

DECEMBER 2023 – QUARTERLY ACTIVITIES REPORT

Transformational quarter for Valor with additional highly prospective uranium properties secured in the Athabasca as uranium price surges and option secured over Ontario lithium assets | Firetail starts drilling in Peru

HIGHLIGHTS

CANADIAN URANIUM AND RARE EARTHS – ATHABASCA BASIN:

- ▶ Surprise Creek Uranium Project expanded through the acquisition of contiguous mineral claims. The Surprise Creek Project has a previous drilled intersection from 1968 which returned 2.1m @ 4.7% U_3O_8 from 57m.
- ▶ Drilling approvals being finalised for the Hidden Bay Uranium Project, located on the eastern flank of the Athabasca Basin, 20km southeast of the Rabbit Lake Uranium mine.

CANADIAN LITHIUM – THUNDER BAY, ONTARIO CANADA:

- ▶ Valor enters into exclusive option agreements to acquire 100% of three highly prospective lithium projects (Frazer Lake, Morrison River and Jesaulenko) in a potential new lithium district in north-western Ontario, Canada.
- ▶ The Frazer Lake Lithium Project contains spodumene-bearing pegmatites identified through mapping and channel sampling. Recent channel samples have returned 44m @ 0.54% Li_2O including 3m @ 0.97% Li_2O , 3m @ 1.27% Li_2O , 1m @ 1.76% Li_2O and 2m @ 0.87% Li_2O^2 .

PERUVIAN COPPER (40% INTEREST):

- ▶ Firetail Resources commenced its maiden 5,000m diamond drilling program at the Picha Copper Project in Peru during October.
- ▶ Best assay result to date in hole 23PCMD0001 of 13m @ 2.81% Cu and 27.1g/t Ag from 2m (using a cut-off grade of 0.1% Cu).
- ▶ At the Charaque Project, Minera Barrick Peru S.A. commenced on-ground exploration with geochemical soil sampling, interpretation of remote sensing datasets and ground geophysical surveys completed in Q3 and Q4 2023.

CORPORATE

- ▶ Completion of \$1m share placement to sophisticated investors at \$0.004.

Commenting on the quarterly activities, Valor Resources Chairman, George Bauk, said:

“The December Quarter was an exciting period and transformative period for Valor, with our North American critical minerals portfolio significantly expanded through the addition of further landholdings at our highly prospective uranium projects in Canada at an extremely opportune time in the uranium cycle, and option agreements secured to acquire highly prospective lithium exploration tenure in the Thunder Bay region of Ontario.

“The lithium opportunity in Ontario was secured following both desktop and site reviews which confirmed that the projects we intend to acquire provide an excellent growth and discovery opportunity in a relatively new frontier for lithium exploration. The Frazer Lake Project has returned excellent assay results from a 30m wide outcrop of spodumene-bearing pegmatites.

“During 2023, we have successfully crystallised value from our Peruvian assets through transactions with Barrick in relation to the Charaque Copper Project and Firetail Resources at the Picha Project.

“These transactions provided the Company with cash, shares and performance rights along with further exposure to the upside with a 20% free-carry interest through to PFS. We were pleased to see Firetail commence its maiden exploration program at Picha during the quarter, with some encouraging early results – and we look forward to seeing how this exciting project advances during 2024.

“Following the Peru transactions, the Company is now focused on Canada in the critical minerals space, including uranium in the world-class Athabasca Basin and lithium in the Thunder Bay region.

“The new portfolio provides the Company with diversity from a commodity perspective, including exposure to critical minerals which are highly leveraged to the global energy transition, and also project area access.

“The expansion of our uranium portfolio could not come at a better time, with the spot uranium price surging through US\$100/lb during the quarter and many expert commentators predicting continued rises through 2024 and beyond. The renaissance of nuclear energy as a baseload source of power to assist in the global energy transition is becoming firmly entrenched, and this is driving significant investor interest in uranium exploration worldwide.

“Valor is incredibly well placed to benefit from this with an exceptional uranium portfolio in one of the world's best jurisdictions for the discovery of high-grade uranium mineralisation.

“We completed a \$1 million placement during the quarter on the back of signing the three option agreements for the Ontario lithium projects. We are working towards a general meeting to firstly change our name to Thunderbird Resources, symbolising strength, power and resilience.

“Secondly, we will be proposing a 25:1 capital consolidation to tighten our capital structure. Shareholders will maintain their interest in the company, with just a lesser number of shares on issue which will make the Company more attractive to global and particularly North American investors.

“Finally, we will be ratifying all recent share issues to provide the Company with the maximum capacity available for future requirements.

“The March Quarter will aim to see the Company complete the option agreements for the Frazer Lake and Morrison River Projects, finalise our proposed work program for 2024 for our advanced uranium portfolio in the Athabasca Basin and, weather permitting, get back on the ground at the end of the quarter or in early April.

“2024 looks like being a busy and exciting year for Valor (Thunderbird) Resources, exploring the Athabasca Basin for uranium, commencing lithium exploration in the Thunder Bay region and watching on with excitement the current drilling program at the Picha Project and Barrick’s efforts at the Charaque Project in Peru.”

CANADIAN URANIUM – ATHABASCA BASIN PROJECTS



Figure 1: Athabasca Basin Projects.

SURPRISE CREEK URANIUM PROJECT

During the quarter, Valor completed a key acquisition to expand the Surprise Creek Uranium-Copper Project. The acquisition of 1325020BC Ltd for 50 million Valor Shares has significantly extended the area of the Surprise Creek Project.

The Pring Lake claim package held by 1325020BC Ltd adjoins Valor's Surprise Creek Project, with historical grab sampling within the Pring Lake tenements reporting results of 5.75% U_3O_8 and 5.44% U_3O_8 , in addition to several historical copper occurrences. Details of the historical exploration work on the Pring Lake package are contained in the ASX announcement dated 24th October 2023 and titled "Valor expands Surprise Creek Uranium-Copper Project in Canada with acquisition of adjoining tenements".

The Pring Lake claims host similar geology to the Company's Surprise Creek Project with unconformity related copper and vein-style uranium mineralisation reported.

Detailed historical data compilation of the Surprise Creek Project by Valor (reported in ASX announcement dated 13 February 2023 titled "Exciting New copper targets identified at Surprise Creek") has highlighted the potential of this area to host this style of mineralisation.

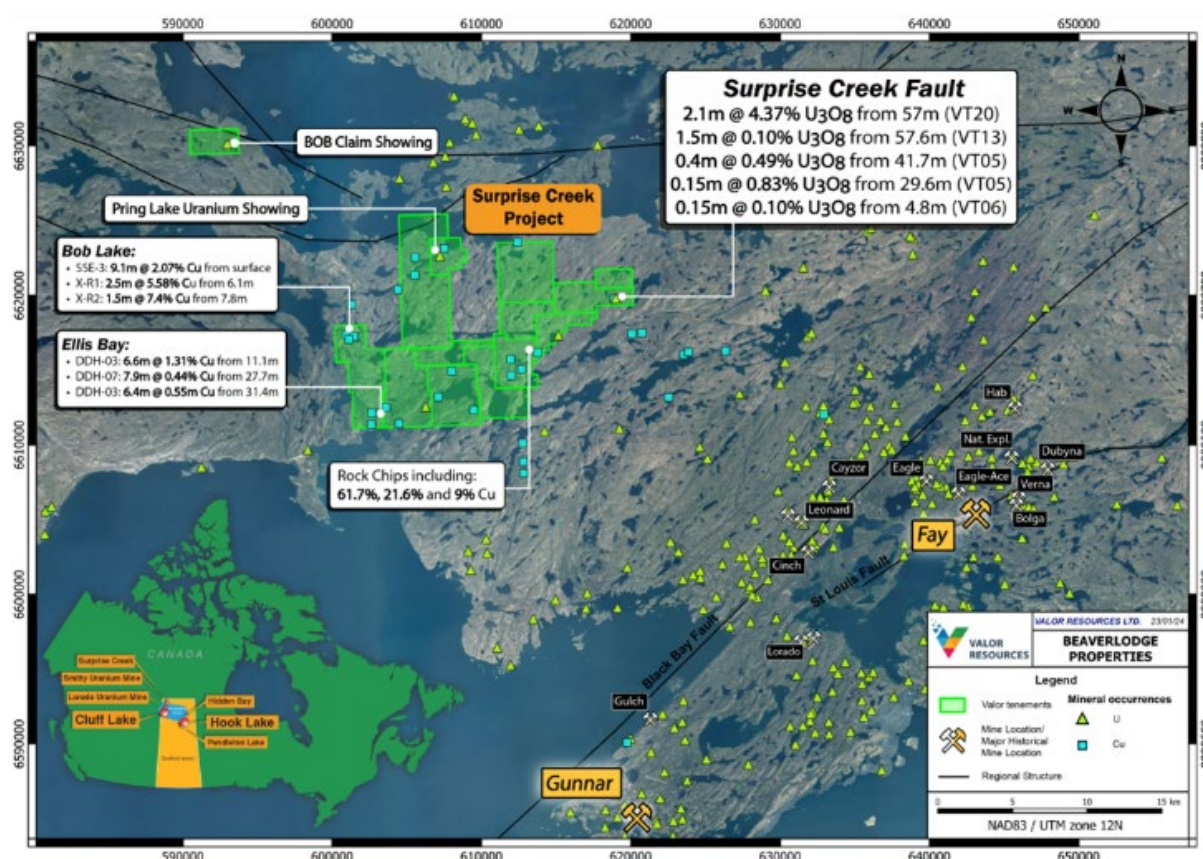


Figure 2: Surprise Creek Project (landholdings as at 31 Jan 2024)
historical exploration results and mineral occurrences.

HIDDEN BAY PROJECT

The Hidden Bay Project is located around 20km southeast of the Rabbit Lake Uranium Mine and 13km south of the Raven-Horseshoe uranium deposits (see Figure 3).

Planning for a diamond drilling program is progressing with the submission of a new work permit application to the Saskatchewan Ministry of Environment and engagement with key stakeholders well advanced.

A diamond drilling program comprising five holes for around 2,400m is proposed to test five gravity lows where coincident with interpreted structures and/or lithological contacts (see Figures 4 and 5).

