canada) (the "ITA") pursuant to which the resource issuer agrees to incur and renounce to the Partnership "Canadian exploration expense" (as defined in the ITA) ("CEE").

The General Partner delegates certain investment advisory responsibilities to Qwest Investment Fund Management Ltd. (the "Manager").

Under the limited partnership agreement (the "Partnership Agreement") between the General Partner and each of the Limited Partners (together, the "Partners"), dated November 8, 2022, for each Portfolio, ordinary income is allocated among the Partners on the following basis:

(i) firstly, pro rata to the Partners holding units of that Class the amount (if any) by which:

  (a) the aggregate Ordinary Losses in respect of the Class Portfolio allocated to the particular Partners in prior Fiscal Years; exceeds

  (b) the aggregate Ordinary Income in respect of the Class Portfolio allocated to the particular Partners in prior Fiscal Years;

(ii) secondly, to the General Partner 0.01% of the remaining unallocated Ordinary Income in respect of the Class Portfolio;

(iii) thirdly, pro rata to the particular Partners the lesser of:

  (a) the remaining unallocated Ordinary Income in respect of the Class Portfolio; and

  (b) the amount (if any) by which:

1. Formation and purpose of the Partnership (continued):

(iii) thirdly, pro rata to the particular Partners the lesser of (continued):

(A) the aggregate Subscription Price paid for the Class to which the Class Portfolio relates; exceeds

(B) the total of:

- the Ordinary Income in respect of the Class Portfolio allocated to the particular Partners in the Fiscal Year; and
- the aggregate Ordinary Income in respect of the Class Portfolio allocated to the particular Partners in prior Fiscal Years;

(iv) fourthly, the balance of the unallocated Ordinary Income in respect of the Class Portfolio shall be allocated as follows:

(a) 30% to the holders of the Class P Units pro rata; and

(b) 70% to the particular Partners pro rata.

These financial statements were authorized for issue by the Board of Directors of the General Partner on August 23, 2024.

2. Material accounting policy information:

The following is a summary of material accounting policy information used by the Partnership:

(a) Basis of preparation and statement of compliance:

These financial statements have been prepared in compliance with IFRS Accounting Standards.

(b) Basis of measurement:

These financial statements have been prepared on a historical cost basis except for investments which are measured at fair value.

(c) Functional currency and presentation currency:

The statement of financial position is presented in Canadian dollars, which is the Partnership's functional and presentation currency.

2. Material accounting policy information (continued):

(d) Financial instruments:

(i) Recognition and measurement:

Financial instruments are required to be classified into one of the following categories: amortized cost, fair value through other comprehensive income (“FVOCI”) or fair value through profit or loss (“FVTPL”). All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument. Transaction costs are included in the initial carrying amount of financial instruments except for financial instruments classified as FVTPL in which case transaction costs are expensed as incurred.

Financial assets and financial liabilities are recognized initially on the trade date, which is the date on which the Partnership becomes a party to the contractual provisions of the instrument. The Partnership derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position only when the Partnership has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

A financial asset is measured at amortized cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition the Partnership may irrevocably elect to measure financial assets that otherwise meet the requirements to be measured at amortized cost or at FVOCI as at FVTPL when doing so eliminates or significantly reduces a measurement or recognition inconsistency.

2. Material accounting policy information (continued):

(d) Financial instruments (continued):

(ii) Fair value through profit and loss:

Financial assets are not reclassified subsequent to their initial recognition, unless the Partnership changes its business model for managing financial assets, in which cases all affected financial assets are reclassified on the first day of the first reporting period following the change in business model.

The Partnership has not classified any of its financial assets as FVOCI.

A financial liability is generally measured at amortized cost, with exceptions that may allow for classification as FVTPL. These exceptions include financial liabilities that are mandatorily measured at fair value through profit or loss, such as derivatives liabilities. The Partnership may also, at initial recognition, irrevocably designate a financial liability as measured at FVTPL when doing so results in more relevant information.

The Partnership classifies investments as FVTPL. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Partnership uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Partnership's policy is to recognize transfers into and out of the fair value hierarchy levels as of the beginning of the period of the transfer.

