Audited Consolidated Financial Statements

For the Years Ended October 31, 2023 and 2022

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Copper Fox Metals Inc.

Opinion

We have audited the accompanying consolidated financial statements of Copper Fox Metals Inc. (the "Company"), which comprise the consolidated statements of financial position as at October 31, 2023 and 2022, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates the Company incurred a net loss of $1,114,512; the Company's cash position at October 31, 2023 was $1,368,852 and its working capital was $868,591. Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined that that matter described below to be the key audit matter to be communicated in our report.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 6 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was $81,897,193 as of October 31, 2023. As more fully described in Note 2 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment at each reporting period.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Assets.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company's recent expenditure activity.
- Assessing compliance with agreements including reviewing agreements.
- Obtaining, on a test basis through government websites, confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Carmen Newnham.

Davidson & Company LLP

Vancouver, Canada

Chartered Professional Accountants

February 7, 2024

COPPER FOX METALS INC.

Consolidated Statements of Financial Position

As at October 31

(Expressed in Canadian Dollars)

	Note	**2023**	2022
Assets			
Current assets:			
Cash and cash equivalents		**$ 1,368,852**	$ 132,192
Trade and other receivables		**13,560**	42,066
Total Current Assets		**1,382,412**	174,258
Non-current assets:			
Deposits		**-**	12,278
Investments	4	**306,525**	289,883
Reclamation bond	6	**228,659**	212,000
Exploration & evaluation assets	6	**81,897,193**	80,215,340
Property and equipment	7	**40,731**	30,677
Right-of-use asset	9	**59,281**	69,159
Total Assets		**$ 83,914,801**	$ 81,003,595
Liabilities and Shareholders' Equity			
Current liabilities:			
Trade and other payables		**$ 178,439**	$ 74,015
Promissory note - current	8	**321,196**	265,562
Office lease liability - current	9	**14,186**	12,221
Total Current Liabilities		**513,821**	351,798
Non-current liabilities:			
Decommissioning liabilities	10	**421,000**	421,000
Deferred tax liabilities	14	**653,258**	653,258
Promissory note - long term	8	**-**	326,132
Office lease liability - long term	9	**113,409**	127,595
Total Liabilities		**1,701,488**	1,879,783
Shareholders' Equity:			
Share capital	11	**88,789,430**	85,098,203
Shares to be issued	11	**-**	200,000
Share purchase warrants	11	**3,365,339**	2,979,913
Accumulated other comprehensive income		**2,730,226**	2,402,866
Reserves		**15,823,771**	15,823,771
Deficit		**(28,495,453)**	(27,380,941)
Total Shareholders' Equity		**82,213,313**	79,123,812
Total Liabilities and Shareholders' Equity		**$ 83,914,801**	$ 81,003,595

Reporting entity and nature of operations (Note 1)

Commitment and contingent liability (Note 13)

Approved on behalf of the Board of Directors on February 7, 2024

"J. Michael Smith" "Elmer B. Stewart"

J. Michael Smith, Director Elmer B. Stewart, Director

See Accompanying Notes to the Consolidated Financial Statements.

COPPER FOX METALS INC.

Consolidated Statements of Loss and Comprehensive Loss

Year Ended October 31

(Expressed in Canadian Dollars)

	Note	**2023**	2022
Expenses:			
Administration	12	**$ 908,736**	$ 865,401
Depreciation, amortization	7, 9	**16,682**	14,277
Professional fees	12	**205,117**	142,169
Interest and other income		**(16,023)**	(4,720)
Loss on derecognition of investment in associate	5	**-**	333,839
Loss Before Taxes		**1,114,512**	1,350,966
Deferred income tax recovery	14	**-**	(60,000)
Net Loss		**1,114,512**	1,290,966
Other Comprehensive Loss:			
Foreign currency translation loss		**(310,718)**	(1,419,090)
Fair value adjustment of investment	4	**(16,642)**	316,191
Loss and Comprehensive Loss		**$ 787,152**	$ 188,067
Loss per share - basic and diluted		**$ 0.00**	$ 0.00
Weighted average number of shares		**543,614,691**	524,186,480

See Accompanying Notes to the Consolidated Financial Statements.

COPPER FOX METALS INC.

Consolidated Statements of Changes in Shareholders' Equity

Years Ended October 31, 2023 and 2022

(Expressed in Canadian Dollars)

	Number of Shares	**Share Capital**	**Shares to be Issued**	**Share Purchase Warrants**	**AOCI**	**Reserves**	**Deficit**	**Total Shareholders' Equity**
Balance as at October 31, 2021:	524,185,496	$ 85,065,803	$ -	$ 2,979,913	$ 1,299,967	$ 15,823,771	$ (26,089,975)	$ 79,079,479
Warrants exercised	360,000	32,400	-	-	-	-	-	32,400
Shares to be issued pursuant to warrant exercise	-	-	200,000	-	-	-	-	200,000
Currency translation adjustment	-	-	-	-	1,419,090	-	-	1,419,090
Fair value adjustment of investment	-	-	-	-	(316,191)	-	-	(316,191)
Net loss for the year	-	-	-	-	-	-	(1,290,966)	(1,290,966)
Balance as at October 31, 2022	**524,545,496**	**85,098,203**	**200,000**	**2,979,913**	**2,402,866**	**15,823,771**	**(27,380,941)**	**79,123,812**
Warrants exercised	24,756,667	2,228,100	(200,000)	-	-	-	-	2,028,100
Shares issued for cash	9,390,050	1,878,010	-	-	-	-	-	1,878,010
Share issuance cost	-	(29,457)	-	-	-	-	-	(29,457)
Warrants granted	-	(385,426)	-	385,426	-	-	-	-
Currency translation adjustment	-	-	-	-	310,718	-	-	310,718
Fair value adjustment of investment	-	-	-	-	16,642	-	-	16,642
Net loss for the year	-	-	-	-	-	-	(1,114,512)	(1,114,512)
Balance as at October 31, 2023	**558,692,213**	**$ 88,789,430**	$ -	**$ 3,365,339**	**$ 2,730,226**	**$ 15,823,771**	**$ (28,495,453)**	**$ 82,213,313**

See Accompanying Notes to the Consolidated Financial Statements.

COPPER FOX METALS INC.

