



**CONDENSED CONSOLIDATED INTERIM
FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED
JANUARY 31, 2024 and 2023**

(Expressed in Canadian Dollars, unless otherwise stated)

**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 these condensed consolidated interim financial statements they must be accompanied by a notice indicating that the condensed consolidated interim financial statements have not been reviewed by an auditor.

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

Blackwolf Copper and Gold Ltd

Condensed Consolidated Interim Statements of Financial Position

(Unaudited - Expressed in Canadian Dollars)

	Notes	January 31 2024	October 31 2023
ASSETS			
Current assets			
Cash and cash equivalents		\$ 5,268,082	\$ 6,515,405
Amounts receivable and prepaid expenses	3	475,830	565,256
Total current assets		5,743,912	7,080,661
Equipment	4	681,347	725,592
Restricted cash		1,054,412	1,082,438
Mineral properties	5	5,914,430	5,914,430
Total Assets		\$ 13,394,101	\$ 14,803,121
LIABILITIES			
Current Liabilities			
Trade and other payables		\$ 1,440,597	\$ 1,473,479
Payables to related parties		18,649	9,770
Liability on flow through issuance	7(f)	294,259	314,135
Total current liabilities		1,753,505	1,797,384
Provision for rehabilitation obligation		1,699,158	1,759,276
Total liabilities		3,452,663	3,556,660
EQUITY			
Share capital	7(a)	102,180,960	102,180,960
Reserves		8,538,985	8,499,602
Accumulated deficit		(100,752,103)	(99,380,116)
Accumulated other comprehensive income/(loss)		(26,404)	(53,985)
Total Equity		9,941,438	11,246,461
Total Equity and Liabilities		\$ 13,394,101	\$ 14,803,121

Continuance of operations and going concern (Note 1)

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

The condensed consolidated interim financial statements are signed on the Company's behalf by:

/s/ Vivien Chuang

Vivien Chuang
Director

/s/ Robert McLeod

Robert McLeod
Director

Blackwolf Copper and Gold Ltd

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited - Expressed in Canadian Dollars)

	Notes	Three Months ended January 31	
		2024	2023
Expenses			
Exploration and evaluation expenses	5	\$ 542,154	\$ 323,855
Management fees, director fees, wages and benefits	6	314,876	170,081
Office and other		76,242	51,028
Professional services		28,637	33,526
Regulatory		47,720	1,651
Marketing and investor relations		376,772	102,663
Travel		24,754	17,607
Share-based compensation	7(e)	39,383	54,631
		1,450,538	755,042
Other (income)/expenses			
Foreign exchange loss (gain)		70	(157)
Finance income		(58,745)	(5,547)
Flow through premium recognized		(19,876)	-
Net Loss		1,371,987	749,338
Other comprehensive loss/(income)			
Foreign currency translation adjustment		(27,581)	(23,613)
Comprehensive loss		\$ 1,344,406	\$ 725,725
Basic and diluted loss per common share			
		\$ 0.01	\$ 0.02
Weighted average number of common shares outstanding			
		122,555,618	39,608,945

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

Blackwolf Copper and Gold Ltd
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

	For the Three Months Ended January 31	
Notes	2024	2023
Operating activities		
Loss for the period	\$ (1,371,987)	\$ (749,338)
<u>Non-cash or non operating items:</u>		
Depreciation	20,394	24,795
Stock based compensation	39,383	54,631
Flow through premium	(19,876)	-
<u>Changes in non-cash working capital items:</u>		
Amounts receivable and prepaid expenses	81,383	47,640
Trade and other payables	3,236	208,529
Payables to related parties	8,879	14,539
Net cash used in operating activities	(1,238,588)	(399,204)
Investing activities		
Interest received	(8,735)	-
Net cash used in investing activities	(8,735)	-
Net decrease in cash and cash equivalents	(1,247,323)	(399,204)
Cash and cash equivalents - beginning balance	6,515,405	605,526
Cash and cash equivalents - ending balance	\$ 5,268,082	\$ 206,322

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

BLACKWOLF COPPER AND GOLD LTD

Condensed Consolidated Interim Statements of Changes in Equity (Deficiency)

(Unaudited - Expressed in Canadian Dollars except for share information)

