
STANDARD URANIUM LTD.

Consolidated Financial Statements

April 30, 2024 and 2023

(Expressed in Canadian Dollars)

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Standard Uranium Ltd.

Opinion

We have audited the consolidated financial statements of Standard Uranium Ltd. and its subsidiaries (the "Company") which comprise:

- the consolidated statements of financial position as at April 30, 2024 and 2023;
- the consolidated statements of loss and comprehensive loss for the years ended April 30, 2024 and 2023;
- the consolidated statements of changes in shareholders' equity for the years ended April 30, 2024 and 2023;
- the consolidated statements of cash flows for the years ended April 30, 2024 and 2023; and
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at April 30, 2024 and 2023 and its financial performance and its cash flows for the years ended April 30, 2024 and 2023 in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

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 Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying consolidated financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about 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 for the year ended April 30, 2024. 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 the matter described below to be the key audit matter to be communicated in our auditors' report:

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

We draw attention to Notes 2(c), 2(d), 2(g) and 7 of the consolidated financial statements. The carrying amount of E&E Assets amounted to \$14,753,227 as at April 30, 2024. E&E Assets are assessed for impairment if (i) the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed, (ii) substantive expenditure on further exploration for and evaluation of mineral resources in a specific area is neither budgeted nor planned, (iii) exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities, (iv) sufficient data exists to determine technical feasibility and commercial viability, and (v) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. As a result, management identified impairment indicators for the Sun Dog project and recognized an impairment loss of \$2,872,034 for the year ended April 30, 2024. No impairment indicators were identified by management for the remaining E&E Assets as at April 30, 2024.

We identified the assessment of impairment indicators of E&E Assets as a key audit matter due to the significance of the E&E Assets and the judgments made by management in their assessment of impairment indicators related to E&E Assets, which in turn led to additional auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in this area that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Assets.

Our audit response to the key audit matter was as follows:

- We assessed the status of the Company's rights to explore by discussing with management if any rights were not expected to be renewed, confirmed the good standing of option agreements pertaining to the E&E Assets, and verified on a sample basis, the status of the underlying claims comprising the E&E Assets;
- We assessed the Company's ability and plans to make substantive expenditures on further exploration for and evaluation of mineral resources based on the Company's available funds and history of raising funds through private placements when needed;
- We assessed whether exploration and evaluation activities in areas of exploration have not led to the discovery of commercially viable quantities of mineral resources and assessed whether the Company has decided to abandon or discontinue exploration activities by inspecting Board of Directors minutes, reading press releases and relying on other evidence obtained in other areas of the audit;
- We assessed whether facts and circumstances suggest that the Company has achieved commercial viability or that the carrying amount may exceed the recoverable amount by inspecting Board of Directors minutes, reading press releases, option agreements and relying on other evidence obtained in other areas of the audit; and
- For the impairment loss recognized during the year ended April 30, 2024, we reviewed management's calculation of the recoverable amount pertaining to the Sun Dog project and assessed the reasonableness of the underlying assumptions used by management in their calculation.

Other Information

Management is responsible for the other information. The other information comprises the Company's Management Discussion and Analysis to be filed with the relevant Canadian securities commissions.

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 identified above 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.

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 IFRS Accounting Standards as issued by the International Accounting Standards Board, 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.

Auditors' 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 auditors' 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 auditors' 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 auditors' 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 period and are, therefore, the key audit matters. We describe these matters in our auditors' 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 auditors' report is Waseem Javed.

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
August 22, 2024

STANDARD URANIUM LTD.

Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

	As at April 30, 2024	As at April 30, 2023
	\$	\$
Assets		
Current assets		
Cash	555,912	28,029
Amounts receivable (Note 3)	8,298	154,718
Prepaid expenses (Note 4)	201,875	181,159
Marketable securities (Note 5)	385,288	-
Total current assets	1,151,373	363,906
Non-current assets		
Deposits (Note 6)	133,927	277,939
Exploration and evaluation assets (Note 7)	14,753,227	17,612,058
Total assets	16,038,527	18,253,903
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities	291,572	697,197
Advances from JV partners	10,463	-
Flow-through share premium liability (Note 9)	243,736	106,336
Total current liabilities	545,771	803,533
Deferred tax liability (Note 14)	384,000	1,536,000
Total liabilities	929,771	2,339,533
Shareholders' equity		
Share capital (Note 10)	22,678,156	20,480,771
Contributed surplus (Note 10)	2,389,418	3,043,376
Deficit	(9,958,818)	(7,609,777)
Total shareholders' equity	15,108,756	15,914,370
Total liabilities and shareholders' equity	16,038,527	18,253,903

Nature and continuance of operations and going concern (Note 1)

Commitments (Note 15)

Subsequent events (Note 16)

Approved on behalf of the Board on August 22, 2024:

"Jon Bey"

Jon Bey

"Blair Jordan"

Blair Jordan

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

STANDARD URANIUM LTD.Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

	Year ended April 30, 2024	Year ended April 30, 2023
	\$	\$
Expenses		
Consulting fees (Note 11)	543,030	425,038
Filing fees	72,627	75,790
General and administrative	515,712	634,119
Insurance	41,115	41,144
Investor relations	192,991	354,292
Professional fees	183,054	182,878
Rent (Note 11)	74,088	91,476
Share-based compensation (Notes 10 and 11)	324,244	185,377
Loss before other items	1,946,861	1,990,114
Other items		
Interest income	(11,134)	-
Change in fair value of marketable securities (Note 5)	252,717	-
Operator fee income (Note 7)	(103,185)	-
Option payment received in excess of carrying value (Note 7)	(257,036)	-
Settlement of flow-through share premium liability (Note 9)	(174,353)	(805,134)
Impairment expense (Note 7)	2,872,034	-
Loss before income tax	4,525,904	1,184,980
Income tax expense		
Deferred income tax (recovery) expense (Note 14)	(1,152,000)	745,000
Net loss and comprehensive loss	3,373,904	1,929,980
Basic and diluted loss per share	\$(0.08)	\$(0.06)
Weighted average number of shares outstanding		
– basic and diluted (Note 16)	40,149,346	32,469,366

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

STANDARD URANIUM CORP.

Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian dollars)

	Share capital		Contributed surplus	Deficit	Total
	Number	Amount			
		\$	\$	\$	\$
Balance, April 30, 2022	23,858,570	15,320,867	1,808,963	(5,703,870)	11,425,960
Proceeds from private placement (Note 10)	12,560,735	6,886,525	933,350	-	7,819,875
Flow-through premium liability (Note 9)	-	(911,470)	-	-	(911,470)
Share issuance costs (Note 10)	-	(815,151)	139,759	-	(675,392)
Reclassification of expired options (Note 10)	-	-	(24,073)	24,073	-
Share-based compensation (Note 10 and 11)	-	-	185,377	-	185,377
Net loss and comprehensive loss	-	-	-	(1,929,980)	(1,929,980)
Balance, April 30, 2023	36,419,305	20,480,771	3,043,376	(7,609,777)	15,914,370
Shares issued for exploration & evaluation assets (Note 7 and 10)	250,000	81,250	-	-	81,250
Proceeds from private placement (Note 10)	9,370,533	2,606,681	34,209	-	2,640,890
Flow-through premium liability (Note 9)	-	(311,753)	-	-	(311,753)
Share issuance costs (Note 10)	-	(223,793)	57,452	-	(166,341)
Exercise of restricted share units (Note 10)	90,000	45,000	(45,000)	-	-
Reclassification of expired warrants (Note 10)	-	-	(801,087)	801,087	-
Reclassification of expired options (Note 10)	-	-	(223,776)	223,776	-
Share-based compensation (Note 10 and 11)	-	-	324,244	-	324,244
Net loss and comprehensive loss	-	-	-	(3,373,904)	(3,373,904)
Balance, April 30, 2024	46,129,838	22,678,156	2,389,418	(9,958,818)	15,108,756

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

STANDARD URANIUM LTD.

Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

	Year ended April 30, 2024	Year ended April 30, 2023
	\$	\$
Cash provided by (used in):		
Operating activities		
Net loss	(3,373,904)	(1,929,980)
Items not effecting cash:		
Share-based compensation	324,244	185,377
Impairment loss	2,872,034	-
Settlement of flow-through share premium liability	(174,353)	(805,134)
Change in fair value of marketable securities	252,717	-
Option payment received in excess of carrying value	(257,036)	-
Deferred income tax (recovery) expense	(1,152,000)	745,000
Changes in non-cash working capital items:		
Amounts receivable	146,420	16,280
Prepaid expenses	(20,716)	(76,265)
Advances	10,463	-
Accounts payable and accrued liabilities	42,706	82,099
Net cash used in operating activities	(1,329,425)	(1,782,623)
Investing activities		
Exploration and evaluation assets	(1,171,253)	(5,752,574)
Option payments received	410,000	-
Deposit	144,012	(58,608)
Net cash used in investing activities	(617,241)	(5,811,182)
Financing activities		
Proceeds from private placements, net of issuance costs	2,474,549	7,144,483
Net cash provided by financing activities	2,474,549	7,144,483
Change in cash	527,883	(449,322)
Cash, beginning	28,029	477,351
Cash, ending	555,912	28,029
Supplemental Disclosures:		
Interest paid	5,223	-
Income taxes paid	-	-
Shares issued for exploration and evaluation assets	81,250	-
Shares received for exploration and evaluation assets	597,586	-

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

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements

For the years ended April 30, 2024 and 2023

(Expressed in Canadian dollars)

1. Nature and continuance of operations and going concern

Standard Uranium Ltd. (the “Company”) was incorporated in the province of British Columbia on November 20, 2017. The Company is engaged in the exploration and evaluation of resource properties. The Company’s registered office is #918 - 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at April 30, 2024, the Company has not generated any revenue and has incurred losses since inception. The Company’s continuation as a going concern is dependent on its ability to generate future cash flows and/or obtain additional financing. Management intends to finance operating costs over the next twelve months with cash on hand and private placements of common stock. There is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. Material accounting policies

(a) Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee (“IFRIC”). The consolidated financial statements have been prepared on an accrual basis and are based on historical costs modified where applicable. The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries.

(b) Basis of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. Control exists when the Company is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the activities of the entity. Inter-company balances and transactions, and any unrealized income and expenses arising from inter-company transactions, are eliminated in preparing the consolidated financial statements.

Name of subsidiary	Place of incorporation	Ownership interest
Standard Uranium Holdings (Saskatchewan) Ltd.	Canada	100%
Standard Uranium (Saskatchewan) Ltd.	Canada	100%

(c) Use of estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company’s management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements

For the years ended April 30, 2024 and 2023

(Expressed in Canadian dollars)

2. Material accounting policies (continued)

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include:

- Fair value of share-based payments and broker's warrants using the Black-Scholes Option Pricing Model; and
- Recoverable value of exploration and evaluation assets for the purposes of impairment.

(d) Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's consolidated financial statements include:

- The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty;
- The recoverability and measurement of deferred tax assets, provisions for restoration; and
- Impairment of exploration and evaluation assets.

(e) Cash

Cash includes cash at bank.

(f) Restoration, rehabilitation, and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of long-term assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to exploration and evaluation assets along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The restoration asset will be depreciated on the same basis as other assets.

The increase in the restoration provision due to the passage of time is recognized as interest expense.

The net present value of restoration costs arising from subsequent site damage that is incurred on an ongoing basis during production are charged to the statement of comprehensive loss in the period incurred.

The costs of restoration projects that were included in the provision are recorded against the provision as incurred. The costs to prevent and control environmental impacts at specific properties are capitalized in accordance with the Company's accounting policy for exploration and evaluation assets.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements
For the years ended April 30, 2024 and 2023
(Expressed in Canadian dollars)

2. Material accounting policies (continued)

(g) Exploration and evaluation expenditures

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activities, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized as exploration and evaluation assets in the consolidated statements of financial position.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related project.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. Once the technical feasibility and commercial viability of the extraction of resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

(h) Farm-outs

The Company does not record any expenditure made by the farmee on its account. It reallocates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained and any consideration received directly from the farmee is credited against costs previously capitalized. If the consideration exceeds amounts previously capitalized, any excess is recorded in the consolidated statements of loss and comprehensive loss.