The fair value of financial assets and liabilities that are not traded in an active market, including non-publicly traded derivative instruments, is determined using valuation techniques. Valuation techniques also include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and others commonly used by market participants and which make the maximum use of observable inputs. Should the value of the financial asset or liability, in the opinion of the Manager, be inaccurate, unreliable or not readily available, the fair value is estimated on the basis of the most recently reported information of a similar financial asset or liability.

2. Material accounting policy information (continued):

(d) Financial instruments (continued):

(iii) Amortized cost:

Financial assets and liabilities classified as amortized cost are recognized initially at fair value plus any directly attributable transaction costs. Subsequent measurement is at amortized cost using the effective interest method, less any impairment losses.

The Partnership classifies cash, accounts payable and accrued liabilities as amortized cost.

The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

The Partnership recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Regular way purchases and sales of financial assets are recognized on the trade date.

(e) Income recognition:

Realized gains and losses on disposal of financial assets at fair value through profit or loss and unrealized gains and losses in the value of financial assets at fair value through profit or loss are reflected in the statement of comprehensive income and calculated on an average cost basis. Upon disposal of an investment, previously recognized unrealized gains and losses are reversed, so as to recognize the full realized gain or loss in the period of disposition. Interest is recorded on an accrual basis. All costs directly attributable to operating activities are expenses as incurred.

(f) Allocation of income and expenses and realized and unrealized capital gains and losses:

Income and expenses incurred in connection with the Partnership's operations and realized and unrealized gains or losses that are not directly attributable to a particular class of units are allocated between Class A - National Class, Class A - British Columbia, Class A – Quebec, Class F - National Class, Class F - British Columbia, Class F – Quebec units in accordance with the Partnership Agreement dated November 8, 2022 and as outlined in note 1.

(g) Net assets attributable to partners:

The Partnership Agreement between the General Partner and each of the Limited Partners dated November 8, 2022 imposes a contractual obligation for the Partnership to deliver a pro rata share of its net assets to the partners on termination of the Partnership. Based on the terms of the Partnership Agreement, the General Partner and Limited Partners are both considered to have an interest in the residual net assets of the Partnership; however, they are not considered to have identical contractual obligations. Consequently, the net assets attributable to Limited Partners and General Partner are classified as liabilities in the financial statements.

2. Material accounting policy information (continued):

(g) Net assets attributable to partners (continued):

The Partnership's obligation for net assets attributable to partners is presented at the redemption amount, which is the residual amount of assets of the Partnership after deducting all of its liabilities.

(h) Increase in net assets attributable to partners from operations per Partnership unit:

Increase in net assets attributable to limited partners from operations per Partnership unit is determined by dividing the net increase in net assets attributable to limited partners from operations by the weighted average number of limited partnership units outstanding during the reporting period.

(i) Accounting estimates and judgments:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses during the reporting period. Actual results could differ from those reported and the differences could be material. The following paragraphs discuss the most significant accounting estimates and judgments that the Partnership has made in preparing its financial statements:

(i) Fair value measurement of securities not quoted in an active market:

The fair value of warrants is determined using a valuation model such as the Black-Scholes model. Key estimates underlying this model include implied volatility and time value factors. The fair value determined may not equal the eventual settlement amount.

(ii) Classification and measurement of investments and application of the fair value option:

In classifying and measuring financial instruments held by the Partnership, the Investment Manager is required to make significant judgments about whether or not the business of the Partnership is to manage its portfolio of investments and evaluate performance on a fair value basis and that the portfolio of investments is neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets. The most significant judgments made include assessing and determining the appropriate business model that enables the decision that the Partnership's investments are classified as FVTPL.

3. Expenses of the Partnership:

(a) Issue costs:

Issue costs are expenses of the offering of the Units of the Partnership which include the costs of creating and organizing the Partnership. Issue costs include certain costs as outlined in the offering memorandum such as agents' fee, legal, audit, regulatory filing and printing. Issue costs are presented gross in the Statement of Comprehensive Income. Issue costs for the six months ended June 30, 2024 were $nil and for the period from February 14, 2023 to June 30, 2023 were $730,196.

(b) Operating expenses:

The Partnership pays all of the expenses of the operations and carrying on of its business, including legal and audit fees, interest, administrative costs relating to the cost of financial and other reports, and compliance with all applicable laws, regulations and policies. The General Partner is reimbursed for all reasonable out-of-pocket costs and expenses that are incurred by the General Partner on behalf of the Partnership in the ordinary course of business or other costs and expenses incidental to acting as general partner so long as the General Partner is not in default of its obligations.

