



G2 GOLDFIELDS INC.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED MAY 31, 2024 and 2023
(EXPRESSED IN CANADIAN DOLLARS)



Independent Auditor's Report

To the Shareholders of G2 Goldfields Inc.:

Opinion

We have audited the consolidated financial statements of G2 Goldfields Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at May 31, 2024 and May 31, 2023, and the consolidated statements of loss and comprehensive loss, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at May 31, 2024 and May 31, 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits 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 audits 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 is sufficient and appropriate to provide a basis for our opinion.

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. We have determined that there are no key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises 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 audits 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 audits 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 on this other information, 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 International Financial Reporting Standards, 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.

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

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.

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

Toronto, Ontario
August 22, 2024

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

G2 Goldfields Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at May 31,	2024	2023
ASSETS		
<i>Current</i>		
Cash	\$ 16,653,410	\$ 15,770,755
Short-term investments (note 6)	60,000	50,000
Amounts receivable (note 7)	103,766	62,365
Prepays	71,863	176,566
Total current assets	16,889,039	16,059,686
<i>Non-Current</i>		
Long-term deposits (note 8)	-	472,982
Fixed assets (note 8)	2,494,613	1,132,370
Mining interests (note 9)	44,711,186	25,755,365
Total non-current assets	47,205,799	27,360,717
Total assets	\$ 64,094,838	\$ 43,420,403
LIABILITIES		
<i>Current</i>		
Accounts payable and accrued liabilities	\$ 2,406,673	\$ 1,950,677
Due to related parties (note 17)	71,190	71,190
Total current liabilities	2,477,863	2,021,867
Total liabilities	2,477,863	2,021,867
SHAREHOLDERS' EQUITY		
Share capital (note 10)	106,228,191	84,487,907
Warrants (note 11)	-	679,662
Contributed surplus (notes 9, 12 and 15)	13,874,580	11,753,604
Deficit	(57,292,477)	(54,194,375)
Cumulative Translation Adjustment	(1,193,319)	(1,328,262)
Total shareholders' equity	61,616,975	41,398,536
Total liabilities and shareholders' equity	\$ 64,094,838	\$ 43,420,403

Nature of Operations (note 1)
Subsequent event (note 18)

Approved on behalf of the Board:

"Bruce Rosenberg"

Director

"Daniel Noone"

Director

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

G2 Goldfields Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

For the years ended May 31,	2024	2023
Revenue		
Royalties (note 3(l))	\$ 530,647	\$ 315,582
Operating expenses		
Share-based compensation (note 12 and 15)	1,319,714	2,042,523
Professional fees	396,091	350,786
Wages and employee benefits	972,732	675,698
Office rent and utilities	190,873	191,836
Office and administrative	454,748	504,481
Transfer agent and filing fees	408,413	252,991
Insurance	18,074	21,349
Investor and community relations	522,972	442,796
Interest expense	22,399	25,747
Depreciation	12,416	23,670
Total operating loss	(3,787,785)	(4,216,295)
Realized gain on short-term investments	-	988
Loss on foreign exchange	(53,648)	(92,429)
Impairment of mining interest (note 9)	-	(242,922)
Interest income	743,331	124,207
Net loss for the year	(3,098,102)	(4,426,451)
Other comprehensive loss		
Cumulative translation adjustment	134,943	735,829
Loss and comprehensive loss for the year	\$ (2,963,159)	\$ (3,690,622)
Loss per share		
- basic and diluted (note 13)	\$ (0.02)	\$ (0.03)
Weighted average number of common shares outstanding		
- basic and diluted (note 13)	193,056,621	165,029,080

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

G2 Goldfields Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

For the years ended May 31,	2024	2023
Operating activities		
Net loss for the year	\$ (3,098,102)	\$ (4,426,451)
Items not affecting cash:		
Depreciation (note 8)	12,416	23,670
Share-based compensation (note 12 and 15)	1,319,714	2,042,523
Impairment of mining interest (note 9)	-	242,922
Realized gain on short-term investments	-	(988)
	(1,765,972)	(2,118,324)
<i>Changes in non-cash working capital items:</i>		
Amounts receivable	(41,401)	7,474
Due from related parties	-	142,527
Due to related parties	-	(65,225)
Prepaid expenses	104,703	(140,736)
Accounts payable and accrued liabilities	455,996	1,119,543
Net cash used in operating activities	(1,246,674)	(1,054,741)
Investing activities		
Mining interests (note 9)	(17,778,574)	(8,803,124)
Long-term deposits	-	(472,982)
Redemption of short-term investments	-	20,051
Purchase of short-term investments	(10,000)	(5,000)
Fixed assets	(1,118,549)	(986,918)
Net cash used in investing activities	(18,907,123)	(10,247,973)
Financing activities		
Private placements	22,050,000	13,370,020
Securities issued through bought deal	-	13,800,000
Share issue costs	(1,552,618)	(1,956,440)
Proceeds from stock options exercised	752,875	235,499
Proceeds from warrants exercised	-	668,493
Net cash provided by financing activities	21,250,257	26,117,572
Foreign exchange	(213,805)	(296,715)
Net change in cash and cash equivalents	882,655	14,518,143
Cash, beginning of year	15,770,755	1,252,612
Cash, end of year	\$ 16,653,410	\$ 15,770,755

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

G2 Goldfields Inc.
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Warrants	Contributed Surplus	Deficit	Cumulative Translation Adjustment	Total
Balance, May 31, 2022	141,601,758	\$ 57,856,667	\$ 679,662	\$ 10,224,749	\$ (49,767,924)	\$ (2,064,091)	\$ 16,929,063
Exercise of RSU's	500,000	365,000	-	(365,000)	-	-	-
Exercise of stock options	855,000	384,167	-	(148,668)	-	-	235,499
Exercise of warrants	954,990	784,345	(115,852)	-	-	-	668,493
Shares issued for private placement (note 10)	22,283,366	13,254,168	115,852	-	-	-	13,370,020
Securities issued through bought deal (note 10)	17,250,000	13,800,000	-	-	-	-	13,800,000
Share issue costs	-	(1,956,440)	-	-	-	-	(1,956,440)
Stock based compensation (notes 12 and 15)	-	-	-	2,042,523	-	-	2,042,523
Net loss for the year	-	-	-	-	(4,426,451)	735,829	(3,690,622)
Balance May 31, 2023	183,445,114	\$ 84,487,907	\$ 679,662	\$ 11,753,604	\$ (54,194,375)	\$ (1,328,262)	\$ 41,398,536
Exercise of RSU's	100,000	48,000	-	(48,000)	-	-	-
Exercise of stock options	1,312,500	1,194,902	-	(442,027)	-	-	752,875
Expiry of warrants	-	-	(679,662)	679,662	-	-	-
Shares issued for private placement (note 10)	24,500,000	22,050,000	-	-	-	-	22,050,000
Share issue costs	-	(1,552,618)	-	-	-	-	(1,552,618)
Stock based compensation (notes 9, 12 and 15)	-	-	-	1,931,341	-	-	1,931,341
Net loss for the year	-	-	-	-	(3,098,102)	134,943	(2,963,159)
Balance May 31, 2024	209,357,614	\$ 106,228,191	\$ -	\$ 13,874,580	\$ (57,292,477)	\$ (1,193,319)	\$ 61,616,975