(i) Income taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the asset and liability sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements

For the years ended April 30, 2024 and 2023

(Expressed in Canadian dollars)

2. Material accounting policies (continued)

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

(j) Flow-through shares

The resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian tax legislation. On issuance, any premium recorded on the flow-through share, being the difference in price over a common share with no tax attributes, is recognized as a liability. As expenditures are incurred, the deferred income tax liability associated with the renounced tax deductions is recognized through profit or loss with a pro-rata portion of the deferred premium.

(k) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets – Classification

The Company classifies its financial assets in the following categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income (“OCI”), or through profit or loss), and
- Those to be measured at amortized cost.

The classification depends on the Company’s business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

Fair value hierarchy

The following table summarizes the fair value hierarchy under which the Company’s financial instruments are valued.

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

Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Inputs for the asset or liability that are not based upon observable market data.

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

Financial assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVTPL”), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements

For the years ended April 30, 2024 and 2023

(Expressed in Canadian dollars)

2. Material accounting policies (continued)

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its debt instruments:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest method.
- **Fair value through OCI (“FVOCI”):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net within other gains(losses) in the Statement of Loss and Comprehensive Loss in the period in which it arises.

Cash and other accounts receivable are measured at amortized cost. Marketable securities are designated as FVTPL. The Company has not designated any financial assets as FVOCI.

Financial liabilities

The Company classifies its financial liabilities into the following categories:

- Financial liabilities at FVTPL; and
- Amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows:

- the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and
- the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not designate any financial liabilities at FVTPL. The Company measures its accounts payable at amortized cost.

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements
For the years ended April 30, 2024 and 2023
(Expressed in Canadian dollars)

2. Material accounting policies (continued)

Impairment

The Company recognizes a loss allowance for expected credit losses on its financial assets when necessary. The amount of expected credit losses is updated at each reporting period to reflect changes in credit risk since initial recognition of the respective financial instruments.

(l) Share capital

Common shares

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity, net of any tax effects.

Equity units

Proceeds received on the issuance of units, comprised of common shares and warrants, are allocated using the residual value method. Under the residual value method, proceeds are allocated to the common shares up to their fair value, determined by reference to the quoted market price of the common shares on the issuance date, and the remaining balance, if any, to reserve for the warrants.

(m) Loss per share

Basic loss per share is calculated by dividing net loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the reporting period. Diluted loss per share is determined by adjusting the net loss attributable to common shares and the weighted average number of common shares outstanding, for the effects of all dilutive potential common shares.

(n) Share-based payments

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instrument issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is credited to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted, shall be based on the number of equity instruments that eventually vest.

(o) Amendments to standards adopted during the year

Certain amendments to standards are effective for the first time for the Company's annual reporting period commencing May 1, 2023. These amendments had no impact on the Company.

(p) Accounting standards issued but not yet effective

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended April 30, 2024, and have not been applied in preparing these consolidated financial statements. Management does not expect the impact of any such new standards and amendments to have any significant impact on its consolidated financial statements.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements

For the years ended April 30, 2024 and 2023

(Expressed in Canadian dollars)

3. Amounts receivable

Amounts receivable consist of GST receivable in the amount of \$8,298 (2023: \$110,467) and other receivables of \$Nil (2023: \$44,251).

4. Prepaid expenses

Prepaid expenses consist of prepayments for services to be rendered within the next 12 months of operations.

	As at April 30, 2024	As at April 30, 2023
	\$	\$
Consulting services	18,481	-
Conferences	59,964	23,000
Investor relations and marketing prepayments	91,417	137,123
Others	32,013	21,036
Balance, ending	201,875	181,159

5. Marketable securities

On January 3, 2024, the Company received 3,098,938 common shares of Mamba Exploration Limited ("Mamba") pursuant to the definitive option agreement on the Canary project (Note 7). The shares are held in escrow until July 3, 2024. The fair value of the common shares on the date they were received was determined to be \$153,005.

On February 8, 2024, the Company received 1,333,333 shares of Aero Energy Limited ("Aero") pursuant to the definitive option agreement on the Sun Dog project (Note 7). The shares are held in escrow until June 9, 2024. The fair value of the common shares on the date they were received was determined to be \$200,000.

On February 16, 2024, the Company received 3,000,000 shares of ATCO Mining Limited ("ATCO") pursuant to the definitive option agreement on the Atlantic project (Note 7). The shares are held in escrow until June 17, 2024. The fair value of the common shares on the date they were received was determined to be \$285,000.

At April 30, 2024, the fair value of the common shares was determined by reference to their respective share prices. A summary of the movement in the carrying value of marketable securities is as follows:

Balance as at April 30, 2023	\$	-
Additions		638,005
Unrealized loss		(252,717)
Balance as at April 30, 2024	\$	385,288

6. Deposits

The Company's deposits as at April 30, 2024 and 2023 relate to long term exploration deposits for services to be rendered in connection with its exploration and evaluation assets.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements

For the years ended April 30, 2024 and 2023

(Expressed in Canadian dollars)

