



Delta Resources Limited

(An exploration stage company) Condensed Interim Financial Statements (Unaudited)

For the three-month period ended March 31, 2024

MANAGEMENT'S COMMENTS ON UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if any auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

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

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim condensed financial statements by an entity's auditor.

Delta Resources Limited

(An exploration stage company)

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For the three-month period ended March 31, 2024

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Delta Resources Limited
(An exploration stage company)
Statements of financial position
(In Canadian dollars)

	As at March 31, 2024 \$	As at December 31, 2023 \$
ASSETS		
Current assets:		
Cash and cash equivalents (Note 5)	4,980,155	6,098,012
Other receivables	8,173	6,786
Grants receivable	-	340,000
Sales tax receivable	202,324	254,654
Refundable tax credit on mining duties and refundable tax credit related to resources	5,238	-
Prepaid expenses	60,462	95,301
	5,256,352	6,794,753
Non-current assets:		
Property and equipment (Note 6)	17,470	19,190
	17,470	19,190
Total assets	5,273,822	6,813,943
LIABILITIES		
Current liabilities:		
Accounts payable and accrued liabilities (Notes 7 and 12)	1,308,978	992,830
Other liabilities related to flow-through shares (Note 8)	-	115,185
Total liabilities	1,308,978	1,108,015
EQUITY		
Common shares and warrants (Note 9)	47,684,866	47,649,454
Contributed surplus	8,955,053	8,906,027
Deficit	(52,675,075)	(50,849,553)
Total equity	3,964,844	5,705,928
Total liabilities and equity	5,273,822	6,813,943

Going concern, related party transactions, contingent liabilities, commitments and subsequent events (Notes 3, 12, 13, 14 and 18).

These financial statements were approved by the Company's board of directors on May 28, 2024.

"Frank Candido"

Frank Candido, Director

"Sara Paquet"

Sara Paquet, Director

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

Delta Resources Limited
(An exploration stage company)
Statements of net loss and comprehensive loss
For the three-month period ended March 31
(In Canadian dollars)

	2024	2023
	\$	\$
Operating Expenses		
Exploration and evaluation expenditures (Note 10)	1,654,040	1,060,701
Shareholders' information	14,214	48,788
Legal, financial and other corporate expenses	186,130	106,922
Management fees (Note 12)	36,000	15,000
General and administrative expenses	53,596	43,830
Depreciation of property and equipment (Note 6)	1,720	404
Share-based compensation (Note 9)	49,026	230,572
Other	-	6,966
	1,994,726	1,513,183
Other Income		
Interest income	54,019	6,597
	54,019	6,597
Loss before income taxes	(1,940,707)	(1,506,586)
Income taxes recovery	115,185	164,078
Loss and comprehensive loss for the period	(1,825,522)	(1,342,508)
Basic and fully diluted loss per common share (Note 16)	(0.018)	(0.018)
Weighted average number of shares outstanding (Note 16)	101,919,257	76,497,619

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

Delta Resources Limited
(An exploration stage company)
Statements of cash flows
For the three-month period ended March 31
(In Canadian dollars)

	2024	2023
	\$	\$
CASH PROVIDED BY (USED IN):		
Operating activities:		
Net loss and comprehensive loss for the period	(1,825,522)	(1,342,508)
Items not involving cash:		
Share-based compensation	49,026	230,572
Depreciation of property and equipment	1,720	404
Share issuance in consideration of exploration and evaluation expenditures (Note 10)	36,750	-
Income taxes recovery	(115,185)	(164,078)
Refundable tax credit on mining duties and refundable tax credit related to resources	-	93
	(1,853,211)	(1,275,517)
Net change in non-cash operating working capital items (Note 11)	736,692	275,643
Cash flows related to operating activities	(1,116,519)	(999,874)
Financing activities:		
Issuance of common shares and warrants	-	450,000
Proceeds from the exercise of stock options, warrants and brokers warrants	-	4,375
Share issue costs	(1,338)	(42,278)
Cash flows related to financing activities	(1,338)	412,097
Decrease in cash and cash equivalents	(1,117,857)	(587,777)
Cash and cash equivalents, beginning of period	6,098,012	2,992,299
Cash and cash equivalents, end of period	4,980,155	2,404,522

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

Delta Resources Limited**(An exploration stage company)****Statements of Changes in Equity**For the three-month period ended March 31,
(In Canadian dollars)

	Common shares (note 10)	Common shares and warrants \$ (note 10)	Contributed surplus \$ (note 10)	Deficit \$	Total \$
Balance, January 1, 2024	101,738,488	47,649,454	8,906,027	(50,849,553)	5,705,928
Common share issuance in consideration of exploration and evaluation expenditures	350,000	36,750	-	-	36,750
Stock options issued	-	-	49,026	-	49,026
Share issue costs	-	(1,338)	-	-	(1,338)
Net loss and comprehensive loss for the period	-	-	-	(1,825,522)	(1,825,522)
Balance, March 31, 2024	102,088,488	47,684,866	8,955,053	(52,675,075)	3,964,844
Balance, January 1, 2023	73,444,508	38,259,528	8,066,503	(43,743,346)	2,582,685
Common shares and warrants issuance	4,500,000	450,000	-	-	450,000
Stock options issued	-	-	230,572	-	230,572
Broker warrants issued	-	-	1,223	-	1,223
Broker warrants exercised	17,500	7,467	(3,092)	-	4,375
Share issue costs	-	(43,501)	-	-	(43,501)
Net loss and comprehensive loss for the period	-	-	-	(1,342,508)	(1,342,508)
Balance, March 31, 2023	77,962,008	38,673,494	8,295,206	(45,805,854)	1,882,846

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

Delta Resources Limited

(An exploration stage company)

Notes to financial statements

For the three-month period ended March 31,
(in Canadian dollars)

1. Statute of incorporation and nature of activities

Delta Resources Limited (the “Company”) is a corporation continued under the *Business Corporations Act* (Ontario) incorporated on January 19, 1946. The Company changed its name to Delta Resources Limited from Golden Hope Mines Limited in June 2019. The Company’s principal operations are mining properties and exploration expenditures made on properties that are not in commercial production. The Company is exploring its mining properties and has not determined whether or not the properties contain economically recoverable resources. The address of the registered office is 1718, Christine Crescent, Kingston, Ontario, Canada, K7L 4V4.

