

E-Tech Resources Inc.

**Unaudited Condensed Interim
Consolidated Financial Statements**

December 31, 2024

February 28, 2025

Management's Responsibility for Financial Reporting

The accompanying unaudited condensed interim consolidated financial statements of **E-Tech Resources Inc.** are the responsibility of management and have been approved by the Board of Directors. The unaudited condensed interim consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). The unaudited condensed interim consolidated financial statements include certain amounts and assumptions that are based on management's best estimates and have been derived with careful judgment.

In fulfilling its responsibilities, management has developed and maintains a system of internal accounting controls. These controls are designed to provide reasonable assurance that the financial records are reliable for the preparation of the financial statements. The Audit Committee of the Board of Directors reviewed and approved the Company's unaudited condensed interim consolidated financial statements and recommended their approval by the Board of Directors.

These unaudited condensed interim consolidated financial statements have not been reviewed by the external auditors of the Company.

(signed) "*Christopher Drysdale*"
Chief Executive Officer
Halifax, Nova Scotia

(signed) "*Robert Randall*"
Chief Financial Officer
Halifax, Nova Scotia

E-Tech Resources Inc.

Unaudited Condensed Interim Consolidated Statements of Financial Position

As at December 31, 2024 and March 31, 2024

(Expressed in Canadian dollars unless otherwise indicated)

	December 31, 2024	March 31, 2024
	\$	\$
Assets		
Current assets		
Cash	128,265	20,496
Amounts recoverable (note 4)	128,650	150,759
Prepaid expenses and deposits	2,259	17,082
	<u>259,174</u>	188,337
Equipment (note 5)	61,733	61,324
Resource properties (note 6)	5,145,767	4,888,607
Total assets	<u>5,466,674</u>	<u>5,138,268</u>
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities (note 7)	587,933	475,842
Equity		
Shareholders' equity	4,878,741	4,662,426
Total liabilities and equity	<u>5,466,674</u>	<u>5,138,268</u>

Nature of operations and going concern (note 1)

Commitments (note 12)

Approved on behalf of the Board of Directors

(signed) "John Philpott", Director

(signed) "Ken Marshall", Director

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

E-Tech Resources Inc.

Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss For the three and nine-month periods ended December 31, 2024 and 2023 (Expressed in Canadian dollars unless otherwise indicated)

	Three-months ended December 31, 2024	Three-months ended December 31, 2023	Nine-months ended December 31, 2024	Nine-months ended December 31, 2023
	\$	\$	\$	\$
Expenses				
Professional and consulting fees (note 9)	47,906	45,355	178,759	173,419
Salaries and benefits (note 9)	10,313	17,526	78,938	56,690
Regulatory and filing fees	6,203	9,849	21,870	27,746
Share-based compensation (recovery) (note 8)	1,973	34,295	(13,758)	153,322
Travel	991	10,864	10,802	35,213
Office and administration (note 9)	11,032	21,828	40,536	64,772
Marketing, promotion and advertising (note 9)	1,658	29,219	10,423	85,018
Property investigation expenses	-	-	4,175	4,509
Foreign exchange loss (gain)	5,727	(713)	3,293	2,714
Net loss and comprehensive loss for the period	(85,803)	(168,223)	(335,038)	(603,403)
Weighted-average number of shares outstanding during the period	106,638,197	94,638,197	101,314,561	89,038,197
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.01)

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

E-Tech Resources Inc.

Unaudited Condensed Interim Consolidated Statements of Changes in Equity (note 8)

For the periods ended December 31, 2024 and 2023 and March 31, 2024

(Expressed in Canadian dollars unless otherwise indicated)