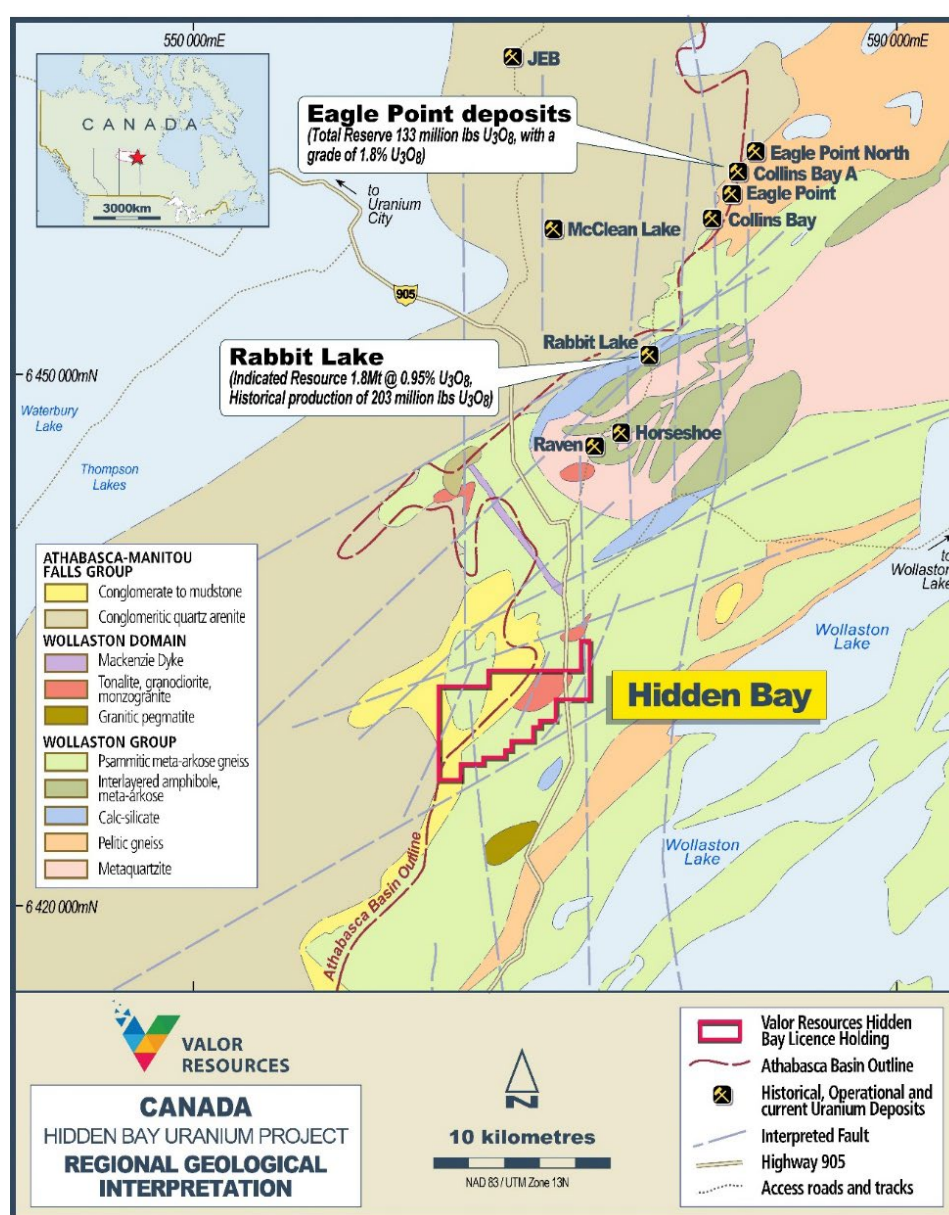


Figure 3: Hidden Bay location and geological setting.

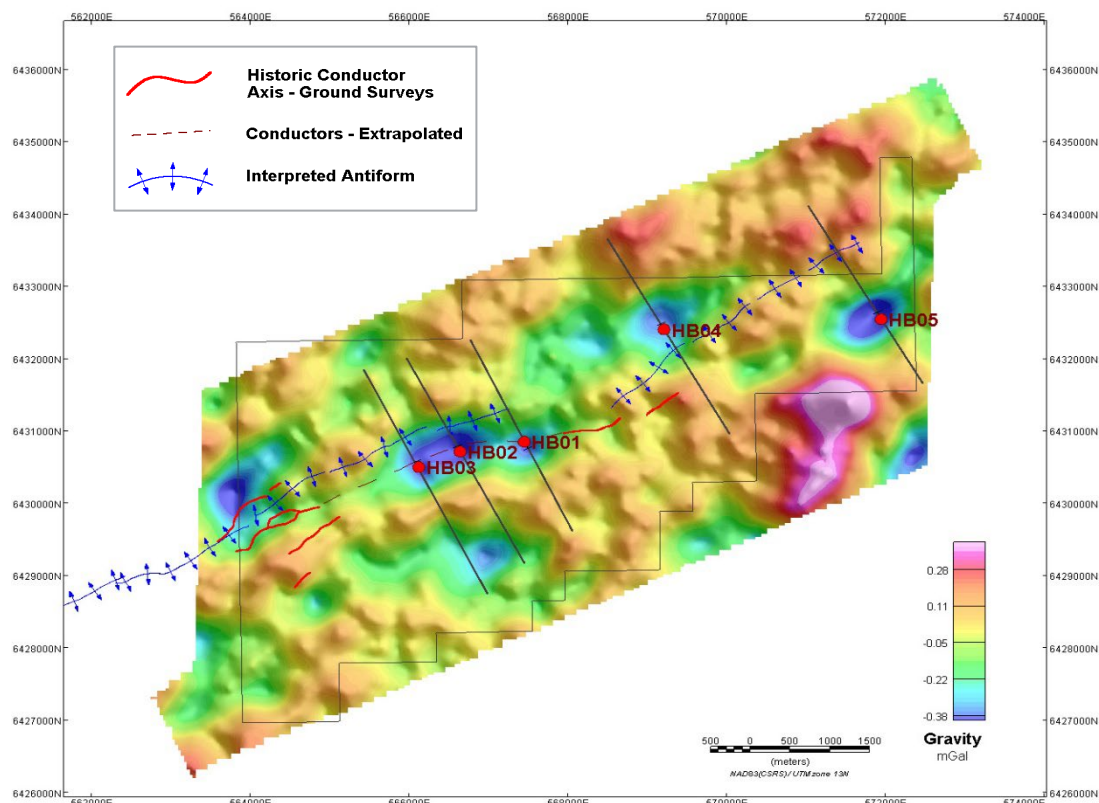


Figure 4: Hidden Bay Project – Proposed drill-holes overlain on residual gravity image.

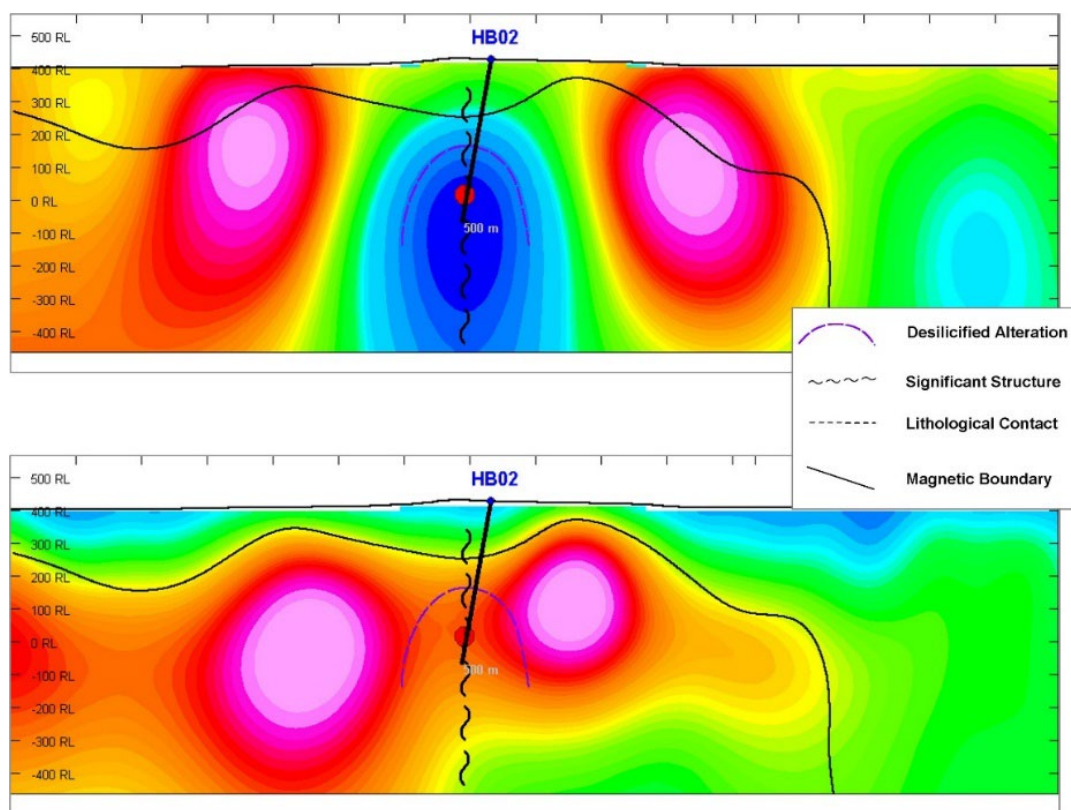


Figure 5: Hidden Bay Project – Proposed drill-hole HB-02 overlain on gravity model (top) and magnetic model (bottom).

CLUFF LAKE URANIUM PROJECT

During the quarter, the Company expanded its tenement package at the Cluff Lake Project through the staking of three new mineral claims which added an additional 11,985 hectares.

The tenement package is now focused on three key interpreted structural trends; the Carswell, Cluff and Shea Trends, with the latter two considered the highest priority (see Figure 6).

Work is underway to extend the existing drilling permit approval for a further 12 months until February 2025. The Company is working with regulators and First Nation Groups to complete this process.

The Cluff Trend targets are focused on the Moose Lake Prospect where three targets are proposed for drill testing (see Figure 7). The targets are strong gravity lows with coincident interpreted structures and are proximal to the unconformity. Sampling by Valour in 2022 (reported in ASX announcement dated 8 February 2023 titled “*Final priority drill targets selected for Cluff Lake Uranium Project field season*”) from an historical trench at Moose Lake returned assays of 9.15%, 6.9% and 0.51% TREO (identified as monazite-hosted by QEMSCAN analysis), which may indicate the presence of an unconformity-related hydrothermal system in the area. A program of three drill holes for around 760m is proposed to test these targets.

The Shea Trend targets are also proposed to be tested with three diamond drill holes for around 830m. The targets are unconformity-type with coincident magnetic and gravity lows and located just 10km from the Cluff Lake and Shea Creek uranium deposits.