The Company’s common shares are traded on the TSX Venture Exchange under the symbol DLTA, on the Over-The-Counter Bulletin Board (OTCBB) under the symbol DTARF and on the Frankfurt Stock Exchange under the symbol 6G01.

2. Statement of compliance with IFRS

The condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. The same accounting policies and methods of computation were followed in the preparation of these condensed interim financial statements as were followed in the preparation of the financial statements for the year ended December 31, 2023. These condensed interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the financial statements for the year ended December 31, 2023 which have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board.

The Board of Directors approved these financial statements on May 28, 2024.

Basis of preparation

These financial statements have been prepared on a going concern basis under the historical cost convention, unless specifically stated in the financial statements.

Functional and Presentation currency

These financial statements are presented in Canadian Dollars because that is the currency of the primary economic environment in which the Company operates, and is the functional currency of the Company.

3. Going concern

The Company has not yet determined whether its mining properties contain mineral deposits that are economically recoverable. The recoverability of mining properties is dependent on the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; and the ability to obtain the financing required to complete exploration, evaluation, development and construction or the proceeds from the sale of such assets.

The Company had recurring losses in the current and prior years, including a net loss of \$1,825,522 for the three-month period ended March 31, 2024, has an accumulated deficit of \$52,675,075 (2023 - \$45,805,854) since its inception, and expects to incur further losses in the development of its business. Further, the business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in the discovery of economically recoverable reserves and resources and/or profitable mining operations.

Delta Resources Limited

(An exploration stage company)

Notes to financial statements

For the three-month period ended March 31,
(in Canadian dollars)

3. Going concern – Cont'd

In addition to ongoing working capital requirements, the Company must secure sufficient funding for the exploration and evaluation programs and pay general and administrative costs. The Company's ability to continue as a going concern is dependent on being able to obtain the necessary financing to satisfy its liabilities as they become due. As at March 31, 2024, the Company has a working capital of \$3,947,374 (2023 - \$1,878,512). Management estimates that funds on hand will not be sufficient to meet the Company's obligations and commitments and to pursue and complete the development of its mining properties. If management is unable to obtain new funding, the Company may be unable to continue its operations, and amounts realized for assets may be less than amounts reflected in these financial statements.

The conditions and uncertainties described above indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. The Company's business plan is dependent on raising additional funds to finance operations within and beyond the next 12 months. Any funding shortfall may be met in the future in a number of ways, including, but not limited to, the issuance of new debt or equity instruments, reduction in expenditures and/or the introduction of joint venture partners and/or business combinations on terms which are acceptable to the Company. Although the Company has been successful in the past at raising funds, there can be no assurance the Company will be able to secure financing in the future or that these sources of funding will be available.

The accompanying financial statements have been prepared using assumptions applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. These financial statements do not reflect the adjustment to the carrying values of assets and liabilities, expenses and financial position classifications that would be necessary were the going concern assumption not appropriate. These adjustments could be material.

4. Critical accounting estimates, judgments

When preparing its financial statements, management undertakes a number of judgments, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgments, estimates and assumptions made by management in the audited financial statement ended December 31, 2024.

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

Significant areas requiring the uses of management estimates relate to determining the fair value of share purchase options granted and warrants issued and significant areas requiring the uses of management judgments relate to determining the ability to continue as a going concern.

Critical judgments in applying accounting policies

Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. There is a material uncertainty regarding the Company's ability to continue as a going concern.

Delta Resources Limited
(An exploration stage company)
Notes to financial statements
For the three-month period ended March 31,
(in Canadian dollars)

5. Cash and cash equivalents

	March 31, 2024	December 31, 2023
	\$	\$
Cash	1,180,155	1,698,012
Cash equivalents	3,800,000	4,400,000
	4,980,155	6,098,012

Cash equivalents consist of guaranteed investment certificate issued by a Canadian financial institution, bearing interest at rates of 4.83%, and maturing in April 2024.

6. Property and equipment

	Equipment \$	Computer \$	Total \$
2024			
Cost:			
Balance at January 1	10,072	17,773	27,845
Balance at March 31	10,072	17,773	27,845
Accumulated Depreciation:			
Balance at January 1	(2,310)	(6,345)	(8,655)
Additions	(580)	(1,140)	(1,720)
Balance at March 31	(2,890)	(7,485)	(10,375)
Net book value	7,182	10,288	17,470
2023			
Cost:			
Balance at January 1	2,990	4,744	7,734
Balance at March 31	2,990	4,744	7,734
Accumulated Depreciation:			
Balance at January 1	(435)	(2,561)	(2,996)
Additions	(189)	(215)	(404)
Balance at March 31	(624)	(2,776)	(3,400)
Net book value	2,366	1,968	4,334

Delta Resources Limited
(An exploration stage company)
Notes to financial statements
For the three-month period ended March 31,
(in Canadian dollars)

7. Accounts payable and accrued liabilities

	March 31, 2024	December 31, 2023
	\$	\$
Trade payables	1,132,265	905,430
Payables to related parties	6,634	3,833
Government remittance	-	28,534
Accruals	170,079	55,033
	1,308,978	992,830

8. Other liabilities related to flow-through shares

	March 31, 2024	December 31, 2023
	\$	\$
Balance, beginning of period	115,185	325,754
Increase in the period	-	857,160
Decrease related to the incurring of expenses	(115,185)	(1,067,729)
Balance, end of period	-	115,185

Other liabilities related to flow-through shares represents the renunciation of tax deductions to investors following flow-through shares financing.

During the year ended December 31, 2023, the Company committed to pay, before December 31, 2024, \$4,500,090 in eligible exploration and evaluation expenses, in accordance with the *Income Tax Act* of Canada and the *Taxation Act* of Québec. These tax deductions were transferred to investors in flow-through share investments in 2023. As at March 31, 2024, the Company has respected all of its regulatory requirements in relation with flow-through financing.

The disallowance of certain expenses by tax authorities could have negative tax consequences for investors or the Company. In such an event, the Company would indemnify each flow-through share subscriber for the additional taxes payable by such subscriber as a result of the Company's failure to renounce the qualifying expenditures as agreed.