7. Exploration and evaluation assets

	Davidson River project	Sun Dog project	Canary project	Atlantic project	Other projects	Total
Acquisition Costs						
Balance, April 30, 2022	\$ 495,000	\$ 10,395	\$ 4,382	\$ 2,474	\$ 2,242	\$ 514,493
Cash payment	100,000	-	-	-	-	100,000
Balance, April 30, 2023	595,000	10,395	4,382	2,474	2,242	614,493
Share issuance	-	-	-	-	81,250	81,250
Cash payment	125,000	-	-	350	9,958	135,308
Balance, April 30, 2024	\$ 720,000	\$ 10,395	\$ 4,382	\$ 2,824	\$ 93,450	\$ 831,051
Deferred Exploration Costs						
Balance, April 30, 2022	\$ 9,201,947	\$ 1,632,730	\$ -	\$ 5,301	\$ 69,331	\$ 10,909,309
Drilling	2,222,698	814,526	-	-	-	3,043,224
Consulting	365,089	524,808	69,203	53,804	75,097	1,088,001
Camp and fuel	482,373	739,153	27,446	32,636	83,370	1,364,978
Geophysics	82,282	75,368	434,403	-	-	592,053
Balance, April 30, 2023	12,360,389	3,786,585	531,052	91,741	227,798	16,997,565
Consulting	95,831	171,535	57,809	43,399	124,977	493,551
Camp and fuel	6,370	13,287	-	-	55,297	74,954
Materials	2,274	-	-	-	16,835	19,109
Balance, April 30, 2024	\$ 12,464,864	\$ 3,971,407	\$ 588,861	\$ 135,140	\$ 424,907	\$ 17,585,179
Option payments received	-	(400,000)	(253,005)	(137,964)	-	(790,969)
Impairment	-	(2,872,034)	-	-	-	(2,872,034)
Total						
Balance, April 30, 2023	\$ 12,955,389	\$ 3,796,980	\$ 535,434	\$ 94,215	\$ 230,040	\$ 17,612,058
Balance, April 30, 2024	\$ 13,184,864	\$ 709,768	\$ 340,238	\$ -	\$ 518,357	\$ 14,753,227

Davidson River project:

The Company holds an option to acquire a 90% interest in the Davidson River project for an aggregate sum of \$1,000,000 and the issuance of 1,000,000 common shares of the Company. The Company has made cash payments to date totaling \$450,000, of which \$125,000 was paid during the year ended April 30, 2024 (2023 - \$100,000) and is required to pay an additional \$550,000 over a period of five years from the date the Company was listed on a stock exchange.

The Company was also required to issue 1,000,000 common shares on the date the Company was listed on a stock exchange. The common shares were issued during the year ended April 30, 2021 and had a total fair value of \$270,000. In addition, the Company has the right to acquire the remaining 10% interest in the Davidson River project for the sum of \$10,000,000 if exercised within one year of March 1, 2018, and increased thereafter by inflation, expiring February 28, 2028. The Davidson River project is subject to a 2.5% gross overriding royalty with respect to all mineral production from the project.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements
For the years ended April 30, 2024 and 2023
(Expressed in Canadian dollars)

7. Exploration and evaluation assets (continued)

Sun Dog project:

The Company holds a 100%-interest in the Sun Dog project located along the northwestern edge of the Athabasca Basin.

On October 20, 2023, the Company signed a definitive option agreement (“Sun Dog Option Agreement”) with 1443904 B.C. Ltd., which was subsequently acquired by Aero Energy Ltd. (“Aero”), pursuant to which, Aero will be granted the option to acquire 100% of the Sun Dog project by completing three years of exploration programs and a series of cash and equity payments as follows:

- Year 1: Cash payment of \$200,000 (received), equity payment equal to \$200,000 (received 1,333,333 common shares of Aero with a fair value of \$200,000 (Note 5)) and incur exploration expenditures of \$1,500,000.
- Year 2: Cash payment of \$200,000, equity payment equal to \$200,000 and incur exploration expenditures of \$2,000,000.
- Year 3: Cash payment of \$250,000, equity payment equal to \$250,000 and incur exploration expenditures of \$3,000,000.

Upon signing the Sun Dog Option Agreement, the Company deemed it appropriate to carry out an impairment assessment as to whether the carrying amount of the property exceeded its recoverable amount. An indicator of impairment was identified, and the recoverable amount was determined to be \$1,106,833 based on the fair value of the consideration to be received pursuant to the Sun Dog Option Agreement, using a discount rate assumption of 17%. Accordingly, an impairment expense of \$2,872,034 was recognized related to the property.

Canary project:

On December 27, 2023, the Company signed a definitive option agreement with Mamba Exploration Limited (“Mamba”), pursuant to which, Mamba will be granted the option to earn a 75% interest over three years in the 7,302-hectare Canary project located in the eastern Athabasca Basin.

The Option is exercisable by Mamba in two stages. During the first stage, Mamba can earn a 50% interest by completing the following:

- Year 1: Cash payment of \$100,000 (received), equity payment equal to \$100,000 (received 3,098,938 with a fair value of \$153,005 (Note 5) representing \$100,000 under the agreement) and incur exploration expenditures of \$1,000,000.
- Year 2: Cash payment of \$100,000, equity payment equal to \$100,000 and incur exploration expenditures of \$2,000,000.

After earning a 50% interest in the Canary project, the second stage will commence. During the second stage, Mamba can increase its interest in the Canary project to 75% by completing a further cash payment of \$100,000, arranging for the issuance of a further \$100,000 worth of shares to the Company and incurring an additional \$3,000,000 of expenditures, all within the third year.

The Company will act as the operator of the project and is entitled to charge a 10% fee on expenditures during the first two stages.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements
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7. Exploration and evaluation assets (continued)

Atlantic project:

On February 20, 2024, the Company signed a definitive option agreement (“Atlantic Option Agreement”) with ATCO Mining Inc. (“ATCO”), pursuant to which, ATCO will be granted the option to earn a 75% interest in the Atlantic project by completing three years of exploration programs and a series of cash and equity payments as follows:

- Year 1: Cash payment of \$110,000 (received), equity payment of 3,000,000 common shares (received with a fair value of \$285,000 (Note 5)) and incur exploration expenditures of \$1,300,000.
- Year 2: Cash payment of \$120,000, equity payment of 6,000,000 common shares and incur exploration expenditures of \$2,000,000.
- Year 3: Cash payment of \$200,000, equity payment of 6,000,000 common shares and incur exploration expenditures of \$3,000,000.

The Company will act as the operator of the project and is entitled to charge a 10% fee on expenditures in Year 1, increasing to 12% in Year 2 and Year 3. The Company earned an operator fee of \$103,185 during the year ended April 30, 2024.