	Share capital			Accumulated deficit	Accumulated other comprehensive income/(loss)	Total equity (deficiency)
	Number of common shares	Amount	Reserves			
Balance at November 1, 2022	39,608,645	\$ 86,344,204	\$ 7,231,187	\$ (93,898,641)	\$ (40,915)	\$ (364,165)
Share based compensation	-	-	54,631	-	-	54,631
Net loss	-	-	-	(749,338)	-	(749,338)
Other comprehensive income	-	-	-	-	23,613	23,613
Balance at January 31, 2023	39,608,645	\$ 86,344,204	\$ 7,285,818	\$ (94,647,979)	\$ (17,302)	\$ (1,035,259)
Balance at November 1, 2023	122,555,618	\$ 102,180,960	\$ 8,499,602	\$ (99,380,116)	\$ (53,985)	\$ 11,246,461
Share based compensation	-	-	39,383	-	-	39,383
Net loss	-	-	-	(1,371,987)	-	(1,371,987)
Other comprehensive income	-	-	-	-	27,581	27,581
Balance at January 31, 2024	122,555,618	\$ 102,180,960	\$ 8,538,985	\$ (100,752,103)	\$ (26,404)	\$ 9,941,438

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

Blackwolf Copper and Gold Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended January 31, 2024 and 2023

(Expressed in Canadian dollars, unless stated otherwise)

1. NATURE AND CONTINUANCE OF OPERATIONS

Blackwolf Copper and Gold Ltd. (the "Company" or "Blackwolf") was incorporated under the laws of the Province of Alberta, Canada on November 6, 2007 and continued under the laws of the Province of British Columbia, Canada on November 16, 2009. On April 20, 2021, the Company changed its name from Heatherdale Resources Ltd to Blackwolf Copper and Gold Ltd. The Company's corporate office is located at Suite 3123 – 595 Burrard Street, Vancouver, British Columbia. The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol "BWCG".

The Company's principal mineral property interests are its 100% owned Niblack copper-gold-zinc-silver project in southeast Alaska (the "Niblack Project"). In addition, the Company holds a 100% interest in five Hyder area gold-silver and base metal properties in Southeast Alaska (the "Hyder Area Properties") and option to acquire an 80% interest the Harry gold-silver property located in northwest British Columbia (the "Harry Project"). The Company is in the process of exploring its properties and has yet to determine if the properties contain economically recoverable mineral reserves. The Company's continuing operations and the underlying value of the properties are dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of the properties, obtaining the necessary permits to mine, future profitable production from any mine, and proceeds from the disposition of a property. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern.

As of January 31, 2024, the Company had working capital of \$3,990,407 and no source of operating revenue and has accumulated significant losses since inception. The Company is continually seeking opportunities for additional funding from equity-based sources on terms which are acceptable to it to carry out future planned operations. However, there can be no assurance that the Company will obtain such financial resources or achieve positive cash flows in the future.

These consolidated interim financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

These Financial Statements have been prepared in accordance with IAS 34, *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations committee ("IFRIC"s). Accordingly, they do not include all of the information and footnotes required by IFRS Accounting Standards ("IFRS") for complete annual financial statements and should be read in conjunction with the Company's consolidated financial statements, as at and for the year ended October 31, 2023, which were filed under the Company's profile on SEDAR at www.sedar.com. Results for the reporting period are not necessarily indicative of future results.

Accounting policies applied herein are the same as those applied in the Company's annual financial statements.

These condensed consolidated interim financial statements were approved by the Board of Directors on April 1, 2024.

Blackwolf Copper and Gold Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended January 31, 2024 and 2023

(Expressed in Canadian dollars, unless stated otherwise)

(b) Significant Accounting Estimates and Judgments

The critical judgments and estimates applied in the preparation of these Financial Statements are consistent with those applied in the Company's consolidated financial statements, as at and for the year ended October 31, 2023.

3. AMOUNTS RECEIVABLE AND OTHER PREPAID EXPENSES

	January 31 2024	October 31 2023
Sales tax receivable	\$ 246,664	\$ 217,479
Prepaid expenses	21,580	37,679
Deposits	154,658	248,922
Other receivables	52,928	61,176
	\$ 475,830	\$ 565,256

