EV Nickel Inc.

Financial Statements

For the years ended June 30, 2024 and 2023

[Expressed in Canadian Dollars]

Independent Auditor's Report

To the Shareholders of EV Nickel Inc.:

Opinion

We have audited the financial statements of EV Nickel Inc. and its subsidiaries (the "Company"), which comprise the statements of financial position as at June 30, 2024 and June 30, 2023, and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years ended June 30, 2024 and June 30, 2023, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2024 and June 30, 2023, and its financial performance and its cash flows for the years ended June 30, 2024 and June 30, 2023, in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss for the year ended June 30, 2024, had an accumulated deficit as at June 30, 2024, and will need to raise additional financing to fund its future exploration expenditures. As stated in Note 1, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no key audit matters to communicate in our report.

MNP LLP
50 Burnhamthorpe Road West, Suite 900, Mississauga ON,   L5B 3C2   T: 416.626.6000   F: 416.626.8650

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these 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 financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Andrew Kevin Spidle.

MNP LLP

Mississauga, Ontario — Chartered Professional Accountants

October 28, 2024 — Licensed Public Accountants

EV Nickel Inc.
Financial Statements
For the years ended June 30, 2024 and 2023
(Expressed in Canadian Dollars)

Table of Contents **Page**

EV Nickel Inc.
Statements of Financial Position
(Expressed in Canadian Dollars)

	Note		As at June 30, 2024		June 30, 2023
Assets					
Current assets					
Cash		**$**	**985,699**	$	142,748
Short-term investments			**5,128,172**		-
Other receivables and taxes recoverable			**228,484**		82,994
Prepaid expenses			**140,160**		182,671
			6,482,515		408,413
Equipment	5		**20,634**		31,822
Right-of-use assets	6		**25,330**		38,110
Total assets		**$**	**6,528,479**	$	478,345
Liabilities					
Current liabilities					
Accounts payable and accrued liabilities		**$**	**690,864**	$	964,605
Due to related parties	7		**22,641**		55,683
Current portion of lease liability	6		**-**		3,629
Flow-through share liability	8		**1,078,192**		89,075
Total liabilities		**$**	**1,791,697**	$	1,112,992
Shareholders' equity (deficit)					
Share capital	8	**$**	**16,289,446**	$	9,411,935
Equity reserve	8		**1,802,405**		1,874,021
Deficit			**(13,355,069)**		(11,920,603)
Total shareholders' equity (deficit)			**4,736,782**		(634,647)
Total liabilities and shareholders' equity		**$**	**6,528,479**	$	478,345

Nature of Operations and Going Concern (Note 1)

Commitments (Note 13)

Subsequent events (Note 15)

Approved by:

(Signed) "John Paterson," Director

(Signed) "Gadi Levin," Director

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

(Expressed in Canadian Dollars)

	Note	For the years ended June 30, 2024	June 30, 2023
Operating expenses			
Exploration expenditures	4, 7	**$1,966,951**	$3,474,685
General and administrative	7	**1,133,740**	1,424,597
Stock based compensation	7, 8	**540,223**	249,368
Operating loss		**3,640,914**	5,148,650
Other income			
Interest income	7	**110,201**	20,692
Flow through premium	8	**307,633**	578,704
Part XII.6 tax (expense)		**(1,591)**	(1,525)
Government funding	9	**432,024**	401,259
Net loss and comprehensive loss for the year		**$2,792,647**	$4,149,520
Weighted average number of shares, basic and diluted		**88,985,297**	47,741,089
Loss per share, basic and diluted		**(0.03)**	(0.09)

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

EV Nickel Inc.
Statements of Changes in Shareholders' Equity
For the years ended June 30, 2024 and 2023
(Expressed in Canadian Dollars)