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

G2 Goldfields Inc.
Notes to Consolidated Financial Statements
Years Ended May 31, 2024 and 2023
(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

G2 Goldfields Inc. ("G2" or the "Company") was incorporated as 7177411 Canada Corporation on May 21, 2009, under the laws of Canada. The Company is primarily engaged in the business of acquiring and exploring mineral properties. The common shares of the Company trade on the TSX Stock Exchange under the symbol "GTWO".

The head office, principal address, and records office of the Company are located at 141 Adelaide Street West, Suite 1101, Toronto, Ontario, Canada, M5H 3L5.

On December 15, 2022, G2 filed a final short form base shelf prospectus (the "Shelf Prospectus") with the securities regulatory authorities in each of the provinces and territories of Canada, other than Québec. This follows the completion of a regulatory review of the preliminary base shelf prospectus, which was filed on October 5, 2022. The Shelf Prospectus will allow the Company to make offerings of up to \$50 million of any combination of common shares, warrants, subscription receipts, units and debt securities. The specific terms of any offering of securities under the Shelf Prospectus, including the use of proceeds from any offering, will be set forth in a shelf prospectus supplement. The Shelf Prospectus will be effective for a 25-month period, expiring in January 2025.

The Company's consolidated financial statements were authorized for issue by the Board of Directors on August 22, 2024.

2. BASIS OF PREPARATION

(a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with International Accounting Standards using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

(b) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries Bartica Investments Ltd. "Bartica", Ontario Inc. "Ontario", G2 Minerals Inc. "Guyana" and G3 Gold Inc. "G3". The statements of the subsidiaries are included in the consolidated financial statement from the date control commences until the date control ceases. The Company's subsidiaries are wholly owned and all inter-company transactions, balances, including income and expenses arising from inter-company transactions are eliminated in preparing these consolidated financial statements.

(c) Basis of Measurement

The consolidated financial statements have been prepared on a historical cost basis except for financial instruments classified at fair value through profit or loss ("FVTPL") which are stated at fair values. The accounting policies have been applied consistently throughout all years presented in these consolidated financial statements.

(d) Functional and Presentation Currency

The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company. The functional currency of Bartica is United States dollars and the functional currency of Ontario, Guyana and G3 is Guyanese dollars.

2. BASIS OF PREPARATION (CONTINUED)

(e) Use of Estimates and Judgment

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Areas requiring significant estimates and judgments by management include, but are not limited to:

- Share-based compensation – management is required to make a number of estimates when determining the compensation expense resulting from share-based transactions, including the forfeiture rate and expected life of the instruments.
- Income taxes – measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only become final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the financial statements.
- Mining interests - the Company capitalizes the exploration and evaluation expenditures in the consolidated statement of financial position. Where an indicator of impairment exists, management will perform an impairment test and if the recoverable amount is less than the carrying value, record an impairment charge.
- Inter-company loans - the Company applies judgment when assessing whether loans to its subsidiaries are part of its net investment in foreign operations or long-term loans expected to be repaid in future periods.

3. MATERIAL ACCOUNTING POLICIES

Overall considerations

The material accounting policies that have been applied in the preparation of these consolidated financial statements are summarized below. These accounting policies have been used throughout all periods presented in the consolidated financial statements.

Areas of judgment that have the most significant effect on amounts recognized in the consolidated financial statements are disclosed above.

(a) Cash

Cash comprises of cash on hand and held in financial institutions.

(b) Fixed Assets

On the initial recognition, fixed assets are valued at cost, being the purchase price and directly attributable costs of acquisition. Fixed assets are subsequently measured at cost less accumulated depreciation, less any accumulated impairment losses. Gains and losses on disposal of an item are determined by comparing the proceeds from disposal with the carrying cost amount and are recognized on the consolidated statement of loss and comprehensive loss.

Depreciation is recognized in the consolidated statement of loss and comprehensive loss over their estimated useful lives. Depreciation for fixed assets used for exploration and evaluation are capitalized to exploration and evaluation assets. Machinery and equipment and furniture and equipment is depreciated at a 15% declining balance rate. Motor vehicles is depreciated at a 20% declining balance rate. Buildings are depreciated at a 5% declining balance rate after it is ready for use.

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(c) Exploration and Evaluation Assets

Exploration and evaluation assets include mining interests

Exploration and evaluation costs, including the cost of acquiring licenses, are capitalized as exploration and evaluation assets on a project-by-project basis pending determination of the technical feasibility and the commercial viability of the project. The capitalized costs are presented as either tangible or intangible exploration and evaluation assets according to the nature of the assets acquired. Capitalized costs include costs directly related to exploration and evaluation activities in the area of interest. General and administrative costs are only allocated to the asset to the extent that those costs can be directly related to operational activities in the relevant area of interest. When a license is relinquished or a project is abandoned, the related costs are recognized in net loss immediately.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) fact and circumstances suggest that the carrying amount exceeds the recoverable amount (see Impairment).

The technical feasibility and commercial viability of extracting a mineral resource is considered to be determinable when proven reserves are determined to exist, the rights of tenure are current and it is considered probable that the costs will be recouped through successful development and exploitation of the area, or alternatively by sale of the property. Upon determination of proven reserves, intangible exploration and evaluation assets attributable to those reserves are first tested for impairment and then reclassified from exploration and evaluation assets to a separate category within tangible assets. Expenditures deemed to be unsuccessful are recognized in net loss immediately. The Company capitalizes all costs to defend title of its mining interests.