4. Partners' interest:

The interest of the Limited Partners in the Partnership is divided into an unlimited number of Units. The Partnership is authorized to issue a maximum of 5,000,000 Units.

All the limited partnership Units have equal rights and privileges, including equal participation in any distribution made by each respective class and the right to one vote at any meeting of the Limited Partners.

Issued and outstanding:

The Partnership issued 685,117 Partnership Units (342,185 units of Class A - National Class, 20,900 units of Class A - British Columbia, 162,080 units of Class A – Quebec, 140,850 units of Class F - National Class, 7,500 units of Class F - British Columbia, 11,600 units of Class F – Quebec, 1 unit of Class P and 1 unit of General Partner) at a subscription price of $10 per Unit for a total of $6,851,170. All Units issued were outstanding as at June 30, 2024.

Pursuant to the Partnership Agreement, the General Partner contributed $10 to the capital of the Partnership.

5. Fair value measurement:

The following table illustrates the classification of the Partnership's investments within the fair value hierarchy as at June 30, 2024. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data.

There were no financial instruments that were transferred between levels of the fair value hierarchy during the period ended June 30, 2024.

	Level 1	Level 2	Level 3	Total
Assets:				
Equities	$2,165,042	-	-	$2,165,042
Warrants	-	$ 531,966	-	$531,966
	$2,165,042	$ 531,966	-	$2,697,008

All fair value measurements above are recurring. The carrying values of other financial instruments approximate their fair values due to their short-term nature.

The Manager is responsible for performing the fair value measurements included in the financial statements of the Partnership, including Level 3 measurements. The Manager has engaged SGGG Fund Services Inc. (“SGGG”) to value the net assets of the Partnership on a weekly basis including pricing of Level 1 and Level 2 investments. SGGG obtains pricing from a third-party pricing vendor. The Partnership's overall market positions are monitored on a weekly basis by the Manager. The Manager ensures the accuracy of the NAV calculation, prepared by SGGG, by reviewing the NAV on a weekly basis.

The Partnership’s equity positions are classified as Level 1 when the security is actively traded and reliable prices are observable. Certain equities do not trade frequently or have resale restrictions and therefore observable prices may not be available. In such cases, fair value is determined using an observable market date (e.g., transactions for similar securities of the same issuer) and the fair value is classified as Level 2, unless the determination of fair value requires significant unobservable data, in which case the measurement is classified as Level 3.

Certain equity investments held at June 30, 2024 were subject to a hold period and could not be freely traded at the valuation date. The valuation is based on trade activity of identical securities of the same issuer and have been classified as Level 2 in the fair value hierarchy as a result of the trade restriction specific to the units held by the Partnership.

As at June 30, 2024, the level 2 warrants of $ 531,966 have been valued using the Black-Scholes valuation method.

6. Financial instruments risk management:

The Partnership's activities expose it to a variety of financial instrument risks including market risk (price risk, interest rate risk and currency risk), credit risk, concentration risk and liquidity risk.

The Partnership's overall risk management strategy focuses on the unpredictability of performance of early-stage public resource investments and seeks to minimize potential adverse effects on the Partnership's financial performance.

(a) Market risk:

Price risk:

The Partnership's investments are exposed to market price risk due to changing market conditions for equities as well as specific industry changes in the mining sector, such as changes in commodity prices and the level of market demand as well as any changes to the tax environment in which the investee entities operate. All investments in equity securities have an inherent risk of loss of capital.

The maximum risk resulting from investments is determined by the fair value of the financial instruments. The Manager seeks to manage market risks by careful selection of securities prior to making an investment in an early-stage company and by regular ongoing monitoring of the investment performance of the individual investee companies. The Manager also sets thresholds on individual investments to mitigate the risk of exposure to any one investment. The Partnership's overall market positions are monitored on a monthly basis by the Partnership's Manager.

The Partnership's overall exposure is managed by investment restrictions which include a requirement for investments to be invested in resource issuers that are listed on a stock exchange.