4. EQUIPMENT

	Office Equipment	Field equipment	Total
Cost			
Balance, October 31, 2022	\$ 42,365	\$ 1,248,809	\$ 1,291,174
Acquisitions during the period	9,207	-	9,207
Translation adjustment	-	20,311	20,311
Balance, October 31, 2023	51,572	1,269,120	1,320,692
Translation adjustment	-	(43,369)	(43,369)
Balance, January 31, 2024	\$ 51,572	\$ 1,225,751	\$ 1,277,323
Accumulated depreciation			
Balance, October 31, 2022	\$ 21,466	\$ 463,737	\$ 485,203
Depreciation for the period	7,536	92,204	99,740
Translation adjustment	-	10,157	10,157
Balance, October 31, 2023	29,002	566,098	595,100
Depreciation for the period	1,859	18,535	20,394
Translation adjustment	-	(19,518)	(19,518)
Balance, January 31, 2024	\$ 30,861	\$ 565,115	\$ 595,976
Carrying amounts			
As at October 31, 2023	\$ 22,570	\$ 703,022	\$ 725,592
As at January 31, 2024	\$ 20,711	\$ 660,636	\$ 681,347

Blackwolf Copper and Gold Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended January 31, 2024 and 2023

(Expressed in Canadian dollars, unless stated otherwise)

5. EXPLORATION AND EVALUATION OF ASSETS

Details of the deferred mineral property acquisition costs are as follows:

	Niblack Project	Hyder Area Properties	Harry Property	Total
Balance, October 31, 2022	\$ 1	\$ -	\$ -	\$ 1
Acquisitions during the year	-	-	5,914,429	5,914,429
Balance, October 31, 2023 and January 31, 2024	\$ 1	\$ -	\$5,914,429	\$5,914,430

Details of the exploration and evaluation expenses that have been incurred are as follows:

For the three ended January 31, 2024	Niblack Project	Hyder Area Properties	Harry Property	Total
Project and support contract services	\$183,402	\$ 15,929	\$ 45,564	\$244,895
Camp and site support	75,914	760	150	76,824
Depreciation	18,536	-	-	18,536
Fuel	13,010	-	-	13,010
Geology	11,505	18,780	74,899	105,184
Transport	34,010	-	303	34,313
Field travel	23,944	270	-	24,214
Environmental and permitting	25,178	-	-	25,178
Total	\$385,499	\$35,739	\$ 120,916	\$ 542,154

For the Three Months ended January 31, 2023	Niblack Project	Hyder Area Properties	Total
Project and support contract services	38,492	22,944	61,436
Camp and site support	94,200	175	94,375
Depreciation	23,047	-	23,047
Geology and report preparation	36,285	39,023	75,308
Transport	16,255	-	16,255
Field travel	9,386	-	9,386
Environmental and permitting	44,048	-	44,048
Total	\$261,713	\$ 62,142	\$ 323,855

Blackwolf Copper and Gold Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended January 31, 2024 and 2023

(Expressed in Canadian dollars, unless stated otherwise)

(a) Niblack Project

The Niblack Project, 100% owned by the Company, consists of the 6,200-acre Niblack property, located on Prince of Wales Island, some 27 miles from Ketchikan, Alaska and includes certain site plant and equipment assets.

The Company will be required to make a one-time payment of Cdn\$1,250,000 to an arm's length third party upon the earliest to occur of the commencement of commercial production, the Company holding less than 35% interest in the Niblack Project, or a change in control of Blackwolf in certain circumstances.

(b) Hyder Area Properties

The Hyder area properties is comprised of five properties: Texas Creek, Cantoo, Casey, Mineral Hill and Rooster ("Hyder Area Properties"). The Hyder Area Properties are 100% owned and consist of 393 US federal claims, and 3 British Columbia mineral claims covering over 7,920 hectares. All properties are located within the Golden Triangle Area with Texas Creek, Cantoo, Casey and Mineral Hill properties located in southeast Alaska and the Rooster property located in northwest British Columbia.

(c) Harry Property

The Company has an option agreement to acquire an 80% interest in the Harry Property. The Harry Property consists of three contiguous mineral claims covering 1,333 hectares and is located in the Skeena Mining Division of Mineral Division of British Columbia. Consideration to acquire the 80% interest in the Harry Property is as follows:

Cumulative Exploration Expenditures

- \$1,500,000 on or before September 13, 2023 (incurred by OPV);
- A further \$1,500,000 on or before September 13, 2024 ("Year 3 expenditures" – incurred);
- A further \$2,000,000 on or before September 13, 2025 ("Year 4 expenditures"); and
- A further \$4,000,000 on or before September 13, 2026 ("Year 5 expenditures").

All exploration expenditures are on a "make or pay" basis meaning the Company shall either make the required expenditures or pay the Optionor in cash for any shortfall within 30 days of the period which the period the expenditures were required.

