



ORESTONE MINING CORP.
(An Exploration Stage Company)

**Condensed Consolidated Interim Financial Statements
(Unaudited)**

**Three months ended
April 30, 2024 and 2023**

Orestone Mining Corp.
Suite 407 – 325 Howe Street
Vancouver, British Columbia, Canada V6C 1Z7

Trading Symbol: ORS
Telephone: 604-629-1929



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**NOTICE OF NO AUDITOR REVIEW OF
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

In accordance with National instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

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

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

ORESTONE MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian dollars)

	Note	April 30, 2024 (Unaudited)	January 31, 2024 (Audited)
ASSETS			
Current			
Cash		\$ 3,769	\$ 6,140
GST receivable		1,237	1,202
Prepaid expenses	7	3,502	3,502
		<u>8,508</u>	<u>10,844</u>
Non-current			
Exploration and evaluation assets	4	3,169,175	3,169,175
Reclamation bonds	4	25,900	25,900
		<u>3,195,075</u>	<u>3,195,075</u>
		<u>\$ 3,203,583</u>	<u>\$ 3,205,919</u>
LIABILITIES			
Current			
Trade and other payables		\$ 46,342	\$ 40,096
Due to related parties	7	142,267	124,690
		<u>188,609</u>	<u>164,786</u>
SHAREHOLDERS' EQUITY			
Share capital	5	9,408,395	9,408,395
Reserves	5	3,421,445	3,421,445
Deficit		(9,814,866)	(9,788,707)
		<u>3,014,974</u>	<u>3,041,133</u>
		<u>\$ 3,203,583</u>	<u>\$ 3,205,919</u>

Nature of Operations and Going Concern (Note 1)

Subsequent Events (Note 11)

These consolidated financial statements are authorized for issue by the Board of Directors on **June 28, 2024**.

They are signed on the Company's behalf by:

"David Hottman"

David Hottman, Director

"Gary Nordin"

Gary Nordin, Director

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

ORESTONE MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars; Unaudited)

	Note	Three months ended April 30,	
		2024	2023
Expenses			
Filing fees		\$ 6,788	\$ 11,568
Marketing		-	25,115
Office, rent and miscellaneous	7	9,104	10,906
Professional fees	7	8,165	13,500
Salaries, benefits and consulting fees	7	2,103	32,800
Travel	7	-	5,464
		26,160	99,353
Other items			
Foreign exchange loss		-	3,643
Interest income		(1)	(1)
		(1)	3,642
Net loss before income taxes		26,159	102,995
Total comprehensive loss for the period		\$ 26,159	\$ 102,995
Basic and diluted loss per share	6	\$ 0.00	\$ 0.00
Weighted average number of common shares outstanding	6	56,660,232	56,660,232

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

ORESTONE MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian dollars)

	Share capital		Reserves				Total shareholders' equity
	Number of shares	Amount	Warrants	Agent's Warrants	Share-based payments	Deficit	
Balance as at January 30, 2023 (Audited)	56,660,232	\$9,408,395	\$2,131,096	\$ 98,399	\$ 1,191,950	\$ (9,567,509)	\$ 3,262,331
Net loss and comprehensive loss	-	-	-	-	-	(102,995)	(102,995)
Balance as at April 30, 2023 (Unaudited)	56,660,232	9,408,395	2,131,096	98,399	1,191,950	(9,670,504)	3,159,336
Net loss and comprehensive loss	-	-	-	-	-	(118,203)	(118,203)
Balance as at January 31, 2024 (Audited)	56,660,232	9,408,395	2,131,096	98,399	1,191,950	(9,788,707)	3,041,133
Net loss and comprehensive loss	-	-	-	-	-	(26,159)	(26,159)
Balance as at April 30, 2024 (Unaudited)	56,660,232	\$9,408,395	\$2,131,096	\$ 98,399	\$ 1,191,950	\$ (9,814,866)	\$ 3,014,974

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

ORESTONE MINING CORP.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars; Unaudited)

		Three months ended	
	Note	April 30,	
Cash provided by (used for):		2024	2023
Operating activities			
Net loss		\$ (26,159)	\$ (102,995)
Changes in non-cash working capital items:			
GST receivable		(35)	(750)
Prepaid expenses		-	254
Trade and other payables		6,246	2,518
Due to related parties		17,577	5,862
Cash (used in) operating activities		(2,371)	(95,111)
Investing activities			
Exploration and evaluation assets	4	-	(4,061)
Cash (used in) investing activities		-	(4,061)
Net decrease in cash		(2,371)	(99,172)
Cash - beginning of the period		6,140	151,297
Cash - end of the period		\$ 3,769	\$ 52,125
Supplemental disclosure with respect to cash flows:			
Exploration and evaluation assets in trade and other payables, and due to related parties		\$ 46,045	\$ 40,000