	Number of common shares		Share capital		Equity Reserve		Deficit		Total
Balance, June 30, 2022	**32,855,667**	**$**	**7,528,846**	**$**	**1,676,624**	**$**	**(8,206,717)**	**$**	**998,753**
Private placement	18,541,270		2,838,060		403,291		-		3,241,351
Flow-through share premium	-		(667,778)		-		-		(667,778)
Share issue costs	-		(268,367)		(38,454)		-		(306,821)
Shares issue costs, non-cash	-		(35,257)		35,257		-		-
Stock based compensation	216,666		16,431		232,937		-		249,368
Expiry of warrants	-		-		(435,634)		435,634		-
Comprehensive loss for the year	-		-		-		(4,149,520)		(4,149,520)
Balance, June 30, 2023	**51,613,603**	**$**	**9,411,935**	**$**	**1,874,021**	**$**	**(11,920,603)**	**$**	**(634,647)**
Private placement (Note 8)	41,371,999		5,991,747		1,234,975		-		7,226,722
Flow-through share premium	-		(1,296,750)		-		-		(1,296,750)
Share issue costs	-		(694,065)		(67,881)		-		(761,946)
Share issue costs, non-cash	-		(175,136)		175,136		-		-
Share for mineral property (Note 8)	3,267,016		196,021		-		-		196,021
Stock based compensation (Note 8)	1,073,883		153,600		241,622		145,000		540,222
Warrants exercised (Note 8)	12,140,648		2,702,094		(442,287)		-		2,259,807
Warrants expired	-		-		(1,213,181)		1,213,181		-
Comprehensive loss for the year	-		-		-		(2,792,647)		(2,792,647)
Balance, June 30, 2024	**109,467,149**	**$**	**16,289,446**	**$**	**1,802,405**	**$**	**(13,355,069)**	**$**	**4,736,782**

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

EV Nickel Inc.
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Note	For the years ended June 30, 2024	June 30, 2023
Cash used in operations			
Net loss for the year		**$ (2,792,647)**	$ (4,149,520)
Adjustments to net income for non-cash items			
Stock based compensation	7, 8	**540,223**	249,368
EV Resource Payment	4	**(17,365)**	597,526
Depreciation	5, 6	**23,968**	27,866
Flow through premium	13	**(307,633)**	(578,704)
Accrued Interest	6,7	**(81,574)**	(19,111)
Changes in non-cash working capital:			
Prepaid expenses		**42,511**	(32,131)
Other receivables		**-**	68,855
Taxes recoverable		**(171,166)**	262,279
Accounts payable and accrued liabilities		**(127,497)**	(724,331)
Due to related parties	7	**(33,041)**	(2,432)
Net cash used in operations		**(2,924,221)**	(4,300,335)
Cash used for investing			
Purchase of short-term investments		**(5,046,598)**	-
Net cash used in investing		**(5,046,598)**	-
Cash generated from financing			
Financing proceeds	8	**7,226,723**	3,241,351
Share issuance cost	8	**(761,946)**	(306,820)
Warrants exercised	8	**2,259,807**	-
Lease payments	6	**(3,629)**	(41,040)
Payment advance	7	**-**	(12,763)
Accounts payable related to financing	8	**92,815**	32,613
Net cash generated from financing		**8,813,770**	2,913,341
Net change in cash		**842,951**	(1,386,994)
Cash, beginning of year		**142,748**	1,529,742
Cash, end of year		**$ 985,699**	$ 142,748
Supplemental cash flow information:			
Fair value of shares issued on settlement of EV resource payment	4, 8	**$ 196,021**	$ -
Accrual of EV Resource payment	4	**$ 174,736**	597,526

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

1. Nature of Operations and Going Concern

EV Nickel Inc. (the "**Company**") was incorporated on January 28, 2021 under the Business Corporations Act (Ontario). The Company was formed for the purposes of exploring, development, and acquisition of mineral properties. The Company completed its initial public offering on December 2, 2021. The Company is listed on the TSX-Venture Exchange (the "TSX.V"), trading under the symbol "EVNI." The registered, head, and records office of the Company is Suite 200, 150 King Street West, Toronto, Ontario, M5H 1J9.

For the Company's exploration stage mineral properties, the Company is in the process of exploration and has not yet determined whether they contain economically recoverable reserves. The recoverability of amounts shown for exploration stage mineral properties is dependent upon the discovery of economically recoverable reserves in its mineral properties, the ability of the Company to obtain the necessary financing to complete development, maintenance of the Company's interest in the underlying mineral claims and upon future profitable production from or the proceeds from the disposition of its mineral properties.

In order to meet future exploration expenditures and cover administrative costs, the Company will need to raise additional financing. Although the Company has been successful in raising funds to date, there can be no assurance that adequate funding will be available in the future, or available under terms favourable to the Company. For the year ended June 30, 2024, the Company had a net loss of ($2,792,647) and an accumulated deficit of ($13,355,069).

These circumstances create material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern. These financial statements do not give effect to adjustments to the carrying value and classification of assets and liabilities and related revenue and expenses that would be necessary should the Company be unable to continue as a going concern and such adjustments may be material.