As at June 30, 2024, the Partnership's market risk is impacted directly by changes in equity prices and indirectly by changes in minerals and other commodity prices. The immediate impact on equities of a 10% increase or decrease in the fair value of investments would be approximately $216,504.

Interest rate risk

The monetary financial assets and liabilities of the Partnership are non-interest bearing. Consequently, the Partnership has no significant direct exposure to interest rate risk.

Currency risk

The monetary financial assets and liabilities of the Partnership are all denominated in Canadian dollars. Consequently, the Partnership has no significant direct exposure to currency risk.

6. Financial instruments risk management (continued):

(b) Credit risk:

The Partnership has exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due.

Credit risk associated with cash is minimized by ensuring that these balances are held by high-quality financial institutions.

The Partnership is exposed to counterparty risk from the potential failure of the issuer of the warrants to settle its exercised warrants. The maximum risk of loss from counterparty risk to the Partnership is the fair value of the contracts. The Partnership considers the effects of counterparty risk when determining the fair value of its investments in warrants.

When the Partnership trades in listed or unlisted securities which are settled upon delivery, the risk of default is considered minimal since delivery of securities is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The Partnership only transacts with reputable brokers with a high credit rating.

The Manager monitors the Partnership’s credit position regularly, and the board of directors of the General Partner reviews it on a periodic basis.

(c) Concentration risk:

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. The Partnership’s investments are entirely in Canadian companies involved in the mining sector, and as a result, the Partnership is exposed to a concentration of risk related to these holdings.

(d) Liquidity risk:

The Partnership is a closed-end partnership and therefore it does not have exposure to early redemptions of Partnership units. There is no market for units of the Partnership and it is unlikely that any public market will develop through which units may be sold. The Partnership's Level 1 investments are subject to four-month resale restrictions from the date of purchase. The Partnership holds sufficient cash to cover operating expenses and issue costs due in this period. The General Partner intends to implement a liquidity alternative. It is anticipated that this will be the sale of the Partnership’s assets for cash whereupon the proceeds shall be distributed to Limited Partners, pro rata, up to and upon the dissolution of the Partnership.

6. Financial instruments risk management (continued):

(d) Liquidity risk (continued):

At June 30, 2024, all of the Partnership's financial liabilities were due within 30 days of the statement of financial position date, with the exception of net assets attributable to partners which mature at the end of the life of the Partnership or at the liquidation date.

The Partnership manages liquidity risk by maintaining sufficient liquid cash resources and investing the Partnership's assets in investments which are traded in an active market and can be readily disposed of when liabilities become due.

7. Capital risk management:

Units issued and outstanding are considered to be capital of the Partnership. The Partnership does not have any internally or externally imposed restrictions on its capital.

8. Decrease in net assets attributable to partners:

The decrease in net assets attributable to Limited Partners per Partnership Unit for the period ended June 30, 2024.

June 30, 2024	Decrease in net assets attributable to to partners, from operations	Weighted average of units outstanding during the period	Decrease in net assets attributable to partners, from operations per unit
Class A – National Class	$ (383,762)	342,185	$ (1.12)
Class A – British Columbia	(24,354)	20,900	(1.17)
Class A – Quebec	(198,134)	162,080	(1.22)
Class F – National Class	(163,696)	140,850	(1.16)
Class F – British Columbia	(8,918)	7,500	(1.19)
Class F – Quebec	(14,768)	11,600	(1.27)
Class P	-	1	-
General Partner	-	1	-

9. Comparison of IFRS Accounting Standards Net Assets per Unit and Transactional NAV per Unit:

The table below provides a reconciliation of Net Assets per Unit under IFRS Accounting Standards ("IFRS net assets") and Transactional NAV per Unit. IFRS net assets includes Black-Scholes adjustments to the value of warrants held, whereas the Transactional NAV does not require such adjustments.

June 30, 2024	Transactional NAV	Adjustment	IFRS net assets
Class A – National Class	$ 3.67	$ 0.74	$ 4.41
Class A – British Columbia	6.03	1.02	7.05
Class A – Quebec	1.70	0.81	2.51
Class F – National Class	3.86	0.77	4.63
Class F – British Columbia	6.18	1.05	7.23
Class F – Quebec	1.81	0.85	2.66
Class P	10.00	-	10.00
General Partner	10.00	-	10.00