Pre-exploration and evaluation expenditures

Exploration and evaluation costs incurred prior to acquiring the right to explore mining interests are expensed as exploration and evaluation assets on a project-by-project basis. If the costs incurred cannot be directly attributed to a project that is going to be pursued beyond the pre- exploration and evaluation stage, they are expensed.

Title

Ownership in mineral properties involves certain risks due to the difficulties in determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral interests.

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(d) Income Taxes

Income tax on the profit or loss for the period presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income taxes are recorded to recognize tax benefits only to the extent, based on available evidence, that it is probable that they will be realized. The following temporary differences are not provided for: goodwill not deductible for tax purposes; and the initial recognition of assets or liabilities that affect neither accounting nor taxable loss and at the time of the transaction, does not give rise to equal taxable and deductible temporary differences.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates expected to be applied to temporary differences which may reverse, based on tax laws, enacted or substantively enacted at the consolidated statement of financial position date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(e) Share-based Payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in the share-based payments note (see note 12).

For options to employees that do not immediately vest, the fair value is measured at the grant date and each tranche is recognized on a graded-vesting basis over the period in which the options vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in the consolidated statement of loss and comprehensive loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to reserve for share-based payments.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counter party renders the service.

(f) Basic and Diluted Earnings (Loss) per Share

Basic earnings (loss) per share is based on the weighted average number of common shares of the Company outstanding during the period. The diluted earnings (loss) per share reflects the potential dilution of common share equivalents, such as outstanding share options, restricted share unit's and warrants, in the weighted average number of common shares outstanding during the period, if dilutive.

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(g) Share Issuance Costs

Professional, consulting, regulatory fees and other costs that are directly attributable to the issuance of shares are charged to capital stock when the related shares are issued. Transaction costs of abandoned equity transactions are recognized in the consolidated statement of loss and comprehensive loss.

(h) Warrants

Proceeds from unit placements are allocated between shares and warrants issued by calculating the value of the warrants using the Black-Scholes option pricing model and allocating on a relative fair value basis. The value of the share component is credited to share capital and the value of the warrant component is credited to reserve for warrants account. Upon exercise of the warrants, consideration paid by the warrant holder together with the amount previously recognized in the reserve for warrants account is recorded as an increase to capital stock. For those warrants that expired unexercised, the recorded value is transferred to Contributed Surplus.

(i) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

(j) Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument.

Below is a summary showing the classification and measurement bases of the Company's financial instruments.

	Classification
Cash	FVTPL
Short-term investments	FVTPL
Amounts receivable	Amortized Cost
Accounts payable and accrued liabilities	Amortized Cost
Due to related parties	Amortized Cost

Financial assets

Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(j) Financial Instruments (continued)

Financial assets recorded at FVTPL

Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss.

Investments recorded at fair value through other comprehensive income (FVOCI)

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to measure the investment at FVOCI whereby changes in the investment's fair value (realized and unrealized) will be recognized permanently in OCI with no reclassification to profit or loss. The election is made on an investment-by-investment basis.

Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows, and 2) the asset's contractual cash flows represent "solely payments of principal and interest".

Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

Financial liabilities recorded FVTPL

Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(j) Financial Instruments (continued)

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Financial instruments at fair value through profit and loss

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at May 31, 2024 and 2023, the Company did not hold financial instruments recorded at fair value that would require classification within the fair value hierarchy, except for cash (Level 1) and short-term investments (Level 1). The carrying value of the financial instruments noted above approximate their fair value due to the short-term nature of these instruments.

(k) Impairment

The carrying amounts of the Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognized if the carrying amount of a cash-generating unit exceeds its estimated recoverable amount. The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the assets. Impairment losses are recognized in net loss.

Impairment losses recognized in prior years are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(l) Royalties

The Company earns royalties from small scale miners in Guyana. Small scale miners extract gold from the Company's exploration interests and pay a royalty to the Company, which is in the form of physical gold. The Company will then deposit the royalty with the Guyana Gold Board. Royalties earned by the Company are also subject to a net smelter return ("NSR"), payable to the original property owners. Revenue received by the Guyana Gold Board is recognized net of the NSR, once the Company has deposited the royalty with the Guyana Gold Board and there is a reasonable expectation of collection.

Under IFRS 15, revenue is recognized at an amount that reflects the expected consideration receivable in exchange for transferring goods or services to a customer, applying the following five steps:

1. Identify the contract with a customer
2. Identify the performance obligations in the contract
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations in the contract
5. Recognize revenue when (or as) the entity satisfies a performance obligation

(m) Foreign currency translation

Transactions in foreign currencies other than the functional currency are translated into the functional currency using the exchange rates prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the period end exchange rate with the resulting gains and losses being recognized in the consolidated statements of operations and comprehensive loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are not retranslated.

The financial statements of foreign subsidiaries for which the functional currency is not the Canadian dollar are translated into Canadian dollars using the exchange rate in effect at the end of the reporting period for assets and liabilities and the average exchange rates for the period for revenue, expenses and cash flows. Foreign exchange differences arising on translation are recognized in other comprehensive income (loss) and in the cumulative transaction adjustment in shareholders' equity. In addition, foreign exchange gains and losses arising on inter-company loans are recognized in other comprehensive income (loss).

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(n) Leases

All leases are accounted for by recognizing a right-of-use asset and a lease liability except for:

- Leases of low value assets; and
- Leases with a duration of twelve months or less.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by the incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:

- Amounts expected to be payable under any residual value guarantee;
- The exercise price of any purchase option granted if it is reasonable certain to assess that option;
- Any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received, and increased for:

- Lease payments made at or before commencement of the lease;
- Initial direct costs incurred; and
- The amount of any provision recognised where the Company is contractually required to dismantle, remove or restore the leased asset.

Lease liabilities, on initial measurement, increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made.

Right-of-use assets are amortized on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if this is judged to be shorter than the lease term.

When the Company revises its estimate of the term of any lease, it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted at the same discount rate that applied on lease commencement. The carrying value of lease liabilities is similarly revised when the variable element of future lease payments dependent on a rate or index is revised. In both cases an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortized over the remaining (revised) lease term.

3. MATERIAL ACCOUNTING POLICIES (CONTINUED)

(o) Other Narrow Scope Amendments to IFRSs and IFRS Interpretations

The Company adopted various amendments to IFRSs, which were effective for accounting periods beginning on or after June 1, 2023. The impact of adoption was not significant to the Company's consolidated financial statements.