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

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited: expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Orestone Mining Corp. (the “Company” or “Orestone”) was incorporated under the Business Corporations Act (British Columbia) on April 30, 2007 and its principal business activity is the acquisition and exploration of mineral properties. The address of the Company’s registered and head office is 19th Floor, 885 West Georgia Street, Vancouver, BC V6C 3H4. The Company’s shares are listed on the TSX Venture Exchange and trade under the symbol “ORS”.

These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to raise adequate financing to develop its exploration and evaluation assets, and to commence profitable operations in the future. To date, the Company has not generated any significant revenues and is considered to be in the exploration stage. These uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

Management’s plan includes continuing to pursue additional sources of financing through equity offerings, seeking joint venture partners to fund exploration, monitoring exploration activity and reducing overhead costs. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the consolidated financial statements of financial position. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that may be necessary should the Company be unable to continue in existence.

		April 30, 2024	January 31, 2024
Deficit	\$	(9,814,866)	\$ (9,788,707)
Working capital deficiency	\$	(180,101)	\$ (153,942)

2. BASIS OF PRESENTATION

(a) Statement of compliance

These condensed consolidated interim financial statements, including comparatives, have been prepared in accordance and compliance with International Accounting Standards (“IAS”) 34 “Interim Financial Reporting” (“IAS 34”) using accounting policies consistent with IFRS issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

(b) Basis of preparation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for marketable securities classified and measured at fair value through profit or loss. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of these condensed consolidated interim financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. These condensed consolidated interim financial statements do not include all of the information required for full annual financial statements.

These condensed consolidated interim financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation.

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited: expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION

These unaudited condensed consolidated interim financial statements have been prepared in accordance with IFRS as issued by the IASB on a basis consistent with those followed in the Company's most recent annual financial statements for the year ended January 31, 2024.

These unaudited condensed consolidated interim financial statements do not include all note disclosures required by IFRS for annual financial statements, and therefore should be read in conjunction with the annual financial statements for the year ended January 31, 2024. In the opinion of management, all adjustments considered necessary for fair presentation of the Company's financial position, results of operations and cash flows have been included. Operating results for the three months period ended April 30, 2024 are not necessarily indicative of the results that may be expected for the current fiscal year ending January 31, 2025.

4. EXPLORATION AND EVALUATION ASSETS

Captain Property

The Company owns a 100% interest in certain mineral claims comprising the Captain Property located near Fort St. James, British Columbia. A portion of these claims are subject to a 1% net smelter return royalty on gold produced from these claims, of which 0.5% can be purchased by the Company at any time for \$500,000.

As at April 30, 2024, the Company had issued a \$25,900 reclamation bond (January 31, 2024 - \$25,900) to the Ministry of Energy, Mines and Petroleum Resources of British Columbia to guarantee reclamation of the environment on the Captain Property.

	Captain Property
Property acquisition costs	
Balance, January 31, 2024	\$ 330,390
Balance, April 30, 2024	<u>330,390</u>
Deferred exploration costs	
Balance, January 31, 2024	3,200,565
Balance, April 30, 2024	<u>3,200,565</u>
Mining exploration tax credit	
Balance, January 31, 2024	<u>(361,780)</u>
Balance, April 30, 2024	<u>(361,780)</u>
Total	\$ 3,169,175

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited: expressed in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS, (Continued)

	Captain Property
Property acquisition costs	
Balance, January 31, 2023	\$ 329,683
Permitting and licensing	707
Balance, January 31, 2024	<u>330,390</u>
Deferred exploration costs	
Balance, January 31, 2023	<u>3,192,161</u>
Assays	921
Maps, drafting, reproductions	5,050
Travel and accommodation	2,433
Balance, January 31, 2024	<u>3,200,565</u>
Mining exploration tax credit	
Balance, January 31, 2023	(360,376)
Additions	(1,404)
Balance, January 31, 2024	<u>(361,780)</u>
Total	<u>\$ 3,169,175</u>

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited: expressed in Canadian dollars)

5. SHARE CAPITAL

a. Authorized

There are an unlimited number of common shares without par value.

b. Share issuance

There was no share issuance during the three months ended April 30, 2024 and during the fiscal year 2024.

c. Share purchase option compensation plan

The Company has adopted an incentive share option plan, which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the TSX Venture Exchange requirements, grant to directors, officers, employees and technical consultants to the Company, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the common shares to be outstanding at closing. Such options will be exercisable for a period of up to 5 years from the date of grant. In connection with the foregoing, the number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares.