	Common Shares	Share Capital	Warrants	Warrants	Contributed Surplus	Deficit	Total
	#	\$	#	\$	\$	\$	\$
Balance – April 1, 2023	82,971,530	12,507,046	1,400,000	238,353	989,901	(9,117,916)	4,617,384
Shares issued pursuant to private placement financing	11,666,667	700,000	-	-	-	-	700,000
Financing issuance costs	-	(69,600)	-	-	-	-	(69,600)
Broker warrants issued on private placement financing	-	(39,200)	781,667	39,200	-	-	-
Broker warrants expired	-	238,353	(1,400,000)	(238,353)	-	-	-
Share-based compensation	-	-	-	-	153,322	-	153,322
Loss and comprehensive loss for the period	-	-	-	-	-	(603,403)	(603,403)
Balance – December 31, 2023	94,638,197	13,336,599	781,667	39,200	1,143,223	(9,721,319)	4,797,703
Share-based compensation	-	-	-	-	16,065	-	16,065
Loss and comprehensive loss for the period	-	-	-	-	-	(151,342)	(151,342)
Balance – March 31, 2024	94,638,197	13,336,599	781,667	39,200	1,159,288	(9,872,661)	4,662,426
Units issued pursuant to private placement financing	12,000,000	479,890	6,000,000	120,110	-	-	600,000
Financing issuance costs	-	(34,889)	-	-	-	-	(34,889)
Broker warrants issued on private placement financing	-	(12,265)	490,000	12,265	-	-	-
Share-based compensation	-	-	-	-	(13,758)	-	(13,758)
Loss and comprehensive loss for the period	-	-	-	-	-	(335,038)	(335,038)
Balance – December 31, 2024	106,638,197	13,769,335	7,271,667	171,575	1,145,530	(10,207,699)	4,878,741

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

E-Tech Resources Inc.

Unaudited Condensed Interim Consolidated Statements of Cash Flows

For the nine-month periods ended December 31, 2024 and 2023

(Expressed in Canadian dollars unless otherwise indicated)

	Nine-months ended December 31, 2024	Nine-months ended December 31, 2023
	\$	\$
Cash provided by (used in)		
Operating activities		
Net loss for the period	(335,038)	(603,403)
<i>Non-cash items</i>		
Share-based compensation	(13,758)	153,322
	(348,796)	(450,081)
Net changes in non-cash working capital balances related to operations:		
Decrease in amounts recoverable	22,109	77,141
Decrease in prepaid expenses and deposits	14,823	1,147
Increase in accounts payable and accrued liabilities	128,063	97,736
	(183,801)	(274,057)
Investing activities		
Purchase of equipment	(12,000)	-
Resource property expenditures	(261,541)	(359,791)
	(273,541)	(359,791)
Financing activities		
Proceeds from private placement, net of issuance costs (note 8)	565,111	630,400
Net change in cash during the period	107,769	(3,448)
Cash – beginning of period	20,496	321,159
Cash – end of period	128,265	317,711

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

E-Tech Resources Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the periods ended December 31, 2024 and 2023

(Expressed in Canadian dollars unless otherwise indicated)

1. Nature of operations and going concern

Nature of operations

E-Tech Resources Inc. ("E-Tech" or the "Company") was incorporated under the Canada Business Corporations Act on April 20, 2018. The Company was classified as a Capital Pool Company as defined in the TSX Venture Exchange (the "TSXV") Policy 2.4. The principal business of the Company was the identification and evaluation of a Qualifying Transaction ("QT") and once identified and evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

The Company and E-Tech Kalapuse Mining (Proprietary) Limited ("E-Tech Namibia"), a private company involved in the business of rare earths exploration, entered a definitive share exchange agreement dated October 10, 2020 under which the transaction was completed (the "Transaction"). As a result of the Transaction, the Company changed its name to E-Tech Resources Inc. and adopted a financial year end of March 31st effective on the closing of the Transaction on October 15, 2021. On October 21, 2021, the Company commenced trading on the TSXV under the symbol REE and co-listed on the Frankfurt Stock Exchange ("FSE") under the symbol K2I on January 5, 2022.

The principal business of the Company is the exploration and development of resource properties. The Company is in the process of exploring its resource properties and has not yet determined whether these properties contain resources that are economically recoverable. To date, the Company has not earned significant revenues and is considered to be in the exploration stage.

The Company's corporate office is located at 1969 Upper Water Street, Suite 2001, Halifax, Nova Scotia, and the registered office of the Company is located at 1741 Upper Water Street, Suite 600, Halifax, Nova Scotia. The Company's technical office is located at 18 Liliencron Street, Windhoek, Namibia.

Going concern

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company incurred a net loss for the nine-month period ended December 31, 2024 of \$335,038 (net loss of \$754,745 for the year ended March 31, 2024) and has no operations at this time which will generate revenue. Management estimates current working capital may not be sufficient to fund all of the Company's planned exploration expenditures. The ability of the Company to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities when due is dependent on securing additional financing. There is no certainty that the Company will ultimately achieve profitable operations, become cash flow positive, or raise additional debt and/or equity capital. These matters indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

The unaudited condensed interim consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these consolidated financial statements, adjustments would be necessary to the carrying values of assets and liabilities the reported revenues and expenses, and the statement of financial position classifications used.