Delta Resources Limited

(An exploration stage company)

Notes to financial statements

For the three-month period ended March 31,
(in Canadian dollars)

9. Common shares and warrants

Authorized: An unlimited number of common shares, without par value:

Changes in Company common shares and warrants were as follows:

	March 31, 2024		December 31, 2023	
	Number	Amount \$	Number	Amount \$
Balance, beginning of period	101,738,488	47,649,454	73,444,508	38,259,528
Common shares issued pursuant to private placements ⁽⁹⁾⁽¹³⁾	-	-	16,722,400	5,950,080
Common shares issued pursuant to flow-through placement ⁽¹⁰⁾	-	-	7,143,000	3,642,930
Common share issuance in consideration of exploration and evaluation expenditures ⁽¹⁾⁽²⁾⁽⁷⁾⁽¹¹⁾	350,000	36,750	380,000	141,700
Stock options exercised ⁽⁴⁾⁽⁶⁾	-	-	800,000	244,535
Warrants exercises ⁽³⁾⁽⁵⁾⁽⁸⁾	-	-	3,003,930	575,983
Broker warrants exercised ⁽¹²⁾	-	-	244,650	71,421
Share issue costs	-	(1,338)	-	(1,236,723)
Balance, end of period	102,088,488	47,684,866	101,738,488	47,649,454

For the three-month period ended March, 31, 2024

- (1) On February 14, 2024, the Company issued 350,000 common shares following the acquisition of a 100% interest in 21 claims on the Dollier property. The total fair value of the common shares issued of \$36,750 was determined using the closing price on the TSX Venture Exchange as at January 18, 2024.

For the year ended December 31, 2023

- (2) On November 28, 2023, the Company issued 100,000 common shares under the Option Agreement pursuant to the second anniversary related to the Beaucage Property. The total fair value of the common shares issued of \$9,500 was determined using the closing price on the TSX Venture Exchange as at November 28, 2023.
- (3) On September 11, 2023, the Company received \$31,250 following the exercise of 125,000 warrants at \$0.25 each.
- (4) On September 8, 2023, the Company received \$130,000 following the exercise of 750,000 stock options at a price between \$0.10 and \$0.26 each. An amount of \$92,683 has been recorded and transferred from contributed surplus.
- (5) On August 10, 2023, the Company received \$360,000 following the exercise of 2,000,000 warrants at \$0.18 each.
- (6) On June 2, 2023, the Company received \$13,000 following the exercise of 50,000 stock options at \$0.26 each. An amount of \$8,852 has been recorded and transferred from contributed surplus.
- (7) On May 26, 2023, the Company issued 200,000 common shares under the Option Agreement pursuant to the second anniversary related to the Dollier Property. The total fair value of the common shares issued of \$89,000 was determined using the closing price on the TSX Venture Exchange as at May 26, 2023.

Delta Resources Limited

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Notes to financial statements

For the three-month period ended March 31,
(in Canadian dollars)

9. Common shares and warrants – Cont'd

- (8) Between April 27 and May 19, 2023 and April 27, 2023, the Company received \$184,733 following the exercise of 878,930 warrants at \$0.25 and \$0.18 each.
- (9) On May 17, 2023, the Company issued 635,555 units to directors and key management personnel and 11,586,845 units to third parties at a price of \$0.45 per unit, for gross proceeds of \$5,500,080. Each unit consists of one common share and one half share purchase warrant. Each warrant entitles its holder to purchase one common share of the Company at \$0.63 for a 24-month period.
- (10) On May 17, 2023, the Company issued 7,143,000 National Flow-Through units at a price of \$0.63 per unit, for gross proceeds of \$4,500,090. Each unit consists of one common share and one half share purchase warrant. Each warrant entitles its holder to purchase one common share of the Company at \$0.63 for a 24-month period. An amount of \$4,500,090 was allocated to common shares and warrants, while an amount of \$857,160 was attributed to other liabilities related to flow-through shares (Note 10).
- (11) On May 16, 2023, the Company issued 80,000 common shares under the Option Agreement related to the Tremblay Property. The total fair value of the common shares issued of \$43,200 was determined using the closing price on the TSX Venture Exchange as at May 16, 2023.
- (12) Between March 16, 2023 and May 16, 2023, the Company received \$61,162 following the exercise of 244,650 broker warrants at \$0.25 each. An amount of \$10,259 has been recorded and transferred from contributed surplus.
- (13) On January 30, 2023 the Company completed a non-brokered private placement by issuing 4,500,000 units of the Company at a price of \$0.10 per unit, for gross proceeds of \$450,000. Each unit consists of one common share and one common share purchase warrant exercisable for up to 24 months from closing at \$0.18.

Changes in share purchase warrants were as follows:

	March 31, 2024		December 31, 2023	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Balance, beginning of period	27,830,187	\$0.35	22,223,408	\$0.27
Issued	-	-	14,182,700	0.49
Exercised	-	-	(3,003,930)	0.19
Expired	-	-	(6,021,991)	0.44
Balance, end of period	27,380,187	\$0.35	27,380,187	\$0.35

9. Common shares and warrants – Cont'd

Warrants issued and outstanding – Cont'd

At March 31, 2024, the following exercisable warrants were outstanding:

Warrants	Price	Expiry
3,322,419	0.25	December 15, 2024
2,790,068	0.25	December 22, 2024
9,585,000	0.18	December 22, 2024
2,000,000	0.18	January 30, 2025
9,682,700	0.63	May 17, 2025
27,380,187		

Broker warrants issued and outstanding

Changes in broker warrants were as follows:

	March 31, 2024		December 31, 2023	
	Number of broker warrants	Weighted average exercise price	Number of broker warrants	Weighted average exercise price
Balance, beginning of period	1,996,163	\$0.38	1,737,170	\$0.32
Issued ⁽²⁾⁽⁵⁾	-	-	1,130,256	0.44
Exercised ⁽¹⁾⁽³⁾⁽⁴⁾	-	-	(244,650)	0.25
Expired	-	-	(626,613)	0.45
Balance, end of period	1,996,163	\$0.38	1,996,163	\$0.38

For the year ended December 31, 2023

- (1) On May 16, 2023, the Company received \$25,312 following the exercise of 101,250 broker warrants at \$0.25 each.
- (2) On May 17, 2023, the Company issued 1,095,256 broker warrants as part of the private placements on that day. Each warrant entitles its holder to purchase one common share of the Company at \$0.45 for a 24-month period. The fair value of these warrants was \$352,598 based on the Black-Scholes option pricing model and based on the following assumptions: risk-free rate of 4.04%, life of 2 years, expected volatility of 103.6% and no expected dividends.
- (3) In April 2023, the Company received \$31,475 following the exercise of 125,900 broker warrants at \$0.25 each.
- (4) On March 16, 2023, the Company received \$4,375 following the exercise of 17,500 broker warrants at \$0.25 each.