During the year ended April 30, 2024, the Company received total option payments of \$395,000 pursuant to the Atlantic Option Agreement. This exceeded the carrying value of the project by \$257,036, and resulted in a gain which was recognized in the statement of loss and comprehensive loss.

Other projects:

The Company’s portfolio includes seven additional projects in the Athabasca uranium district. The Ascent project is located in the northern portion of the eastern Athabasca Basin. Additionally, the Rocas, Corvo, Ox Lake and Cable Bay SW projects are positioned marginal to the present-day eastern boundary of the Athabasca Basin. The newly staked Harrison project is situated in the southwest Athabasca Basin, proximal to the flagship Davidson River project. The Brown Lake project is located just inside the Basin margin.

Corvo project

On September 19, 2023, the Company issued 250,000 common shares (Note 10) to Eagle Plains Resources Ltd. to acquire eight additional claims contiguous with the Corvo project. The common shares were recorded at their fair value of \$81,250.

8. Loans payable

On July 6, 2023, the Company received proceeds of \$50,000 from an arms-length third party by way of a promissory note. On August 8, 2023, the Company received an additional \$25,000 as an additional advance under the same promissory note. The promissory note is unsecured, bears interest at 10% per annum, and is due on demand. The loan was repaid during the year ended April 30, 2024.

On September 22, 2023, the Company received proceeds of \$25,000 from a related party by way of a promissory note. The promissory note is unsecured, bears interest at 10% per annum, and is due on demand. This loan was fully repaid on November 10, 2023.

During the year ended April 30, 2024, the Company accrued interest of \$3,383 (2023 - \$Nil), which is recorded in general and administrative expenses. The interest was fully paid in the year ended April 30, 2024.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements
For the years ended April 30, 2024 and 2023
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9. Flow-through share premium liability

- a) On June 27, 2022, the Company completed a private placement whereby the Company issued 3,613,169 flow-through units for gross proceeds of approximately \$2,348,560. Each flow-through unit consisted of one flow-through common share and one-half share purchase warrant exercisable at a price of \$0.65 per common share for a period of two years (Note 10). The flow-through shares were issued at a premium of \$0.10 per flow-through share, calculated as the difference in the price per flow-through unit and the price of a standard unit sold as part of the same offering, as tax deductions generated by the eligible expenditures will be passed through to the shareholders of the flow-through shares once the eligible expenditures are incurred and renounced.

The total flow-through share premium liability related to the 3,613,169 flow-through shares was calculated to be \$361,317 and represents the Company's obligation to spend \$2,348,560 on eligible expenditures.

- b) On July 14, 2022, the Company completed a private placement whereby the Company issued 635,423 flow-through units for gross proceeds of approximately \$413,026. Each flow-through unit consisted of one flow-through common share and one-half share purchase warrant exercisable at a price of \$0.65 per common share for a period of two years (Note 10). The flow-through shares were issued at a premium of \$0.10 per flow-through share, calculated as the difference in the price per flow-through unit and the price of a standard unit sold as part of the same offering, as tax deductions generated by the eligible expenditures will be passed through to the shareholders of the flow-through shares once the eligible expenditures are incurred and renounced.

The total flow-through share premium liability related to the 635,423 flow-through shares was calculated to be \$63,542 and represents the Company's obligation to spend \$413,025 on eligible expenditures.

- c) On September 29, 2022, the Company completed a private placement whereby the Company issued 1,788,800 flow-through units for gross proceeds of approximately \$1,162,772. Each flow-through unit consisted of one flow-through common share and one-half share purchase warrant exercisable at a price of \$0.85 per common share for a period of two years (Note 10). The flow-through shares were issued at a premium of \$0.10 per flow-through share, calculated as the difference in the price per flow-through unit and the price of a standard unit sold as part of the same offering, as tax deductions generated by the eligible expenditures will be passed through to the shareholders of the flow-through shares once the eligible expenditures are incurred and renounced.

The total flow-through share premium liability related to the 1,788,800 flow-through shares was calculated to be \$178,888 and represents the Company's obligation to spend \$1,162,772 on eligible expenditures.

- d) On October 21, 2022, the Company completed a private placement whereby the Company issued 3,077,231 flow-through units for gross proceeds of approximately \$2,000,200. Each flow-through unit consisted of one flow-through common share and one-half share purchase warrant exercisable at a price of \$0.85 per common share for a period of two years (Note 10).

The flow-through shares were issued at a premium of \$0.10 per flow-through share, calculated as the difference in the price per flow-through unit and the price of a standard unit sold as part of the same offering, as tax deductions generated by the eligible expenditures will be passed through to the shareholders of the flow-through shares once the eligible expenditures are incurred and renounced.

The total flow-through share premium liability related to the 3,077,231 flow-through shares was calculated to be \$307,723 and represents the Company's obligation to spend \$2,000,200 on eligible expenditures.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements

For the years ended April 30, 2024 and 2023

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9. Flow-through share premium liability (continued)

- e) On December 13, 2023, the Company completed a private placement whereby the Company issued 5,965,137 flow-through units for gross proceeds of approximately \$1,789,541. Each flow-through unit consisted of one flow-through common share and one-half share purchase warrant exercisable at a price of \$0.45 per common share for a period of two years (Note 10).

The flow-through shares were issued at a premium of \$0.05 per flow-through share, calculated as the difference in the price per flow-through unit and the price of a standard unit sold as part of the same offering, as tax deductions generated by the eligible expenditures will be passed through to the shareholders of the flow-through shares once the eligible expenditures are incurred and renounced.

The total flow-through share premium liability related to the 5,965,137 flow-through shares was calculated to be \$311,753 and represents the Company's obligation to spend \$1,789,541 on eligible expenditures.

Expenditures related to the use of flow-through unit proceeds are included in exploration and evaluation assets but are not available as a tax deduction to the Company as the tax benefits of these expenditures are renounced to the investors.