Consolidated Statements of Cash Flows

Year Ended October 31

(Expressed in Canadian Dollars)

	2023	2022
Operations:		
Net Loss	$ (1,114,512)	$ (1,290,966)
Items not affecting cash and cash equivalents		
Deferred income tax recovery	-	(60,000)
Depreciation, amortization	16,682	14,277
Interest expense	20,155	21,640
Loss on derecognition of investment in associate	-	333,839
Changes in non-cash working capital:		
Trade and other receivables	28,506	35,364
Trade and other payables	49,662	(137,814)
Cash and Cash Equivalents Used In Operating Activities	(999,507)	(1,083,660)
Investing:		
Mineral property expenditures	(1,424,659)	(1,312,952)
Eaglehead BC METC Refund	156,641	-
Property and equipment	(16,858)	-
Cash and Cash Equivalents Used In Investing Activities	(1,284,876)	(1,312,952)
Financing:		
Net proceeds from issuance of shares	3,876,653	32,400
Shares to be issued pursuant to warrant exercise	-	200,000
Office lease payments	(32,376)	(29,678)
Promissory note payment	(330,000)	(340,000)
Cash and Cash Equivalents Provided By Financing Activities	3,514,277	(137,278)
Change in cash and cash equivalents during the year	1,229,894	(2,533,890)
Translation effect of foreign currency	6,766	19,474
Cash and cash equivalents, beginning of year	132,192	2,646,608
Cash and Cash Equivalents, End of year	$ 1,368,852	$ 132,192

Supplemental non-cash investing and financing activities for the years ended October 31, 2023 and 2022 included:

- Accretion of promissory note $59,502 (October 31, 2022 – $108,872)
- Exploration and evaluation in account payable $ 54,762 (October 31, 2022 – $nil)
- Share to be issued pursuant to warrant exercise applied to issuance of shares $200,000 (October 31, 2022 - $nil)

See Accompanying Notes to the Consolidated Financial Statements.

1. Reporting Entity and Nature of Operations

Copper Fox Metals Inc. ("**Copper Fox**" or the "**Company"**) was incorporated on February 27, 2004 under the Business Corporations Act of Alberta. On July 14, 2010 the Company transferred its registration from Alberta and became incorporated under the Business Corporations Act of British Columbia. The Company is engaged in the exploration for and development of copper mineral properties in Canada and the United States. Copper Fox's shares trade on the TSX Venture Exchange ("**TSX.V**") under the trading symbol **CUU** and on the **OTCQX** under the symbol **CPFXF**. To date, the Company has not earned any revenue from these operations and is in the exploration and evaluation stage.

The Company maintains its head office at 340 – 12 Avenue SW, Suite 650, Calgary, Alberta. These consolidated financial statements include the accounts of the Company and the accounts of its subsidiaries. Copper Fox's subsidiaries include:

- 100% ownership of Desert Fox Copper Inc., which was incorporated under the laws of British Columbia, Canada
    - 100% ownership of Desert Fox Minerals Co., which was incorporated under the laws of Arizona, USA.
        - 100% ownership of Desert Fox Sombrero Butte Co., which was incorporated under the laws of Arizona, USA
        - 100% ownership of Desert Fox Van Dyke Co., which was incorporated under the laws of Arizona, USA
        - 100% ownership of Desert Fox Mineral Mountain Co., which was incorporated under the laws of Arizona, USA

- 100% ownership of Northern Fox Copper Inc., which was incorporated under the laws of British Columbia, Canada

Going Concern

The recoverability of amounts shown for resource properties and related exploration and evaluation costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

1. Reporting Entity and Nature of Operations (continued)

Going Concern (continued)

The Company is currently exploring its mineral properties and managing its investment in the joint venture interest in the Schaft Creek project. During the year ended October 31, 2023, the Company incurred a net loss of $1,114,512 (October 31, 2022 - $1,290,966); the Company's cash position at October 31, 2023 was $1,368,852 (October 31, 2022 - $132,192) and its working capital was $868,591 (October 31, 2022 – working capital deficiency $177,540). Exploration expenditures may need additional funding and management would look to raise the funds through the exercising of warrants. Should management be unable to raise sufficient funds solely through the exercising of warrants, then the Company would conduct a private placement. If management were still unsuccessful in raising the additional funds necessary, they would sell one or more of the Company's properties.

The conditions described above indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital. These consolidated financial statements do not contain any adjustments to the amounts that may be required should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of Presentation and Significant Accounting Policies

Statement of Compliance

These consolidated financial statements have been prepared in accordance and in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standard Board ("IASB") and their interpretations issued by the IFRS Interpretations Committee ("IFRIC").

These consolidated financial statements were approved for issue by the Board of Directors on February 7, 2024.

Basis of Measurement

These consolidated financial statements have been prepared using historical cost basis, except for certain financial instruments, which are measured at fair value.

2. Basis of Presentation and Significant Accounting Policies (continued)

Functional Currency and Foreign Currency Transactions

Functional currency is the currency of the primary economic environment in which the Company and its subsidiaries operate and is normally the currency in which the entity primarily generates and expends cash. The functional and reporting currency of Copper Fox is the Canadian Dollar. Transactions denominated in foreign currencies are initially recorded at the rates of exchange prevailing on the dates of the transactions. Monetary assets and liabilities denominated in such currencies are retranslated at the rates prevailing on the statement of financial position date. Profits and losses arising on exchange are included in earnings.

Financial statements of the foreign subsidiaries included in the consolidated financial statements where the functional currency is other than the Canadian dollar are translated from their functional currency which is the respective local currency to the Canadian presentation currency. The functional currency of the foreign subsidiaries is the US dollar. For statement of financial position items, the translation is performed using rates of exchange prevailing on the reporting date. For revenue and expense items, the translation is performed using the average rates of exchange during the fiscal year. Net exchange gains or losses resulting from the translation of foreign financial statements are recognized in other comprehensive income or loss.

Use of Estimates and Judgements

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates, assumptions and judgements that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the consolidated financial statements, along with reported amounts of income and expenses during the period. Actual results may differ from these estimates, and as such, estimates and underlying assumptions and judgements are reviewed on an ongoing basis by management. Revisions are recognized in the period in which the estimates are revised and in any future periods so affected.

(i) Significant Assumptions and Judgements in Applying Accounting Policies

Critical judgements required in applying the Company's accounting policies that would have the most significant impact on the Company's consolidated financial statements include: determination of control and significant influence and capitalization of exploration and evaluation costs.

a) Determination of Control and Significant Influence

Per IFRS 10.5, an investor controls an investee if they have the following:

- Power over the investee;
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect the amount of the investor's returns.

Effective November 1, 2021, the Company recorded its interest in District Copper Corp. ("District Copper") as an Investment since the Company has no significant influence.