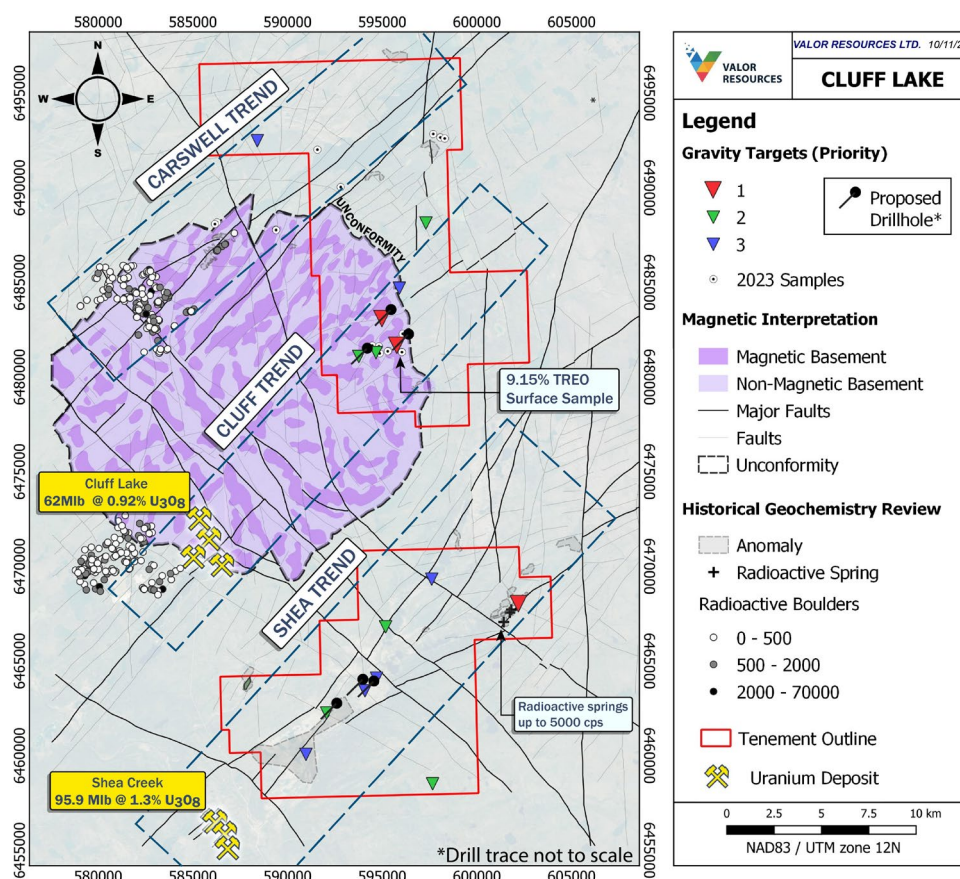


Figure 6: Cluff Lake Project – Landholdings, geological and structural interpretation and proposed drill targets.

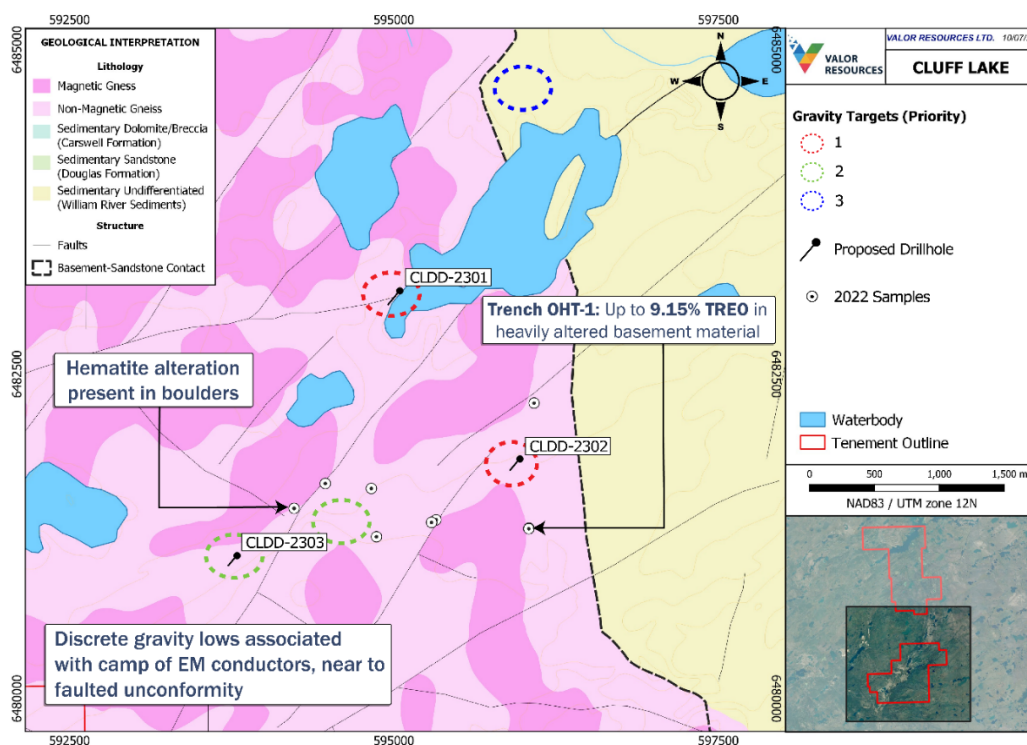


Figure 7: Cluff Lake Project – Moose Lake drill targets.

BEATTY RIVER HEAVY RARE EARTH (HRE)/URANIUM PROJECT

Planning of the work program at the Beatty River HRE/U project is currently underway, with on-ground reconnaissance fieldwork being planned for Q2/Q3 2024.

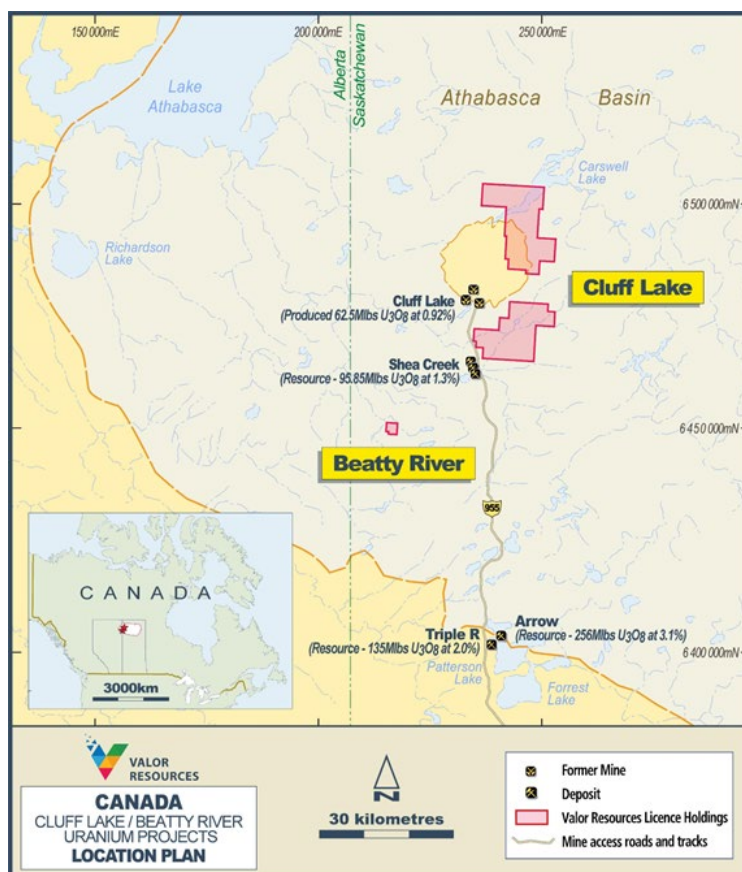


Figure 8: Beatty River and Cluff Lake Project location.

NEXT STEPS

| Task | Target Date | Description |
|---------------------------------|--------------------|---|
| Planning of 2024 field programs | March 2024 Quarter | Preparation for on-ground fieldwork at Hidden Bay, Cluff Lake, Surprise Creek and Beatty River in Q2 2024 |
| Drill program planning | June 2024 Quarter | Logistics planning of potential drilling programs at Hidden Bay and Cluff Lake in 2024 |

CANADIAN LITHIUM – THUNDER BAY, ONTARIO CANADA

During the quarter, Valor entered into exclusive option agreements to acquire 100% of three lithium projects in north-western Ontario, Canada.

FRAZER LAKE ACQUISITION

- ▷ Frazer Lake Lithium Project covering an area of 83km² located within Ontario, Canada
- ▷ Frazer Lake Lithium Project has spodumene bearing pegmatites mapped and channel sampled (details of the sampling and assay results are contained in Valor's ASX announcement dated 5th December 2023 and titled "*Valor enters into exclusive option agreements to acquire 100% of three lithium projects in north-western Ontario, Canada*"). Recent channel sampling has returned:
 - ▷ 44m at 0.54% Li₂O
 - Including 3m at 0.97% Li₂O
 - 3m at 1.27% Li₂O,
 - 1m at 1.76% Li₂O and
 - 2m at 0.87% Li₂O
- ▷ Multiple significant rock chips including, **7.26% Li₂O, 7.02% Li₂O, 6.42% Li₂O**
- ▷ ~30m wide outcrop of spodumene bearing pegmatite is completely open along strike to the north-east and is yet to be drill tested.
- ▷ Channel sampling along strike of identified spodumene bearing pegmatite is proposed to be conducted during option period.



Figure 9: Frazer Lake Lithium Project- Exceptionally Coarse Spodumene Crystal.

Note: Laboratory assays are required for representative estimates of total Li₂O content and other metal contents. Visual estimates of mineral abundance should never be considered a proxy or substitute for laboratory analyses where concentrations or grades are the factor of principal economic interest. Visual estimates provide no information regarding impurities or deleterious physical properties relevant to valuations.

MORRISON RIVER ACQUISITION

- ▷ Morrison River Lithium Project, covering an area of 55km² located within Ontario, Canada
- ▷ Mapping by OGS (Ontario Geological Survey) defined **five white pegmatite dykes within the greenstone belt**.
- ▷ Pegmatite dykes trend in northwest-southeast direction over 13km strike length.
- ▷ Morrison River is interpreted to be analogous in geological setting to Frontier Lithium's Pak Lithium Project (further details contained in Valor's ASX announcement dated 5th December 2023 and titled "Valor enters into exclusive option agreements to acquire 100% of three lithium projects in north-western Ontario, Canada")

JESAULENKO ACQUISITION

- ▷ Valor has also, separately, entered into an agreement to acquire the Jesaulenko Lithium Project, located 25km east of the Frazer Lake Lithium Project
- ▷ The Jesaulenko Project comprises 46km² of contiguous tenure and is underlain by Archaean metasediments which have been intruded by muscovite-bearing granites which are a potential source of lithium mineralisation in the district (further details contained in Valor's ASX announcement dated 5th December 2023 and titled "Valor enters into exclusive option agreements to acquire 100% of three lithium projects in north-western Ontario, Canada").



Figure 10: Location of the Frazer Lake, Morrison River and Jesaulenko Lithium Projects in North-Western Ontario.

FRAZER LAKE LITHIUM PROJECT OVERVIEW

The Frazer Lake Lithium Project, is located in north-western Ontario, covers an area of 83.1km². The initial discovery of spodumene was made in August 2023, whereby rock chip samples returned up to 7.25% Li₂O.