Delta Resources Limited

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Notes to financial statements

For the three-month period ended March 31,
(in Canadian dollars)

9. Common shares and warrants – Cont'd

Broker warrants issued and outstanding – Cont'd

- (5) On January 30, 2023, the Company issued 35,000 broker warrants as part of the private placements on that day. Each warrant entitles its holder to purchase one common share of the Company at \$0.25 for a 24-month period. The fair value of these warrants was \$1,223 based on the Black-Scholes option pricing model and based on the following assumptions: risk-free rate of 3.74%, life of 2 years, expected volatility of 87.2% and no expected dividends.

At March 31, 2024, the following exercisable broker warrants were outstanding:

Broker warrants	Price	Expiry
235,538	0.25	December 15, 2024
630,369	0.25	December 22, 2024
35,000	0.25	January 30, 2025
1,095,256	0.45	May 17, 2025
1,996,163		

The weighted average fair value of broker warrants granted during the year ended December 31, 2023 was \$0.31.

Share-based compensation

A summary of the status of the Company's stock option plan as of March 31, 2024 is as follows:

	March 31, 2024		December 31, 2023	
	Number of stock options	Weighted average exercise price	Number of stock options	Weighted average exercise price
Balance, beginning of period	8,998,000	\$0.21	4,405,000	\$0.23
Issued ⁽¹⁾⁽³⁾⁽⁴⁾⁽⁶⁾⁽⁷⁾	200,000	0.105	5,393,000	0.19
Exercised ⁽²⁾⁽⁵⁾	-	-	(800,000)	0.18
Expired unexercised	(100,000)	0.21	-	-
Balance, end of period	9,098,000	\$0.21	8,998,000	\$0.21

For the three-month period ended March 31, 2024

- (1) On February 6, 2024, the Company granted 200,000 stock options to members of its exploration team at an exercise price of \$0.105 per common share expiring February 6, 2029. The fair value of these stock options was \$16,904 based on the Black-Scholes option pricing model (all vesting immediately) and based on the following assumptions: risk-free rate of 3.52%, life of 5 years, expected volatility of 111.3% and no expected dividends.

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Notes to financial statements

For the three-month period ended March 31,
(in Canadian dollars)

9. Common shares and warrants – Cont'd

Share-based compensation – Cont'd

For the year ended December 31, 2023

- (2) On September 8, 2023, the Company received \$130,000 following the exercise of 750,000 stock options at a price between \$0.10 and \$0.26 each.
- (3) On August 21, 2023, the Company granted 1,420,000 stock options to directors and key management personnel and 443,000 stock options to an employee and consultants at an exercise price of \$0.265 per common share expiring August 31, 2028. 931,500 stock options vest on December 31, 2023, and 931,500 stock options will vest on December 31, 2024. The fair value of these stock options was \$342,856 based on the Black-Scholes option pricing model (all vesting immediately) and based on the following assumptions: risk-free rate of 4.14%, life of 5 years, expected volatility of 99.6% and no expected dividends.
- (4) On July 6, 2023, the Company granted 150,000 stock options to an employee at an exercise price of \$0.32 per common share expiring July 6, 2028. 50,000 stock options vest on October 6, 2023 and 100,000 stock options will vest on January 6, 2024. The fair value of these stock options was \$36,669 based on the Black-Scholes option pricing model (all vesting immediately) and based on the following assumptions: risk-free rate of 3.91%, life of 5 years, expected volatility of 100.6% and no expected dividends.
- (5) On June 2, 2023, the Company received \$13,000 following the exercise of 50,000 stock options at \$0.26 each.
- (6) On April 4, 2023, the Company granted 550,000 stock options to consultants at an exercise price of \$0.41 per common share expiring April 4, 2028. These stock options are vesting at grant date. The fair value of these stock options was \$168,165 based on the Black-Scholes option pricing model (all vesting immediately) and based on the following assumptions: risk-free rate of 2.85%, life of 5 years, expected volatility of 98% and no expected dividends.
- (7) On February 14, 2023, the Company granted 2,300,000 stock options to directors and key management personnel and 530,000 stock options to consultants at an exercise price of \$0.10 per common share expiring February 14, 2028. These stock options are vesting at grant date. The fair value of these stock options was \$181,379 based on the Black-Scholes option pricing model (all vesting immediately) and based on the following assumptions: risk-free rate of 3.39%, life of 5 years, expected volatility of 93.2% and no expected dividends.

At March 31, 2024, the following exercisable stock options were outstanding:

Stock options	Exercisable	Price	Expiry
525,000	525,000	0.11	July 4, 2024
200,000	200,000	0.13	July 8, 2024
1,180,000	1,180,000	0.26	July 10, 2025
200,000	200,000	0.40	August 24, 2025
1,700,000	1,700,000	0.25	January 7, 2027
2,530,000	2,530,000	0.10	February 14, 2028
550,000	550,000	0.41	April 4, 2028
150,000	150,000	0.32	July 6, 2028
1,863,000	931,500	0.265	August 21, 2028
200,000	200,000	0.105	February 6, 2029
9,098,000	8,166,500		

9. Common shares and warrants – Cont'd

Share-based compensation – Cont'd

The weighted average fair value of stock options granted during the three-month ended March 31, 2024 was \$0.08 (2023 - \$0.08).