2. Basis of Presentation and Significant Accounting Policies (continued)

b) Capitalization of Exploration and Evaluation Costs

The measurement and impairment of mineral properties are based on various judgments, including, but not limited to, the technical and commercial feasibility of these properties, which incorporates various assumptions for mineral reserves and/or resources, future mineral prices and operating and capital expenditures. The application of the Company's accounting policy for exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which is based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. For example, if, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the period when the new information became available.

(ii) Key Sources of Estimation Uncertainty

Significant accounts that require estimates as the basis for determining the stated amounts included, but are not limited to, deferred tax liabilities.

a) Deferred Tax Liabilities

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit or loss,

- In respect of taxable temporary differences associated with an investment in subsidiaries, associates and interests in joint arrangements, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax liabilities are measured at the tax rates that are expected to apply in the year when the liability is settled, based on tax rates (and laws) that have been enacted or substantively enacted at the reporting date.

b) Warrant valuation

The Company uses the Black-Scholes pricing model to determine the fair value of share purchase warrants granted. This model requires management to estimate the volatility of the Company's future share price, risk-free interest rates, expected lives of warrants and future dividend yields. Consequently, there is significant measurement uncertainty in the share-based compensation expense reported.

2. Basis of Presentation and Significant Accounting Policies (continued)

Basis of Consolidation

The financial statements of the Company's subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. Control exists when an entity is exposed to, or has rights to, variable returns from its involvement with the entity and could affect these returns through its control over the entity. All significant intercompany transactions and balances have been eliminated. All the Company's subsidiaries are wholly owned. Accounting policies are applied consistently throughout all consolidated entities.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash on deposit with banks or highly liquid short-term interest-bearing securities that are readily convertible to known amounts of cash, GIC's and those that have maturities of three months or less or fully redeemable without penalty when acquired. For the periods presented, the Company holds cash of $1,328,852 (October 31, 2022 - $92,192) and cash equivalents of $40,000 (October 31, 2022 - $40,000).

Financial Instruments

(i) Classification and Measurement

The Company classifies its financial assets in the following categories: at fair value through profit or loss (**"FVTPL"**), at fair value through other comprehensive income (**"FVTOCI"**) or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL. For other equity instruments, the Company can make an irrevocable election (on an instrument by-instrument basis) on the day of acquisition to designate them as at FVTOCI.

a) Financial Assets at FVTPL

Financial assets that are carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are included in the statement of loss and comprehensive loss in the period in which they arise. Derivatives are also categorized as FVTPL unless they are designated as hedges.

2. Basis of Presentation and Significant Accounting Policies (continued)

b) Financial Assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

c) Financial Assets at Amortized Cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current or non-current assets, based on their maturity date. Financial assets are derecognized when they mature or are sold, and substantially all the risk and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as amortized cost are recognized in the statement of loss and comprehensive loss.

Classifications of the Company's financial instruments under IFRS 9 are:

Financial Instrument	Classification
Cash and cash equivalents	Amortized cost
Trade and other receivables	Amortized cost
Deposits	Amortized cost
Reclamation bonds	Amortized cost
Investments	FVTOCI
Trade and other payables	Amortized cost
Promissory note	Amortized cost
Office lease liability	Amortized cost

(ii) Impairment

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit loss if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve months expected credit loss. For trade and other receivables, the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

2. Basis of Presentation and Significant Accounting Policies (continued)

Financial Liabilities

All financial liabilities are recognized initially at fair value. Copper Fox's financial liabilities include trade and other payables, promissory note and office lease liability. A financial liability is derecognized when the obligation under the liability has been discharged or cancelled or expired. After initial recognition, financial liabilities are recognized at amortized cost.

Exploration and Evaluation Assets

Once a license to explore an area has been secured, expenditures on exploration and evaluation activities are capitalized as exploration and evaluation assets and recorded as mineral properties. Exploration expenditure relates to the initial search for deposits with economic potential.

The recovery of the carrying amount of exploration and evaluation assets is dependent upon the future commercial success of the mineral properties or from proceeds of disposition. The amounts shown for exploration and evaluation assets represent costs incurred to date and are not intended to reflect present or future values.

Mining tax credits are recorded in the consolidated financial statements when there is reasonable assurance that the Company has complied with, and will continue to comply with, all conditions needed to obtain the credits.

These non-repayable mining tax credits are earned in respect to exploration costs incurred in British Columbia, Canada and are recorded as a reduction of the related exploration and evaluation assets.

The Company assesses for impairment indicators in according with IFRS 6, and if any are found to exist, then the Company takes the appropriate action to determine if an impairment must be recorded.

When the Company issues flow-through shares, it provides the share subscribers with a flow-through component for tax incentives available on qualifying Canadian exploration expenditures. The increase to share capital when flow-through shares are issued is measured based on the current market price of common shares. Any premium, being the excess of the proceeds over the market value of the common shares, is recorded as a liability. At the later of the renouncing and the incurrence of the expenditure, the Company de-recognizes the liability, and the premium amount is recognized as income in the statement of loss. The Company may be subject to a Part XII.6 tax on flow-through proceeds, renounced under the Look-Back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial liability until the flow-through money is fully renounced.

With reference to Copper Fox's Schaft Creek Joint Venture agreement with Teck Resources Limited (**"Teck"**), the Company does not record any expenditure made by Teck on its account. Any cash consideration received directly from Teck is credited against costs previously capitalised in relation to the whole interest with any excess accounted for by the Company as a gain. It also does not recognise any gain or loss on its exploration and evaluation farm-out arrangements on its other assets but re-designates any costs previously capitalised in relation to the whole interest as relating to the partial interest retained.

2. Basis of Presentation and Significant Accounting Policies (continued)

Decommissioning Liabilities and Reclamation Costs

The Company recognizes and records the fair value of the liability for a future retirement obligation in the period in which it is incurred and records a corresponding increase in the carrying value of the related asset using the present value of the estimated future cash outflows. The liability is subsequently adjusted for the passage of time. When in production, the asset will be amortized accordingly. The liability is also adjusted for the changes to the current market-based discount rate, or the amount or timing of the underlying cash flows needed to settle the obligation.

The operations of the Company may be affected from time to time by changes in environmental regulations, including those for future rehabilitation and site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company may vary from region to region and are not entirely predictable. The Company's policy is to meet standards set by relevant legislation and by the application of technically proven and economically feasible measures. Expenditures relating to ongoing environmental and reclamation programs are recorded to earnings as incurred or capitalized and amortized, depending upon their future economic benefits. These estimates are reviewed regularly to consider any material changes to the assumptions.

Property and Equipment

Property and equipment are stated at cost, which includes the acquisition price and any direct costs to bring the asset into productive use at its intended location.