2. Material Accounting Policies

Statement of Compliance

These audited financial statements for the years ended June 30, 2024 and 2023 have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as applicable to financial reports including International Accounting Standard ("IAS") 34 Financial Reporting.

These financial statements have been approved by the Board of Directors on October 28, 2024.

Basis of Preparation

These financial statements have been prepared by management on a going concern basis assuming the Company will continue in operation for at least the next twelve months and will be able to realize its assets and discharge its liabilities in the normal course of operations.

Basis of Measurement

These financial statements have been prepared on a historical cost basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information. These financial statements are presented in Canadian dollars, which is also the Company's functional currency.

Financing Costs

Costs incurred to obtain equity financing are deducted from the value assigned to shares issued. When costs are incurred prior to the closing of a financing arrangement, these amounts are presented as a deferred asset until the financing has closed. When an expected financing arrangement does not occur, any deferred costs are recorded as an expense.

Leases

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

The Company, as lessee, is required to recognize a right-of-use asset ("ROU asset"), representing its right to use the underlying asset, and a lease liability, representing its obligation to make lease payments. The Company may elect to not apply IFRS 16 Leases to leases with a term of less than 12 months or to low value assets, which is made on an asset by asset basis.

The Company recognizes an ROU asset and a lease liability at the commencement of the lease. The ROU asset is initially measured on the initial amount of the lease liability, plus initial direct cost, less any incentives received. It is subsequently measured at cost less accumulated depreciation; impairment losses are adjusted for certain re-measurements of the lease liability. The ROU asset is depreciated from the commencement date over the shorter of the lease term or the useful life of the underlying asset. The ROU asset is subject to testing for impairment if there is an indicator of impairment.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by the interest rate implicit in the lease, or if that rate cannot be readily determined, the incremental borrowing rate. The incremental borrowing rate is the rate which the Company would have to pay to borrow over a similar term and with similar security, the funds necessary to obtain an asset of similar value to the ROU asset in a similar economic environment.

The lease liability is subsequently increased by the interest cost on the lease liability and decreased by lease payments made.

Variable lease payments that do not depend on an index or a rate not included in the initial measurement of the ROU asset and lease liability are recognized as an expense in the statements of loss and comprehensive loss in the period in which they are incurred.

The ROU assets are presented within "Right-of-use assets" and the lease liabilities are presented in "Lease liability" on the statements of financial position.

Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Loss Per Share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. Diluted loss per common share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares.

Property, Plant and Equipment

Items of property, plant and equipment are recorded at cost and depreciated over their estimated useful lives. The cost of an item includes the purchase price and directly attributable costs to bring the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of property, plant and equipment.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the statement of loss and comprehensive loss during the financial period in which they are incurred.

Depreciation on equipment is recognized on a straight-line basis over their estimated useful lives. Depreciation methods, useful lives and residual values are reviewed at each financial year end and are adjusted if appropriate.

The Company’s equipment has useful lives as follows:

	Useful life
Equipment	3-8 years

Exploration and Evaluation Expenditures

Exploration expenditures relate to acquisition of exploration properties and mineral rights and exploration efforts thereon consisting of geological, geophysical, geochemical, sampling, drilling, trenching, analytical test work, assaying, mineralogical, metallurgical, and other similar efforts that are performed to locate, investigate, and delineate mineral deposits on claims in which the Company has an economic interest.

Exploration and evaluation expenditures are expensed as incurred until technical feasibility and commercial viability of extracting a mineral resource are demonstrable. The demonstration of the technical feasibility and commercial viability is the point at which management determines that it will develop the project. This typically includes, but is not limited to, the completion of an economic feasibility study; the establishment of mineral reserves; and the receipt of the applicable construction and operating permits for the project. Upon demonstrating the technical feasibility and commercial viability of establishing a mineral reserve, in accordance with IFRS 6, Exploration for and Evaluation of Mineral Resources, the Company will capitalize any further expenditures on a prospective basis and perform impairment tests as required under IAS 36, Impairment of Assets.

Flow-Through Shares

The Company will from time to time, issue flow-through common shares to finance a significant portion of its exploration program. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenditure being incurred, the Company derecognizes the liability and recognizes a deferred tax liability of the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures. The company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financial expense until paid.

Government Funding

Government funding for exploration is recognized when the Company has complied with all the conditions to receive the grant and collectability is reasonably assured. Government funding towards expenses is recognized in the statement of loss and comprehensive loss on a systematic basis over the periods in which the Company recognizes as expenses the related costs for which these fundings are intended to compensate. The Company has elected to present funding separately from the related expenditures.