10. Exploration and evaluation activities

The Company incurred the following exploration and evaluation expenses the year:

	March 31, 2024	March 31, 2023
	\$	\$
Exploration and evaluation expenditures acquired	85,000	-
Fees related to the grant of options on mining project	36,750	64,861
Drilling	1,331,578	670,611
Airbone geophysics	-	12,700
Trenching	-	10,173
Geology and prospection	-	50,000
General exploration expenses	18,163	12,138
3D modeling	8,400	-
Analysis	178,958	231,608
Interpretation of geochemical, geophysical, geological surveys, modeling	429	8,610
Refundable tax credit on mining duties and refundable tax credit related to resources	(5,238)	-
	1,654,040	1,060,701

Bellechasse Property

On July 3, 2020, Delta entered into an asset purchase agreement with Yorkton Ventures Inc. (“Yorkton”) and 9412-1068 Québec Inc., whereby it sold various assets, including the Bellechasse-Timmins mining titles (the “Rights”) (the “Agreement”). The Agreement provided for a 1 % NSR payable to Delta after the completion of the transaction. On September 14, 2022, following the complete payment of the purchase price, the Rights were formally transferred by Delta to Lithium One Metals Inc. (formerly known as Yorkton) (“Lithium”), the whole pursuant to a deed of transfer approved by the *Ministère de l'Énergie et des Ressources naturelles* on September 14, 2022 (now the *Ministère des Ressources naturelles et des Forêts*) and registered in the Register of real and immovable mining rights (the “Registry”).

However, a recent review of the Registry revealed that the Rights expired on February 1, 2024, and that they were not renewed by Lithium on or before that date.

10. Exploration and evaluation activities – Cont'd

Bellechasse Property – Cont'd

Delta therefore retained the services of legal counsel to seek enforcement of the NSR in this context. At this stage, Delta has sent a demand letter requiring that the situation regarding the Rights and the NSR be remedied and it awaits a reply.

Delta-1 / Eureka Property

On October 3, 2019, the Company announced the signing of an exclusive agreement to acquire a 100% interest in the new Eureka gold Discovery in the Thunder Bay Mining District of Ontario. During the year ended December 31, 2023, the Company completed the terms of the agreement and now owns 100% interest in the property.

- The vendor holds a 1.75% NSR Royalty on the claims. Delta may buy back the first 0.75% at any time for seven years after the effective date of the agreement for \$500,000 and the remaining 1% Royalty at any time after the first 0.75% is purchased for \$4,000,000.
- Five legacy claims of the property are also subject to NSR Royalties ranging from 0.5% to 1% from an underlying agreement. Delta has the option to purchase 50% of this NSR for the sum of \$50,000.
- The agreement also includes advanced royalty payments starting 7 years after the effective date of the agreement.

In December 2019, the Company signed an agreement with the Ontario Exploration Corporation (**the “OEC”**) to buy back a NSR of up to 1% on its Eureka property in the Thunder Bay District, Ontario. Under the terms of the agreement, Delta purchased 50% of the OEC NSR at Eureka by paying the OEC the sum of \$50,000.

Delta has the right to purchase the second 50% tranche at any time by paying the OEC an additional \$50,000. Following the purchase of the second 50% tranche, Delta will have purchased the entire NSR Royalty currently owned by the OEC on the Eureka Property.

The OEC currently owns between 0.5% and 1.0% NSR royalty on certain claims of the Eureka property. More specifically, the OEC owns a 1.0% NSR on the claims covering the Eureka Gold prospect, Matawin and Kaspar gold occurrences and a 0.5% NSR on the claims surrounding the Kaspar occurrence.

In July 2021, the Company announced the acquisition of a 100% interest in eight claims (30 Units) in Blackwell, Laurie, Dawson Road Lots and Goldie Townships in Thunder Bay, Ontario and contiguous to the Delta-1 Property - Eureka property. Delta made a one-time \$6,000 payment and issued 200,000 common shares of Delta to the Vendor for a 100% interest in the claims free and clear of encumbrances. The Vendor retains a 1.5% NSR royalty on the Property. Delta retains the right to buy back 0.5% of the NSR at any time for \$400,000 and retains a Right of First Refusal on the remaining 1% NSR royalty.

In April 2022, April 2023 and September 2024, the Company has been accepted to participate in the Ontario Junior Exploration Program Intake 2, 3 and 4. Each Intake contribution was of \$200,000 towards the costs of the Delta-1 / Eureka project.

Delta-1 / Gravel Ridge Property

The property consists of 10 claims covering 706 hectares, contiguous or adjacent to the Delta-1 Property in Ontario. Delta owns a 100% interest in the Gravel Ridge claims subject to a 1.75% NSR royalty. Delta has the right to buy back 0.75% NSR for the sum of \$400,000 and retains a first right of refusal on the purchase of the remaining 1% NSR.

10. Exploration and evaluation activities – Cont'd

Delta-1 / Bylund Property

The property now consists of 282 (2023 – 279) contiguous unpatented mining claims covering a total area of 5,830 (2023 – 791) hectares and also counts the Gravel Ridge property which is contiguous or adjacent to the Delta-1 Property in Ontario.

On August 6, 2022, the Company has acquired the exclusive rights to buy the surface and mining rights to a property adjacent to its Delta-1 Property in Thunder Bay, Ontario. The 85-hectare Bylund property is contiguous with the Delta-1 Property, immediately east of the Eureka Gold.

Delta entered into a five-year lease agreement with the surface and mining rights landowners. During the five-year lease period, Delta will have the exclusive right to explore the property and to purchase a 100% interest in both the surface and mining rights to the property. Should Delta elect to purchase the land, it will pay land market value times 10. Delta already made a one-time cash payment of \$60,000 to the landowners. There are no work commitments nor were any common shares of the Company issued. Should Delta elect to purchase the property during the five-year period, the landowners will retain a 2% NSR royalty of which Delta can elect to buy back 1% at any time for the sum of \$1,000,000.

Delta-1 / Beaucage Property

On November 1, 2022, the Company has acquired the exclusive rights to buy the surface and mining rights to a property adjacent to its Delta-1 Property in Thunder Bay, Ontario. The 32-hectare Beaucage property is contiguous with the Delta-1 Property, immediately east of the Eureka Gold.

Delta entered into a five-year lease agreement with the surface and mining rights landowners. During the five-year lease period, Delta will have the exclusive right to explore the property and to purchase a 100% interest in both the surface and mining rights to the property. Should Delta elect to purchase the property, it will pay market value times ten (10). Delta already made a one-time cash payment of \$40,000 to the landowners and also issue 100,000 common shares (already issued in 2023 and 2022) of the Company per year for 5 years, starting upon the signing of the Agreement.