E-Tech Resources Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the periods ended December 31, 2024 and 2023

(Expressed in Canadian dollars unless otherwise indicated)

2. Accounting Policies

Statement of compliance

The Company prepares its unaudited condensed interim consolidated financial statements in accordance with IFRS Accounting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting (“IAS 34”), as issued by the IASB. Accordingly, certain information normally included in annual financial statements prepared in accordance with IFRS, as issued by the IASB, have been omitted or condensed. The unaudited condensed interim consolidated financial statements should be read in conjunction with the Company’s annual audited financial statements for the year ended March 31, 2024.

The policies applied in these unaudited condensed interim consolidated financial statements are based on the IFRS as of February 28, 2025, the date the Board of Directors approved the financial statements. Any subsequent changes to IFRS that are given effect in the Company’s annual financial statements for the year ended March 31, 2025 could result in the restatement of these unaudited condensed interim consolidated financial statements.

Basis of presentation

These unaudited condensed interim consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, E-Tech Namibia. All intercompany transactions and balances have been eliminated on consolidation of the accounts. These unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis except for any financial assets and liabilities classified as fair value through profit and loss. The Company’s functional currency is the Canadian dollar, and these unaudited condensed interim consolidated financial statements are presented in Canadian dollars.

Accounting policies

These financial statements have been prepared using the same policies and methods of computation as the annual financial statements of the Company for the year ended March 31, 2024. Refer to note 2, *Accounting Policies*, of the Company’s annual financial statements for information on the accounting policies as well as new accounting standards adopted.

3. Capital management

E-Tech manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to continue as a going concern. The Company considers capital to be shareholders’ equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s management to sustain future development of the business. There are no external restrictions on the Company’s capital. No changes were made in the objectives, policies or processes for managing capital during the period ended December 31, 2024.

4. Amounts recoverable

	December 31, 2024	March 31, 2024
	\$	\$
Sales taxes recoverable	120,526	150,759
Other accounts receivable	8,124	-
	<u>128,650</u>	<u>150,759</u>

E-Tech Resources Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the periods ended December 31, 2024 and 2023
(Expressed in Canadian dollars unless otherwise indicated)

5. Equipment

	Exploration Equipment
Cost	\$
As at April 1, 2023 and March 31, 2024	107,306
Additions	<u>12,000</u>
As at December 31, 2024	<u>119,306</u>
 Accumulated depreciation	
As at April 1, 2023	28,837
Depreciation	<u>17,145</u>
As at March 31, 2024	45,982
Depreciation	<u>11,591</u>
As at December 31, 2024	<u>57,573</u>
 Carrying amount	
Balance, March 31, 2024	<u>61,324</u>
Balance, December 31, 2024	<u>61,733</u>

During the period ended December 31, 2024, the Company purchased equipment of \$12,000 for use on its resource exploration properties. Depreciation of exploration equipment is recorded as an addition to resource exploration expenditures.

6. Resource properties

	Nine-months ended December 31, 2024	Year ended March 31, 2024
	\$	\$
<i>Acquisition Costs</i>		
Opening balance	69,279	64,441
Acquisition costs	<u>3,481</u>	<u>4,838</u>
Ending balance	<u>72,760</u>	<u>69,279</u>
 <i>Exploration Expenditures</i>		
Opening balance	4,819,328	4,326,767
Additions incurred	<u>253,679</u>	<u>492,561</u>
Ending balance	<u>5,073,007</u>	<u>4,819,328</u>
 <i>Total Resource Properties</i>	<u>5,145,767</u>	<u>4,888,607</u>

The Company's interest in resource properties consists of the Eureka deposit in Namibia.

E-Tech Resources Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the periods ended December 31, 2024 and 2023

(Expressed in Canadian dollars unless otherwise indicated)

EPL 6762

The Company holds Exclusive Prospecting Licence (“EPL”) 6762, which was held from February 12, 2018 to July 19, 2023 and renewed for a further period of two years from July 20, 2023 to July 19, 2025.