At April 30, 2024, the Company has \$1,399,104 of eligible expenditures remaining to incur. A continuity schedule of the Company's outstanding balance for the year ended April 30, 2024 and 2023 are as follows:

Balance as at April 30, 2022	\$	-
Recognition of flow-through premium – June 27, 2022 financing		361,317
Recognition of flow-through premium – July 14, 2022 financing		63,542
Recognition of flow-through premium – September 29, 2022 financing		178,888
Recognition of flow-through premium – October 21, 2022 financing		307,723
Settlement of flow-through premium		(805,134)
Balance as at April 30, 2023	\$	106,336
Recognition of flow-through premium – December 13, 2023 financing		311,753
Settlement of flow-through premium		(174,353)
Balance as at April 30, 2024	\$	243,736

10. Share capital

Authorized share capital:

Unlimited common shares without par value.

Issued and outstanding:

At April 30, 2024, there were 46,129,838 (2023: 36,419,305) common shares issued and fully paid common shares outstanding.

During the year ended April 30, 2024:

- (a) On September 19, 2023, the Company issued 250,000 common shares to Eagle Plains Resources (Note 7) with a fair value of \$81,250.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements
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10. Share capital (continued)

- (b) On December 13, 2023, the Company closed the first tranche of a private placement whereby the Company issued 2,037,056 units at \$0.25 per unit and 5,965,137 flow-through units for \$0.30 per unit for aggregate gross proceeds of \$2,298,805. On December 21, 2023, the Company closed the second tranche of the private placement whereby the company issued 1,368,340 units at \$0.25 per unit for gross proceeds of \$342,085. Each unit is comprised of one common share and one-half of one share purchase warrant and each flow-through unit is comprised of one flow-through common share and one-half of one share purchase warrant. Each whole warrant is exercisable to purchase one additional common share of the Company at a price of \$0.45 for a period of two years. The Company allocated proceeds of \$34,209 to the common share purchase warrants using the residual value method.

In connection with the private placement, the Company paid broker fees of \$124,988 in cash and issued 416,859 broker's warrants with a fair value of \$57,452. Of the broker warrants, 4,900 are exercisable into one additional common share of the Company at a price of \$0.45; 353,626 are exercisable into one additional common share of the Company at a price of \$0.25; and 58,333 are exercisable into one additional common share of the Company at a price of \$0.30. All broker warrants are exercisable for a period of two years. The Company additionally incurred financing advisory and legal fees directly related to the offering in the total amount of \$41,353, which is included as share issuance cost.

- (c) On February 2, 2024, 90,000 restricted stock units were exercised by an officer of the Company which had a fair value of \$45,000.

During the year ended April 30, 2023:

- (a) On June 27, 2022, the Company completed a private placement whereby the company issued 1,461,380 units at \$0.55 per unit and 3,613,169 flow-through units for \$0.65 per unit for gross proceeds of \$3,152,319. Each unit is comprised of one common share and one-half of one share purchase warrant and each flow-through unit is comprised of one flow-through common share and one-half of one share purchase warrant. Each whole warrant is exercisable to purchase one additional common share of the Company at a price of \$0.85 for a period of two years, subject to acceleration provisions. The Company allocated proceeds of \$507,455 to the common share purchase warrants using the residual value method.

In connection with the private placement, the Company paid broker fees of \$246,119 in cash and issued 304,473 broker's warrants with a fair value of \$52,866. Each broker's warrant is exercisable into one additional common share of the Company at a price of \$0.55 for a period of two years. The Company additionally incurred financing advisory and legal fees directly related to the offering in the total amount of \$77,552 which is included as share issuance cost.

- (b) On July 14, 2022, the Company completed a private placement whereby the company issued 635,423 flow-through units for \$0.65 per unit for gross proceeds of \$413,026. Each flow-through unit is comprised of one flow-through common share and one-half of one share purchase warrant. Each whole warrant is exercisable to purchase one additional common share of the Company at a price of \$0.85 for a period of two years, subject to acceleration provisions. The Company allocated proceeds of \$63,542 to the common share purchase warrants using the residual value method.

In connection with the private placement, the Company paid broker fees of \$26,101 in cash and issued 38,125 broker's warrants with a fair value of \$6,634. Each broker's warrant is exercisable into one additional common share of the Company at a price of \$0.55 for a period of two years. The Company additionally incurred financing advisory and legal fees directly related to the offering in the total amount of \$29,289 which is included as share issuance cost.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements

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10. Share capital (continued)

- (c) On September 29, 2022, the Company completed a private placement whereby the company issued 1,834,652 units at \$0.55 per unit and 1,788,880 flow-through units for \$0.65 per unit for gross proceeds of \$2,171,830. Each flow-through unit is comprised of one flow-through common share and one-half of one share purchase warrant. Each whole warrant is exercisable to purchase one additional common share of the Company at a price of \$0.85 for a period of two years, subject to acceleration provisions. The Company allocated proceeds of \$362,353 to the common share purchase warrants using the residual value method.

In connection with the private placement, the Company paid broker fees of \$101,462 in cash and issued 175,357 broker's warrants with a fair value of \$31,039. Each broker's warrant is exercisable into one additional common share of the Company at a price of \$0.55 for a period of two years. The Company additionally incurred financing advisory and legal fees directly related to the offering in the total amount of \$12,437 which is included as share issuance cost.

- (d) On October 21, 2022, the Company completed a private placement whereby the company issued 150,000 units at \$0.55 per unit and 3,077,231 flow-through units for \$0.65 per unit for gross proceeds of \$2,082,700. Each flow-through unit is comprised of one flow-through common share and one-half of one share purchase warrant. Each whole warrant is exercisable to purchase one additional common share of the Company at a price of \$0.85 for a period of two years, subject to acceleration provisions. The Company allocated proceeds of \$Nil to the common share purchase warrants using the residual value method.

In connection with the private placement, the Company paid broker fees of \$120,012 in cash and issued 184,634 broker's warrants with a fair value of \$49,220. Each broker's warrant is exercisable into one additional common share of the Company at a price of \$0.55 for a period of two years. The Company additionally incurred financing advisory and legal fees directly related to the offering in the total amount of \$62,420 which is included as share issuance cost.