Amortization of property and equipment is calculated using the declining balance method with the following rates:

Buildings	10 %
Computer equipment	30 %
Furniture and equipment	20 %
Heavy equipment	20 %
Right of use asset	Term of lease

2. Basis of Presentation and Significant Accounting Policies (continued)

Impairment of Long-Lived Assets

At each reporting date the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment.

The recoverable amount is the higher of the assets' fair value less cost to sell or value in use, which is the present value of future cash flows expected to be derived from the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in earnings for that period. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized in earnings.

Fair value less cost to sell is determined as the amount that would be obtained from the sale of an asset in an arm's length transaction between knowledgeable and willing parties.

Value in use is determined as the net present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. Value in use is determined by applying assumptions specific to the Company's continued use and can only consider approved future development costs. Estimates of future cash flows used in the evaluation of impairment of assets are made using management's forecasts of commodity prices and expected production volumes. The latter considers assessments of mineral resources and includes expectations about proved and unproved volumes, which are risk-weighted utilizing geological, production, recovery, and economic projections.

Contingent Liabilities

The Company has the potential to be involved in various claims, assessments, investigations, and legal proceedings that arise from time to time in the ordinary course of its business, including matters involving tax and other issues. Some of these potential liabilities may become actual liabilities when one or more future events occur or fail to occur. To the extent that the future event is likely to occur or fail to occur and a reasonable estimate of the loss can be made, an estimated liability would be accrued. The Company would accrue a liability when it believes that it is both probable that a liability has been incurred and that it can reasonably estimate the amount of the loss. The Company reviews these accruals and adjusts them to reflect ongoing negotiations, settlements, rulings, advice of legal counsel and other relevant information. Currently the Company does not have any accrued contingent liabilities.

2. Basis of Presentation and Significant Accounting Policies (continued)

Leases

At inception of a contract, the Company assesses whether a contract is or contains a lease. A contract is or contains a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Company recognizes a right-of-use asset and a lease liability at the commencement date of a lease. The right-of use asset is measured at cost, which is comprised of:

- The initial measurement of the lease liability
- Lease payments made at or before the commencement date less lease incentive
- Initial direct costs incurred
- Decommissioning costs

The right-of-use asset is depreciated using the straight-line method over the earlier of the term of the lease or the useful life of the asset determined on the same basis as the Company's property, plant and equipment.

The lease liability is initially measured at the present value of lease payments remaining at the lease commencement date, discounted using either the implicit rate of the lease or the Company's incremental borrowing rate when the implicit rate cannot readily be determined. Lease payments included in the measurement of the lease liability are comprised of:

- Fixed payments
- Variable payments linked to an index or rate
- Expected payments for residual value guarantee
- Purchase option, extension option or termination option when the Company is reasonably certain to exercise

The lease liability is subsequently measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

2. Basis of Presentation and Significant Accounting Policies (continued)

Income Taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in earnings, except to the extent that it relates to a business combination or items recognized directly in equity or other comprehensive income or loss.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. Additionally, deferred tax is not recognized for taxable temporary differences arising from the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

2. Basis of Presentation and Significant Accounting Policies (continued)

Share-Based Payments

The Company applies the fair value method to share-based payments for all options granted. The fair value is measured at the grant date and each vesting tranche is recognized as a separate award. Compensation expense is recognized over the applicable vesting period with a corresponding increase in contributed surplus. When the options are exercised, the exercise price proceeds, together with the related reserves amounts which are credited to share capital through reserves.

Earnings per Share

Basic earnings per share are calculated by dividing net earnings or losses available to the Company by the weighted average number of common shares outstanding for the year. Diluted earnings per share are calculated to reflect the dilutive effect of exercising outstanding stock options and warrants by application of the treasury stock method. Outstanding stock options and share purchase warrants that would potentially dilute basic earnings per share have not been included in the computation of diluted earnings per share because to do so would be anti-dilutive.

Warrants Issued in Equity Financing Transaction

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate exploration and evaluation assets. These equity financing transactions may involve issuance of common shares or units. Each unit comprises a certain number of shares and a certain number of warrants. Depending on the terms and conditions of each equity financing transaction, the warrants are exercisable into additional common shares at a price prior to expiry as stipulated by the transaction. Warrants that are part of units are assigned a value based on the Black-Scholes Option Pricing Model and included in the share purchase warrants account.

When warrants are exercised, the amount in the share purchase warrants account is not reclassified.

3. Changes in Accounting Policies

New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the October 31, 2023 reporting period. The Company has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

- Presentation of financial statements

  An amendment to IAS 1 was issued in January 2020 and applies to annual reporting periods beginning on or after January 1, 2024. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period.

- Disclosure of Accounting Policies

  The amendments require that an entity disclose its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact on its results and financial position.

Year ended October 31, 2023 (Expressed in Canadian Dollars)

4. Investments

Liard Copper Mines Ltd.
Copper Fox directly owns 29,342 shares of Liard Copper Mines Ltd. ("**Liard**"), a private company incorporated in British Columbia, which represents approximately 1.55% of the issued and outstanding shares of Liard. These shares were originally recorded at a cost value of $759,305 upon acquisition in two separate 2011 transactions.

During the year ended October 31, 2016, pursuant to a purchase of Liard shares by the Schaft Creek Joint Venture ("**SCJV**"), the Company determined that the value of the Liard shares purchased in 2011 were impaired by $652,480 and were subsequently written down to the Fair Market Value ("**FMV**") of $106,825, which was referenced to a private sale of Liard shares in 2016 (Level 3 of the financial instruments – see Note 15). There were no similar transactions in 2017 - 2023, therefore the Company determined that the 2016 private sale is the best reference of the FMV of the Liard shares as of October 31, 2023. As such, there was no effect on other comprehensive loss for the years ended October 31, 2023 and 2022.

Copper Fox indirectly owns an additional 21.35% of the Liard shares owned by the SCJV with Teck Resources Limited ("**Teck**"). As these Liard shares are held within a trust account that the Company does not control, the 21.35% ownership of Liard is not reflected in the consolidated financial statements.

Liard holds a 30% Net Proceeds Interest in the Schaft Creek project, subject to certain terms and conditions.

District Copper Corporation
Effective November 1, 2021, the Company ceased to have significant influence over District Copper and therefore the Company's 3,328,326 shares of District Copper are measured and presented at the observable market share price as at the date of the statements of financial position. As of October 31, 2023, these District Copper shares were valued at $199,700, with a fair value adjustment of $16,642 gain (2022 - $316,191 loss) included in other comprehensive loss for the year ended October 31, 2023.

