



Third Quarter 2024 Financial Statements and Management's Discussion & Analysis

Kincora Copper Limited

ARBN: 645 457 763

Please find attached for release to the market, Kincora Copper Limited's Third Quarter 2024 Financial Statements and Management's Discussion & Analysis, prepared in accordance with National Instrument 51-102 Continuous Disclosure Obligations and NI 51-102F1 Management's Discussion and Analysis, issued by the Canadian Securities Administrators, for lodgement on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR+).

November 14, 2024

This announcement has been authorized for release by the Board of Kincora Copper Limited (ARBN 645 457 763)

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Kincora Copper Limited
(An Exploration Stage Company)

**MANAGEMENT'S DISCUSSION AND
ANALYSIS**

Expressed in Canadian Dollars

**FOR THE NINE-MONTH PERIOD ENDED
SEPTEMBER 30, 2024**

As at November 14, 2024

Introduction

The following Management’s Discussion and Analysis (“*MD&A*”) of the Company has been prepared as of November 14, 2024, and reported in Canadian dollars. This MD&A should be read in conjunction with the interim condensed consolidated financial statements of Kincora Copper Limited and the notes thereto for the nine-month period ended September 30, 2024, which have been prepared using accounting policies consistent with International Financial Reporting Standards (“*IFRS*”). In addition, the consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Management is responsible for the preparation and integrity of the consolidated financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible for ensuring that information disclosed externally, including the consolidated financial statements and *MD&A*, is complete and reliable.

Additional information relating to the Company, including most recent financial reports, are available on the Canadian System for Electronic Document Analysis and Retrieval (“*SEDAR*”) at www.sedar.com, on the Australian Securities Exchange (“*ASX*”) announcements platform under the Company’s code ‘KCC’ and on the Company’s website at www.kincoracopper.com.

Business Overview

Kincora Copper Limited (the “*Company*” or “*Kincora*”) is an active explorer and project generator focused on world-class copper-gold discoveries. Kincora’s portfolio includes district scale landholdings and scale-able drill ready targets in both Australia and Mongolia’s leading porphyry belts, the Macquarie Arc and Southern Gobi, respectively.

The Company has twelve licenses in Australia and two in Mongolia (the latter including one mining license), in total covering almost 4,000km². In the last 12-18 months, Kincora has shifted its funding model towards a prospector generator seeking asset level technical and funding partners for its large-scale earlier stage and/or non-core porphyry copper projects. This has resulted in five recent asset level partnerships unlocking over A\$60 million in potential multi-year partner funding for six of our fourteen licenses, with various other asset level discussions ongoing, whilst retaining ownership of the Company’s more advanced projects that are strategically located near existing mining operations.

Kincora has assembled an industry leading technical team who have made multiple world-class copper and gold discoveries, who have “*skin in the game*” equity ownership, and, backed by a consolidated and sophisticated shareholder register (insiders owning over 40% of the Company).

In 2023/2024, the capital markets for junior explorers adversely changed and Kincora has proactively changed with them. This is despite a favorable commodity price, M&A environment and medium to longer-term outlook for the two commodities Kincora has primary exposure to, copper and gold. Copper’s key role as the most critical mineral in volume terms needed to support the energy transition, and an ongoing shortfall of quality new supply, means the fundamentals for copper explorers and developers of quality new projects remains very compelling.

The corporate appeal of the copper-gold mines and prospective exploration projects in the Macquarie Arc has been recently evident with over \$16 billion of M&A for the producing assets and early stage porphyry ground having been the focus of five large earn-in and joint venture agreements supporting over \$300 million of potential exploration expenditure¹. Furthermore, notable exploration successes in NSW include Australian Gold and Copper (AGC.ASX – recent >5x) with its Achilles Project (a new Cobar style discovery, comparable to Kincora’s Condobolin Project) and also Waratah Resources (WTM.ASX – recent >6x) with its exploration success at the Spur Project (an underlying porphyry system with a number of similarities to Kincora’s Trundle and Fairholme Projects).