(p) New and Revised IFRSs, Narrow Scope Amendments to IFRSs and IFRS Interpretations not yet Effective

Certain pronouncements have been issued by the IASB that are mandatory for accounting periods after May 31, 2024. Management is still evaluating and does not expect any such pronouncements to have a significant impact on the Company's consolidated financial statements upon adoption.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or non-current is based solely on a company's right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company's own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2024.

4. FINANCIAL INSTRUMENTS AND OBJECTIVES AND POLICIES

The Company manages its exposure to a number of different financial risks arising from operations as well as from the use of financial instruments, including market risks (foreign currency exchange rate and interest rate), credit risk and liquidity risk, through its risk management strategy. The objective of the strategy is to support the delivery of the Company's financial targets while protecting its future financial security and flexibility. Financial risks are primarily managed and monitored through operating and financing activities. The Company does not use derivative financial instruments. The financial risks are evaluated regularly with due consideration to changes in key economic indicators and to up-to-date market information. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) Credit Risk

Credit risk is the financial risk of non-performance of a contracted counter party. The Company's credit risk is primarily attributable to cash and short-term investments. The Company reduces its credit risk by maintaining its cash with reputable financial institutions.

(b) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities as they come due. The Company's investment policy is to invest its excess cash in high grade investment securities with varying terms to maturity, selected with regard to the expected timing of expenditures for continuing operations. The Company monitors its liquidity position and budgets future expenditures, in order to ensure that it will have sufficient capital to satisfy liabilities as they come due.

As at May 31, 2024, the Company had current liabilities of \$2,477,863 (May 31, 2023 - \$2,021,867) and has cash of \$16,653,410 (May 31, 2023 - \$15,770,755) to meet its current obligations. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

4. FINANCIAL INSTRUMENTS AND OBJECTIVES AND POLICIES (CONTINUED)

(c) Price Risk

The ability of the Company to acquire new properties and the future profitability of the Company is directly related to the market price of gold. The Company's risk management objectives are to ensure that business and financial exposures to risk that have been identified and measured are minimized using the most effective and efficient methods to reduce, transfer and, when possible, eliminate such exposures. Operating decisions contemplate associated risks and management strives to structure proposed transactions to avoid or reduce risk whenever possible.

(d) Market Risk

Foreign Currency Risk

Sensitivity to a plus or minus 5% change in foreign exchange rates would affect the Company's consolidated statement of loss and comprehensive loss by approximately \$38,000 (2023 – \$129,294) with all other variables held constant.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has no significant risk to future cash flows from interest rate risk. The Company does not use derivative instruments to reduce its exposure to interest rate risk.

5. CAPITAL MANAGEMENT

The Company considers its capital to consist of its shareholders' equity balance, which as at May 31, 2024, totaled \$61,616,975 (May 31, 2023 - \$41,398,536).

The Company's objective when managing capital is to maintain adequate levels of funding to support its exploration activities and to maintain corporate and administrative functions necessary to support operational activities.

The Company manages its capital structure in a manner that provides sufficient funding for operational activities. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Company will be able to continue raising equity capital in the future.

The Company invests all capital that is surplus to its immediate operational needs in short-term, liquid and highly rated financial instruments, such as cash and other short-term guaranteed deposits, and all are held in major financial institutions.

There were no changes to the Company's approach to capital risk management during the year ended May 31, 2024 and the Company is not subject to any externally imposed capital requirements.

6. SHORT-TERM INVESTMENTS

Short-term investments consist of marketable securities and Canadian Guaranteed Investments ("GICs") which have been designate as FVTPL. As at each period end, short-term investments are recorded at fair value, with changes recognized in the consolidated statement of loss and comprehensive loss. The fair value of marketable securities are determined using the last bid price and the fair value of GICs are determined by reference to the risk-free market rate of interest at period end. At May 31, 2024, the Company had GICs in the amount of \$60,000 (May 31, 2023 - \$50,000).

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6. SHORT-TERM INVESTMENTS (CONTINUED)

During the year ended May 31, 2024, a gain on marketable securities totaling \$nil (May 31, 2023 - gain of \$988) was recognized in the consolidated statements of loss and comprehensive loss. Marketable securities were sold during the year ended May 31, 2023 for cash proceeds of \$20,051. There was no activity during the year ended May 31, 2024.

7. AMOUNTS RECEIVABLE

May 31,	2024	2023
Receivables	\$ 46,376	\$ 7,000
Harmonized sales tax - Canada	57,390	55,365
Total	\$ 103,766	\$ 62,365

8. FIXED ASSETS

Cost	Furniture and equipment	Machinery and equipment	Vehicles	Buildings	Total
Balance, May 31, 2022	\$ 8,490	\$ 208,713	\$ 148,724	\$ -	\$ 365,927
Additions	35,787	341,145	157,874	452,112	986,918
Foreign currency adjustment	722	19,442	10,466	6,017	36,647
Balance, May 31, 2023	44,999	569,300	317,064	458,129	1,389,492
Additions	36,358	461,195	248,231	845,747	1,591,531
Foreign currency adjustment	568	10,659	8,218	14,192	33,637
Balance, May 31, 2024	\$ 81,925	\$ 1,041,154	\$ 573,513	\$ 1,318,068	\$ 3,014,660

Accumulated Amortization	Furniture and equipment	Machinery and equipment	Vehicles	Buildings	Total
Balance, May 31, 2022	\$ 2,618	\$ 84,671	\$ 48,140	\$ -	\$ 135,429
Depreciation	24,759	54,232	32,706	-	111,697
Foreign currency adjustment	193	6,234	3,569	-	9,996
Balance, May 31, 2023	27,570	145,137	84,415	-	257,122
Depreciation	11,890	142,035	89,161	14,090	257,176
Foreign currency adjustment	191	3,468	2,090	-	5,749
Balance, May 31, 2024	\$ 39,651	\$ 290,640	\$ 175,666	\$ 14,090	\$ 520,047

Carrying amounts

Balance, May 31, 2023	\$ 17,429	\$ 424,163	\$ 232,649	\$ -	\$ 1,132,370
Balance, May 31, 2024	\$ 42,274	\$ 750,514	\$ 397,847	\$ 1,303,978	\$ 2,494,613

Included in buildings as at May 31, 2023 is \$87,212 related to construction in progress and the remaining balance of \$370,917 is completed buildings that are not available for use. On August 31, 2023, the buildings were completed and available for use. Included in buildings as at May 31, 2024 is \$62,050 related to construction in progress.