	October 31, 2022	**October 31, 2023**
Liard	$ 106,825	**$ 106,825**
District Copper	183,058	**199,700**
Total Investments:	$ 289,883	**$ 306,525**

5. Investment in Associate

Subsequent to October 31, 2021, the Company ceased to have significant influence in District Copper and only held an 18.24% interest. As such, effective November 1, 2021, the Company recorded its interest in District Copper as an Investment (see Note 4) and recognized a loss on derecognition of investment in associate of $333,839.

Year ended October 31, 2023 (Expressed in Canadian Dollars)

6. Exploration and Evaluation Assets

	Balance October 31, 2022	Additions	Balance October 31, 2023
Arizona Properties:			
Van Dyke Project			
Acquisition of property rights	$ 2,585,093	$ -	$ 2,585,093
Technical analysis	7,106,126	434,303	7,540,429
Licenses and permits	56,029	-	56,029
Foreign exchange	1,859,982	214,520	2,074,502
Total Van Dyke Project	**11,607,230**	**648,823**	**12,256,053**
Sombrero Butte Project			
Acquisition of property rights	1,006,239	-	1,006,239
Technical analysis	1,243,411	64,232	1,307,643
Licenses and permits	64,466	2,036	66,502
Foreign exchange	407,114	51,572	458,686
Total Sombrero Butte Project	**2,721,230**	**117,840**	**2,839,070**
Mineral Mountain Project			
Technical analysis	966,405	647,508	1,613,913
Licenses and permits	47,414	10,832	58,246
Foreign exchange	42,121	33,479	75,600
Total Mineral Mountain Project	**1,055,940**	**691,819**	**1,747,759**
Total Arizona Properties	**15,384,400**	**1,458,482**	**16,842,882**
British Columbia Properties:			
Schaft Creek			
Acquisition of property rights	3,053,755	-	3,053,755
Technical analysis	62,221,476	7,764	62,229,240
Licenses and permits	106,623	-	106,623
BC Mineral Exploration Tax Credit	(3,575,505)	-	(3,575,505)
Total Schaft Creek	**61,806,349**	**7,764**	**61,814,113**
Eaglehead			
Property acquisition	1,131,694	-	1,131,694
Technical analysis	1,651,897	372,248	2,024,145
Reclamation obligation	241,000	-	241,000
BC Mineral Exploration Tax Credit	-	(156,641)	(156,641)
Total Eaglehead	**3,024,591**	**215,607**	**3,240,198**
Total British Columbia Properties	**64,830,940**	**223,371**	**65,054,311**
Total Mineral Properties	**$ 80,215,340**	**$ 1,681,853**	**$ 81,897,193**

Year ended October 31, 2023 (Expressed in Canadian Dollars)

6. Exploration and Evaluation Assets (continued)

	Balance October 31, 2021	Additions	Balance October 31, 2022
Arizona Properties:			
Van Dyke Project			
Acquisition of property rights	$ 2,585,093	$ -	$ 2,585,093
Technical analysis	6,902,941	203,185	7,106,126
Licenses and permits	56,029	-	56,029
Foreign exchange	798,032	1,061,950	1,859,982
Total Van Dyke Project	**10,342,095**	**1,265,135**	**11,607,230**
Sombrero Butte Project			
Acquisition of property rights	1,006,239	-	1,006,239
Technical analysis	1,082,595	160,816	1,243,411
Licenses and permits	64,466	-	64,466
Foreign exchange	162,902	244,212	407,114
Total Sombrero Butte Project	**2,316,202**	**405,028**	**2,721,230**
Mineral Mountain Project			
Technical analysis	841,315	125,090	966,405
Licenses and permits	45,618	1,796	47,414
Foreign exchange	(50,203)	92,324	42,121
Total Mineral Mountain Project	**836,730**	**219,210**	**1,055,940**
Total Arizona Properties	**13,495,027**	**1,889,373**	**15,384,400**
British Columbia Properties:			
Schaft Creek			
Acquisition of property rights	3,053,755	-	3,053,755
Technical analysis	62,182,617	38,859	62,221,476
Licenses and permits	106,623	-	106,623
BC Mineral Exploration Tax Credit	(3,575,505)	-	(3,575,505)
Total Schaft Creek	**61,767,490**	**38,859**	**61,806,349**
Eaglehead			
Property acquisition	1,022,822	108,872	1,131,694
Technical analysis	868,691	783,206	1,651,897
Reclamation obligation	241,000	-	241,000
Total Eaglehead	**2,132,513**	**892,078**	**3,024,591**
Total British Columbia Properties	**63,900,003**	**930,937**	**64,830,940**
Total Mineral Properties	**$ 77,395,030**	**$ 2,820,310**	**$ 80,215,340**

6. Exploration and Evaluation Assets (continued)

Schaft Creek Joint Venture

Copper Fox's primary asset is a 25% direct and indirect working interest in the Schaft Creek Joint Venture ("**SCJV**"). The SCJV holds two main assets: i) the Schaft Creek copper-gold-molybdenum-silver project located in northwestern British Columbia and ii) an 85.41% equity interest in Liard Copper Mines Ltd. Liard holds a 30% Net Proceeds Interest in the Schaft Creek project subject to certain terms and conditions. Royal Gold, Inc. holds a 3.5% Net Proceeds Interest in certain mineral claims which are part of the SCJV.

Teck is the operator of the SCJV and is responsible for, in addition to other obligations, $60 million in milestone payments ($20 million received) and funding of the first $60 million in pre-production expenditures. As of October 31, 2023, Teck has funded approximately $48 million towards the Schaft Creek project since mid-2013. After the first $60 million has been funded by Teck, the pre-production expenditures would be split based on the ownership percentage, with Copper Fox's remaining two cash milestone payments ($40 million) being applied against first If pre-production costs exhaust the two cash milestone payments, Teck will further assist the Company by providing loans, as necessary, without dilution to the Company's 25% joint venture interest (Note 13).

Van Dyke Project

In 2012, Copper Fox acquired 100% of the Van Dyke copper project located in Miami, Arizona. Acquisition costs were $500,000 in cash to Bell Copper Corporation, $1,499,400 (US$1,500,000) to the Vendors (owners of the Van Dyke project) and assumption of obligations in respect of the Van Dyke project, subject to certain amended terms and conditions. The Vendors retained a 2.5% Net Smelter Return ("**NSR**") production royalty from the Van Dyke deposit. As of October 31, 2023, Copper Fox has incurred $12,256,053 (US$8,828,516) in expenditures on the Van Dyke Project.