The Company in NSW over the last year has opportunistically expanded its tenement holdings from 8 to 12, and the area under license from 2,367km² to 3,678km², and, consolidated its tenement holdings to all 100% owned. The latter has been a significant catalyst to attract partners to provide an alternative funding path to support meaningful and sustained drilling campaigns with a shift toward a project/pro prospector generator model for the Company's large scale and/or early stage porphyry projects.

Based on these activities the Company now has (at the time of writing) concluded five partnerships to advance on-the-ground exploration. These have unlocked over A\$60 million of potential multi-year partner funding with four drill rigs currently operating at three projects. More deals and partnerships are proposed, including for the Company's more advanced porphyry projects.

Four of these deals have been NSW based, with Kincora's Mongolian assets now under an earn-in arrangement with ASX listed Woomera Mining (ticker "WML", Woomera), where the Company has become Woomera's largest shareholder with an attractive carried interest or bullet payment with Net Smelter Return (NSR) asset level upside exposure.

Kincora is well positioned with the pursuit of further opportunities and creative partnerships remaining a key focus as drilling and the focus of large-scale discovery ramp up with four drill rigs active at three projects in 4Q'2024.

The Company's corporate office is in Vancouver, and operating offices in Ulaanbaatar (Mongolia) and field camps in Trundle (NSW) and the Southern Gobi (Mongolia). Kincora is a reporting issuer in Ontario, British Columbia and Alberta, Canada, with its common shares trading on the TSX Venture Exchange and Chess Depository Interests ("CDIs"), trading on the ASX under the symbol **KCC**. As at November 4th, 2024, the Company has 41.9 million shares listed on the TSX Venture Exchange and 217.9 million CDIs on the ASX.

For further information please refer to our website: www.kincoracopper.com, with detailed project level summaries and presentations available under the "Projects" tab.

[In all aspects of our business, the Company retains our focus on the safety and wellbeing of our staff, engaging with stakeholders and creating shareholder value.](#)

References:

¹ Sourced from Ocean Blue Equities October 8, 2024 initiation research report on Waratah Minerals

Operational and Corporate Highlights

Highlights for the nine-month period ended September 30, 2024 and subsequent include:

- **Artificial intelligence partner drilling new copper targets at Cundumbul project:** *Kincora's exploration alliance partner Earth AI Pty. Ltd. (Earth AI) has commenced a second phase drilling program at the Cundumbul project, testing a number of new copper targets. **Up to five drill holes for up to 3000 metres testing three targets are scheduled to be drilled and reported before year end.***

Earth AI's Artificial Intelligence and field based exploration to date has generated a pipeline of new intrusion related copper targets in the central portion of the project which are now being tested for the first time and at Earth AI's cost. Only upon a new discovery (qualify intercept) does Earth AI gain an economic interest to the project via a Net Smelter Royalty ("NSR"). Results are pending.

- **Up to A\$50 million earn-in and joint venture agreement:** *In May, Kincora executed the definitive multiple-phase earn-in and joint venture agreement that outlines the terms under which AngloGold Ashanti plc (AngloGold Ashanti) may earn into the wholly owned Nyngan and Nevertire projects.*

*In October, a maiden drilling program commenced with AngloGold Ashanti seeking to test new district-scale potential of the northern section of the Nyngan license with initially up to eight large intrusive complex targets to be drill-tested for the first time, **with up to 8 drill holes for up to 5000 metres budgetted before year-end.** These holes include testing one existing high priority target covered by Fleet Space Technologies Pty Ltd's (Fleet Space) Ambient Noise Tomography (ANT) and gravity geophysical surveys. Kincora is managing the drilling program and receives a 10% management fee.*

Neighboring explorer drilling also recommenced in October at the Duck Creek target adjacent to the Nyngan project by Inflection Resources (Inflection) (in partnership with AngloGold Ashanti) following encouraging results, including intense hydrothermal alteration and sulphide mineralisation ~1.4km from license boundary.