The Company obtained EPL 6762 by entering into an agreement with Kalapuse General Dealers (Pty) Ltd (“KGD”), who agreed to extract the Eureka licence area EPL 6762 from its EPL 5469 licence area with the consent of Namibia’s Ministry of Mines and Energy in a letter received on June 15, 2017. Pursuant to the agreement with KGD, E-Tech Namibia agreed to:

- pay an initial non-refundable payment of £7,500 to KGD (the “Initial KGD Payment”), which has been paid in full;
- pay a second non-refundable payment to KGD of £7,500 for the successful completion of phase 1 and excision of the area of interest into a new exclusive prospecting (the “Second KGD Payment”), of which £3,250 has been paid;
- pay a third non-refundable payment to KGD of £50,000 (exclusive of VAT) upon successful completion of phase 2 and commencement of a pre-feasibility (the “Third KGD Payment”); and
- pay KGD a royalty of 1.5% of the gross value of products sold from mining the deposit until production is terminated (the “KGD Royalty”).

EPL 6762 is located in the magisterial District “G” (Karibib) and has been duly issued by the Minister to E-Tech Namibia and is validly existing under the applicable Namibian Laws. The Company has full and exclusive right, including receipt of all required permits, licences and other applicable government approvals in respect of EPL 6762, enabling E-Tech to carry out its exploration activities as per the most recent work program filed with the Ministry.

EPL 8748

During the year ended March 31, 2023, the Company signed an agreement to acquire 85% of EPL 8748, located adjacent to EPL 6762 (“EPL 8748 Agreement”). Pursuant to the EPL 8748 Agreement, the Company will acquire an 85% interest in EPL 8748 for aggregate cash consideration of \$210,000 and the issuance of an aggregate of 1,200,000 common shares of the Company (the “E-Tech Shares”). EPL 8748 will be held through a special purpose vehicle (“Newco”) that will be owned 85% by the Company. The parties to the EPL 8748 Agreement will enter into a shareholders agreement, which will contain terms providing that if any party’s interest is reduced to less than 10%, its interest will automatically be converted into a 5% free carried interest. Annually, on the anniversary of the EPL 8748 Agreement, the Company will have the option to acquire the minority interest from the vendor at fair market value.

The E-Tech Shares will be issued to the vendor once certain conditions set out in the EPL 8748 Agreement have been met, including the granting of EPL 8748 to the vendor and the transfer of EPL 8748 to Newco. Upon issuance, the E-Tech Shares will be subject to escrow or other trading restrictions and will be released from these restrictions in tranches over a period of four years from the closing date of the transaction. Cash consideration of \$30,000 was paid by the Company during the year ended March 31, 2023, with \$80,000 to be paid on completion of certain conditions including submission of the application to transfer EPL 8748. The balance of \$100,000 will be paid on completion of the transfer of EPL 8748 to Newco.

The transaction pursuant to the terms and conditions of the EPL 8748 Agreement is conditional upon TSX Venture Exchange approval.

E-Tech Resources Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the periods ended December 31, 2024 and 2023 (Expressed in Canadian dollars unless otherwise indicated)

7. Accounts payable and accrued liabilities

	December 31, 2024	March 31, 2024
	\$	\$
Trade accounts payable and accrued liabilities	228,931	175,240
Amounts payable to related parties	359,002	300,602
	<u>587,933</u>	<u>475,842</u>

8. Shareholders' equity

a) Capital stock

Authorized: Unlimited number of common shares, without nominal or par value

During the period ended December 31, 2024, the Company completed a private placement financing for gross proceeds of \$600,000. The Company issued 12,000,000 units pursuant to the financing at a price of \$0.05 per unit. Each unit consists of one common share and one-half common share purchase warrant. Each whole warrant entitles the holder to acquire one common share of E-Tech at an exercise price of \$0.10 per share. The warrants have been valued at \$120,110 and expire on August 1, 2026. Directors and an officer of the Company subscribed for 1,800,000 of the units issued.

Numus Capital Corp. ("Numus Capital") acted as agent for the financing. Numus Capital is an Exempt Market Dealer and a related party controlled by a director and a significant shareholder of the Company. As compensation for its services for the private placement, Numus Capital received a cash commission of \$24,500 and 490,000 broker warrants. Each broker warrant entitles Numus Capital to acquire one common share of the Company at an exercise price of \$0.10 and is exercisable for a period of 24 months from closing. The broker warrants have been valued at \$12,265 based on the Black-Scholes pricing model. In addition to the cash commission and the broker warrants, the Company incurred additional costs of \$10,389 associated with the financing, consisting primarily of legal and regulatory costs.