Delta-1 / Ojala Property

On November 15, 2022, the Company has acquired the exclusive rights to buy the surface and mining rights to a property adjacent to its Delta-1 Property in Thunder Bay, Ontario. The 67-hectare property is contiguous with the Delta-1 Property, securing Delta's land position on strike with the Eureka Gold Prospect for a strike length of 4.2 kilometres.

Delta entered into a five-year lease agreement with the surface and mining rights landowners. During the five-year lease period, Delta will have the exclusive right to explore the property and to purchase a 100% interest in both the surface and mining rights to the property. Should Delta elect to purchase the property, it will pay market value times 10. Delta already made a one-time cash payment of \$45,000 to the landowners to cover the five-year lease. There are no work commitments nor were any common shares of the Company issued. Should Delta elect to purchase the property during the five-year period, the landowners will retain a 2% NSR royalty of which Delta can elect to buy back 1% at any time for the sum of \$1,000,000.

Delta Resources Limited

(An exploration stage company)

Notes to financial statements

For the three-month period ended March 31,
(in Canadian dollars)

10. Exploration and evaluation activities – Cont'd

Delta-1 / Maxwell Property

On January 23, 2023, the Company has acquired one patent (surface and mining rights) covering 47 hectares contiguous to Delta-1 Property.

Delta entered into a five-year lease agreement with the surface and mining rights landowners. During the five-year lease period, Delta will have the exclusive right to explore the property and to purchase a 100% interest in both the surface and mining rights to the property. Should Delta elect to purchase the property, it will pay market value times 10. Delta already made a one-time cash payment of \$60,000 to the landowners to cover the five-year lease. There are no work commitments nor were any common shares of the Company issued. Should Delta elect to purchase the property during the five-year period, the landowners will retain a 2% NSR royalty of which Delta can elect to buy back 1% at anytime for the sum of \$1,000,000.

Delta-1 / Tremblay Property

On April 24, 2023, the Company acquired 100 % in the Tremblay Property consisting of 8 claims and covering 177 hectares adjacent to the Delta-1 Property. In order to acquire the claims Delta issued 80,000 common shares (already issued) of the Company. The vendor retains a 2% NSR royalty of which Delta can elect to buy back 1% at anytime for the sum of \$1,000,000.

Delta-1 / Impala Property

On June 27, 2023, the Company acquired a 100% interest in the Impala Property which consists of 23 claims covering approximately 2,348.5 hectares, located immediately south of Delta-1 Property.

On June 27, 2023, Delta made a one-time cash payment of \$50,000. The vendor will retain a 2% NSR with a 0.5% buyback for \$1,000,000 and an additional 0.5% buyback for \$1,000,000, and the remaining 1% for \$4,000,000. There are no work commitments nor were any common shares of the Company issued.

Delta-1 / Schultz Property

On June 21, 2023, the Company has acquired one patent (surface and mining rights) covering approximately 59 hectares located contiguous to Delta-1 Property and on strike to Eureka.

Delta has entered into a five-year lease agreement with the surface and mining rights landowner. During the five-year lease period, Delta will have the exclusive right to explore the property and to purchase a 100% interest in both the surface and mining rights to the property. Should Delta elect to purchase the property, it will pay market value times ten (10). On June 21, 2023, Delta has made a one-time cash payment of \$90,000 to the landowners to cover the five-year lease. Should Delta elect to purchase the property during the five-year lease period, the landowners will retain a 2% NSR of which Delta can elect to buy back 1% at any time for the sum of \$1,000,000 and the remaining 1% for \$4,000,000. There are no work commitments nor were any common shares of the Company issued.

Delta-1 / Hackl Property

On June 8, 2023, the Company entered into an option agreement whereby it can earn a 100% interest in 97 claims covering 2,056.4 hectares located south of Delta-1 Property.

On June 16, 2023, Delta has paid \$50,000 and will pay an additional \$50,000 upon the 1st Anniversary. An amount of \$75,000 to be paid upon the 2nd and 3rd Anniversary for a total of \$250,000. The Vendor retains a 2% NSR of which Delta can elect to buy back 1% at any time for \$1,000,000 and the remaining 1% for \$4,000,000. There are no work commitments nor were any common shares of the Company issued.

10. Exploration and evaluation activities – Cont'd

Delta-1 / Gold Cache Property

On June 7, 2023, the Company acquired a 100% interest in the Gold Cache property consisting of 12 claims and covering 252 hectares continuous and south of the Delta-1 Property.

On June 13, 2023, Delta made a one-time cash payment of \$45,000. The landowners will retain a 2% NSR royalty of which Delta can elect to buy back 1% at any time for \$1,000,000 and retain a first right of refusal on the remaining NSR (up to \$4,000,000). There are no work commitments nor were any common shares of the Company issued.

Delta-1 / Pete's Backhoe Property

On February 15, 2024, the Company acquired the right to purchase the Pete's Backhoe property, covering 33 hectares 750 metres west of the Eureka Gold Zone. The property is leased for a period of 5 years. Delta made a cash payment on signing of \$80,000 and will pay \$25,000 per year for an additional 3 years for a total cash consideration of \$155,000. Delta may end the lease at any time. During the 5 years lease, Delta may purchase the property at any time by paying 5 times fair market value. If Delta exercises its right to purchase, the vendor will retain a 2% NSR royalty. Delta may buy back 1% NSR for \$1,000,000 and retains a first right of refusal on the second 1% NSR. There are no work commitments nor were any common shares of the Company issued.

Delta-2 / R-14 Property

On October 17, 2019, the Company announced the signing of an exclusive agreement to acquire a 100% interest in the Delta-2 / R-14 Property in the Chibougamau Mining District of Quebec. All the terms of the agreement were completed, and the Company owns 100% interest in the property.

- The vendor holds a 2.0% NSR Royalty on the claims (except on the 41 legacy claims listed below). Delta may buy back 1.0% at any time for \$1,000,000.
- 41 legacy claims are subject to a 1.5% NSR Royalty. Delta has the option to purchase 0.75% of this NSR for \$500,000.

In February 2020, Delta has acquired 14 new claims contiguous to the Delta-2 / R-14 property, covering approximately 880 hectares. The terms of the agreement with Multi-Resources Boreal include a one-time payment of \$5,000.00 and the issuance of 50,000 shares for a 100% interest in the claims. Delta also grants a 2% NSR to Multi-Resources Boreal with an option for Delta to buy back a 1% NSR at any time for \$1,000,000.