Sombrero Butte Project

In 2012, Copper Fox acquired the rights, provided all option payments are made when due, to 100% of Bell Copper's Sombrero Butte property located 44 miles northeast of Tucson, Arizona. Acquisition costs were $500,000 in cash and an assumption of Bell Copper's remaining option obligation on the property of $599,760 (US$600,000). In 2016, Copper Fox re-negotiated the continuing obligation on the property to a US$40,000 annual payment. In October 2021, the Company made its final US$40,000 payment and now holds an undivided 100% interest in the Sombrero Butte property. As of October 31, 2023, Copper Fox has incurred $2,839,070 (US$2,045,094) in expenditures on the Sombrero Butte Project.

Mineral Mountain Project

In 2015, Copper Fox established the Mineral Mountain copper project which is located 20 miles east of Florence, Arizona and is 100% wholly owned. As of October 31, 2023, the Company has incurred $1,747,759 (US$1,258,980) in expenditures on the Mineral Mountain Project.

Year ended October 31, 2023 (Expressed in Canadian Dollars)

6. Exploration and Evaluation Assets (continued)

Eaglehead Project

In February 2020, Northern Fox Copper Inc. ("Northern Fox"), a wholly owned subsidiary of the Company, entered into an agreement with District Copper to purchase the Eaglehead project for $1,200,000 ($200,000 paid initially), the assumption by Northern Fox of reclamation bonds of $212,000 and the reservation of a 0.5% net smelter return royalty for District Copper on any future production. Northern Fox has the option to purchase 50% of the 0.5% NSR from District Copper, exercisable from the date of the agreement and up to two years from the date of commencement of production of the project for $1,000,000. In March 2021, the Company received the Mines Act Permit from the BC Ministry of Energy and Mines which allowed the Company to proceed with paying the $212,000 reclamation bond and complete the purchase agreement to acquire the Eaglehead project. The remaining $1 million will be paid to District Copper in three annual instalments of $340,000 (paid in April 2022), $330,000 (paid in April 2023) and $330,000, respectively, on each anniversary following the closing on April 19, 2021 (see Note 8 Promissory Note). The Company also recorded $241,000 as a decommissioning liability for the Eaglehead project as of October 31, 2023 (Note 10).

In addition to the NSR from District Copper, certain claims under the Eaglehead project are subject to NSRs and a net milling royalty (the "Royalties"). Individually, the Royalties range from 2% to 2.5%. The Company has the right to purchase from 1% to 1.5% of each of the Royalties for purchase prices ranging from $1,000,000 to $2,000,000. As of October 31, 2023, the Company has incurred $3,240,198 in expenditures on the Eaglehead Project.

7. Property and Equipment

	Buildings	Computer Equipment	Furniture & Equipment	Heavy Equipment	Amount
Cost					
At October 31, 2020, 2021, and 2022	$ 137,250	$ 82,544	$ 46,887	$ 173,332	$ 440,013
Additions	-	-	-	16,858	16,858
At October 31, 2023	**$ 137,250**	**$ 82,544**	**$ 46,887**	**$ 190,190**	**$ 456,871**
Depreciation					
At October 31, 2021	107,722	80,861	44,709	171,644	404,936
Additions	2,953	505	435	507	4,400
At October 31, 2022	$ 110,675	$ 81,366	$ 45,144	$ 172,151	$ 409,336
Additions	2,657	353	349	3,445	6,804
At October 31, 2023	**$ 113,332**	**$ 81,719**	**$ 45,493**	**$ 175,596**	**$ 416,140**
Net Book Value					
At October 31, 2022	$ 26,575	$ 1,178	$ 1,743	$ 1,181	$ 30,677
At October 31, 2023	**$ 23,918**	**$ 825**	**$ 1,394**	**$ 14,594**	**$ 40,731**

Year ended October 31, 2023 (Expressed in Canadian Dollars)

8. Promissory Note

In connection with the Eaglehead project acquisition (see Note 6), the Company is required to make a $1,000,000 payment to District Copper in three annual instalments of $340,000 (paid in April 2022), $330,000 (paid in April 2023) and $330,000, respectively, on each anniversary following closing on April 19, 2021. The Promissory Note is secured by a general security agreement and is registered against the Company's assets.

	October 31, 2022	October 31, 2023
Beginning balance	$ 822,822	$ 591,694
Promissory note	(340,000)	(330,000)
Accretion on promissory note	108,872	59,502
	591,694	321,196
Less current portion	265,562	321,196
Non-current portion	**$ 326,132**	**-**

The remaining minimum future promissory note payments are as follows:

	Amount
Fiscal 2024	330,000

Year ended October 31, 2023 (Expressed in Canadian Dollars)

9. Right of Use Asset and Office Lease Liability

The Company has a lease agreement for its headquarter office in Alberta. The Company recognized the following right-of-use asset and lease liability. The present value of the monthly base rent was $240,363 using a financing rate of $15%.

Right-of-Use Asset

	Office Lease
Cost	
At October 31, 2021	$ 98,779
Additions for the year	-
At October 31, 2022	98,779
Additions for the year	-
At October 31, 2023	**$ 98,779**
Depreciation	
At October 31, 2021	$ 19,743
Additions for the year	9,877
At October 31, 2022	29,620
Additions for the year	9,878
At October 31, 2023	**$ 39,498**
Net Book Value	
At October 31, 2022	$ 69,159
At October 31, 2023	**$ 59,281**

Depreciation of right-of-use asset is calculated using the straight-line method over the remaining lease term.

Office Lease Liability

	October 31, 2022	October 31, 2023
Beginning balance	$ 147,854	$ 139,816
Lease payments made	(29,678)	(32,376)
Interest expense on lease liability	21,640	20,155
	139,816	127,595
Less current portion	12,221	14,186
Non-current portion	**$ 127,595**	**$ 113,409**

Year ended October 31, 2023 (Expressed in Canadian Dollars)

9. Right of Use Asset and Office Lease Liability (continued)

The remaining minimum future lease payments, excluding estimated operating costs, for the term of the lease including assumed renewal periods are as follows:

	Amount
Less than one year	32,376
One to five years	161,880
Beyond five years	-

10. Decommissioning Liabilities

The Company's decommissioning liabilities relate to its share of reclamation and closure costs for the Schaft Creek property and Eaglehead property. The total decommissioning liability for each property is based on the Company's proportion of estimated future costs necessary to reclaim the property and facilities.

The Company estimated the net present value of its share of the decommissioning liability of Schaft Creek to be $180,000 as at October 31, 2023 (October 31, 2022 - $180,000) based on an undiscounted and inflated future liability of $180,000 (October 31, 2022 - $180,000).