Channel sampling was undertaken subsequently with the aim of determining the orientation and width of the spodumene bearing pegmatite. Details of the sampling and assay results are contained in Valor's ASX announcement dated 5th December 2023 and titled "Valor enters into exclusive option agreements to acquire 100% of three lithium projects in north-western Ontario, Canada".

A 49m continuous channel sample was undertaken obliquely to the strike of the spodumene bearing pegmatite, with pegmatite logged across 47.5m of the channel (see Figures 11, 12 & 13 below). Results of the channel sampling were highlighted by the following (cut-off of 0.20% Li₂O and max. internal dilution of 3m continuous):

- ▶ 44m at 0.54% Li₂O
- Including 3m at 0.97% Li₂O
 - 3m at 1.27% Li₂O,
 - 1m at 1.76% Li₂O and
 - 2m at 0.87% Li₂O

Follow up channel sampling along strike to the northeast is proposed to be conducted upon completion of the transaction to further refine the geometry and extent of mineralisation. Access along strike to the southwest is limited by the Black Sturgeon Provincial Park. Targeted drilling will be rapidly conducted following the channel sampling.

Further exploration will also be carried out to identify additional Lithium-Caesium-Tantalum (LCT) pegmatites within the exploration area. This will include following up on some of the anomalous rock chip/grab samples taken by PGA across the project area (see Figure 14 below).

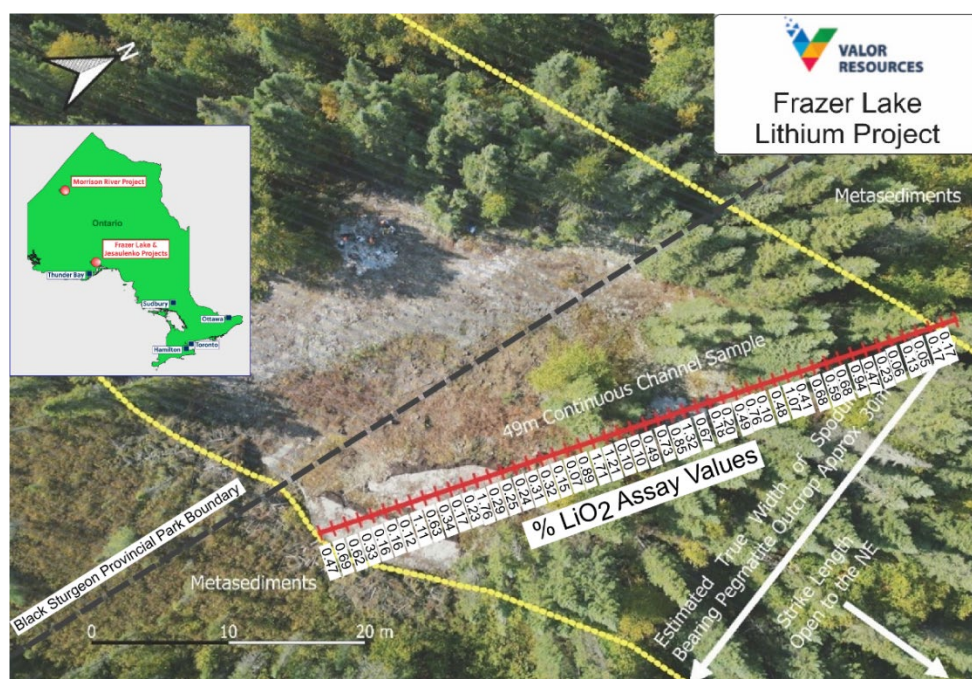


Figure 11: Plan View of Frazer Lake Channel Sample and Li₂O assay values.



Figure 12: Spodumene Bearing Pegmatite from Channel Sampling

Note: Laboratory assays are required for representative estimates of total Li_2O content and other metal contents. Visual estimates of mineral abundance should never be considered a proxy or substitute for laboratory analyses where concentrations or grades are the factor of principal economic interest. Visual estimates provide no information regarding impurities or deleterious physical properties relevant to valuations.



Figure 13: Channel Sample mark-up.

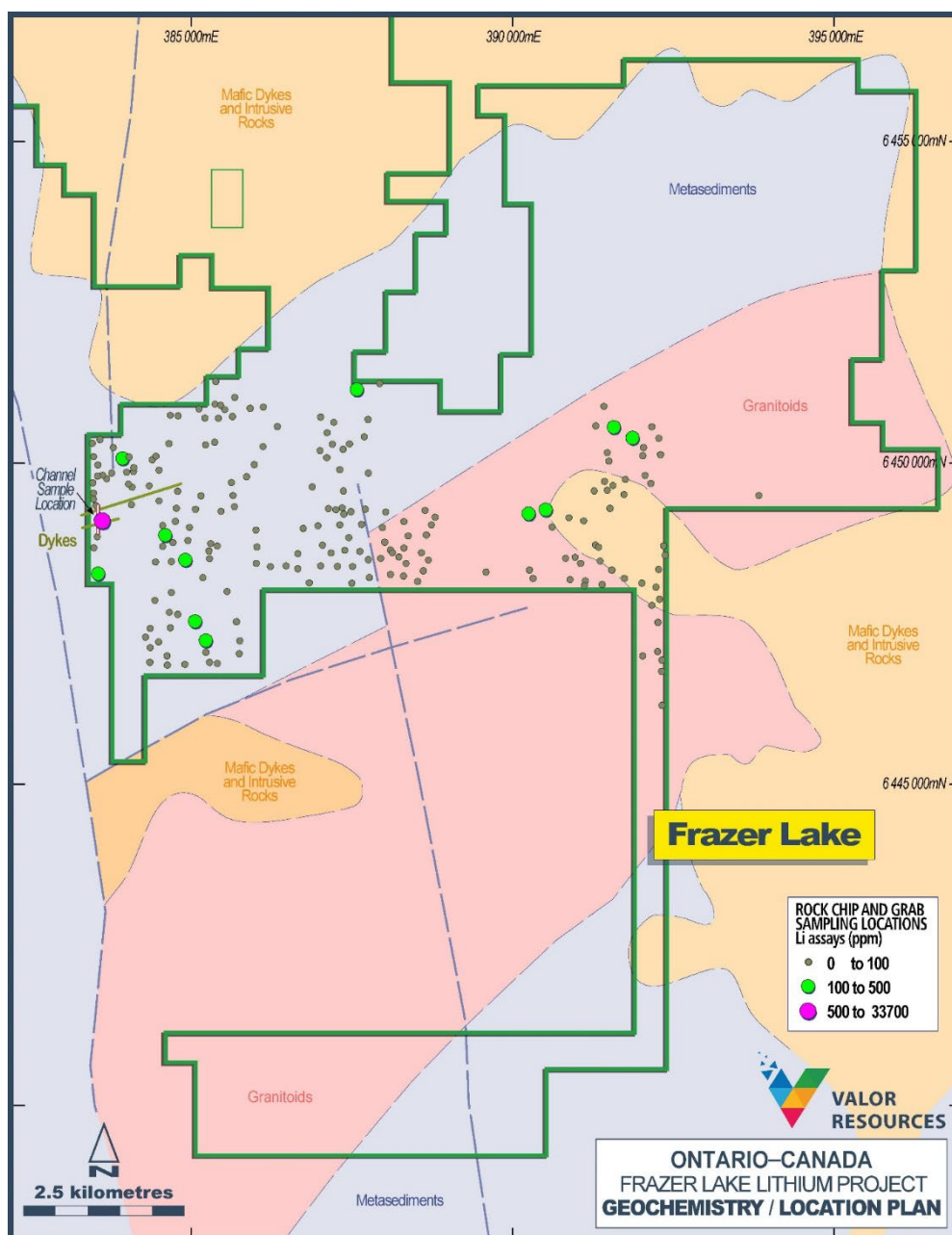


Figure 14: Frazer Lake Lithium Project Geology, Rock Chip/grab samples (Li ppm) and Channel Sample location.

MORRISON RIVER LITHIUM PROJECT OVERVIEW

The Morrison River Lithium Project is located just north of the Muskrat Dam First Nation settlement and near the Bearskin Lake and Sachigo Lake First Nations communities and covers a land area of 55km². The Project is located within a greenstone belt surrounded by granitic batholiths which are potentially fertile parental granites for spodumene bearing pegmatites (see Figure 15 below).

Mapping by OGS (Ontario Geological Survey) defined five white pegmatite dykes within the greenstone belt. The white pegmatite dykes trend in northwest- south east direction over 13km strike length.

The Morrison River Project is located approximately 150km north-east of Frontier Lithium's PAK Lithium Project, in a geologically analogous setting. The PAK Lithium deposit comprises an Open Pit Measured and Indicated Resource of 5.96Mt @ 1.81% Li₂O and an Inferred Resource of 0.68Mt @ 1.75% Li₂O.

In addition, there is an underground Measured and Indicated Resource of 1.26Mt @ 2.14% Li₂O and an Inferred Resource of 2.07Mt @ 2.37% Li₂O (Frontier Lithium Inc. *PAK Lithium Project Fully Integrated Pre-Feasibility Study*).