Reserves:

The share-based payment reserve records items recognized as stock-based compensation expense and other share-based payments until such time that the stock options or warrants are exercised, at which time the corresponding amount will be transferred to share capital.

Options:

The Company has a stock option plan whereby a maximum of 10% of the issued and outstanding common shares of the Company may be reserved for issuance pursuant to the exercise of stock options. The terms of the granted options are fixed by the Board of Directors and are not to exceed ten years. The exercise price of options are determined by the Board of Directors, but shall not be less than the closing price of the Company's common shares on the day preceding the option grant date, less any discount permitted by the Exchange. Options granted under the plan may vest immediately on grant, or over a period as determined by the Board of Directors or, in respect of options granted for investor relations services, as prescribed by Exchange policy.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements
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10. Share capital (continued)

A continuity schedule of the Company's outstanding stock options for the years ended April 30, 2024 and 2023 is as follows:

	April 30, 2024		April 30, 2023	
	Options outstanding	Weighted average exercise price	Options outstanding	Weighted average exercise price
Outstanding, beginning of year	2,195,833	\$ 0.92	1,934,333	\$ 1.00
Granted	446,000	0.30	314,000	0.50
Expired	(452,333)	0.90	(52,500)	1.10
Outstanding, end of year	2,189,500	\$ 0.79	2,195,833	\$ 0.92
Exercisable, end of year	1,921,900	\$ 0.86	2,117,889	\$ 0.90

At April 30, 2024, the Company had outstanding stock options exercisable to acquire common shares of the Company as follows:

Expiry date	Options outstanding	Options exercisable	Exercise price	Remaining contractual life (years)
July 2, 2025	456,000	456,000	\$ 1.00	1.17
January 5, 2026	100,000	100,000	\$ 1.00	1.68
June 1, 2026	168,500	168,500	\$ 1.25	2.09
February 7, 2027	515,000	515,000	\$ 1.00	2.78
January 18, 2028	234,000	234,000	\$ 0.50	3.72
January 12, 2029	446,000	178,400	\$ 0.30	4.71
May 4, 2030	270,000	270,000	\$ 0.75	6.01
Total	2,189,500	1,921,900		

The Company calculates the fair value of the stock options granted using the Black-Scholes Option Pricing Model. The Black-Scholes Option Pricing Model inputs for options granted and vested during the years ended April 30, 2024 and 2023 are as follows:

Grant Date	Expiry Date	Exercise Price	Risk-Free Interest Rate	Expected Life	Volatility Factor	Dividend Yield	Fair Value
January 12, 2024	January 12, 2029	\$0.30	3.57%	3 years	116%	0%	\$0.23
January 18, 2023	January 18, 2028	\$0.10	3.24%	3 years	83%	0%	\$0.05

The risk-free interest rate is based on the Canadian government bond rate for a similar term as the expected life of the stock options. The annualized volatility is based on the Company's historical share prices. The options granted on January 12, 2024 vest in fifths, one-fifth immediately, and one-fifth vest every 3 months from the grant date.

During the year ended April 30, 2024, the Company recognized share-based compensation of \$70,321 (2023 - \$112,192) related to the vesting of options. During the year ended April 30, 2024, 452,333 stock options expired unexercised and the fair value of \$223,776 (2023 - \$24,073) was reclassified to deficit.

STANDARD URANIUM LTD.

Notes to the Consolidated Financial Statements

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10. Share capital (continued)

Restricted Share Units:

On October 22, 2022, the Company established a Restricted Share Units (“RSU”) plan which provides for the issuance of RSUs in such amounts as approved by the Board of Directors. The RSUs are awarded in the nature of a bonus for services rendered that, upon settlement, entitles the recipient to acquire shares, to receive the cash equivalent, or a combination thereof, at the discretion of the Board. RSUs settled in common shares are equity-settled and the related share-based compensation expense is measured at the fair value based on the Company’s share price on grant date, subject to vesting criteria.

During the year ended April 30, 2024, the Company granted 745,000 RSUs, which had a fair value of \$0.33 per RSU, and become fully vested on the first anniversary of the grant date. The Company recognized share-based compensation of \$253,923 (2023 - \$73,185) related to the vesting of RSUs in the period.

A continuity schedule of the Company’s outstanding restricted stock units for the year ended April 30, 2024 and 2023 are as follows:

	April 30, 2024		April 30, 2023	
	RSUs	Weighted	RSUs	Weighted
	outstanding	average fair	outstanding	average fair
		value		value
Outstanding, beginning of year	510,000	\$ 0.50	-	\$ -
Granted	745,000	0.33	510,000	0.50
Exercised	(90,000)	0.50	-	-
Outstanding, end of year	1,165,000	\$ 0.39	510,000	\$ 0.50

Warrants:

A continuity schedule of the Company’s outstanding common share purchase warrants for the years ended April 30, 2024 and 2023 is as follows:

	April 30, 2024		April 30, 2023	
	Warrants	Weighted	Warrants	Weighted
	outstanding	average	outstanding	average
		exercise price		exercise price
Outstanding, beginning of year	13,284,576	\$ 1.15	7,217,820	\$ 1.50
Issued	5,102,126	0.43	6,982,956	0.80
Expired	(3,084,688)	1.44	(916,200)	1.25
Outstanding and exercisable, end of year	15,302,015	\$ 0.85	13,284,576	\$ 1.15

During the year ended April 30, 2024, 3,084,688 warrants expired unexercised and the fair value of \$801,087 (2023 - \$nil) was reclassified to deficit.