3. Critical Accounting Judgements and Estimates

The preparation of these financial statements requires management to make judgments and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates which, by their nature, are uncertain. The impact of such estimates is pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and may affect both the period of revision and future periods.

Discount rate used for right-of-use asset/lease liability

The Company uses estimation in determining the incremental borrowing rate used to measure the lease liability, right-of-use asset, specific to the asset, underlying currency and geographic location. Where the rate implicit in the lease is not readily determinable, the discount rate of the lease obligations is estimated using a discount rate similar to the Company's specific borrowing rate. This rate represents the rate that the Company would incur to obtain the funds necessary to purchase the asset of a similar value, with similar payment terms and security in a similar environment.

Right-of-use assets

The Company applies judgment in determining whether a contract contains an identified asset, whether the Company has the right to control the asset, and the lease term. The lease term is based on considering facts and circumstances, both qualitative and quantitative that can create an economic incentive to exercise renewal options. Management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option.

Allocation of flow-through funds

The Company, from time to time, finances a potion of its planned exploration and development activities through the issue of flow-through shares. Under the terms of the flow-through agreements, the income tax deductions attributable to the capital expenditures are renounced to the subscribers. The difference between the subscription price of the flow-through shares and the common share prices at the date of issuance is initially recognized as a liability on the statement of financial position. Any difference between the liability as a result of the premium paid on the flow-through share and deferred tax liability is recognized in the statements of loss and comprehensive loss as a deferred tax expense or recovery.

Eligible flow-through expenditures

The Company is required to spend proceeds received from the issuance of flow-through units or shares on qualifying Canadian exploration expenditures. Management judgment is applied in determining whether qualified expenditures have been incurred. Differences in judgment between management and regulatory authorities may result in disallowed expenditures by the tax authorities. Any amount disallowed may result in the Company's required expenditures not being fulfilled.

Income taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

EV Resource Payment

The calculation of EVNI's payment for the purchase of the Langmuir Property (Note 4), the "EV Resource Payment," is based on the Company's 43-101 Mineral Resource Estimate and Technical Report effective June 12, 2023.

4. Mineral Exploration and Evaluation

The Shaw Dome Project

a. Langmuir

The Langmuir Property comprises 212 claims near Timmins, Ontario that hosts a nickel and copper mineral resource and other prospective nickel/copper targets.

On March 4, 2021, the Company entered into an agreement under which it would acquire a 100% interest (subject to an existing royalty agreement for a 2% net-smelter royalty) in the Langmuir Property from Rogue Resources Inc. (“Rogue”) in exchange for a $150,000 cash payment and the issuance of 6,666,667 common shares of the Company.

One of the conditions of closing was the completion of a concurrent financing at a price of $0.30 per share. The Company closed the concurrent financing on March 31, 2021 and paid $150,000 cash and issued 6,666,667 common shares, valued at $2,000,000 by reference to the subscription price of the concurrent financing, in exchange for the interest in the Langmuir Property.

Under the terms of the agreement, within 24 months of the closing date (later extended to the end of 2023, see below), the Company must complete and announce the results of an updated mineral resource estimate that classifies the nickel deposits acquired as either equal to or above 0.6% nickel or below 0.6% nickel. The Company will then have the option to pay the EV Resource Payment.

The EV Resource Payment was to be calculated as:

1) $1.00 for each 30 nickel equivalent pounds of indicated mineral resources with a grade of 0.6% nickel or greater which are in excess of the 2010 Mineral Resource Estimate, plus

2) $1.00 for each 1,500 nickel equivalent pounds of indicated mineral resources with a grade of less than 0.6% nickel;

to an aggregate maximum of $5,000,000.

At the Company’s discretion, the EV Resource Payment could be paid in cash or common shares of the Company based on the 10-day volume weighted average share price (“VWAP”).

On March 28, 2022, the Company amended the Langmuir Property purchase agreement, extending the required timing for the EV Resource Payment to the end of 2023. In exchange for this amendment and the added time, the Company agreed to provide the vendor with access to an advance on the EV Resource Payment. The advance carried an interest rate of 6%. On June 12, 2023, the Company announced its updated mineral resource estimate and on September 14, 2023, announced the settlement of the EV Resource Payment. The total value of the EV Resource Payment was calculated as $772,262. The Company had previously advanced $378,174 to Rogue and elected to pay the balance, adjusted for accrued interest on the advance, entirely in EVNI common shares. Pursuant to the 10-day VWAP as set out in the APA, the Company issued 3,267,016 Common Shares to Rogue on September 22, 2023. On the date of issuance, EVNi common shares were valued at $0.06.