The continuity of options is as follows:

Expiry date	Exercise price (\$)	January 31, 2023	Issued	Expired / cancelled	January 31, 2024	Issued	Expired / cancelled	April 30, 2024
April 28, 2023	0.15	400,000	-	(400,000)	-	-	-	-
October 4, 2023	0.15	150,000	-	(150,000)	-	-	-	-
June 3, 2024	*	915,000	-	-	915,000	-	-	915,000
August 29, 2024	0.20	290,000	-	(10,000)	280,000	-	-	280,000
June 8, 2025	0.12	1,150,000	-	-	1,150,000	-	-	1,150,000
April 1, 2026	0.12	1,615,000	-	-	1,615,000	-	-	1,615,000
Options outstanding		4,520,000	-	(560,000)	3,960,000	-	-	3,960,000
Options exercisable		4,520,000	-	(560,000)	3,960,000	-	-	3,960,000
Weighted average exercise price (\$)		\$ 0.13	\$Nil	\$ 0.15	\$ 0.13	\$Nil	\$Nil	\$ 0.13

*Subsequently, these options expired unexercised.

At April 30, 2024, the weighted average remaining life of the outstanding and exercisable options is 1.15 years (January 31, 2024 – 1.40 years).

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable measure of the fair value of the Company's share purchase options.

d. Reserves

The reserves account records items recognized as share-based payments expense and other share-based payments. When stock options are exercised, the corresponding amount will be transferred to share capital. Amounts recorded for forfeited or expired unexercised options remain in the reserves account. Amounts recorded for exercised, cancelled or expired warrants remain in the reserves account.

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Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited: expressed in Canadian dollars)

6. LOSS PER SHARE

Basic and diluted loss per share

The calculation of basic and diluted loss per share for the three months ended April 30, 2024 was based on the loss attributable to common shareholders of \$26,159 (April 30, 2023 – \$102,995) and a weighted average number of common shares outstanding of 56,660,232 (April 30, 2023 – 56,660,232).

Diluted loss per share did not include the effect of 3,960,000 stock options (April 30, 2023 – 4,120,000 stock options) since they were anti-dilutive.

7. RELATED PARTY TRANSACTIONS

The aggregate value of transactions and outstanding balances relating to key management personnel and entities over which they have control or significant influence were as follows:

For the three months ended April 30, 2024:

	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share-based payments	Total
David Hottman Chief Executive Officer, Director	\$ 1,000	\$Nil	\$Nil	\$Nil	\$Nil	\$ 1,000
Mark T. Brown Chief Financial Officer ^(a)	\$ 15,740	\$Nil	\$Nil	\$Nil	\$Nil	\$ 15,740
Bruce Winfield President, Director ^(a)	\$ 1,000	\$Nil	\$Nil	\$Nil	\$Nil	\$ 1,000
Gary D. Nordin Director	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
John Kanderka Director	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
James Anderson Director	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Patrick Daniels Director	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil

(a) Mark T. Brown and Bruce Winfield receive payments for their services through private companies they control. Please refer to the table on the next page.

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited: expressed in Canadian dollars)

7. RELATED PARTY TRANSACTIONS, (Continued)

For the three months ended April 30, 2023:

	Short-term employee benefits	Post-employment benefits	Other long-term benefits	Termination benefits	Share-based payments	Total
David Hottman Chief Executive Officer, Director	\$ 16,800	\$Nil	\$Nil	\$Nil	\$Nil	\$ 16,800
Mark T. Brown Chief Financial Officer ^(a)	\$ 21,075	\$Nil	\$Nil	\$Nil	\$Nil	\$ 21,075
Bruce Winfield President, Director ^(a)	\$ 7,500	\$Nil	\$Nil	\$Nil	\$Nil	\$ 7,500
Gary D. Nordin Director	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
John Kanderka Director	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
James Anderson Director	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil
Patrick Daniels Director	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil	\$Nil

(a) Mark T. Brown and Bruce Winfield receive payments for their services through private companies they control. Please refer to the table below.