Cash and Share Payments:

- \$225,000 and the issuance of 800,000 OPV common shares on or before September 13, 2023 (incurred by OPV);
- \$150,000 and the issuance of 455,000 common shares of the Company on or before the earlier of September 13, 2024, and the date that is 30 days after the date the Year 3 expenditures are incurred;
- \$400,000 and the issuance of 650,000 common shares of the Company on or before the earlier of September 13, 2025, and the date that is 30 days after the date the Year 4 expenditures are incurred;
- \$750,000 and the issuance of 975,000 common shares of the Company on or before the earlier of September 13, 2026, and the date that is 30 days after the date the Year 5 expenditures are incurred.

Upon exercise of the option by the Company, the parties will enter into an agreement for the operation of the Harry Property with the Company being the Operator. The Company will grant the Optionor a 2% net smelter return royalty.

Blackwolf Copper and Gold Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

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(Expressed in Canadian dollars, unless stated otherwise)

6. RELATED PARTY BALANCES AND TRANSACTIONS

(a) Key Management Compensation

Key management are those personnel having the authority and responsibility for planning, directing, and controlling the Company and include the Executive Chairman, President & Chief Executive Officer, Chief Financial Officer, and appointed officers of the Company and Directors. For the three months January 31, 2024, total key management compensation was \$226,716 (2023 - \$201,425) which includes management fees and salaries of \$198,000 (2023 - \$154,167) and share based compensation of \$28,716 (2023- \$47,917).

7. SHARE CAPITAL AND RESERVES

(a) Authorized Share Capital

At January 31, 2024 the authorized share capital consisted of an unlimited (October 31, 2023 – unlimited) number of common shares without par value and an unlimited (October 31, 2023 – unlimited) number of preferred shares with no par value. At January 31, 2024 and October 31, 2023, only common shares were issued and outstanding. All issued shares are fully paid.

(b) Share Issuances

For the three months January 31, 2024

There were no share issuances during the three months ended January 31, 2024.

For the year ended October 31, 2023

In October 2023, the Company issued 13,598,050 units (the “October 2023 Units”) by a private placement at a price of \$0.24 per October 2023 Unit for aggregate gross proceeds of \$3,263,532. Each October 2023 Unit consisted of one common share of the Company and one transferable common share purchase warrant, with each share purchase warrant entitling the holder to acquire one common share at a price of \$0.35 per common share until October 17, 2025. The Company allocated \$407,942 of the proceeds to the value of the warrants. The Company paid finder’s fees of \$65,485 and issued 272,853 finder warrants. Each a finder warrant is exercisable to acquire one common share in the capital of the Company at an exercise price of \$0.35 per common share until October 17, 2025. The finder warrants have been recorded at a fair value of \$16,371. The fair value of the finder warrants was determined using the Black-Scholes option pricing model using the following assumptions: risk free rate interest rate of 4.89%, expected life of 2.0 years, expected volatility rate of 75.00% and a dividend rate of 0.00%. The Company paid or accrued \$53,114 in fees related to the share issuance.

In April 2023, the Company issued 30,000,000 units (the “April 2023 Units”) and 10,416,666 eligible flow-through common shares (the “April 2023 FT Shares”) by a private placement at a price of \$0.20 per April 2023 Unit and \$0.24 per April 2023 FT Share for aggregate gross proceeds of \$8,500,000. Each April 2023 Unit consisted of one common share of the Company and one-half of one transferable common share purchase warrant, with each whole share purchase warrant entitling the holder to acquire one common share at a price of \$0.35 per common share until April 4, 2025. The Company paid agent’s and finder’s fees of \$524,916 and \$5,600, respectively, issued 2,478,746 agent warrants and 28,000 finder warrants. Each agent and finder warrant are exercisable to acquire one common share in the capital of the Company at an exercise price of \$0.20 per common share until April 4, 2025. The agent and finder warrants have been recorded at a fair value of \$539,294. The fair value of the finder warrants was determined using the Black-Scholes option pricing model using the following assumptions: risk free rate interest rate of 3.52%, expected life of 2.0 years, expected volatility rate of 75.00% and a dividend rate of 0.00%. The Company paid or accrued \$262,484 in

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Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended January 31, 2024 and 2023

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fees related to the share issuance. The Company recorded a flow through premium liability of \$416,667 for the difference between the fair value of its common shares and the issuance price of the April 2023 FT Shares.