- **Kincora secures partner for Mongolian assets which drills 16 holes with all intersecting the targeted porphyry systems** *Following a successful strategic review process for Kincora's Mongolian assets, a definitive Earn-In Implement Agreement (EIA) was signed on September 30, 2024, with ASX listed Woomera Mining Limited (Woomera, ASX ticker "WML").*

Woomera is a funded, successful and motivated partner with Kincora retaining attractive exposure to the Mongolian assets by becoming Woomera's largest shareholder and with an earn-in and carry/bullet payment and NSR model.

*In October, a high-impact drilling commenced at the Bronze Fox project by Woomera testing the potential for a shallower higher-grade structural zone and resource expansion drilling coupled with a second mining license conversion. **16 diamond holes were drilled for a total of 2516 metres.** The targeted porphyry was intersected in all holes with assays due late December/early January.*

- **New major, virgin porphyry complex secured at the Wongarbron project:** *In June, Kincora secured the Wongarbron project as open ground. The new project is considered a compelling untested under cover Macquarie Arc porphyry complex, with analogues to nearby porphyry complexes and existing Tier 1 deposits in the Arc and aeromagnetic signatures of other globally significant porphyry deposits. Wongarbron has never been drilled and has a number of immediate high priority targets for drilling.*
- **Strategic investment and expanded partnership with Fleet Space:** *In October, Kincora announced that it has secured commitments for a two tranche A\$1.27 million non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder, directors and new investors participation.*

The raising was concurrent with an expanded partnership with Fleet Space whereby Fleet Space will undertake multi-geophysical surveys to identify and refine targets with a right to drill test targets to earn an asset level interest in the Wongarbron project.

- **New strategic ground in the Macquarie Arc:** *In late October, the Company was issued three new wholly owned licenses covering 1,377km² named the Nyngan West, Nyngan South and Nevertire South projects.*

The new ground doubles Kincora's position on the Macquarie Arc's Northern Junee-Narromine Belt (NJNB), provides continuous landholding along >100km strike of the Arc and consolidates the immediate extensions of the Nyngan and Nevertire projects held in earn-in partnership with AngloGold Ashanti.

A recent drill core review supports Kincora's view that the Nevertire South project is the most advanced exploration stage porphyry project within the NJNB district hosting a confirmed Phase 4 Macquarie Arc intrusive complex with broad and open zones of anomalous copper and gold mineralisation.

Discussions with potential technical and funding partners progressing.

- **Kincora announces a change to the board and issuance of options:** *In June, non-executive director Ray Nadarajah transitioned to an advisory role, having stood down from the board.*

The Company granted an aggregate of 24.5 million incentive stock options to certain board members, senior management and advisers of Kincora (the optionees). Each option is exercisable into one common share in the capital of the company at an exercise price of \$0.05 per common share with expiry two years following the date of grant.

President and chief executive officer Sam Spring, and chairman Cameron McRae commented:

"Recent deals with five industry partners unlock over \$60 million of potential multi-year funding for just five of our fourteen licenses and during the period we have transitioned to a very exciting phase with initial field activities now ramped up.

These deals provide clear technical endorsement of, and value parameters for, these and our other wholly owned projects, with various discussions ongoing for further partnerships for Kincora's remaining NSW porphyry projects.

Kincora shareholders now have immediate exposure to up to 11,000m of drilling before year-end across three projects and testing up to 13 large-scale porphyry targets with a management fee being received offsetting corporate costs.

Kincora continues to seek to work with existing and new technical and funding partners to apply industry leading exploration techniques to systematically advance and de-risk our highly prospective large-scale project pipeline of porphyry targets.

We are not finished. More deals, partnerships and projects with a clear value path are proposed as we continue to pursue our prospect generator/asset level funding model."