(Expressed in Canadian Dollars)

b. The Shaw Dome Property

On April 1, 2022, the Company completed the acquisition of properties within and to the south of the Shaw Dome, spread across 12 townships (the "Acquisition Package" or the "Shaw Dome Acquisition Properties") incorporating 941 staked mining claims over almost 21,000 hectares of prospective land to the north, west and south of the Company's Langmuir Project.

The Acquisition Package was acquired from 2812794 Ontario Inc. (the "Vendor"). The purchase price for 100% ownership of the Acquisition Package was $350,000 (paid) plus 2,500,000 of the Company's shares valued at $650,000 (paid).

In addition to the consideration paid, the Company and the Vendor entered into a 2.75% net-smelter royalty agreement with respect to certain Shaw Dome properties and a 2.75% net-smelter royalty agreement with respect to a cluster of properties known as the "Groves" properties. Pursuant to the Royalty Agreements, the Company may re-purchase 50% of the royalties granted thereunder for $1,850,000 in the case of the Shaw Dome Royalty Agreement and $1,500,000 in the case of the Groves Royalty Agreement.

For ease of reference, the Company now refers to Langmuir and the Shaw Dome Acquisition Properties in combination as the "Shaw Dome Project."

The Company's exploration expenditures for the year ended June 30, 2024 totaled $1,966,951 (2023 - $3,474,685).

5. Equipment

Balance as at June 30, 2022	$	43,020
Additions		-
Depreciation		(11,198)
Balance as at June 30, 2023		31,822
Depreciation		(11,188)
Balance as at June 30, 2024	**$**	**20,634**

(Expressed in Canadian Dollars)

6. Right-Of-Use Assets

Value of right-of-use assets as at June 30, 2022	$	21,557
Additions		33,221
Depreciation		(16,668)
Value of right-of-use assets as at June 30, 2023		38,110
Depreciation		(12,780)
Value of right-of-use assets as at June 30, 2024	**$**	**25,330**

Lease liability

Lease liability recognized as at June 30, 2022	$	10,096
Additions		34,221
Lease payments		(41,040)
Interest expense		352
Lease liability recognized as at June 30, 2023	$	3,629
Lease payments		(3,719)
Interest expense		90
Lease liability recognized as at June 30, 2024	**$**	**-**

7. Related Party Transactions and Balances

The Company's related parties consist of private companies owned or controlled by current and former executive officers or directors. The Company incurred the following fees and expenses in the normal course of operations for the years ended June 30, 2024 and 2023:

Related Party Transactions		**2024**		2023
General and administrative	**$**	**6,674**	$	12,967
Stock based compensation		**95,757**		45,127
Total value of payments	**$**	**102,431**	$	58,094

(Expressed in Canadian Dollars)

The Company's key management personnel have authority and responsibility for planning, directing and controlling the activities of the Company and consist of its President and Chief Executive Officer (the "CEO"), Chief Financial Officer and Vice President, Exploration. Compensation of the officers and/or companies controlled by these individuals for the years ended June 30, 2024, and 2023, were as follows:

Key management compensation		**2024**		2023
Exploration expenditures	**$**	**192,000**	$	170,482
General and administrative		**333,171**		278,925
Stock based compensation		**427,137**		194,803
Total compensation of key management personnel	**$**	**952,308**	$	644,210

In the year ended June 30, 2022, the Company had loaned $340,000 to Rogue, a related company, as part of an agreed advance against the EV Resource Payment (Note 4). This advance carried an interest rate of 6% and was settled by the EV Resource Payment in the quarter ending September 30, 2023.

Amounts due to related parties amounted to $22,641 as at June 30, 2024 (June 30, 2023 - $55,683). Amounts due to related parties are unsecured, non-interest bearing and have no specific repayment terms.

8. Share Capital

The Company is authorized to issue an unlimited number of common shares.

At June 30, 2024, 2.5 million common shares were held in escrow and will be released over the next year (2023 – 9.8 million over two years).

On July 7, 2022, the Company closed a non-brokered private placement financing, issuing a total of 11,151,841 share units for gross proceeds of $2,206,831. Pursuant to the Offering, the Company issued (i) 7,826,841 flow-through units of the Company (each, a "FT Unit") at a price of $0.18 per Unit for gross proceeds of $1,408,831; and (ii) 3,325,000 FT Units to be sold to charitable purchasers (each, a "Charity FT Unit") at a price of $0.24 per Charity FT Unit for gross proceeds of $798,000.