During the year ended March 31, 2024, the Company completed a private placement financing. 11,666,667 common shares of the Company were issued at \$0.06 per share, for gross proceeds of \$700,000. Insiders subscribed for 4,666,667 of the shares sold pursuant to the financing. Numus Capital acted as an agent for the financing and received a cash commission of \$46,900 and 781,667 broker warrants to purchase 781,667 common shares of the Company. The warrants have been valued at \$39,200 based on the Black-Scholes pricing model, have an exercise price of \$0.06 per common share and expire on August 11, 2025. In addition to cash commission and the broker warrants, the Company incurred additional costs of \$22,700 associated with the private placement, consisting primarily of legal and regulatory costs.

Escrowed shares

As at December 31, 2024, all common shares of the Company previously held subject to escrow arrangements pursuant to the terms of the Transaction have been released.

E-Tech Resources Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the periods ended December 31, 2024 and 2023

(Expressed in Canadian dollars unless otherwise indicated)

b) Stock options

The Company has a stock option plan (the “Plan”) for directors, officers, employees and consultants. The Board of Directors have the authority to issue up to 10% of the issued and outstanding common shares of the Company. The options can have up to a ten-year life, and the vesting period is set by the Board. Options are granted at a price no lower than the market price of the common shares.

The changes in the Company’s stock options during the period ended December 31, 2024 and the year ended March 31, 2024 are as follows:

	Number of Options	Weighted- Average Exercise Price
		\$
Balance, April 1, 2023	2,860,000	0.38
Granted	1,200,000	0.10
Balance, March 31, 2024	4,060,000	0.30
Forfeited/Expired	(1,200,000)	0.10
Balance, December 31, 2024	2,860,000	0.38

During the year ended March 31, 2024, Mr. Todd Burlingame was appointed as the Company’s Chief Executive Officer (“CEO”) and was granted 1,200,000 stock options pursuant to his agreement with E-Tech, exercisable into 1,200,000 common shares of the Company at \$0.10 per share. Mr. Burlingame was replaced as the Company’s CEO during the period ended December 31, 2024, and the 1,200,000 options issued with an exercise price of \$0.10 expired unexercised. No stock options were issued during the nine-month period ended December 31, 2024.

The fair value of options recognized has been estimated at the grant date using the Black-Scholes option pricing model. Option pricing models require the input of highly subjective assumptions, including the expected volatility. Changes in the assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable estimate of the fair value of the Company’s stock options. Weighted-average assumptions used in the pricing model for the options issued during the year ended March 31, 2024 were as follows:

	March 31, 2024
Share price	\$0.06
Risk-free interest rate	4.72%
Expected volatility	140%
Expected dividend yield	-
Expected life	5 years
Weighted-average fair value per option	\$0.047

Based on the Black-Scholes option pricing model and the assumptions outlined above, the estimated fair value of the 1,200,000 options granted during the year ended March 31, 2024 was \$56,735, and the estimated fair value of the 1,060,000 options granted during the year ended March 31, 2023 was \$94,689. These amounts are amortized over the vesting period of the options. The Company recorded a recovery of share-based compensation of \$13,758 during the nine-month period ended December 31, 2024 as a result of the cancellation of 1,200,000 stock options during the period (year ended March 31, 2024 – share-based compensation expense of \$169,387). As at December 31, 2024, 2,860,000 stock

E-Tech Resources Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the periods ended December 31, 2024 and 2023

(Expressed in Canadian dollars unless otherwise indicated)

options had vested (March 31, 2024 – 2,630,000), and 7,803,820 stock options are available for granting under its Plan.

The options outstanding as at December 31, 2024 are:

Exercise Price per Share	Number of Options Outstanding	Expiry Date	Remaining Contractual Life (in years)	Number of Options Vested
\$0.55	1,800,000	November 21, 2026	1.9	1,800,000
\$0.10	1,060,000	November 24, 2027	2.9	1,060,000

c) Warrants

The changes in the Company's warrants during the period ended December 31, 2024 and the year ended March 31, 2024 are as follows:

	Expiry Date	Weighted- Average Exercise Price \$	Number	Value \$
Balance – March 31, 2023			1,400,000	238,353
Broker warrants issued	August 11, 2025	0.06	781,667	39,200
Warrants expired	October 21, 2023	0.25	<u>(1,400,000)</u>	<u>(238,353)</u>
Balance – March 31, 2024			781,667	39,200
Warrants issued pursuant to financing	August 1, 2026	0.10	6,000,000	120,110
Broker warrants issued	August 1, 2026	0.10	<u>490,000</u>	<u>12,265</u>
Balance – December 31, 2024		0.096	<u>7,271,667</u>	<u>171,575</u>

Pursuant to the financing completed by the Company during the period ended December 31, 2024, E-Tech issued 6,000,000 common share purchase warrants and issued 490,000 broker warrants to a related party, Numus Capital. The warrants have an exercise price of \$0.10 and expire on August 1, 2026. The value of the broker warrants, as determined under the Black-Scholes pricing model, was \$12,265 and was recorded as a share issuance cost.

During the year ended March 31, 2024, the Company issued 781,667 broker warrants to Numus Capital pursuant to a private placement financing. The warrants have an exercise price of \$0.06 per common share and expire on August 11, 2025. The value of the warrants, as determined under the Black-Scholes pricing model, was \$39,200 and was recorded as a share issuance cost. Also during the year ended March 31, 2024, 1,400,000 broker warrants held by Numus Capital with an exercise price of \$0.25 expired unexercised.

The assumptions used in the pricing model and fair value results are as follows:

	August 2024 Warrants	August 2023 Warrants
Risk-free interest rate	3.49%	4.70%
Expected volatility	125%	140%
Expected dividend yield	-	-
Expected life	2 years	2 years
Fair value per warrant	\$0.05	\$0.05

E-Tech Resources Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

For the periods ended December 31, 2024 and 2023

(Expressed in Canadian dollars unless otherwise indicated)

d) Deferred Share Units

The Company has a Deferred Share Unit (“DSU”) Plan, where DSUs may be granted to eligible participants, which include members of its Board of Directors, officers, consultants, and employees of the Company. DSUs typically vest over a three-year period and are measured at their fair values as of the date of grant. The fair value is recognized as share compensation expense over the vesting period on the consolidated statements of loss and comprehensive loss. As at December 31, 2024, no DSUs have been issued by the Company.

9. Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Accounts payable includes amounts payable to officers, directors and related party companies of \$359,002 as at December 31, 2024 (March 31, 2024 – \$300,602), including \$28,253 owed by a related party company to E-Tech (March 31, 2024 - \$nil). The following related party transactions were in the normal course of operations and were measured at the exchange amounts, which are the amounts agreed to by the related parties.

a) Compensation of key management personnel:

Key management includes all directors, as well as the Chief Executive Officer (“CEO”) and the Chief Financial Officer (“CFO”). During the nine-month period ended December 31, 2024, professional and consulting fees and salaries and benefits in the amount of \$103,238 were incurred for the services of the CEO, the interim CEO, the CFO and one director (March 31, 2024 - \$210,473 for the services of the CEO, the CFO, and one director). Included in the fees paid to key management during the nine-month period ended December 31, 2024 are \$19,800 in fees that were capitalized to resource properties for the services of the interim CEO (March 31, 2024 - \$132,000 for the services of the CEO and a director).

During the nine-month period ended December 31, 2024, the Company completed a private placement financing for gross proceeds of \$600,000. 12,000,000 units of the Company were issued at a price of \$0.05 per unit. Insiders of E-Tech subscribed for 1,800,000 of the units issued.

During the year ended March 31, 2024, the Company completed a private placement financing for gross proceeds of \$700,000. 11,666,667 common shares of the Company were issued at a price of \$0.06 per share. Insiders of E-Tech subscribed for 4,666,667 of the common shares issued.

During the year ended March 31, 2024, the Company granted 1,200,000 stock options to the CEO of the Company. See note 8 for further information on the options granted. During the period ended December 31, 2024, the 1,200,000 stock options held by the former CEO with an exercise price of \$0.10 per share were forfeited.

b) Services agreements:

At December 31, 2024 and March 31, 2024, the Company has a services agreement with Numus Financial Inc. (“Numus”), a related party company owned by a director and by a significant shareholder of the Company for the provision of consulting services, controller services, rent and other office costs, at a total fee of \$12,200 per month and continuing until both parties mutually agree to terminate. Service

E-Tech Resources Inc.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements

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(Expressed in Canadian dollars unless otherwise indicated)

fees are incurred on a cost recovery basis and include general and administration charges such as utilities and accounting services of the Company. During the nine-month period ended December 31, 2024, the Company incurred costs for consulting and controller services in the amount of \$94,500 (March 31, 2024 - \$126,000) and incurred rent and office costs in the amount of \$15,300 (March 31, 2024 - \$20,400).