The Company estimated the decommissioning liability of Eaglehead to be $241,000 as at October 31, 2023 (October 31, 2022 - $241,000).

	Schaft Creek	Eaglehead	Total
At October 31, 2022 and 2023	**$ 180,000**	**$ 241,000**	**$ 421,000**

11. Share Capital

Authorized

Authorized share capital consists of an unlimited number of common shares and an unlimited number of first and second preferred shares, without par value, of which no preferred shares have been issued.

As of October 31, 2023, the Company had issued and outstanding shares of 558,682,216 (2022 – 524,545,496).

During the year ended October 31, 2023, the Company incurred the following shares issuances:

- On September 8, 2023, the Company closed a non-brokered private placement, raising aggregate gross proceeds of $1,878,010 through the sale of 9,390,050 units ("Unit") at a price of $0.20 per Unit. Each Unit consisted of one common share of the Company and one-half common share purchase warrant. Each whole warrant entitles the holder to purchase one common share for a two-year term, for an exercise price of $0.25 during the first 12-month period after the closing of the offering and $0.30 during the subsequent 12-month period after the closing of the offering. In the event that the 20-day volume weighted average price of the common shares listed on the TSX-V is above $0.30 in the first 12-month period after the closing of the offering, or $0.35 during the subsequent 12-month period, the expiry date of the warrants will be accelerated to any date or dates, as the case maybe, that is 30 days after the first date such threshold is met.

- 24,756,667 warrants were exercised for net proceeds of $2,228,100.

During the year ended October 31, 2022, the Company incurred the following shares issuances:

- 360,000 warrants were exercised for net proceeds of $32,400.

Year ended October 31, 2023 (Expressed in Canadian Dollars)

11. Share Capital (continued)

Warrants

As of October 31, 2023, the warrants outstanding are as follows:

	Number of Warrants
At October 31, 2022	24,756,667
Additions, exercises or expiries:	
Warrants exercised	(24,756,667)
Warrants granted	4,695,025
At October 31, 2023	**4,695,025**

The value of the September 8, 2023 warrants granted was $385,426 calculated using the Black-Scholes model with an exercise price of $0.25, an expected life of two years, a volatility rate of 83.06% and a risk-free rate of 4.64%.

As of October 31, 2022, the warrants outstanding are as follows:

	Number of Warrants
At October 31, 2021	25,116,667
Additions, exercises or expiries:	
Warrants exercised	(360,000)
At October 31, 2022	**24,756,667**

The breakdown of the warrants outstanding is as follows:

Number of Warrants Outstanding	Warrant Exercise Price ($)	Warrants Exercisable as of October 31,2023	Warrant Expiry Date
4,695,025	0.25 - 0.30	4,695,025	September 8, 2025
4,695,025		**4,695,025**	

Stock Option Plan

As of the September 16, 2021 Annual General Meeting ("**AGM**"), the Company no longer holds a stock option plan.

Year ended October 31, 2023 (Expressed in Canadian Dollars)

12. Related Party Transactions

During the year ended October 31, 2023, legal fees included in professional fees of $122,227 (October 31, 2022 - $49,977) were paid to Farris LLP ("**Farris**"). As at October 31, 2023, included in trade and other payables to Farris was $17,149 (October 31, 2022 - $13,272). One of the partners at Farris is a member of Copper Fox's Board.

As of October 31, 2023, included in trade and other payables to Pacific Opportunity Capital Ltd. ("**POC**") was $5,775 (October 31, 2022 - $5,250). The Chief Financial Officer of the Company is the president of POC.

As of October 31, 2023, included in trade and other receivables to Copper Fox was $nil (October 31, 2022 - $20,791) due from District Copper.

As at October 31, 2023, included in promissory note was $330,000 (October 31, 2022 –$660,000) owed to District Copper (Note 8).

Key Management Compensation

The remuneration of the CEO, CFO, directors, and those persons having authority and responsibility for planning, directing and controlling activities of the Company for the year are as follows:

	October 31, 2022	**October 31, 2023**
Directors fees included in Administration	$ 3,500	**$ 2,000**
Salaries and consulting fees included in Administration and Exploration and evaluation assets	367,000	**364,167**
Total	**$ 370,500**	**$ 366,167**

13. Commitment and contingent liability

Schaft Creek Joint Venture

Teck holds a 75% interest and the Company holds a 25% interest in the SCJV (Note 6), and Teck is the operator of the SCJV. Management of the SCJV is made up of two representatives from Teck and the Company with voting proportional to their equity interests.

Under the SCJV agreement, Teck is required to make three cash milestone payments to the Company: (i) $20 million upon entering into the agreement (received), (ii) $20 million upon a production decision approving mine construction, and (iii) $20 million upon completion of construction of mine facilities.

The SCJV agreement provides that Teck and the Company are each responsible for their pro-rata share of project costs in accordance with their interests, except that Teck is solely responsible for the first $60 million in pre-production costs. As of October 31, 2023, Teck has funded approximately $48 million towards the Schaft Creek project since mid-2013. If pre-production costs exceed $60 million, the Company's pro rata share of such costs will be set off against the two remaining cash milestone payments (totaling $40 million) payable by Teck to the Company. If pre-production costs exhaust the two cash milestone payments, Teck will further assist the Company by providing loans, as necessary, without dilution to the Company's 25% joint venture interest.

Once a production decision has been made, Teck will make an irrevocable offer to the Company:

(i) to use all reasonable commercial efforts to arrange project equity and debt financing for at least 60% of project capital costs or such portion as Teck determines is commercially available on reasonable terms at the relevant time, and

(ii) to fund by way of loans to the Company, the Company's pro rata share of project capital costs not covered by project debt financing at the Prime Rate plus 2%, if requested by the Company, without dilution to the Company's 25% joint venture interest.

The Company must notify Teck within 60 days after Teck's offer as to whether it accepts Teck's offer or whether it will arrange for its own financing.

Contingent liability

The Company filed certain tax filings under the Voluntary Disclosure Program ("VDP") with the Canada Revenue Agency ("CRA"). It is estimated that the penalties and arrears interest would be insignificant. Accordingly, these penalties and arrears interest have been disclosed as a contingent liability, and not recognized as a liability or provision. Subsequent to the year ended October 31, 2023, the Company received notice from the CRA that it has accepted the Company's tax filings without charging any penalties.