Each FT Unit and Charity FT Unit consists of one common share of the Company, issued as a flow-through share and one half of one common share purchase warrant (each, a "Warrant"). Each Warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.25 for a period of 24 months following the transaction closing date.

Finder's fees totaled $147,258 in cash and 754,964 warrants in the Company ("Finder's Warrants") exercisable at any time from the closing date of the transaction to the day prior to the date that is 24 months following the date hereof to acquire common shares in the Company at an exercise price equal to $0.16 per common share.

On December 21, 2022, the Company issued 7,389,429 FT Units of the Company at a price of $0.14 per Unit for gross proceeds of $1,034,520. Each FT Unit consists of one common share of the Company to be issued as a flow through share and one half of one common share purchase warrant. Each Warrant entitles the holder thereof to purchase one common share of the Company at a price of $0.21 for a period of 24 months following the closing date.

Finder's fees of $69,266 in cash were recorded in the period and 515,760 Finder's Warrants were issued. The Finder's Warrants are exercisable at any time from the closing date to the day prior to the date that is 24 months following that date to acquire common shares in the Company at an exercise price equal to $0.14 per Finder Warrant.

On March 1, 2023, the Company granted 1,800,000 RSUs to officers of the Company. The RSUs were valued at $0.12 per unit and vest over three years. The Company also granted 4,725,000 options to directors, officers and certain consultants at an exercise price of $0.12 per option, vesting over three years and expiring after five years. With the departure of the Company's former CEO on March 7, 2024, 1,133,334 of these options immediately vested and 666,667 of these RSUs expired.

On July 21, 2023, the Company closed the first tranche of a non-brokered private placement financing, issuing 1,367,000 share units (each, a "Unit"), for gross proceeds of $82,020. On September 14, 2023, the Company closed the second and final tranche of the same financing, issuing 33,633,332 Units for gross proceeds of $2,018,000. Each Unit consists of one common share in the capital of the Company and one Warrant. Each Warrant will entitle the holder thereof to purchase one common share at an exercise price of $0.09 for a period of 24 months following the respective Closing Date. Finders' fees totaled $88,761 in cash and 1,479,357 in common share purchase warrants (the "Broker Warrants"). Each Broker Warrant will entitle the holder thereof to purchase one common share at an exercise price of C$0.09 for a period of 24 months following the Closing Date.

On September 14, 2023, the Company also announced the agreement with Rogue Resources on the final resource payment owed to Rogue related to the sale of the Langmuir property in March 2021. The Company elected to pay the balance entirely in common shares, which, pursuant to the 10-day VWAP as set out in the asset purchase agreement translated to 3,267,016 common shares in the Company.

On March 28, 2024, the Company closed a private placement of flow-through common shares for aggregate proceeds of $5,119,750 (the "Offering"). The Offering comprised: (i) 1,705,000 premium flow-through common shares (each a "Premium Flow-Through Share"), at a price per Premium Flow-Through Share of $0.95, for aggregate gross proceeds of $1,619,750; and (ii) 4,666,667 flow-through common shares (each a "Flow-Through Share"), at a price per Flow-Through Share of $0.75, for aggregate gross proceeds of $3,500,000. The Company paid financing fees of $358,383 and 446,017 compensation warrants. Each compensation warrant entitles the holder thereof to one common share of the Company at a price of $0.75 per common share until the date which is 24 months from the closing date of the Offering. A flow-through share liability of $1,296,750 was recognized (see Note 13).

In the year ended June 30, 2024, shares were issued in respect of 12,140,648 common share purchase warrants that were exercised for proceeds of $2,259,807.