(c) Omnibus Share Incentive Plan

In December 2023, the Company's shareholders approved an amended omnibus share incentive plan (the "Share Incentive Plan") subject to final approval by the TSX-V, providing for the grant of stock options, restricted share units, performance share unit and deferred share units (together the "Awards"). The Share Incentive Plan replaces the Company's original omnibus share incentive plan.

The Share Incentive Plan provides that the Board of Directors of the Company may from time to time, in their discretion, and in accordance with TSX-V requirements, grant to its directors, officers, employees and consultants to the Company, non-transferable Awards to purchase common shares, provided that the number of common shares reserved for issue does not exceed 10% of the number of then outstanding common shares.

A summary of stock option transactions are summarized as follows:

	Number of options outstanding	Weighted average exercise price
Balance October 31, 2022	2,565,000	\$0.81
Granted	2,320,000	\$0.35
Forfeited/Expired	(507,500)	\$0.59
Balance October 31, 2023	4,377,500	\$0.59
Forfeited/Expired	(367,500)	\$0.73
Balance January 31, 2024	4,010,000	\$0.58

As of January 31, 2024, the following stocks options were outstanding:

Expiry Date	Number of options outstanding	Number of options exercisable	Weighted average exercise price
June 16, 2025	100,000	100,000	\$0.80
June 30, 2025	30,000	30,000	\$0.85
September 9, 2025	822,500	822,500	\$1.00
April 20, 2026	82,500	72,500	\$1.00
May 21, 2026	10,000	7,500	\$1.24
April 4, 2027	627,500	332,500	\$0.70
August 2, 2027	300,000	150,000	\$0.45
June 23, 2028	2,037,500	537,500	\$0.35
	4,010,000	2,052,500	

As of January 31, 2024, there were no other award outstanding under the Share Incentive Plan.

Blackwolf Copper and Gold Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended January 31, 2024 and 2023

(Expressed in Canadian dollars, unless stated otherwise)

(d) Warrants

A summary of warrant transactions are summarized as follows:

	Number of warrants outstanding	Weighted average exercise price
Balance October 31, 2022	8,392,717	\$0.66
Granted	31,377,649	\$0.34
Expired	(2,266,110)	\$0.82
Balance October 31, 2023 and January 31, 2024	37,504,256	\$0.38

As of January 31, 2024, the following warrants were outstanding:

Expiry Date	Number of options outstanding	Exercise price
July 15, 2024	6,126,607	\$0.60
April 5, 2025	2,506,746	\$0.20
April 5, 2025	15,000,000	\$0.35
October 17, 2025	13,598,050	\$0.35
October 17, 2025	272,853	\$0.35
	37,504,256	

(e) Share Based Compensation Expense

During the three months ended January 31, 2024 and 2023, no stock options were granted.

The Company recognized a share-based compensation expense of \$39,383 for the three months ended January 31, 2024 (2023 - \$54,631). As of January 31, 2024, there were 1,957,500 non-vested options outstanding with a weighted average exercise price of \$0.41. The non-vested stock expense not yet recognized was \$194,181. This expense is expected to be recognized over the next three years.

(f) Flow Through Premium Liability

The following is a continuity of the liability portion of the flow-through shares issuances:

Balance, October 31, 2022	\$	-
Flow-through premium additions		416,667
Settlement of flow-through share premium pursuant to qualifying expenditures		(102,532)
Balance, October 31, 2023	\$	314,135
Settlement of flow-through share premium pursuant to qualifying expenditures		(19,876)
Balance, January 31, 2024	\$	294,259

As of January 31, 2024, the Company has \$1,765,552 of flow through expenditures remaining to be incurred by December 31, 2024, and has committed, on a 'best efforts' basis to incur the remaining qualified expenditures pursuant to the renunciation of the associated tax benefits to investors in the flow-through shares.

Blackwolf Copper and Gold Ltd.

Notes to the Condensed Interim Consolidated Financial Statements

For the three months ended January 31, 2024 and 2023

(Expressed in Canadian dollars, unless stated otherwise)

8. FINANCIAL RISK MANAGEMENT

The Company has exposure to credit risk, liquidity risk and market risk from its use of financial instruments. During the period ended January 31, 2024, there were no changes in the Company's objectives, policies, and processes for measuring and managing risk, and the Company's management of capital.

Fair Value

The fair value of the Company's financial assets and liabilities approximate their carrying values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. Fair value measurements, which are determined by using valuation techniques, are classified in their entirety as either Level 2 or Level 3 based on the lowest level input that is significant to the measurement.