Macquarie Arc, NSW - Australia portfolio

Kincora holds district scale positions within highly prospective settings on the key belts of the Macquarie Arc.

The corporate appeal of the district is evident from the multiple billion dollars of M&A during 2023; from one of the world's most profitable hard rock projects (Cadia), to multiple significant exploration focused transactions.

Kincora's projects:

- Sit in highly prospective locations of the key belts of the Lachlan Fold Belt
- Are at advanced stages of exploration and/or host large scale footprints
- Demonstrate characteristics of neighbouring world-class deposits
- Benefit from existing infrastructure and favourable ESG considerations

Kincora in December 2023 consolidated a 100% interest in all its NSW projects and in August 2024 concluded the strategic review for the Mongolian project portfolio. So far in 2024, Kincora has opportunistically pegged as open ground four new projects, significantly expanding the Company's land position.

This strategy supports attracting potential asset partners for our Tier-1 scale copper-gold porphyry projects. These projects include Trundle, Fairholme (+/- Jemalong), the Northern Junee-Narromine Belt (NjNB) portfolio (Nyngan, Nyngan South, Nyngan West, Nevertire, Nevertire South and Mulla), the Wongarbron project and the Condobolin project (the latter Kincora's only Cobar Superbasin project).

Kincora's flagship and advanced porphyry projects with extensive confirmed mineral systems are the Fairholme and Trundle projects, which are proximal to and have common mineral system to existing world-class mines (Cowal and Northparkes respectively). The Company has recently consolidated the historical Condobolin mining district, situated within trucking distance to the Mineral Hill mine (which has capacity for third party ore) and within the southern section of the emerging Cobar Superbasin, with encouraging first phase Kincora drilling results in 2024. High priority follow up drilling by Kincora at the Condobolin project is proposed.

All NSW projects have designed drilling programs offering company making upside supported by strong technical merits in highly prospective locations and within established mineral belts.