On May 20, 2020, Delta announced the addition, through staking, of an additional 30 claims, covering 1,669 hectares.

The property consists of 362 (2023 - 332) contiguous mining claims covering a total area of 19,288.50 (2023 – 17,712.12) hectares.

Dollier Property

In May 2021, the Company has optioned the Dollier Property in Chibougamau, Québec from Cartier Resources Inc. ("Cartier"). Delta shall have the sole and exclusive right to earn a 100% Interest.

Delta Resources Limited**(An exploration stage company)****Notes to financial statements**For the three-month period ended March 31,
(in Canadian dollars)**10. Exploration and evaluation activities – Cont'd****Dollier Property – Cont'd**

The terms of the agreement are as follows:

Anniversary Date	Cash Payment	Common share Payment	Work Commitment
On signing	\$10,000 (already paid)	100,000 (already issued)	n.a.
12 months	n.a.	100,000 (already issued)	n.a.
24 months	n.a.	200,000 (already issued)	n.a.
36 months	n.a.	200,000	n.a.
48 months	n.a.	n.a.	\$1,000,000

Upon earning a 100% interest in the Dollier Property, Cartier will be granted a 2% NSR production royalty. Delta will have the exclusive right to purchase the first 1% NSR for \$2,000,000 and the second 1% NSR for \$15,000,000.

On January 19, 2024, the Company announced that it has acquired a 100% interest in twenty-one (21) claims covering 1,170 hectares at the heart of the Delta-2 property, located 35 kilometres southeast of the Town of Chibougamau, Quebec. To acquire a 100% interest in the claims, Delta has paid the vendors the sum of \$5,000 and issued 350,000 common shares of the Company. The vendors will retain a 2% Net Smelter Return ("NSR") royalty on the claims. Delta retains the right to buy back a 1% NSR from the vendors for the sum of \$1,000,000 and retains a right of first refusal on the remaining 1% NSR.

11. Complementary information related to cash flows**Net change in non-cash operating working capital items:**

	March 31, 2024	March 31, 2023
	\$	\$
Subvention receivable	340,000	-
Sales tax receivable	52,330	(73,579)
Prepaid expenses	34,839	(5,723)
Other receivable	(1,387)	151,296
Refundable tax credit on mining duties and refundable tax credit related to resources	(5,238)	-
Accounts payable and accrued liabilities	316,148	203,649
	736,692	275,643

11. Complementary information related to cash flows – Cont'd

Items not affecting cash:

	March 31, 2024	March 31, 2023
	\$	\$
Common share issuances in consideration of exploration and evaluation expenditures	36,750	-
Flow-through share premium liability	115,185	-
Share issue costs	-	1,223

12. Related party transactions

The following table reflects the remuneration of key management and directors of the Company:

	March 31, 2024	March 31, 2023
	\$	\$
Employee benefits, included in General administrative expenses ⁽¹⁾	38,269	27,692
Management fees ⁽²⁾	36,000	15,000
Professional fees ⁽³⁾	14,929	15,968
Exploration and evaluation expenditures ⁽¹⁾	18,306	6,236
Share-based compensation	13,788	187,391
	121,292	252,287

(1) During the three-month ended March 31, 2024, a total of \$56,575 (2023- \$33,928) was paid to André C. Tessier, President and Chief Executive Officer of the Company. That total included (i) \$38,269 (2023 - \$27,692) as employee benefits, included in general administrative expenses, (ii) \$18,306 (2023 - \$6,236) for exploration and evaluation expenditures of the Company. In relation with these transactions, no amount was payable as at March 31, 2024 and 2023.

(2) During the three-month ended March 31, 2024, the Company incurred management fees in the amount of \$36,000 (2023 - \$15,000), with 9132-8757 Québec Inc., a company owned by Frank Candido, Chairman of the board of directors of the Company. In relation with these transactions, no amount was payable as at March 31, 2024 and 2023.

(3) During the three-month ended March 31, 2024, the Company incurred professional fees in the amount of \$14,929 (2023 - \$15,968), with Nathalie Laurin, the Chief Financial Officer of the Company. In relation with these transactions \$3,293 payable as at March 31, 2024 and \$10,488 as at March 31, 2023.

The transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

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(An exploration stage company)

Notes to financial statements

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13. Contingent liabilities

The Company's operations are governed by governmental laws and regulations regarding environmental protection. Environmental consequences are difficult to identify, in terms of level, impact or deadline. At the present time and to the best knowledge of its management, the Company is in compliance with the laws and regulations. Any additional payment to liability already recorded that result from restoration costs will be accrued in the financial statements only when they will be reasonably estimated and will be charged to the earnings at that time.

14. Commitments

In June 2023, the Company signed a lease contract for its Ontario office, starting August 1, 2023 and expiring in July 31, 2024. Remaining minimum payments, totaling \$13,440, will be paid in 2024.

Under rules established by the Minister of Natural Resources and Forests of the province of Québec, the Company already spend the amount required to maintain the claims on its properties in 2024.

15. Capital management

The Company defines capital as equity amounting to \$3,964,844 as at March 31, 2024 (\$1,882,846 as at March 31, 2023).

The Company's objectives when managing capital are to:

- ensure sufficient liquidity to support its financial obligations and execute its operating and strategic plans;
- maintain financial capacity and access to capital to support future development of the business while taking into consideration current and future industry, market and economic risks and conditions; and
- utilize short term funding sources to manage its working capital requirements.

The Company has no externally imposed restrictions on capital. There were no significant changes in the Company's approach to capital management during the three-month ended March 31, 2024.

16. Loss per share

(a) *Basic loss per share*

Basic loss per share is computed by dividing net loss for a period by the weighted average number of common shares outstanding during that period.

(b) *Diluted loss per share*

Diluted loss per share is computed by dividing net loss for a period by the diluted number of common shares. Diluted common shares includes the effects of instruments, such as share stock options and warrants, which could cause the number of common shares outstanding to increase.

The Company reported a net loss for the periods ended December 2023 and 2022; the Company has accordingly presented basic and diluted losses per share, which are the same, on a single line in the statements of loss and comprehensive loss. Diluted loss per share did not include the effect of share purchase stock options and warrants as they were anti-dilutive.