Long term deposits as at May 31, 2023 represent advances made towards the construction of the building and machinery and equipment. There were \$nil amounts of long term deposits related to the fixed assets as at May 31, 2024.

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9. MINING INTERESTS

The Company enters into exploration agreements or permits with other companies or foreign governments under which it may explore or earn interests in mineral properties by issuing common shares and making an option or rental payments and incurring expenditures in varying amounts by varying dates. Failure by the Company to meet such requirements can result in a reduction or loss of the Company's ownership interests or entitlements under the agreements or permits.

	Guyana Projects
Balance, May 31, 2022	\$ 16,101,243
Additions ⁽¹⁾⁽²⁾	8,891,151
Impairment	(242,922)
Foreign currency adjustment	1,005,893
Balance, May 31, 2023	25,755,365
Additions ⁽¹⁾⁽²⁾	18,634,961
Foreign currency adjustment	320,860
Balance, May 31, 2024	\$ 44,711,186

⁽¹⁾ Included in additions is share-based compensation \$611,627 for the year ended May 31, 2024 (2023 - \$nil); and

⁽²⁾ Included in additions is depreciation of \$244,760 for the year ended May 31, 2024 (2023 - \$88,027).

Guyana Projects, Guyana, South America

There are currently artisanal workings on one of the properties and the operators pay production royalties to the Company which are reflected as royalty revenue.

The Oko Option Agreement

Through the Oko option agreement (which was executed on December 22, 2017), the Company has the right to acquire a 100% interest in 8 mining permits. The Oko option agreement is subject to the following payments to the owner of such permits:

- i. A cash payment of US\$50,000 on the date of signing (paid by Ontario Inc.); and
- ii. US\$100,000 on the first anniversary (paid by Ontario Inc.), US\$200,000 on the second anniversary (paid), US\$200,000 on the third anniversary (paid) and US\$200,000 (paid) on the fourth anniversary.

Once the above payments are made and upon the notification to the owner of the determination of gold resources greater than 250,000 ounces, the Company can exercise its option and is then subject to a Net Smelter Royalty (NSR) payment of US\$1,000,000 to the owner. After such exercise, the Company will be subject to a 2 ½% NSR on all marketable minerals derived from the properties. The Company can purchase this NSR through a US\$5,000,000 cash payment to the owner (subject to a deduction of the US\$1,000,000 previously paid to the owner, reducing the total buyout payment to US\$4,000,000).

During the year ended May 31, 2024, in accordance with the Oko option agreement, the Company exercised its option by paying the owner an advance NSR payment of US\$1,000,000. After such exercise, the properties covered by the Oko option agreement are subject to a 2 ½% NSR on all marketable minerals derived from the properties. The Company can purchase this NSR through a further US\$4,000,000 cash payment to the owner.

9. MINING INTERESTS (CONTINUED)

(b) Guyana Projects, Guyana, South America (continued)

The Jubilee Option Agreement

On November 19, 2019, the Company entered into the Jubilee option agreement. In accordance with the agreement, the Company has the right to acquire a 100% interest in 7 mining permits. The Jubilee option agreement is subject to the following payments to the owner of such permits: (i) A cash payment of US\$25,000 on the date of signing (paid); and (ii) US\$50,000 on the first anniversary (paid), US\$100,000 on the second anniversary (paid), US\$300,000 on the third anniversary.

Once the above payments are made and upon the notification to the owner of the determination of gold resources greater than 150,000 ounces, the Company can exercise its option. After the exercise, the Company will be subject to a 2% NSR on all marketable minerals derived from the properties. The Company can purchase this NSR through a US\$2,000,000 cash payment to the owner.

During the year ended May 31, 2023, the Company did not complete the 3rd anniversary payment which terminated the option agreement. The Company recorded \$242,922 of impairment loss included in the consolidated statements of comprehensive loss. No such impairment occurred during the year ended May 31, 2024.

The Ghanie Option Agreement

On February 25, 2020, the Company entered into the Ghanie option agreement. In accordance with the agreement, the Company has the right to acquire a 100% interest in 4 mining permits. The Ghanie option agreement is subject to the following payments to the owner of such permits:

- i. A cash payment of US\$15,000 on the date of signing (paid); and
- ii. US\$25,000 on the first anniversary (paid), US\$100,000 on the second anniversary (paid), US\$75,000 on the third anniversary (paid) and US\$100,000 on the fourth anniversary (paid).

Once the above payments are made and upon the notification to the owner of the determination of gold resources greater than 150,000 ounces, the Company can exercise its option. After the exercise, the Company will be subject to a 2% NSR on all marketable minerals derived from the properties. The Company can purchase this NSR through a US\$2,000,000 cash payment to the owner. During the year ended May 31, 2024, in accordance with the Ghanie option agreement, the Company exercised its option and has earned a 100% interest in the Ghanie claims.

Amsterdam Properties

On November 19, 2021, the Company indirectly entered into an option agreement in respect of the "Amsterdam properties". In connection with the option agreement on the "Amsterdam properties", the equivalent of US\$100,000 was paid upon signing and a 100% interest in such properties may be acquired by making additional payments totaling US\$1,075,000 based on the payment terms set out below and having a mineral resource of more than 150,000 ounces of gold in a technical report prepared in accordance with National Instrument 43-101 standards. The owner retains a 2.5% NSR, which can be purchased for US\$3 million. The option agreement terminates if the option is not exercised before November 19, 2028.

The payment terms totalling US\$1,075,000 are as follows: US\$150,000 on the first anniversary (paid); US\$225,000 on the second anniversary (paid); US\$300,000 on the third anniversary; and US\$400,000 on the fourth anniversary.

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9. MINING INTERESTS (CONTINUED)

Puruni-Viera Option Agreement

On April 19, 2023, Guyana, a wholly owned subsidiary of G2, entered into an option agreement in respect of four medium scale mining permits granted by the Guyana Geology and Mines Commission. The equivalent of US\$75,000 was paid upon signing of the option agreement and a 100% interest in such permits may be acquired by making additional payments totaling US\$425,000 (US\$100,000 on the first anniversary (paid), US\$100,000 on the second anniversary, US\$100,000 on the third anniversary and US\$125,000 on the fourth anniversary). The permit holder retains a 2% NSR, which can be acquired for US\$3 million. The option agreement can be terminated by the permit holder if the option payments are not made, subject to a 30 day cure period, and it can be terminated by the optionee on 30 days' prior written notice.