(Expressed in Canadian Dollars)

A summary of the Company's warrant activity for the fiscal year ended June 30, 2023 and 2024, is as follows:

	Weighted Average Exercise Price ($)	Warrants
Balance, June 30, 2022	**0.84**	**8,908,730**
Warrants issued	0.25	5,575,920
Finders' Warrants issued	0.16	754,964
Warrants issued	0.21	3,694,714
Finders' Warrants issued	0.14	515,760
Warrants expired	0.30	(2,000,002)
Balance, June 30, 2023	**0.47**	**17,450,086**
Warrants issued	0.09	35,000,332
Finders' Warrants issued	0.24	1,925,374
Warrants expired	0.993	(6,908,728)
Warrants exercised	0.19	(12,140,648)
Balance, June 30, 2024	**0.10**	**35,326,416**

A summary of the Company's warrants outstanding as at June 30, 2024 is as follows:

Expiry Date	Exercise Price ($)	Warrants
July 7, 2024	0.25	1,416,662
December 21, 2024	0.21	160,714
December 21, 2024	0.14	21,000
July 21, 2025	0.09	25,690
September 14, 2025	0.09	33,256,333
March 28, 2026	0.75	446,017
Balance, June 30, 2024		**35,326,416**

As at June 30, 2024, the weighted average remaining contractual life of the Company's share purchase warrants is 1.1 years and the weighted average exercise price is $0.10.

(Expressed in Canadian Dollars)

The following table summarizes the assumptions used in the Black-Scholes valuation model for the determination of the cost of warrants and stock options issued during the year ended June 30, 2024.

	July 21, 2023 Warrants and Finders' Warrants	**September 14, 2023 Warrants and Finders' Warrants**	**March 28, 2024 Finders' Warrants**
Risk free interest rate	4.65%	4.95%	4.13%
Expected life (years)	2	2	2
Volatility	104%	104%	120%
Expected dividends	0%	0%	0%
Forfeiture rate	0%	0%	0%
Fair value of warrants or options issued	**$ 0.039**	**$ 0.035**	**$0.347**

A summary of the Company's RSU activity for the fiscal years ended June 31, 2024, and 2023 is as follows:

	Grant Price ($)	**RSUs**
Balance, June 30, 2022	0.195	650,000
Granted	0.120	1,800,000
Vested	0.195	(216,666)
Balance, June 30, 2023	**0.135**	**2,233,334**
Vested	0.136	(766,666)
Expired	0.135	(833,334)
Balance, June 30, 2024	**0.132**	**633,334**

On March 7, 2024, in addition to the expiry of the 666,667 $0.12 RSUs, 166,667 RSUs priced at $0.195 expired with the departure of the former CEO.

A summary of the Company's stock option activity for the fiscal years ended June 30, 2024, and 2023 is as follows:

	Grant Price ($)	**Options**
Balance, June 30, 2022	0.195	375,000
Granted	0.120	4,725,000
Balance, June 30, 2023	**0.126**	**5,100,000**
Exercised	0.130	(383,334)
Balance, June 30, 2024	**0.125**	**4,716,666**

As at June 30, 2024, the weighted average remaining contractual life of the Company's stock options is 3.6 years and the weighted average exercise price is $0.125.

(Expressed in Canadian Dollars)

A summary of the Company's stock options outstanding as at June 30, 2024, is as follows:

Number of stock options outstanding	Number of stock options exercisable	**Grant Price ($)**	**Remaining contractual life (years)**	**Expiry Date**
325,000	325,000	0.195	2.68	March 4, 2027
4,391,666	2,375,001	0.120	3.67	March 1, 2028
4,716,666	**2,700,001**	**0.125**	**3.60**	

9. Government Funding

On March 6, 2023, the Company announced that it had been awarded up to $500,000 of non-dilutive funding through the Critical Minerals Innovation Fund ("CMIF"), also administered by the Ontario Ministry of Mines. CMIF is specifically funding two separate research and development project streams under EV Nickel's Clean Nickel strategy. This includes work advancing "bioleaching," a process through which bacteria erodes the rock around the critical mineral naturally and with zero carbon emissions. The second focuses on developing an integrated carbon capture and storage process, to earn carbon credits alongside the Clean Nickel production. As at June 30, 2024, the Company has received $473,890 of the funds awarded including $273,890 for the fiscal year to date. No further funding is receivable through this contract with the CMIF.

The National Research Council of Canada's Industrial Research Assistance Program ("NRC IRAP") has also provided funding for the implementation of EVNI's Clean Nickel Research and Development Program. At June 30, 2024, the Company received $136,737 of funds.

On September 5, 2023, the Company was notified by the Province of Ontario that its application for the Ontario Junior Exploration Program ("OJEP") that helps junior exploration companies finance early exploration projects was accepted by the Ministry of Mines and that the Company was eligible for up to $200,000 of funding to cover 50% of eligible costs. At June 30, 2024, the Company has received $21,397 of funds.

10. Management of Capital

The Company considers its capital to include the components of equity attributable to common shareholders and comprises share capital and deficit.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to develop, market, and maintain its ongoing exploration operations. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of debt or equity.