17. Financial instruments

- a) Credit risk is the risk that another party to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. The Company is exposed to credit risk with respect to cash, cash equivalents and other receivables. The carrying amount of these financial instruments represents the Company's maximum exposure to credit risk. Cash are composed of deposits with Canadian financial institution.

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Notes to financial statements

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17. Financial instruments – Cont'd

- b) Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

	Carrying amount	Contractual cash flows	0 to 12 months
	\$	\$	\$
Accounts payable and accrued liabilities	1,308,978	1,308,978	1,308,978

- c) The fair value of cash, cash equivalents, other receivables, accounts payables and accrued liabilities approximates their carrying value due to their short-term nature.

18. Subsequent events

On May 1, 2024, the Company acquired the exclusive rights to acquire a 100% interest in the Laurie and Horne properties, covering approximately 24 square kilometres. Delta will assume agreements with a previous vendor to acquire a 100% in both properties. Upon signing of the agreement and obtaining TSX Venture Exchange approval, Delta will issue 1,400,000 shares of the Company to Sky Gold Corp. and pay the sum of \$75,000. Sky Gold Corp. will retain a 1% NSR. Delta will have the option to buyback a 0.5% NSR at anytime for \$1M and will have a right of first refusal on the second 0.5% NSR. Delta will also pay the original vendor the sum of \$350,000 over a three-year period (\$50,000, \$100,000 and \$200,000 respectively in years 1, 2 and 3) and incur a total of \$1M in exploration expenditures over the same period. The terms are divided equally between both Laurie and Horne properties.

On May 20, 2024, the Company entered into an agreement with Golden Share Resources Corporation ("Golden Share") acquiring the exclusive rights to earn a 100% interest in the Band-Ore property, covering approximately 2,115 hectares. Delta will pay the sum of \$1,300,000 over a five-year period (\$100,000 at signature of the agreement, \$150,000 at first and second anniversary, \$200,000 at third anniversary, \$300,000 at fourth anniversary and \$400,000 at fourth anniversary). Also over a five year period and upon obtaining regulatory approval, Delta will issued \$700,000 in common shares of the Company to Golden Share (\$100,000 on the first, second and third anniversary and \$200,000 on the fourth and fifth anniversary). Share prices will be based on 20-day volume-weighted average price. Golden Share will retain a 2% NSR. Delta will have the option to buyback a 1% NSR at anytime for \$3,000,000 and will have the right of first refusal on the second 1% NSR. If Delta defines a NI-43-101 resource on the Band-Ore property after earn-in, Golden Share will be entitled to a bonus of \$500,000 for an estimate of 500,000 gold ounces up to 1,000,000 ounces and a bonus of \$1,000,000 for an estimate of greater than 1,000,000 gold ounces. There are no work commitments on the property.

On May 27, 2024, the Company issued 200,000 common shares under the Option Agreement pursuant to the third anniversary related to the Dollier Property.

On May 28, 2024, the Company announced that, on May 8, 2024, it had entered into a mineral claims purchase agreement to acquire 100% interest in the Hackl-George property composed of 22 claims, covering approximately 458 hectares contiguous to its Delta-1 property in Duckworth Township, Thunder Bay, Ontario. Delta paid the sum of \$21,150 for 100% interest in the property. Vendors will retain a 2% NSR. Delta will have the option to buyback a 1% NSR at anytime for \$1M and will have a right of first refusal on the second 1% NSR up to a maximum of \$4,000,000.

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Notes to financial statements

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18. Subsequent events – Cont'd

On May 28, 2024, the Company announced that, on May 9, 2024, it had entered into a mineral claims purchase agreement to acquire 100% interest in the Hackl-Bjorkman property composed of 37 claims, covering approximately 790 hectares in Duckworth Township, Thunder Bay, Ontario. Delta paid the sum of \$31,850 for 100% interest in the property. Vendors will retain a 2% NSR. Delta will have the option to buyback a 1% NSR at anytime for \$1M and will have a right of first refusal on the second 1% NSR up to a maximum of \$4,000,000.

On May 28, 2024, the Company announced that it had entered into a mineral claims purchase agreement with Portofino Resources Corp. to earn the exclusive right to acquire 100% interest in 16 unpatented claims (214 claim units), covering approximately 4,324 hectares west of its Delta-1 property in Duckworth and Lampport Townships, Thunder Bay, Ontario. Delta will pay the sum of \$300,000 over a two-year period (\$100,000 at signature of the agreement, \$100,000 at first and second anniversary). Also, over a two-year period and upon obtaining regulatory approval, Delta will issue 2,000,000 common shares of the Company to Portofino Resources Corp. (666,667 at signature, first and second anniversary). One half of the common shares to be issued by Delta will be locked-up for a period of 12 months after issuance. Vendor will retain a 2% NSR. Delta will have the option to buyback a 1% NSR at anytime for \$1M and will have a right of first refusal on the second 1% NSR, to a maximum of \$4,000,000. Delta will assume the underlying agreements between Portofino and previous vendors on three different portions of the property, therefore retaining the right to buyback 0.75% NSR for \$500,000, 0.5% NSR for \$300,000 and 0.75% NSR for \$200,000.

On May 28, 2024, the Company announced that it had entered into a mineral claims purchase agreement to acquire 100% interest in the English property composed in 41 unpatented claims (57 claim units), covering approximately 1,224 hectares west of its Delta-1 property in Duckworth and Lampport Townships, Thunder Bay, Ontario. Delta will pay the sum of \$84,000 over a three-year period (\$12,000 at signature of the agreement, \$18,000 at first anniversary, \$24,000 at second anniversary and \$30,000 at third anniversary). Also, over a one-year period and upon obtaining the regulatory approval, Del will issue 600,000 common shares of the Company to Gravel Ridge Resources Ltd and 1544230 Ontario Inc. (400,000 common shares at signature and 200,000 common shares at first anniversary). One half of the common shares issued by Delta will be locked-up for a period of 6 months after issuance. Vendors will retain a 1.5% NSR. Delta will have the option to buyback a 0.5% NSR at anytime for \$600,000 and will have a right of first refusal on the second 1% NSR, to a maximum of \$4,000,000.