10. SHARE CAPITAL

Authorized share capital

The authorized share capital consisted of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

Common shares issued

	Number of Shares	Share Capital
Balance, May 31, 2022	141,601,758	\$ 57,856,667
RSU's converted	500,000	365,000
Stock options exercised	855,000	384,167
Warrants exercised	954,990	784,345
Common shares issued for private placements	22,283,366	13,370,020
Warrants issued for private placements	-	(115,852)
Securities issued through a bought deal	17,250,000	13,800,000
Share issuance costs	-	(1,956,440)
Balance, May 31, 2023	183,445,114	84,487,907
RSU's converted	100,000	48,000
Stock options exercised	1,312,500	1,194,902
Common shares issued for private placements	24,500,000	22,050,000
Share issue costs	-	(1,552,618)
Balance May 31, 2024	209,357,614	\$ 106,228,191

2023 activity

On August 4, 2022, G2 completed the second tranche and final tranche of the non-brokered private placement (the "Offering"). The Company raised a total of \$13,370,020 pursuant to the Offering. The first tranche of the Offering closed on July 15, 2022 and consisted of 19,733,401 common shares of the Company at a price of \$0.60 per share, for gross proceeds of \$11,840,041. The second tranche consisted of 2,549,965 common shares at a price of \$0.60 per share, for gross proceeds of \$1,529,979. In connection with the closing of the first tranche and second tranche of the Offering, Stephen Stow, a director of the Company, purchased 416,800 common shares for an aggregate subscription price of \$250,080. In connection with the closing of the second tranche of the Offering, Patrick Sheridan, Executive Chairman of the Company, purchased 1,700,000 common shares for an aggregate subscription price of \$1,020,000.

10. SHARE CAPITAL (CONTINUED)

2023 activity (continued)

The Company issued an aggregate of 954,990 broker warrants. Each broker warrant entitles the holder thereof to purchase one Share at a price of \$0.70 per share until July 15, 2023. The broker warrants were valued at \$115,852.

The fair value of the broker warrants was estimated using the Black-Scholes option pricing model with the following assumptions: share price of \$0.55 for broker warrants; expected dividend yield of 0%; risk-free interest rate of 3.20%; volatility of 74.64% and an expected life of 1.0 year.

On March 24, 2023, G2 announced that it has closed a “bought deal” public offering of common shares for aggregate gross proceeds of \$13,800,000 (the “Bought Deal”). Pursuant to the Bought Deal, the Company issued 17,250,000 common shares at a price of \$0.80 per share, which included the full exercise of the over-allotment option by the Underwriters. In connection with the Bought Deal, the Underwriters received a cash commission equal to 6% of the gross proceeds of the Bought Deal, other than in respect of sales of common shares to certain purchasers on a president’s list, on which a cash commission of 3% was paid. Patrick Sheridan, Executive Chairman of the Company, purchased 250,000 Shares pursuant to the Bought Deal.

During the year ended May 31, 2023, 500,000 RSUs were vested and the corresponding 500,000 common shares were issued from treasury. The fair value of the RSUs exercised was \$365,000 which was reallocated from contributed surplus to share capital.

During the year ended May 31, 2023, 855,000 stock options with an exercise price between \$0.18 and \$0.40 were exercised for gross proceeds of \$235,499. The fair value of the stock options exercised was \$148,668 which was reallocated from contributed surplus to share capital.

On April 14, 2023, 954,990 warrants with an expiry date of July 15, 2023 and exercise price of \$0.70 were exercised for gross proceeds of \$668,493. The fair value of the warrants exercised was \$115,852 which was reallocated from contributed surplus to share capital.

2024

On January 19, 2024, G2 completed a private placement through the issuance of 24,500,000 at a price of \$0.90 per share for gross proceeds of \$22,050,000 from AngloGold Ashanti plc (“AGA”). In connection with the private placement, the Company and AGA entered into an investor rights agreement pursuant to which AGA was granted pre-emptive and top-up rights for future security issuances by G2. Roth Canada, Inc. and Cormark Securities Inc. acted as finders in connection with the private placement and were paid a cash commission equal to 6% of the aggregate gross proceeds.

During the year ended May 31, 2024, 100,000 RSUs were vested and the corresponding 100,000 common shares were issued from treasury. The fair value of the RSUs exercised was \$48,000 which was reallocated from contributed surplus to share capital.

During the year ended May 31, 2024, 1,312,500 stock options with an exercise price between \$0.52 and \$0.75 were exercised for gross proceeds of \$752,875. The fair value of the stock options exercised was \$442,027 which was reallocated from contributed surplus to share capital.

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11. WARRANTS

	Number of Warrants	Weighted Average Exercise Price
Balance, May 31, 2022	6,800,000	\$ 1.20
Issued	954,990	0.70
Exercised	(954,990)	0.70
Balance, May 31, 2023	6,800,000	1.20
Expired	(6,800,000)	1.20
Balance May 31, 2024	-	\$ -

12. STOCK OPTIONS

The Company has a formal stock option plan (the "Plan"). The number of shares reserved for issuance to any one insider, within a one-year period, pursuant to options must not exceed 5% of the outstanding issue. The number of shares reserved for issuance to insiders, within a one-year period, pursuant to options must not exceed 10% of the outstanding issue. The option price of the shares shall be fixed by the Board of Directors but must not be less than the closing sale price of the shares on the TSX-V on the day immediately preceding grant.

The Company issued stock options to acquire common shares as follows:

	Number of Stock options	Weighted Average Exercise Price (\$)
Balance, May 31, 2022	5,930,000	0.51
Issued (i)(ii)(iii)(iv)(v)	7,450,000	0.75
Expired	(1,675,000)	0.42
Forfeited	(75,000)	0.68
Exercised (note 10)	(855,000)	0.28
Balance, May 31, 2023	10,775,000	0.71
Issued (vi)(vii)(viii)	5,325,000	1.25
Expired	(1,000,000)	0.75
Exercised (note 10)	(1,312,500)	0.57
Balance, May 31, 2024	13,787,500	0.93

(i) On September 2, 2022, the Company granted an aggregate of 750,000 options to a consultant of the Company with such options being exercisable at a price of \$0.63 per share until September 2, 2025 and vesting as to one-quarter immediately and one-quarter after 6, 12 and 18 months respectively from the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$0.63; expected dividend yield of 0%; risk-free interest rate of 3.53%; volatility of 94.03% and an expected life of 3.00 years. The fair value assigned to these options was \$286,324.