As outlined in the services agreement effective October 15, 2021, if the services agreement is cancelled by the Company without just cause (as defined in the agreement), a break fee of eighteen (18) months of remuneration, being \$144,000, will be payable to Numus, in addition to the service fees applicable for the 90-day notice period. If the controller services are cancelled by the Company without just cause, a break fee of six (6) months of remuneration, being \$15,000, will be payable to Numus, in addition to the service fees applicable for the 90-day notice period. If the office services are cancelled by the Company without just cause, a break fee of six (6) months of remuneration, being \$10,200, will be payable to Numus, in addition to the service fees applicable for the 90-day notice period. Numus also will have a right of first refusal to act as an advisor on an E-Tech transaction for a fee of 1.25% of the value of the transaction.

During the period ended December 31, 2024 and as at March 31, 2024, the Company had an agreement with Numus for the provision of digital media services until November 30, 2024. During the nine-month period ended December 31, 2024, the Company incurred fees for digital media services in the amount of \$8,603 (March 31, 2024 - \$67,544).

c) Financing broker

During the nine-month period ended December 31, 2024, Numus Capital acted as the agent for the Company's private placement financing. As compensation for its services pursuant to the private placement, Numus Capital received a cash commission of \$24,500 and 490,000 broker warrants. The broker warrants have been valued at \$12,265, have an exercise price of \$0.10 per common share and expire on August 1, 2026.

During the year ended March 31, 2024, Numus Capital acted as the agent for the Company's private placement financing. As compensation for its services pursuant to the private placement, Numus Capital received a cash commission of \$46,900 and received 781,667 broker warrants. The broker warrants have been valued at \$39,200, have an exercise price of \$0.06 per common share and expire on August 11, 2025. In addition, 1,400,000 broker warrants held by Numus Capital with an exercise price of \$0.25 expired unexercised during the year ended March 31, 2024.

10. Financial instruments

Credit risk

The Company's maximum exposure to credit risk is represented by the carrying amount of the Company's cash and amounts recoverable. The Company manages credit risk by maintaining its cash with high-credit quality financial institutions or in trust with the Company's lawyer.

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Liquidity risk

The Company's approach to managing liquidity risk is to continue to maintain a cash balance to be able to meet the funding of its liabilities when required. As at December 31, 2024, the Company had a cash balance of \$128,265 and a negative working capital balance of \$326,841 (March 31, 2024 – cash balance of \$20,496 and a negative working capital balance of \$287,505). The Company's ability to continue to meet its liabilities, beyond the current cash balance, is dependent on future support of shareholders through public or private equity offerings.

Foreign currency rate risk

A portion of the Company's transactions occur in United States, South African and Namibian currencies; accordingly, the related financial assets and liabilities are subject to fluctuations in the respective exchange rates. For the nine-month period ended December 31, 2024, the sensitivity of the Company's net loss due to changes in the exchange rate between the Canadian dollar and foreign currencies (primarily the United States dollar and the Namibian dollar) would have impacted net loss by \$3,507 for a 5% increase or decrease in the Canadian dollar.

Fair value

During the nine-month period ended December 31, 2024, there were no transfers between level 1, level 2 and level 3 classified assets and liabilities. The fair values of the Company's cash, amounts recoverable, and accounts payable and accrued liabilities are considered to approximate the carrying amounts due to their short term to maturity.

11. Income taxes

Deferred income tax recovery differs from the amount that would be computed by applying the federal and provincial statutory income tax rate of 29% to operating loss before income taxes. The reasons for the difference are as follows:

	December 31, 2024	December 31, 2023
	\$	\$
Operating loss before income taxes	(335,038)	(603,403)
Income tax recovery based on substantively enacted rates	(97,161)	(174,987)
Current year loss and deductible temporary differences for which no asset recognized	100,196	129,432
Permanent differences and other	(3,035)	45,555
Income tax recovery	-	-

12. Commitments

At December 31, 2024, the Company has a services agreement with Numus for the provision of consulting services, controller services, rent and other office costs, at a fee of \$12,200 per month and continuing until both parties mutually agree to terminate. See note 9 for further details.