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Notes to the Consolidated Financial Statements

For the years ended April 30, 2024 and 2023

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10. Share capital (continued)

At April 30, 2024, the Company had outstanding common share purchase warrants exercisable to acquire common shares of the Company as follows:

Grant Date	Number	Exercise Price	Expiry Date
May 5, 2020	1,040,668	1.25	May 4, 2024
August 10, 2021	1,965,064	1.80	August 10, 2024
August 10, 2021	211,200	1.20	August 10, 2024
June 27, 2022	2,537,275	0.85	June 27, 2024
June 27, 2022	304,473	0.55	June 27, 2024
July 14, 2022	317,712	0.85	July 14, 2024
July 14, 2022	38,125	0.55	July 14, 2024
September 29, 2022	1,811,766	0.85	September 29, 2024
September 29, 2022	175,357	0.55	September 29, 2024
October 21, 2022	1,613,615	0.85	October 21, 2024
October 21, 2022	184,634	0.55	October 21, 2024
December 13, 2023	4,001,096	0.45	December 13, 2025
December 13, 2023	4,900	0.45	December 13, 2025
December 13, 2023	353,626	0.25	December 13, 2025
December 13, 2023	58,333	0.30	December 13, 2025
December 21, 2023	684,170	0.45	December 21, 2025
Total	15,302,015		

The Company allocates the fair value to share purchase warrants issued as part of units with common shares using the residual method. The fair value of share purchase warrants granted as compensation to finders and consultants is calculated using the Black-Scholes Option Pricing Model.

The fair value of common share purchase warrants issued during the year ended April 30, 2024 and 2023 were estimated at the date of issuance using the Black-Scholes Option Pricing Model using the following assumptions:

Issue Date	Expiry Date	Exercise Price	Risk-Free Interest Rate	Expected Life	Volatility Factor	Dividend Yield	Fair Value
December 13, 2023	December 13, 2025	\$0.45	3.79%	2 years	125%	0%	\$0.10
December 13, 2023	December 13, 2025	\$0.25	3.79%	2 years	125%	0%	\$0.15
December 13, 2023	December 13, 2025	\$0.30	3.79%	2 years	125%	0%	\$0.15

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11. Related party transactions and balances

The Company's related parties consist of its key management personnel. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and consist of its directors, the Chief Executive Officer, the Chief Financial Officer and the VP Exploration.

During the years ended April 30, 2024 and 2023, compensation of key management personnel, including directors, was as follows:

	Year Ended April 30,	
	2024	2023
Salaries and consulting fees ⁽¹⁾	\$ 559,517	\$ 516,084
Rent	11,700	34,900
Stock-based compensation	296,851	123,304
Total	\$ 868,068	\$ 674,288

(1) Includes \$399,001 recorded in consulting fees, \$147,500 of salaries capitalized to exploration and evaluation assets, and \$13,016 in general and administrative (2023 - \$382,334, \$133,750, and \$nil, respectively).

As of April 30, 2024, there was \$18,953 (2023: \$60,333) owing to certain directors and officers of the Company. The amounts owing are included in accounts payable, are unsecured, non-interest bearing, have no fixed terms of repayment and are due on demand. The Company also has prepaid \$10,500 (2023: \$5,850) to certain officers of the Company in connection with expenses to be incurred on behalf of the Company.

12. Financial instruments and risks

(a) Fair values

The fair value of cash, other accounts receivable and accounts payable approximate their carrying values due to the short-term to maturities of the financial instruments.

(b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk.

(c) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is in its cash. The risk in cash is managed through the use of a major financial institution which has a high credit quality as determined by rating agencies. Credit risk is assessed as low.

(d) Foreign exchange rate risk

Foreign exchange risk is the risk that the Company's financial instruments will fluctuate in value as a result of movements in foreign exchange rates. The Company has no assets or liabilities denominated in foreign currencies; therefore, is not exposed to foreign exchange risk.

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12. Financial instruments and risks (continued)

(e) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company requires funds to finance its business development activities. In addition, the Company needs to raise equity financing to carry out its exploration programs. There is no assurance that financing will be available or, if available, that such financings will be on terms acceptable to the Company. Liquidity risk is assessed as high.

(f) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities is subject to risks associated with fluctuations in the market price of commodities.

13. Capital management

The Company's capital structure consists of cash and share capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support acquisition and exploration of resource properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company is dependent on external financing to fund its activities. In order to carry out exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new exploration and evaluation assets and seek to acquire interests in properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. 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 since inception. The Company is not subject to externally imposed capital requirements.

14. Income taxes

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	2024	2023
	\$	\$
Net loss before income taxes	(4,525,904)	(1,184,980)
Statutory tax rate	27%	27%
Expected income tax recovery at the statutory tax rate	(1,222,000)	(320,000)
Permanent differences and other	(36,000)	(347,000)
Flow through shares adjustment	106,000	1,412,000
Income tax (recovery) expense	(1,152,000)	745,000

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14. Income taxes (continued)

Details of deferred tax assets and liabilities are as follows:

	2024	2023
	\$	\$
Loss carry-forwards	2,297,000	1,808,000
Exploration and evaluation assets	(2,988,000)	(3,657,000)
Share issuance costs	239,000	313,000
Marketable securities	68,000	-
Net deferred tax liability	(384,000)	(1,536,000)

The Company has non-capital losses of approximately \$8,508,000 which begin expiring in 2037 and can be applied against income in the future years.

15. Commitments

Pursuant to the option agreement entered into between the Company and the counter party (Note 7) in connection with the Davidson River project, the Company has the following commitments:

- Within 48 months of a Going Public Transaction, pay the sum of \$200,000
- Within 60 months of a Going Public Transaction, pay the sum of \$350,000.

16. Subsequent events

On May 8, 2024, the Company completed a share consolidation of its outstanding common shares on the basis of one post-consolidation share for every 5 pre-consolidation shares. All share and per-share figures have been retroactively adjusted to reflect this consolidation.

Subsequent to April 30, 2024, the Company sold certain marketable securities as follows:

- 3,098,938 shares of Mamba for gross proceeds of \$27,923;
- 3,000,000 shares of ATCO for gross proceeds of \$68,964; and
- 526,500 shares of Aero for gross proceeds of \$67,445.

The sale of the marketable securities resulted in an aggregate realized loss of \$101,734.

Subsequent to April 30, 2024, a total of 6,414,517 share purchase warrants expired without being exercised.