(ii) On November 8, 2022, the Company granted an aggregate of 3,000,000 options to officers and directors of the Company with such options being exercisable at a price of \$0.75 per share until November 8, 2025 and vesting as to one-third after 6, 12 and 18 months from the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$0.65; expected dividend yield of 0%; risk-free interest rate of 4.10%; volatility of 93.42% and an expected life of 3.00 years. The fair value assigned to these options was \$1,124,723.

12. STOCK OPTIONS (CONTINUED)

(iii) On November 23, 2022, the Company granted an aggregate of 750,000 options to directors and an officer of the Company with such options being exercisable at a price of \$0.75 per share until November 23, 2025 and vesting as to one-quarter immediately and one-quarter after 6, 12 and 18 months respectively from the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$0.64; expected dividend yield of 0%; risk-free interest rate of 3.70%; volatility of 92.88% and an expected life of 3.00 years. The fair value assigned to these options was \$272,798.

(iv) On November 28, 2022, the Company granted an aggregate of 2,200,000 options to consultants and employees of the Company with such options being exercisable at a price of \$0.75 per share until November 28, 2025 and vesting as to one-quarter immediately and one-quarter after 6, 12 and 18 months respectively from the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$0.60; expected dividend yield of 0%; risk-free interest rate of 3.67%; volatility of 92.91% and an expected life of 3.00 years. The fair value assigned to these options was \$732,018.

(v) On March 3, 2023, the Company granted an aggregate of 750,000 options to certain officers and consultants of the Company with such options being exercisable at a price of \$0.85 per share until March 3, 2026 and vesting as to one-quarter immediately and one-quarter after 6, 12 and 18 months respectively from the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$0.82; expected dividend yield of 0%; risk-free interest rate of 3.97%; volatility of 88.68% and an expected life of 3.00 years. The fair value assigned to these options was \$354,120.

(vi) On April 10, 2024, the Company granted an aggregate of 1,875,000 options to employees and consultants of the Company with such options being exercisable at a price of \$1.04 per share until April 10, 2027 and vesting as to one-quarter immediately and one-quarter after 6, 12 and 18 months respectively from the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$1.06; expected dividend yield of 0%; risk-free interest rate of 4.11%; volatility of 62.77% and an expected life of 3.00 years. The fair value assigned to these options was \$903,298.

(vii) On April 25, 2024, the Company granted an aggregate of 2,950,000 options to certain directors, officers and consultants of the Company with such options being exercisable at a price of \$1.31 per share until April 25, 2027 and vesting as to one-quarter immediately and one-quarter after 6, 12 and 18 months respectively from the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$1.32; expected dividend yield of 0%; risk-free interest rate of 4.22%; volatility of 62.76% and an expected life of 3.00 years. The fair value assigned to these options was \$1,759,875.

(viii) On April 25, 2024, the Company granted an aggregate of 500,000 options to a consultant of the Company with such options being exercisable at a price of \$1.65 per share until April 25, 2027 and vesting as to one-quarter immediately and one-quarter after 6, 12 and 18 months respectively from the date of grant. The fair value of these options was estimated on the date of grant using the Black-Scholes option pricing model with the following assumptions: share price of \$1.32; expected dividend yield of 0%; risk-free interest rate of 4.22%; volatility of 62.76% and an expected life of 3.00 years. The fair value assigned to these options was \$253,608.

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12. STOCK OPTIONS (CONTINUED)

The following table reflects the actual stock options issued and outstanding as of May 31, 2024:

Expiry Date	Exercise Price (\$)	Weighted Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested (Exercisable)
June 25, 2024	0.50	0.07	50,000	50,000
July 27, 2024	0.50	0.16	150,000	150,000
August 25, 2024	0.60	0.24	500,000	500,000
December 13, 2024	0.50	0.54	125,000	125,000
March 5, 2025	0.54	0.76	150,000	150,000
March 17, 2025	0.60	0.79	200,000	200,000
April 28, 2025	0.80	0.91	150,000	150,000
September 2, 2025	0.63	1.26	750,000	750,000
November 8, 2025	0.75	1.44	3,000,000	3,000,000
November 23, 2025	0.75	1.48	487,500	487,500
November 28, 2025	0.75	1.50	2,150,000	2,150,000
March 3, 2026	0.85	1.76	750,000	562,500
April 10, 2027	1.04	2.86	1,875,000	468,750
April 25, 2027	1.31	2.90	2,950,000	737,500
April 25, 2027	1.65	2.90	500,000	125,000
Total	0.93	1.92	13,787,500	9,606,250

Total share-based compensation recognized in the consolidated statements of loss and comprehensive loss from the vesting of stock options during the year ended May 31, 2024 was \$1,318,971 (2023 - \$2,002,656). In addition, \$611,627 was included in mining interests (2023 - \$nil).

13. LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended May 31, 2024 was based on the loss attributable to common shares of \$3,098,102 (the year ended May 31, 2023 – \$4,426,451) and the weighted average number of common shares outstanding of 193,056,621 (year ended May 31, 2023 – 165,029,080). Diluted loss did not include the effect of stock options, RSUs and warrants for the year ended May 31, 2024 and May 31, 2023, as they are anti-dilutive.

14. SEGMENTED INFORMATION

May 31, 2024	Canada		Guyana		Total
Revenue	\$	-	\$	530,647	\$ 530,647
Net income (loss) for the year	\$	(3,347,792)	\$	249,690	\$ (3,098,102)
Total assets	\$	16,449,110	\$	47,645,728	\$ 64,094,838
May 31, 2023	Canada		Guyana		Total
Revenue	\$	-	\$	315,582	\$ 315,582
Loss for the year	\$	(3,848,881)	\$	(577,570)	\$ (4,426,451)
Total assets	\$	15,842,642	\$	27,577,761	\$ 43,420,403

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15. RESTRICTED SHARE UNITS (RSUs)

The Company has a formal restricted share unit plan (the "RSU Plan"). The maximum number of Shares available for issuance from treasury under this Plan shall be the lesser of (i) 7,300,000 Shares; and (ii) such number of Shares, when combined with all other Shares subject to grants made under the Company's other share compensation arrangements, as is equal to 10% of the aggregate number of Shares issued and outstanding from time to time.