Year ended October 31, 2023 (Expressed in Canadian Dollars)

14. Income Taxes

Reconciliation of the Effective Tax Rate

	October 31, 2022	October 31, 2023
Net loss before taxes	$ (1,350,966)	$ (1,114,512)
Tax rate	23.00%	23.00%
Expected tax recovery	(311,000)	(256,000)
Permanent differences	77,000	1,000
Change in statutory, foreign tax, foreign exchange rates and other	(44,000)	(10,000)
Share issuance cost	-	(7,000)
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	169,000	80,000
Change in unrecognized deferred tax assets and liabilities	49,000	192,000
Deferred income tax recovery	**$ (60,000)**	**$ -**

Deferred Tax Assets and Liabilities

a) Unrecognized temporary differences have not been recognized with respect of the following items:

	October 31, 2022	October 31, 2023
Deductibe temporary differences	$ 1,258,000	$ 2,967,000
Non-capital losses	1,356,000	2,172,000
Total	**$ 2,614,000**	**$ 5,139,000**

b) The Company has income tax loss carry-forwards of approximately $41.5million (October 31, 2022 - $40.4million). The Company has income tax loss carry-forwards in Canada of $40.2million (October 31, 2022 - $40.4million) and in the US of unrecognized $1.3 million (October 31, 2022 - $1.4 million). The non-capital losses expire in the years 2027-2043 in Canada. The non-capital losses in US expire as follows: losses incurred prior to fiscal 2019 expire between 2033 and 2038 and losses for fiscal years 2019 and thereafter can be carried forward indefinitely but utilization is limited to 80% of taxable income in any given year.

c) The significant component of the Company's deferred tax assets and liabilities are as follows:

	October 31, 2022	October 31, 2023
Deferred tax assets:		
Non-capital losses	$ 8,978,000	$ 9,042,000
Other	254,000	259,000
Sub-total	9,232,000	9,301,000
Deferred tax liabilities:		
Property and equipment and exploration	(9,885,000)	(9,954,000)
Sub-total	(9,885,000)	(9,954,000)
Net deferred tax liabilities	**$ (653,000)**	**$ (653,000)**

15. Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, deposits, reclamation bonds, investments, trade and other payables, promissory note and office lease liability. The estimated fair value of cash and cash equivalents, trade and other receivable, deposits and accounts payable approximate their carrying value due to the immediate or relatively short period to maturity. The Company's investment in District Copper shares is measured at fair value using Level 1 inputs while the Company's investment in Liard is measured at fair value using Level 3 inputs. The Company's investment in Liard consists of unlisted equity instruments (common shares of Liard). The determination of fair value by management was based on the most recent transaction of the underlying company (Note 4). The Company performed a sensitivity analysis on the carrying value of its Level 3 asset and noted that a 20% decrease would result in $21,365 decrease in fair value. The fair values of office lease liability and promissory note are initially recorded at fair value and subsequently carried at amortized cost using rates comparable to market interest rates.

Determination of Fair Value

The Company classifies the fair value of its financial instruments measured at fair value according to the following hierarchy, based on the number of observable inputs used to value the instrument:

- *Level 1* – observable inputs such as quoted prices in active markets.

- *Level 2* – inputs, other than the quoted market prices in active markets, which are observable, either directly and/or indirectly, and

- *Level 3* – unobservable inputs for the asset or liability in which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Company's direct investment in Liard is carried every year at fair value and is a Level 3 instrument.

The Company's activities expose it to a variety of financial risks, which arise because of its exploration, development, production, and financing activities. These include:

- Credit risk
- Market risk
- Liquidity risk

Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from partners and tax authorities. The maximum exposure to credit risk at October 31, 2023 is $ 13,560 (October 31, 2022 - $42,066).

15. Financial Instruments (continued)

Market Risk

Market risk is the risk that changes in market conditions, such as commodity prices, foreign exchange rates and interest rates will affect the Company's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximizing the Company's return.

Foreign Currency Exchange Rate Risk

Foreign currency exchange rate risk is the risk that the fair value of future cash flows will fluctuate because of changes in foreign exchange rates. During the year ended October 31, 2023 the Company was involved with preliminary exploration activities in the United States. As such, the Company is exposed to fluctuations in the United States dollar exchange rates compared to Canadian dollar exchange rates. A 5% strengthening or weakening of the US dollar would have significant impact on the total assets and the net losses of the Company. The impact on loss and comprehensive loss is estimated to be $842,000 (October 31, 2022 - $769,000).

Due to its US activities, the Company has an exposure to foreign currency exchange rates. The carrying values of US dollar denominated monetary assets and liabilities are subject to foreign exchange risk.

As at October 31, 2023, the Company had $66,689 in US denominated cash balances.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates.

As of October 31, 2023, the Company is exposed only on its cash balances.

Commodity Price Risk

Commodity price risk is the risk that future cash flows will fluctuate because of changes in commodity prices.

Commodity prices for minerals are impacted by the relationship between the Canadian dollar and United States dollar as well as the global economic events that dictate levels of supply and demand.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company's financial liabilities consist of trade and other payables, office lease liability (current portion) and promissory note (current portion). Trade and other payables consist of invoices payable to trade suppliers for office, field operating activities and capital expenditures. The Company processes invoices within a normal payment period of approximately 30 days. Office lease liability relates to the Company's office space in Calgary, Alberta. Lease payments are due on a monthly basis. Promissory note consists of annual payments with respect to the Company's Eaglehead project.

Year ended October 31, 2023 (Expressed in Canadian Dollars)

15. Financial Instruments (continued)

Trade and other payables have contractual maturities of less than one year. The Company maintains and monitors a certain level of cash flow which is used to finance all operating and capital expenditures.

16. Capital Management

The Company considers its capital structure to consist of share capital and warrants. The Company manages its capital structure and adjusts it, based on the funds available to the Company, to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management.

The mineral properties in which the Company currently has an interest in are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. Additional sources of funding, which may not be available on favourable terms, if at all, include share equity and debt financings; equity, debt or property level joint ventures; and sale of interests in existing assets. To carry out the planned exploration and development and pay for operating expenses, the Company will spend its existing working capital and raise additional amounts as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended October 31, 2023. The Company is not subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments; all held within major Canadian financial institutions.

17. Geographic Segments

	Year Ended	
	October 31, 2022	**October 31, 2023**
Net Loss:		
Canada	$ 1,272,564	**$ 1,087,793**
United States	18,402	**26,719**
Totals	$ 1,290,966	**$ 1,114,512**

	October 31, 2022	**October 31, 2023**
Current Assets:		
Canada	$ 148,786	**$ 1,289,832**
United States	25,472	**92,580**
Non-Current Assets:		
Canada	65,432,660	**65,672,848**
United States	15,396,677	**16,859,541**
Totals Assets	$ 81,003,595	**$ 83,914,801**