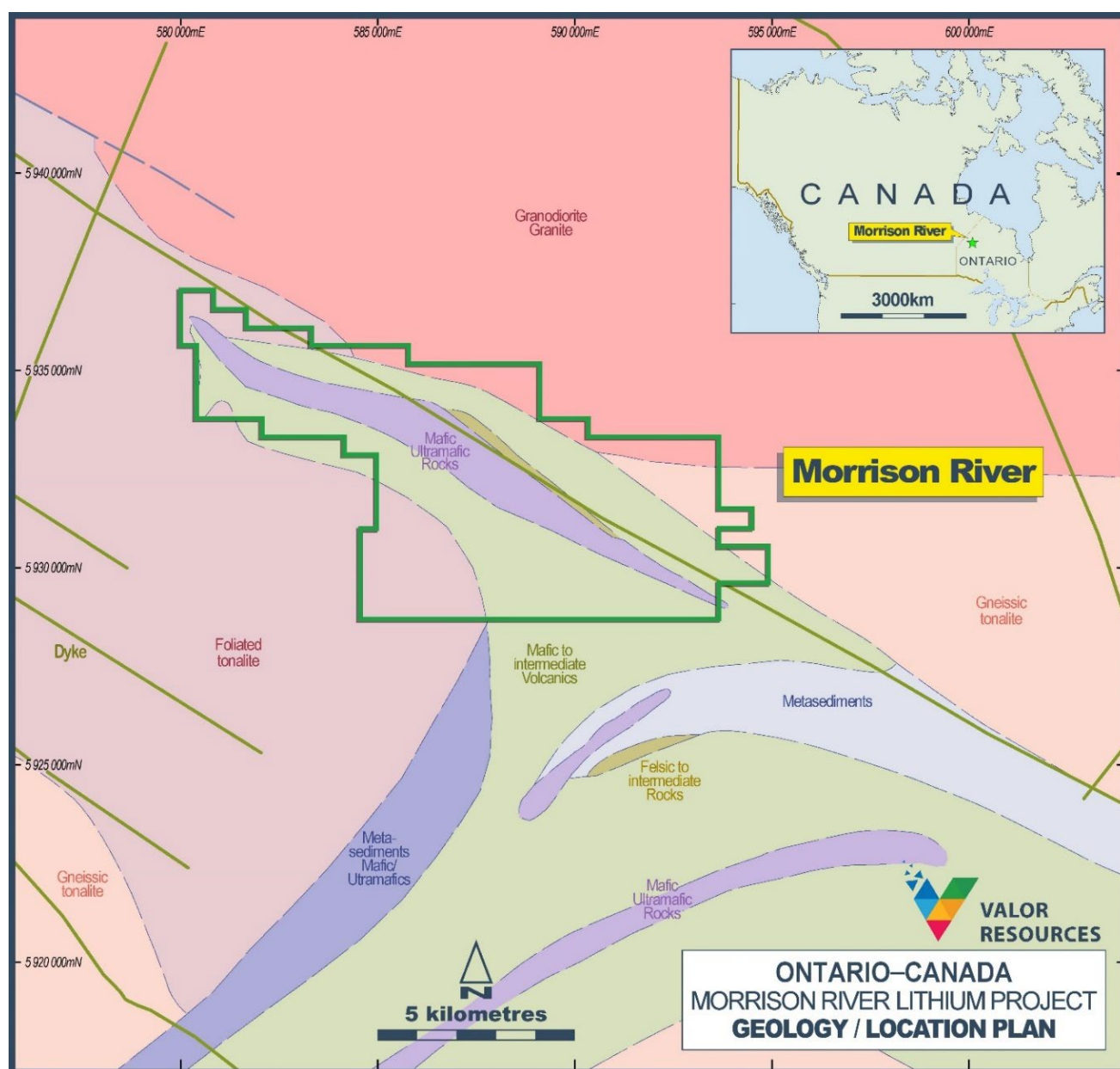


Figure 15: Morrison River Project Geology.

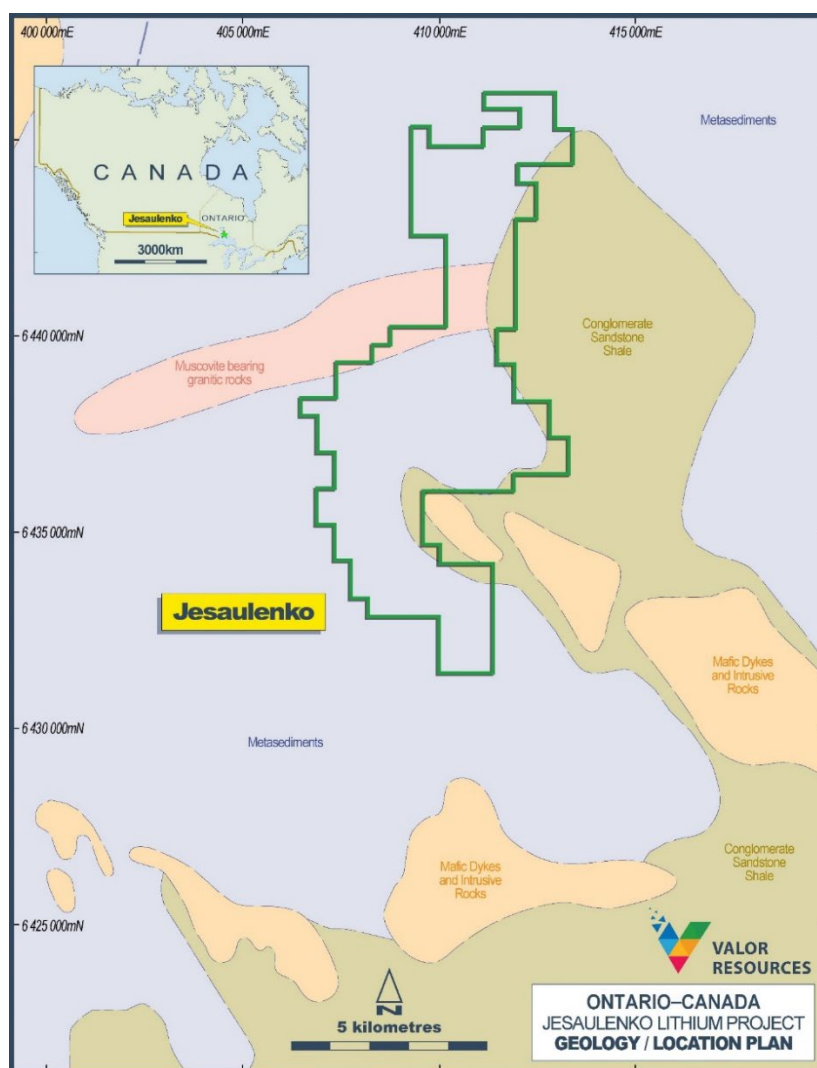


Figure 16: Jesaulenko Lithium Project Location & Geology

JESAULENKO PROJECT OVERVIEW

The Jesaulenko Project comprises 46km² of contiguous tenure in the Thunder Bay district of north-western Ontario, Canada, with direct highway access to the project tenure. The Frazer Lake Lithium Project is located 25km to the west.

The Project is located 21km west-southwest of Rock Tech Lithium's Georgia Lake Project, which hosts an Indicated Mineral Resource of 10.6Mt @ 0.88% Li₂O, an Inferred Resource of 4.2Mt @ 1% Li₂O and a Probable Ore Reserve of 7.33Mt @ 0.82% Li₂O. Production from Georgia Lake is scheduled to commence in 2025. (Rock Tech Technical Report "Georgia Lake Lithium Project Pre-Feasibility Study" 1st October 2022)

The Jesaulenko Project area is underlain by Archaean metasediments which have been intruded by muscovite-bearing granites, which are a potential source of lithium mineralisation in the district (see Figure 16). This geological setting is analogous to Georgia Lake.

Satellite imagery interpretation has defined extensive areas of outcrop at Jesaulenko that warrant immediate field investigation, with prospective metasedimentary lithologies extending throughout the entire project area. Extensive outcrop provides the potential to rapidly evaluate the potential of LCT-type pegmatites within the Project area.

FRAZER LAKE OPTION AGREEMENT

- Pegmatite One Lithium and Gold Corp (CSE: **PGA**) (PGA) has entered into an exclusive binding option agreement with Valor for the acquisition of 100% of the Frazer Lake Lithium Project.
- For the exclusive right until the 30th of September 2024 to acquire the Frazer Laker Lithium Project, Valor is to pay on a pre-Consolidation basis:
 - 20,000,000 Shares at a deemed issue price of \$0.004 per Share or \$80,000 cash at the Company's election upon execution of the agreement;
 - 30,000,000 Shares at a deemed issue price of \$0.004 per Share or \$120,000 cash at the Company's election upon commencement of on ground field-based exploration activities; and
 - 30,000,000 Shares at a deemed issue price of \$0.004 per Share or \$120,000 cash at the Company's election three months post commencement of on ground field-based exploration activities.
- In the event Valor elects to proceed with 100% acquisition, Valor is required to issue 1,000,000,000 shares on a pre-Consolidation basis. The issue of these Shares will be subject to Shareholder approval pursuant to Listing Rule 7.1.
- Conditions precedent include the Company and PGA obtaining all required shareholder and regulatory approvals and no material adverse change having incurred in relation to the Company.
- A termination fee of up to \$400,000 will be payable by PGA to the Company in the event the agreement is terminated as a result of PGA accepting a superior proposal or failing to obtain shareholder approval for the acquisition.
- The parties intend to enter into a formal agreement consistent with customary option agreements of this nature in Ontario, Canada.

MORRISON RIVER OPTION AGREEMENT

- PGA has entered into an exclusive non-binding option agreement with Valor for the acquisition of 100% of the Morrison River Lithium Project.
- For the exclusive right until the 30th of September 2024 to acquire the Morrison River Project, Valor is to pay on a pre-Consolidation basis:
 - 5,000,000 Shares at a deemed issue price of \$0.004 per Share or \$20,000 cash at the Company's election upon execution of the agreement;
 - 7,500,000 Shares at a deemed issue price of \$0.004 per Share or \$30,000 cash at the Company's election upon commencement of on ground field-based exploration activities; and
 - 7,500,000 Shares at a deemed issue price of \$0.004 per Share or \$30,000 cash at its election three months post commencement of on ground field-based exploration activities.
- In the event Valor elects to proceed with 100% acquisition, Valor is required to issue 250,000,000 Shares on a pre-Consolidation basis. The issue of these Shares will be subject to Shareholder approval pursuant to Listing Rule 7.1.
- Conditions precedent include the Company and PGA obtaining all required shareholder and regulatory approvals and no material adverse change having incurred in relation to the Company.

- A termination fee of up to \$100,000 will be payable by PGA to the Company in the event the agreement is terminated as a result of PGA accepting a superior proposal or failing to obtain shareholder approval for the acquisition.
- The parties intend to enter into a binding formal agreement consistent with customary option agreements of this nature in Ontario, Canada.
- The Company cautions that the agreement in respect of the Morrison River option is non-binding (unlike the Frazer Lake option, which is binding) and there can be no guarantee that a binding agreement will be entered into.

JESAULENKO ACQUISITION AGREEMENT

- The Company has entered into an agreement to acquire 100% of the issued share capital of Stratosphere Li Pty Ltd (SLi).
- SLi will hold the Jesaulenko Lithium Projects at the completion date.
- The consideration payable by the Company for the acquisition is 312,500,000 Shares at a deemed issue price \$0.004 per Share (on a pre-Consolidation basis) upon completion of the acquisition.
- SLi is to ensure that it has a minimum of A\$350,000 in cash at completion.

APPROVALS

The Company intends to convene the General Meeting to seek shareholder approval for various matters associated with the proposed acquisitions, including for the purposes of Listing Rule 7.1 and Listing Rule 7.4 in relation to the Placement Shares and respective consideration shares (as applicable), the proposed name change and the Consolidation.

PERUVIAN COPPER PROJECTS – (40% INTEREST – JV WITH FIRETAIL RESOURCES)

In early October 2023, experienced drilling contractor, Explo Drilling Peru, mobilised to the Picha Copper Project (“Picha”) in Peru (Figure 17), and commenced the planned diamond drilling program comprising of 10 drill holes for ~5,000m (see FTL:ASX announcement dated 5th October 2023 titled “*Peru Maiden Drilling campaign underway*”).

The drilling program is expected to run for several months, with results to be received progressively throughout the drilling campaign.