The Company is not subject to externally imposed capital requirements at June 30, 2024.

11. Financial Risk Management

Fair value hierarchy

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The hierarchy is summarized as follows:

Level 1 Quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2 Inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data.

Level 3 Inputs for assets and liabilities not based upon observable market data.

The carrying values of the Company's cash, accounts payable and accrued liabilities, and due to related parties, approximate their fair values due to the short-term nature of these instruments. The Company's short term investments are classified as Level 1 and have maturities of one year or less.

Currency risk: Currency risk is the risk that fluctuations in the rates of exchange on foreign currencies would impact the Company's future cash flows. The Company is currently not exposed to the foreign exchange market.

Interest rate risk: The Company does not believe it is exposed to any significant risk related to the movements in interest rates.

Price risk: Price risk is the risk of a decline in the value of a security or an investment portfolio due to multiple factors. The Company doesn't own any marketable securities.

Credit risk: The Company is not exposed to any significant concentration of credit risk.

Liquidity risk: Liquidity risk is the risk that the Company will not be able to meet its obligations as they fall due.

The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. Senior management is also actively involved in the review and approval of planned expenditures.

As at June 30, 2024, the Company had current liabilities of $1,791,696 due within 12 months, cash and short-term investments of $6,113,871 and working capital of $4,690,819.

12. Segmented Information

The Company currently has one operating segment; the exploration and development of its mineral and exploration interest in Canada (Note 4).

13. Commitments

As of June 30, 2023, the Company had successfully met 100% of its flow-through commitment related to its July 7, 2022 financing (see Note 8) and approximately 64% of its December 21, 2022 financing (see Note 8) and recognized $578,704 in the statement of loss and comprehensive loss.

(Expressed in Canadian Dollars)

As of June 30, 2024, the Company had successfully met the remainder of its 2022 commitments and 17% of its flow-through commitment related to its March 28, 2024 financing (see Note 8) and recognized $307,633 in the statement of loss and comprehensive loss.

As of June 30, 2024, the Company is committed to spending approximately $4.26 million in flow-through eligible exploration expenditures before December 31, 2025.

The Company had previously entered into three equipment lease agreements to lease three vehicles for the exploration site. The final lease ended December 2023.

14. Income Tax

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% (2023 - 26.5%) to the effective tax rate is as follows:

		2024		2023
Net loss before recovery of income taxes	**$**	**(2,792,650)**	$	(4,149,520)
Expected income tax (recovery) expense		**(740,050)**		(1,099,620)
Flow through shares renounced		**325,380**		328,680
Stock based compensation and other non-deductible expenses		**143,840**		68,240
Flow through premium		**(82,000)**		(153,360)
Share issuance cost booked directly to equity		**(256,690)**		(90,650)
Change in tax benefits not recognized		**609,520**		946,710
Income tax (recovery)	**$**	**-**	$	-

The following table summarizes the components of deferred tax:

		2024		2023
Deferred Tax Assets				
Capital lease obligation	**$**	**-**	$	960
Operating tax losses carried forward		**6,710**		9,140
Subtotal of Assets	**$**	**6,710**	$	10,100
Deferred Tax Liabilities				
Right of use assets	**$**	**(6,710)**	$	(10,100)
Subtotal of Liabilities	**$**	**(6,710)**	$	(10,100)
Net deferred tax liability	**$**	**-**	$	-

(Expressed in Canadian Dollars)

Deferred tax assets and liabilities have been offset where they relate to income taxes levied by the same taxation authority and the Company has the legal right and intent to offset.

		2024		2023
Equipment	$	**29,557**	$	18,370
Share issuance costs		**1,542,763**		1,122,120
Operating tax losses carried forward		**4,957,070**		3,293,590
Resource pools - Mineral Properties		**5,585,960**		8,757,360
	$	**12,115,350**	**$**	13,191,440

The Canadian operating tax loss carry forwards expire as noted in the table below. The remaining deductible temporary differences may be carried forward indefinitely. Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

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

Year		Amount
2041	$	103,967
2042		1,865,457
2043		1,435,733
2044		1,551,910
	$	**4,957,070**

15. Subsequent Events

On September 24, 2024, the Company was notified by the Province of Ontario that its application for the Ontario Junior Exploration Program ("OJEP") that helps junior exploration companies finance early exploration projects was accepted by the Ministry of Mines and that the Company was eligible for up to $200,000 of funding to cover 50% of eligible costs.