Related party transactions and balances:

Amounts due to related parties:	Services for:	Three months ended		As at	
		2024	April 30, 2023	April 30, 2024	January 31, 2024
David Hottman	Salaries and benefits	\$ 1,000	\$ 16,800	\$ -	\$ -
Gary Nordin	Geological consulting	-	-	40,000	40,000
Gary Nordin	Expenses Reimbursement	-	-	6,045	6,045
A private company with an officer in common with the Company	Accounting, management, financing and rent services	15,740	21,075	83,622	67,095
A private company controlled by President of the Company	Management services	1,000	7,500	12,600	11,550
Total		\$ 17,740	\$ 45,375	\$ 142,267	\$ 124,690
Amounts in prepaid expenses:	Services for:				
Bruce Winfield	Funds advanced			\$ 23	\$ 23
David Hottman	Funds advanced			\$ 3,479	\$ 3,479
Total				\$ 3,502	\$ 3,502

Amounts owing to/from related parties are non-interest bearing, unsecured, and have no fixed terms of repayment. The changes during the period were measured by the exchange amount, which is the amount agreed upon by the transacting parties.

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited: expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS

The fair value of the Company's cash, receivables and trade and other payables, and due to related parties approximate their carrying values.

The Company's financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the market place.

Level 3 – Valuations in this level are those with inputs for the asset or liability that are not based on observable market data.

Cash is measured using level 1 inputs. There were no transfers between levels 1, 2 and 3.

The Company's financial instruments are exposed to certain financial risks, including credit risk, liquidity risk, interest risk and market risk.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to fulfil an obligation causing the other party to incur a financial loss. The Company is exposed to credit risks arising from its cash holdings, reclamation bonds and receivables (excluding GST). The Company manages credit risk by placing cash with major Canadian financial institutions. Management believes that credit risk related to these amounts is low.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. To manage liquidity risk, the Company reviews additional sources of capital to continue its operations and discharge its commitments as they become due.

Historically, the Company's sole source of funding has been the issuance of equity securities for cash and cash equivalents, primarily through private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as high.

(c) Interest rate risk

Interest rate risk is the risk that an investment's value will change due to a change in the level of interest rates. The Company's exposure to interest rate risk is minimal.

(d) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk and price risk. The Company is not subject to currency risk as the functional currency is the Canadian dollar. The Company does not use any form of derivative or hedging instruments to reduce its foreign currency risk. The Company is not affected by price risk.

ORESTONE MINING CORP.

Notes to the Condensed Consolidated Interim Financial Statements

For the three months ended April 30, 2024 and 2023

(Unaudited: expressed in Canadian dollars)

8. FINANCIAL INSTRUMENTS, (Continued)

(e) Management of industry risk

The Company is engaged primarily in the mineral exploration field and manages related industry risk issues directly. The Company is potentially at risk for environmental reclamation and fluctuations in commodity based market prices associated with resource property interests. Management is of the opinion that the Company addresses environmental risk and compliance in accordance with industry standards and specific project environmental requirements.

(f) Currency risk

The Company is affected by changes in exchange rates between the Canadian Dollar and foreign currency. The Company does not invest in foreign currency contracts to mitigate the risks. The Company has net monetary assets of \$1,460 dominated in US dollars.

9. CAPITAL MANAGEMENT

The Company considers its capital structure to be shareholders' equity represented by assets over liabilities. The Company manages its capital structure based on the funds available to the Company, in order to support acquisition, maintenance, exploration, and development of exploration and evaluation assets.

The Board of Directors has not established any quantitative return on capital criteria for management, instead relying on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has interests are in the exploration stage so the Company is dependent on external financing to fund its activities. In order to carry out activities and administration, the Company will spend its existing working capital and raise additional amounts as needed.

The Company is not subject to externally imposed capital restrictions.

10. SEGMENTED FINANCIAL INFORMATION

The Company operates in one industry segment, being the acquisition, exploration and development of mineral property interests. Geographic information is as follows:

	April 30, 2024	January 31, 2024
Non-current assets		
Canada	\$ 3,195,075	\$ 3,195,075
	<u>\$ 3,195,075</u>	<u>\$ 3,195,075</u>

11. SUBSEQUENT EVENTS

On May 15, 2024, the Company completed a non-brokered private placement, whereby the Company issued a total of 5,000,000 common shares at a price of \$0.03 per share for gross proceeds of \$150,000. Finders' fees amounting to \$5,130 were paid in connection with the offering.

On June 3, 2024, 915,000 options expired unexercised.