The drilling permit allows drilling of up to 120 holes at Picha, comprising up to 40 drill platforms with three holes planned per platform (Figures 18 & 19). The maiden diamond drilling program is designed to test four targets within the Effective Area – Cobremani, Cumbre Coya, Maricate and Fundicion .

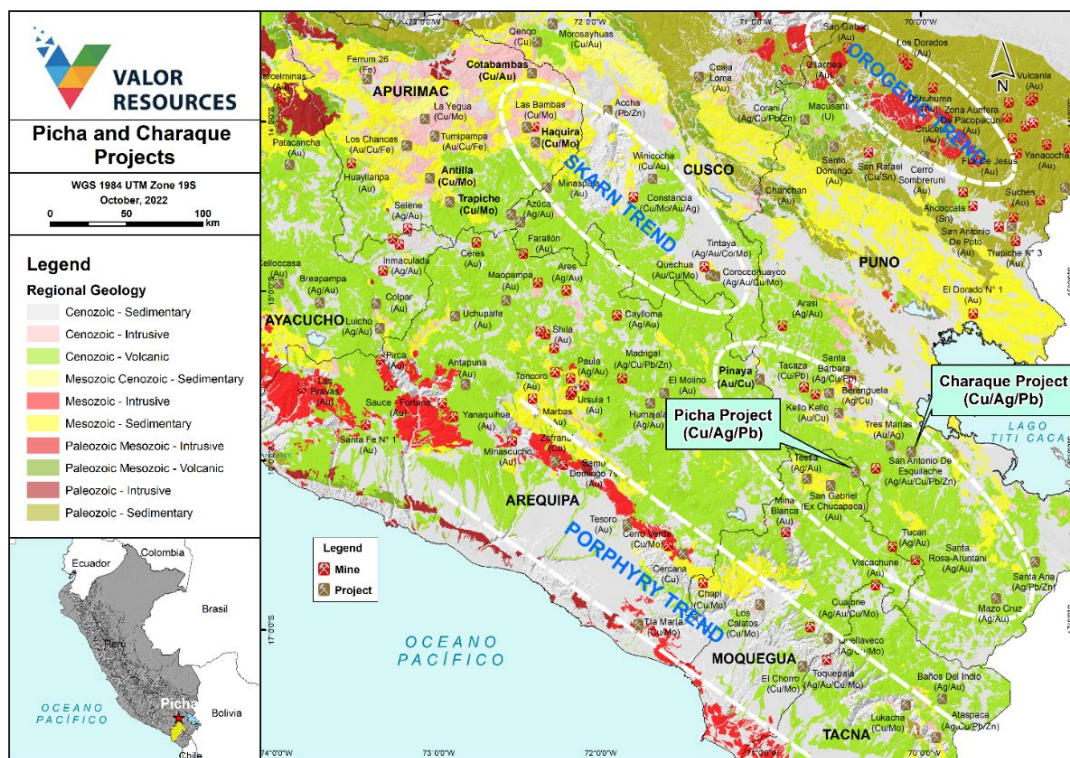


Figure 17: Regional location of the Picha and Charaques Projects.



Figure 18: Drill rig on site at Cobremani target

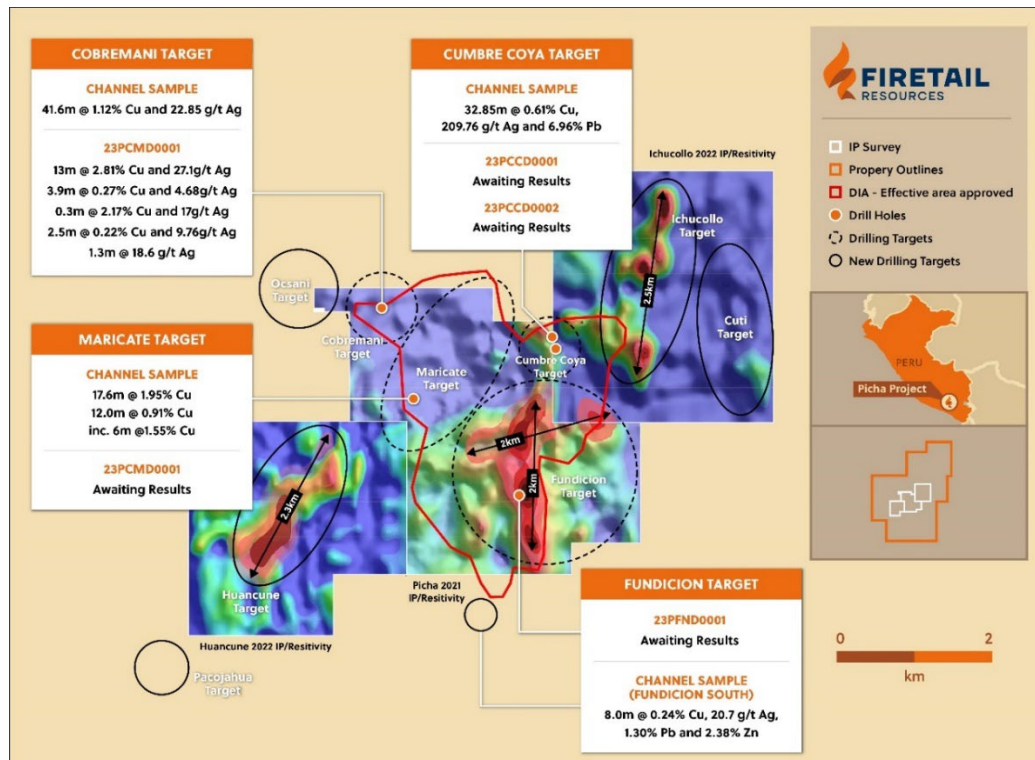


Figure 19: Picha Project drill program underway.

COBREMANI TARGET

The first drillhole (23PCMD0001) of the program was completed at the Cobremeni target where a surface geochemical anomaly was identified including a channel sample of 41.6m @ 1.12% Cu and 22.85g/t Ag. In November assay results were reported for the first 62m and subsequent to the end of the quarter, assay results were received for the remainder of 23PCMD0001 (details provided in FTL:ASX announcements dated 14 November 2023 and 9 January 2024 titled “*Encouraging First Assay Results from Picha Copper Project*” and “*Evidence of porphyry system at Fundicion Target, Picha.*”) A best assay result in 23PCMD0001 of 13m @ 2.81% Cu and 27.1g/t Ag from 2m (using a cut-off of 0.1% Cu) was returned.

| Drill Hole ID | From (m) | To (m) | Interval (m)* | Cu (%) | Ag (g/t) | Description |
|---------------|----------|--------|---------------|--------|----------|--|
| 23PCMD0001 | 2.0 | 15 | 13 | 2.81 | 27.1 | Volcanic rock, andesite with occasional hydrothermal breccias with malachite and chalcocite as matrix. |
| 23PCMD0001 | 23.7 | 27.6 | 3.9 | 0.27 | 4.68 | Volcanic rock, andesite with chalcocite and neotocite in fractures. |
| 23PCMD0001 | 41.9 | 42.2 | 0.3 | 2.17 | 17.0 | Hydrothermal breccia with chalcocite matrix |
| 23PCMD0001 | 44.4 | 46.9 | 2.5 | 0.22 | 9.76 | Volcanic rock, andesite with chalcocite and neotocite in fractures. |
| 23PCMD0001 | 62.0 | 500 | | | | No significant assay results to report. |

Table 1: Cobremeni target 23PCMD0001 - significant assay results (using a cut-off of 0.1% Cu, maximum internal dilution of 2m)

23PCMD0001 also targeted a resistivity anomaly which was intersected between 250m and 300m downhole that appears to be caused by moderate propylitic and argillitic alteration and trace disseminated pyrite. No visible copper mineralisation was observed associated with the resistivity anomaly.



Figure 20: Example of secondary copper mineralisation at around 4.5m depth in 23PCMD0001

| Target | Drill Hole ID | Northing | Easting | Elevation (m ASL) | Azimuth | Incl. | Final / Planned Depth (m) |
|-------------|---------------|-----------|----------|-------------------|---------|-------|---------------------------|
| Cumbre Coya | 23PCCD0001 | 8217927.8 | 349784.9 | 4163.2 | 60° | -50° | 155.0 |
| Cumbre Coya | 23PCCD0002 | 8217793.4 | 349832.9 | 4153.3 | 95° | -50° | 250 (planned) |
| Fundicion | 23PFND0001 | 8216102.1 | 349326.9 | 4098.393 | 120° | -70° | 520.50 |
| Cobremani | 23PCMD0001 | 8218563.8 | 347578.3 | 4378.45 | 280° | -60° | 500 |
| Maricate | 23PMCD0001 | 8217310.4 | 347942.5 | 4246.4 | 95° | -65° | 352 |

Table 2: Drill hole collar details (grid system – WGS84 UTM Zone 19S)

FUNDICION TARGET

Subsequent to the end of the quarter, it was reported that the drill hole 23PFND0001 at the Fundicion target, was drilled to a depth of 520.5m to test a geophysical chargeability (details provided in FTL:ASX announcement dated 9 January 2024 titled “Evidence of porphyry system at Fundicion Target, Picha.”)

From around 250m downhole 23PFND0001 intersected distal indicators of a potential porphyry system, including sheeted quartz veins and narrow intervals of phyllic alteration including significant pyrite mineralisation. Mineralisation includes silver, bornite, covellite and chalcopyrite together with significant quartz veining and alteration. Results are expected in Q1 2024 and follow up drilling will take place at Fundicion as part of the current drill program.

CUMBRE COYA TARGET

Also subsequent to the end of the quarter it was reported that secondary copper mineralisation in the form of malachite and azurite was observed within the first 20m in 23PCCD0001 at the Cumbre Coya Target, along with sulphides such as galena and chalcopyrite in the following 30m. 23PCCD0001 has been completed to a depth of 155m, with a follow-up drill hole (23PCCD0002) now underway (see Figure 21) (details provided in FTL:ASX announcement dated 9 January 2024 titled “Evidence of porphyry system at Fundicion Target, Picha.”)