The grant of RSUs under the Plan is subject to a restriction such that (i) the number of Restricted Share Units granted to Insiders of the Company within any one (1) year period, and (ii) the number of Shares reserved for issuance under Restricted Share Units granted to Insiders of the Company at any time, in each case under the Plan when combined with all of the Other Share Compensation Arrangements, shall not exceed 10% of the Company's total issued and outstanding Shares, respectively.

The total number of Restricted Share Units granted to any one individual under the Plan within any one year period shall not exceed 5% of the total number of Shares issued and outstanding at the Grant Date. The maximum number of Restricted Share Units which may be granted to any one Consultant within any one year period must not exceed in the aggregate 2% of the Shares issued and outstanding as at the Grant Date.

Movements in RSU's are summarized below:

	Number of RSUs
Balance, May 31, 2022	1,460,000
Exercised	(500,000)
Granted	(36,666)
Balance, May 31, 2023	923,334
Exercised	(100,000)
Balance, May 31, 2024	823,334

As of May 31, 2024, 823,334 RSUs were outstanding (May 31, 2023 – 923,334) and 823,334 RSUs were exercisable (May 31, 2023 – 890,000). Total share-based compensation recognized in the consolidated statement of loss and comprehensive loss from the vesting of RSUs during the year was \$743 (May 31, 2023 - \$236,280).

16. INCOME TAXES

Rate reconciliation

A reconciliation of actual income tax expense and the accounting loss multiplied by the Company's statutory tax rate of 26.5% (2023 - 26.5%) is as follows:

Years ended May 31,	2024	2023
Loss before income taxes	\$ (3,098,102)	\$ (4,426,451)
Expected income tax recovery based on statutory rate	(820,996)	(1,173,010)
Share issue costs booked to equity	(411,444)	-
Tax rate change and other adjustments	45,764	(553,698)
Non-deductible share-based compensation	349,724	530,704
Change in deferred tax asset not recognized	836,952	1,196,004
Tax provision	\$ -	\$ -

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16. INCOME TAXES (CONTINUED)

Unrecognised Deferred Tax Assets

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

Years ended May 31,	2024	2023
Property and equipment	\$ 7,390	\$ 11,523
Marketable securities	-	192,541
Share issue costs	2,583,341	1,850,175
Non-capital losses carried forward - Canada	15,672,119	12,906,076
Non-capital losses carried forward - Guyana	2,837,552	2,705,734
Non-capital losses carried forward - Barbados	21,560	7,598
Resource pods - mining interests	10,366,394	10,366,394
	\$ 31,488,356	\$ 28,040,041

The following table summarizes the components of deferred tax:

May 31,	2024	2023
Deferred Tax Assets		
Non-capital losses carried forward	\$ 13,856,751	\$ 7,242,685
Deferred Tax Liabilities		
Mining interests	(13,856,751)	(7,242,685)
Net deferred tax asset	\$ -	\$ -

The Canadian non-capital loss carry forwards expire as noted in the table below. Share issue and financing costs will be fully amortized in 2028. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the group can utilize the benefits therefrom.

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16. INCOME TAXES (CONTINUED)

Loss Carry Forwards

The Company's Canadian non-capital income tax losses expire as follows:

Year	Amount
2030	\$ 652,620
2031	612,690
2032	1,177,180
2033	1,016,030
2034	840,390
2035	575,640
2036	140,060
2037	113,820
2038	151,660
2039	782,240
2040	1,197,202
2041	1,499,852
2042	1,484,348
2043	2,616,633
2044	2,811,754
	\$ 15,672,119

The Company's Barbados non-capital income tax losses can be carried forward for seven (7) years:

Year	Amount
2029	\$ 7,150
2030	448
2031	13,962
	\$ 21,560

The Company's Guyana non-capital income tax losses can be carried forward indefinitely: \$2,837,552 (2023 - \$2,705,734).

17. RELATED PARTY TRANSACTIONS

The Company has identified its directors and certain senior officers as its key management personnel. The compensation cost for key management personnel is as follows:

May 31,	2024	2023
Salaries and fees	\$ 881,080	\$ 579,709
Stock-based compensation	1,016,795	1,040,151
	\$ 1,897,875	\$ 1,619,860

At May 31, 2024, accounts payable and accrued liabilities and amounts due to related parties includes \$71,190 (May 31, 2023 - \$71,190) owing to officers, directors and companies controlled by officers and directors. In addition, included in prepaids is an advance of \$35,018 to an officer and director for business expenses to be incurred on behalf of the Company.

Rent of \$27,500 was owing from GPM Metals Inc., a company with two (2) common officers and/or directors with the Company.

17. RELATED PARTY TRANSACTIONS (CONTINUED)

Major shareholder

To the knowledge of the directors and senior officers of the Company, as at May 31, 2024, no person or corporation beneficially owns or exercises control or direction over common shares of the Company carrying more than 10% of the voting rights attached to all common shares of the Company other than Patrick Sheridan, who owns 40,844,074 common shares (May 31, 2023 - 40,594,074) or 19.51% (May 31, 2023 - 22.13%) of the outstanding common shares and AngloGold Ashanti Holdings plc, who owns 24,500,000 common shares (May 31, 2023 - nil) or 11.70% (May 31, 2023 - 0.00%) of the outstanding common shares.

18. SUBSEQUENT EVENTS

(a) Subsequent to the year-ended May 31, 2024, 50,000 share options were settled on a net exercise basis through the issuance of 31,726 common shares at weighted average trading prices of \$1.37. In addition, 150,000 share options with an exercise price of \$0.60 were exercised for cash proceeds of \$90,000. As well, 150,000 share options with an exercise price of \$0.50 were exercised for cash proceeds of \$75,000.

(b) On June 21, 2024, the Company granted an aggregate of 820,000 options to a director and consultant of the Company with such options being exercisable at a price of \$1.34 per share until June 21, 2027 and vesting as to one-quarter immediately and one-quarter after 6, 12 and 18 months respectively from the date of grant.

(c) On August 1, 2024, the Company completed a non-brokered private placement (the "August 2024 Offering") of 28,965,365 Shares at a price of \$1.45 per Share for aggregate gross proceeds of approximately \$42,000,000.