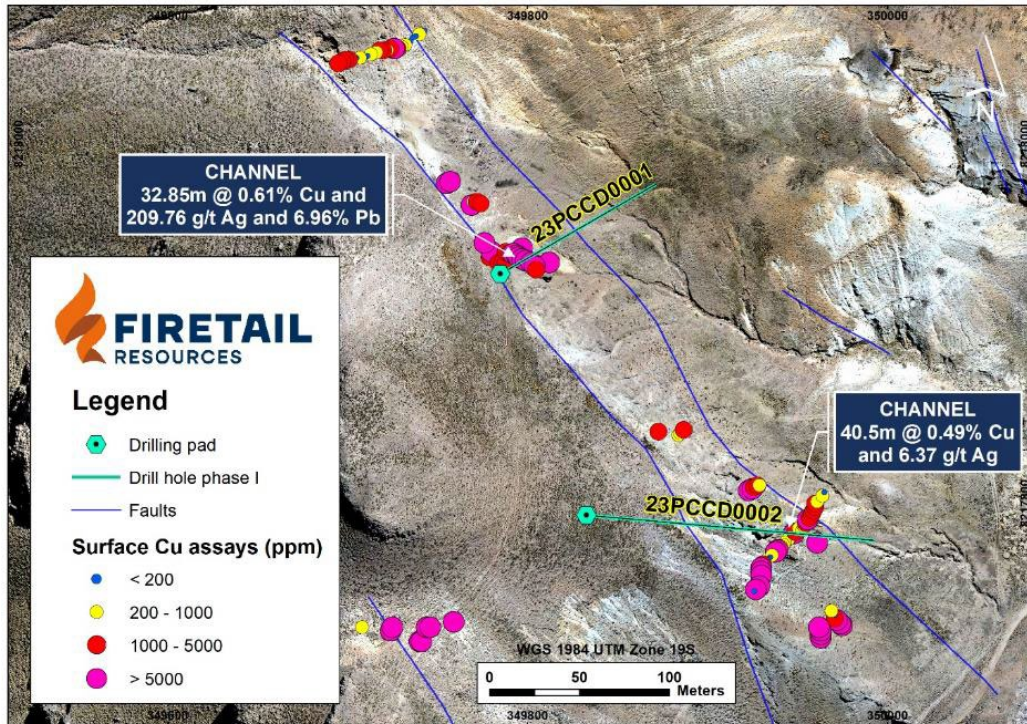


Figure 21: Plan view of 23PCCD0001 and 23PCCD0002 at Cumbre Coya Target

Samples from 23PCCD0001 have been dispatched to the laboratory with assay results expected in January.

One hole has also been completed at the Maricate target. No significant copper mineralisation has been observed with only trace to minor amounts of chalcopyrite noted.

NEXT STEPS

- Ongoing drilling at Cumbre Coya target.
- Further drilling at the Fundicion target to test geophysical chargeability anomalies.
- Mapping and sampling of new targets for drillhole target generation.

PERU PROJECTS - CHARAQUE

Exploration at the Charaque Project is being conducted by Minera Barrick Perú S.A., a subsidiary of Barrick Gold Corporation (collectively, 'Barrick'), under an Earn-In Agreement executed in June 2023. In Q3 and Q4 2023, Barrick completed several work programs at Charaque including:

- Assaying of geochemical soil samples (collected by previous explorer Valor Resources and analysed by Barrick) – 208 soil samples collected on a 400m x 400m grid.
- Interpretation of remote sensing data sets – Worldview-3.
- Desktop structural interpretation.
- Ground magnetometry and Induced Polarisation (IP) survey on western part of project area. A total of 30.69 line km of magnetometry and 17.84km of IP were completed on the Charaque property.

Subject to certain conditions, including obtaining appropriate landholder agreements, follow-up work planned by Barrick for 1H 2024 includes the following:

- Complete district-scale geological mapping over the whole project;
- Progress with prospect-scale geological mapping and rock sampling of target areas; and
- Design and implement a ground magnetic survey over the entire project area.

The Charaquo Project is located 30km north-east of Firetail's Picha Copper Project and comprises eight claims covering an area of around 6,000 hectares (60km²).

CORPORATE ACTIVITIES

\$1M PLACEMENT

During the Quarter, Valor completed \$1 million share placement at \$0.004 per share, following the issue and allotment of 250 million new shares (**Placement Shares**) with all funds now received. The Placement Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1A. CPS Capital was the lead manager to the placement.

The proceeds are intended to be used to advance the recently announced multiple option agreements signed to acquire 100% of the three highly prospective lithium projects in north-western Ontario, Canada, as detailed in the 5 December 2023 announcement.

The acquisition of the Jesaulenko Lithium Project is anticipated to complete shortly, subject to the satisfaction of the respective conditions precedent.

The Company is currently working on the definitive agreement for the Frazer Lake Lithium Project and intends to progress with a binding agreement for the Morrison River Lithium Project.

A Notice of Meeting is also being prepared to seek shareholder approval for various matters associated with the proposed acquisitions, including for the purposes of Listing Rule 7.1 and Listing Rule 7.4 in relation to the Placement Shares and respective consideration shares (as applicable), the proposed name change and consolidation of the Company's share capital.

CONSOLIDATION AND NAME CHANGE

The Valor Board has also resolved to undertake a share capital consolidation on a 25-for-1 basis (**Consolidation**) and to seek shareholder approval for a change of name to Thunderbird Resources Ltd.

The Consolidation is proposed by the Company to reduce the number of shares on issue as the Board considers that this will provide the best structure for continued growth and a capital structure that is more in line with companies of a similar scale relative to the Company's peer group.

The proposed Consolidation and name change will be put to shareholders at a general meeting indicatively scheduled for the first quarter of 2024 (**General Meeting**).

During the quarter, the Company held the 2023 Annual General Meeting in which all resolutions were passed.

The Company also presented at the 2023 RIU Resurgence Conference.

SECURITIES ON ISSUE

The following table provides a summary of the securities on issue at the time of this report:

| SECURITIES | TOTAL ISSUED |
|--|---------------|
| Fully Paid Ordinary Shares VAL | 4,173,334,790 |
| Unlisted Options @ \$0.015 expiry 11/02/2024 | 20,583,333 |
| Unlisted Options @ \$0.02 expiry 21/02/2024 | 51,000,000 |
| Vendor Performance Rights | 166,666,666 |
| Directors Performance Rights | 45,000,000 |
| KMP and Consultant Performance Rights | 68,000,000 |

During the Quarter, the Company issued 50,000,000 fully paid ordinary shares at \$0.0035 for the acquisition of 1325020 B.C Ltd as announced on 24 October 2023.

In accordance with Listing Rule 5.3.1, Valor Resources Ltd advises expenditure incurred on mining exploration activities for the Quarter ended 31 December 2023 totalled \$111k.

In accordance with Listing Rule 5.3.2, the Company advises there were no substantive mining production and development activities during the Quarter.

In accordance with Listing Rule 5.3.5, the Company advises that no payments were made to related parties as advised in the Appendix 5B for the Quarter ended 31 December 2023.

This announcement has been authorised for release by the Board of Directors.

For further information, please contact:

| | | |
|---|---|--|
| George Bauk Executive Chairman +61 408 931 746 george@totode.com.au | Joe Graziano Company Secretary +61 411 649 551 joe@pathwayscorporate.com.au | Media enquiries Read Corporate Nicholas Read +61 419 929 046 nicholas@readcorporate.com.au |
|---|---|--|

ASX : VAL

COMPETENT PERSON STATEMENT

The information in this documents that relates to Exploration Results is based on information compiled by Mr Robin Wilson who is a Member of the Australasian Institute of Mining and Metallurgy. Mr Wilson is a consultant and Technical Director for Valor Resources and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (the JORC Code). Mr Wilson consents to the inclusion of this information in the form and context in which it appears.

Ends - - - - -

ABOUT VALOR RESOURCES

Valor Resources Limited (ASX:VAL) ("Valor" or "the Company") is an exploration company dedicated to creating shareholder value through acquisitions and exploration activities. The Company is focused on three key commodities, uranium, lithium and copper, as outlined below, in Canada.

- Diversified critical minerals explorer focused on Tier-1 jurisdictions
- Strong track record of generating high-value projects (Uranium, Lithium and Copper)
- Entered into binding agreements to acquire three lithium assets in Ontario, Canada
- Portfolio streamlined through recent sale of Picha and Charaque Copper Projects in Peru to Firetail Resources (ASX: FTL)
- Focus on high-potential, drill-ready uranium assets in Canada's Athabasca Basin at the right time in the Uranium cycle:
 - Hidden Bay – 5 drill-ready targets identified.**
 - Cluff Lake – 4 priority drill targets identified.**
 - Surprise Creek Fault – mineralisation delineated over 500m of strike.**
 - Hook Lake – Follow-up on 11 new targets**
 - Beatty River – Follow-up on historical HRE exploration results**
- Significant leverage to exploration success in Peru through 20.58% shareholding in Firetail plus retained 20% project interest – drilling commenced at Picha Project in October.

APPENDIX

Interests in Mining Tenements Held (ASX Listing Rule 5.3.3)

| Project | Concession Name | Tenement | Location | Ownership at beginning of quarter | Ownership at end of quarter | Acquired During the Quarter | Disposed of During the Quarter |
|------------|-----------------|-------------|----------|-----------------------------------|-----------------------------|-----------------------------|--------------------------------|
| Picha | Picha 2 | 01-03853-05 | Peru | 100% | 40% | - | 60% |
| | Picha 3 | 01-03854-05 | | | | | |
| | Picha 7 | 01-00578-07 | | | | | |
| | Leon 3 | 01-04638-08 | | | | | |
| | Picha 01-21 | 01-01163-21 | | | | | |
| | Picha 02-21 | 01-01164-21 | | | | | |
| | Picha 03-21 | 01-01165-21 | | | | | |
| | Picha 04-21 | 01-01166-21 | | | | | |
| | Picha 05-21 | 01-01166-21 | | | | | |
| | Picha 06-21 | 01-01168-21 | | | | | |
| | Picha 07-21 | 01-01169-21 | | | | | |
| | Picha 08-21 | 01-01170-21 | | | | | |
| | Picha 09-21 | 01-01171-21 | | | | | |
| | Picha 10-21 | 01-01172-21 | | | | | |
| | Picha 11-21 | 01-01173-21 | | | | | |
| | Picha 12-21 | 01-01174-21 | | | | | |
| | Picha 13-21 | 01-01175-21 | | | | | |
| | Picha 14-21 | 01-01176-21 | | | | | |
| | TA1 | 01-01161-21 | | | | | |
| | TA2 | 01-01162-21 | | | | | |
| | Picha-15 | 01-00151-22 | | | | | |
| | Picha-16 | 01-00150-22 | | | | | |
| | Picha-17 | 01-00152-22 | | | | | |
| Charaque | Pichacani N-1 | 01-00653-22 | Peru | 100% | 40% | - | 60% |
| | Pichacani N-2 | 01-00654-22 | | | | | |
| | Pichacani N-3 | 01-00652-22 | | | | | |
| | Pichacani 4 | 01-00655-22 | | | | | |
| | Pichacani 5 | 01-00656-22 | | | | | |
| | Pichacani 6 | 01-00657-22 | | | | | |
| | Pichacani 7 | 01-00658-22 | | | | | |
| | Pichacani 8 | 01-00659-22 | | | | | |
| Cluff Lake | Cluff Lake 1 | MC00014073 | Canada | 100% | 100% | - | - |
| | Cluff Lake 4 | MC00014076 | | | | | |
| | Cluff Lake 7 | MC00014079 | | | | | |
| | Cluff Lake 9 | MC00014081 | | | | | |
| | Cluff Lake 11 | MC00014083 | | | | | |
| | Cluff Lake 19 | MC00014096 | | | | | |
| | Cluff Lake 20 | MC00016374 | | | | | |
| | Cluff Lake 21 | MC00016381 | | | | | |
| | Cluff Lake 22 | MC00016385 | | | | | |
| | Cluff Lake 23 | MC00017117 | | | | | |
| Cluff Lake | Cluff Lake 24 | MC00017789 | Canada | 0% | 100% | 100% | |
| | Cluff Lake 25 | MC00017790 | | | | | |
| | Cluff Lake 26 | MC00017823 | | | | | |
| Hook Lake | Hook Lake 1 | S-110197 | Canada | Right to Earn 80% | Right to Earn 80% | - | - |
| | Hook Lake 2 | S-110198 | | | | | |
| | Hook Lake 3 | MC00011055 | | | | | |
| | Hook Lake 4 | MC00012406 | | | | | |
| | Hook Lake 5 | MC00013238 | | | | | |
| | Hook Lake 6 | MC00013241 | | | | | |
| | Hook Lake 7 | MC00013242 | | | | | |

| Project | Concession Name | Tenement | Location | Ownership at beginning of quarter | Ownership at end of quarter | Acquired During the Quarter | Disposed of During the Quarter |
|----------------|--------------------------------------|--------------------------|----------|-----------------------------------|-----------------------------|-----------------------------|--------------------------------|
| | Hook Lake 8 | MC00013243 | | | | | |
| | Hook Lake 9 | MC00013244 | | | | | |
| | Hook Lake 10 | MC00013246 | | | | | |
| | Hook Lake 11 | MC00013248 | | | | | |
| | Hook Lake 12 | MC00013250 | | | | | |
| | Hook Lake 13 | MC00013253 | | | | | |
| | Hook Lake 14 | MC00013425 | | | | | |
| | Hook Lake 15 | MC00013594 | | | | | |
| | Hook Lake 16 | MC00013606 | | | | | |
| Beatty River | Beatty River 1 | MC00017128 | Canada | 100% | 100% | - | - |
| | Beatty River 2 | MC00017129 | | | | | |
| Pendleton Lake | Pendleton Lake 3 | MC00013610 | Canada | 100% | 100% | - | - |
| | Pendleton Lake 4 | MC00014442 | | | | | |
| Pendleton Lake | Pendleton Lake 5 Pendleton Lake 6 | MC00013616 MC00014443 | Canada | 100% | 0% | | 100% |
| Hidden Bay | Hidden Bay 1 | MC00014093 | Canada | 100% | 100% | | - |
| Surprise Creek | Surprise Creek 1 | MC00014936 | Canada | 100% | 100% | - | - |
| | Surprise Creek 2 | MC00014937 | | | | | |
| | Surprise Creek 3 | MC00014938 | | | | | |
| | Surprise Creek 4 | MC00015946 | | | | | |
| | Surprise Creek 5 | MC00016265 | | | | | |
| | Surprise Creek 6 | MC00016405 | | | | | |
| | Surprise Creek 7 | MC00016406 | | | | | |
| | Surprise Creek 8 | MC00016407 | | | | | |
| | Surprise Creek 9 | MC00016279 | | | | | |
| | Surprise Creek 10 | MC00017900 | Canada | 0% | 100% | 100% | |
| | Surprise Creek 11 | MC00015134 | Canada | 0% | 100% | 100% | |
| | Surprise Creek 12 | MC00015135 | | | | | |
| | Surprise Creek 13 | MC00015517 | | | | | |
| | Surprise Creek 14 | MC00015518 | | | | | |
| | Surprise Creek 15 | MC00015519 | | | | | |
| | Surprise Creek 16 | MC00015520 | | | | | |
| | Surprise Creek 17 | MC00015521 | | | | | |
| Athlodge | Athlodge 1 | MC00015536 | Canada | 0% | 100% | 100% | |
| SYME | SYME 1 | MC00015511 | Canada | 0% | 100% | 100% | |
| | SYME 2 | MC00015512 | | | | | |
| | SYME 3 | MC00015513 | | | | | |
| | SYME 4 | MC00015514 | | | | | |
| | SYME 5 | MC00015515 | | | | | |
| | SYME 6 | MC00015515 | | | | | |
| Jahala | Jahala 1 | MC00015531 | Canada | 0% | 100% | 100% | |
| | Jahala 2 | MC00015532 | | | | | |
| | Jahala 3 | MC00015533 | | | | | |
| | Jahala 4 | MC00015534 | | | | | |
| | Jahala 5 | MC00015535 | | | | | |

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

VALOR RESOURCES LIMITED

ABN

88 076 390 451

Quarter ended ("current quarter")

31 December 2023

| Consolidated statement of cash flows | | Current quarter \$A'000 | Year to date (6 months) \$A'000 |
|--------------------------------------|---|----------------------------|---------------------------------------|
| 1. | Cash flows from operating activities | | |
| 1.1 | Receipts from customers | 42 | 242 |
| 1.2 | Payments for | | |
| | (a) exploration & evaluation | - | - |
| | (b) development | - | - |
| | (c) production | - | - |
| | (d) staff costs | (37) | (63) |
| | (e) administration and corporate costs | (280) | (611) |
| 1.3 | Dividends received (see note 3) | - | - |
| 1.4 | Interest received | 1 | 1 |
| 1.5 | Interest and other costs of finance paid | - | - |
| 1.6 | Income taxes paid | - | - |
| 1.7 | Government grants and tax incentives | - | - |
| 1.8 | Other (provide details if material) | - | - |
| 1.9 | Net cash from / (used in) operating activities | (275) | (431) |

| | | | |
|-----------|---|-------|-------|
| 2. | Cash flows from investing activities | | |
| 2.1 | Payments to acquire or for: | | |
| | (a) entities | 100 | 84 |
| | (b) tenements | - | - |
| | (c) property, plant and equipment | - | - |
| | (d) exploration & evaluation | (111) | (311) |
| | (e) investments | - | (234) |
| | (f) other non-current assets | - | - |

| Consolidated statement of cash flows | | Current quarter \$A'000 | Year to date (6 months) \$A'000 |
|---|--|------------------------------------|--|
| 2.2 | Proceeds from the disposal of: | | |
| | (a) entities | - | - |
| | (b) tenements | - | - |
| | (c) property, plant and equipment | - | - |
| | (d) investments | - | 2,035 |
| | (e) other non-current assets | - | - |
| 2.3 | Cash flows from loans to other entities | - | - |
| 2.4 | Dividends received (see note 3) | - | - |
| 2.5 | Other (provide details if material) – Change in market value of cash equivalents | (330) | (330) |
| 2.6 | Net cash from / (used in) investing activities | (341) | 1,245 |

| | | | |
|-------------|---|--------------|--------------|
| 3. | Cash flows from financing activities | | |
| 3.1 | Proceeds from issues of equity securities (excluding convertible debt securities) | 1,000 | 1,000 |
| 3.2 | Proceeds from issue of convertible debt securities | - | - |
| 3.3 | Proceeds from exercise of options | - | - |
| 3.4 | Transaction costs related to issues of equity securities or convertible debt securities | (66) | (66) |
| 3.5 | Proceeds from borrowings | - | - |
| 3.6 | Repayment of borrowings | - | - |
| 3.7 | Transaction costs related to loans and borrowings | - | - |
| 3.8 | Dividends paid | - | - |
| 3.9 | Other (provide details if material) | - | - |
| 3.10 | Net cash from / (used in) financing activities | (934) | (934) |

| | | | |
|-----------|--|-------|-------|
| 4. | Net increase / (decrease) in cash and cash equivalents for the period | | |
| 4.1 | Cash and cash equivalents at beginning of period | 1,636 | 207 |
| 4.2 | Net cash from / (used in) operating activities (item 1.9 above) | (275) | (431) |
| 4.3 | Net cash from / (used in) investing activities (item 2.6 above) | (341) | 1,245 |
| 4.4 | Net cash from / (used in) financing activities (item 3.10 above) | (934) | (934) |

| Consolidated statement of cash flows | | Current quarter \$A'000 | Year to date (6 months) \$A'000 |
|---|---|------------------------------------|--|
| 4.5 | Effect of movement in exchange rates on cash held | (1) | (1) |
| 4.6 | Cash and cash equivalents at end of period | 1,954 | 1,954 |

| 5. | Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts | Current quarter \$A'000 | Previous quarter \$A'000 |
|------------|---|------------------------------------|-------------------------------------|
| 5.1 | Bank balances | 799 | 151 |
| 5.2 | Call deposits | - | - |
| 5.3 | Bank overdrafts | - | - |
| 5.4 | Other (provide details) – Listed shares | 1,155 | 1,485 |
| 5.5 | Cash and cash equivalents at end of quarter (should equal item 4.6 above) | 1,954 | 1,636 |

| 6. | Payments to related parties of the entity and their associates | Current quarter \$A'000 |
|-----------|---|------------------------------------|
| 6.1 | Aggregate amount of payments to related parties and their associates included in item 1 | - |
| 6.2 | Aggregate amount of payments to related parties and their associates included in item 2 | - |

Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

| | | | |
|-----------|---|---|--|
| 7. | Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i> | Total facility amount at quarter end \$A'000 | Amount drawn at quarter end \$A'000 |
| 7.1 | Loan facilities | - | - |
| 7.2 | Credit standby arrangements | - | - |
| 7.3 | Other (please specify) | - | - |
| 7.4 | Total financing facilities | - | - |
| 7.5 | Unused financing facilities available at quarter end | | - |
| 7.6 | Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well. | | |
| | | | |

| | | |
|---|--|----------------|
| 8. | Estimated cash available for future operating activities | \$A'000 |
| 8.1 | Net cash from / (used in) operating activities (item 1.9) | (275) |
| 8.2 | (Payments for exploration & evaluation classified as investing activities) (item 2.1(d)) | (111) |
| 8.3 | Total relevant outgoings (item 8.1 + item 8.2) | (385) |
| 8.4 | Cash and cash equivalents at quarter end (item 4.6) | 1,955 |
| 8.5 | Unused finance facilities available at quarter end (item 7.5) | - |
| 8.6 | Total available funding (item 8.4 + item 8.5) | 1,955 |
| 8.7 | Estimated quarters of funding available (item 8.6 divided by item 8.3) | 5.07 |
| <i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i> | | |
| 8.8 | If item 8.7 is less than 2 quarters, please provide answers to the following questions: | |
| 8.8.1 | Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not? | |
| Answer: N/A | | |
| 8.8.2 | Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful? | |
| Answer: N/A | | |

8.8.3 Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?

Answer: N/A

Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 31 January 2024

Authorised by: The Board of Directors
(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.