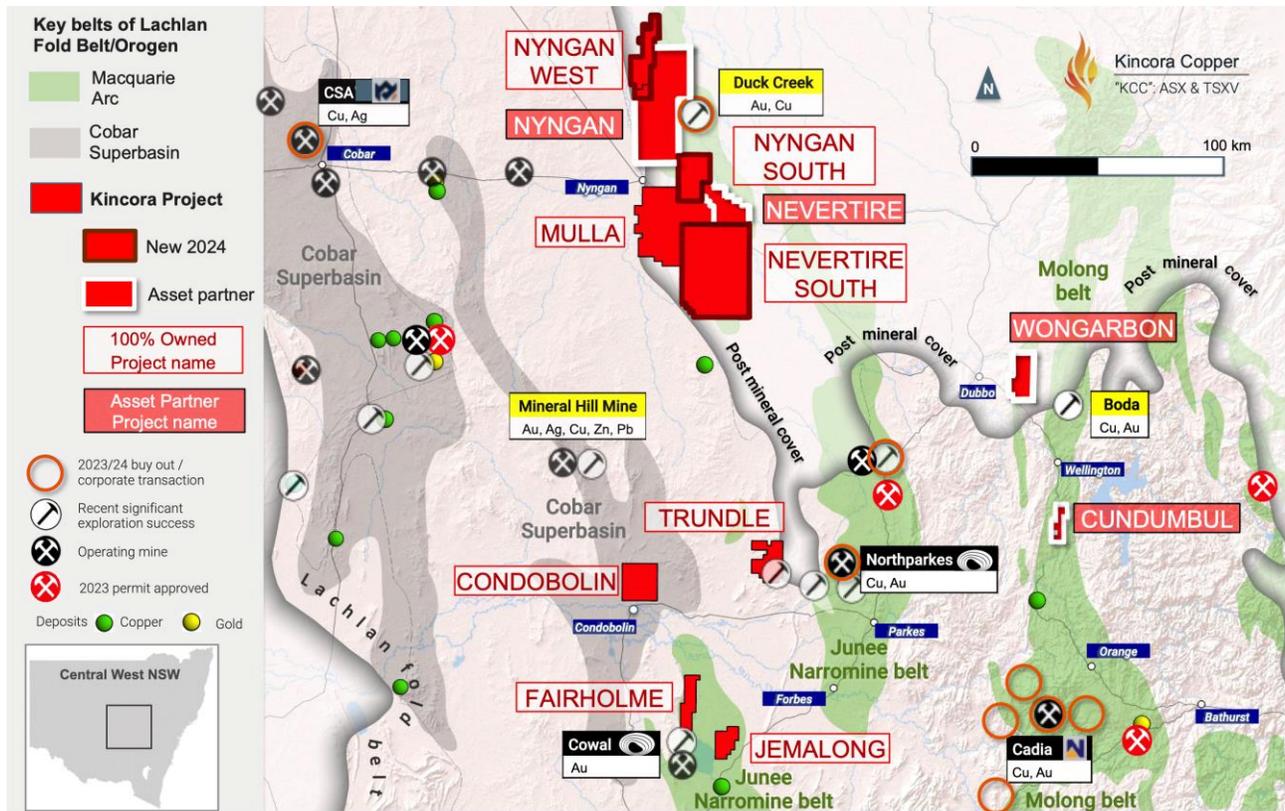


Figure 1: Kincora’s highly prospective portfolio of twelve projects (including one Cobar Superbasin project, Condobolin)

Kincora has four projects in NSW with current asset level partnerships, with conversations ongoing for other deals

Further details on the NSW project are also available at: <https://kincoracopper.com/lachlan-fold/> including an accompanying detailed summary presentation.

Northern Junee-Narromine Belt Project Portfolio (Macquarie Arc porphyry)

Kincora’s Northern Junee-Narromine Belt (the “N/JNB”) portfolio and strategy has significantly advanced in 2024 with new partnerships, new projects and drilling commenced. The NJNB portfolio now includes the Nyngan, Nyngan South, Nyngan West, Nevertire, Nevertire South and Mulla projects.

In May, Kincora announced an initial multiple-phase earn-in and joint venture agreement with AngloGold Ashanti for the Nyngan and Nevertire licenses. AngloGold has the right to spend up to A\$50 million to earn a 80% interest through:

- A\$25 million of exploration expenditure to earn a 70% joint venture interest (Phase I) including a minimum A\$2 million expenditure obligation, with Kincora the initial operator for a 10% management fee.
- Completion of a Pre-Feasibility Study (PFS) or funding of a further \$25 million of expenditure to earn a 80% joint venture interest (Phase II).

AngloGold Ashanti is the world’s fourth largest gold miner by production with a successful track record for new Greenfield discovery success. Within the Macquarie Arc, AngloGold Ashanti has secured earn-in and joint

venture agreements with both Kincora and Inflection Resources (Inflection, ticker “AUCU.CSE”) covering greater than 8,000km² in the NJNB ¹.

Post securing AngloGold Ashanti as a partner for the Nyngan and Nevertire projects, Kincora has opportunistically secured (on a 100% ownership basis) the Nyngan West, Nyngan South and Nevertire South projects (covering 1,377 km²) which are viewed as hosting shallow to moderate covered sections of the targeted Macquarie Arc and the extensions of intrusive complex targets included in the existing earn-in partnership with AngloGold Ashanti ².

The new licenses double Kincora’s land position in the NBBB and provides Kincora a continuous north-south strike extent of over 100km in the interpreted shallow to moderate depth sections of the under cover extension of the Macquarie Arc.

Kincora’s portfolio and the wider NJNB offers new district-scale discovery potential with spatial and temporal settings, coupled with magnetics, gravity and new ANT surveys, supportive of large-scale targets analogous to porphyry deposits located in the southern section of the Macquarie Arc which host an existing >160Moz gold equivalent endowment (see Figure 2) ³.

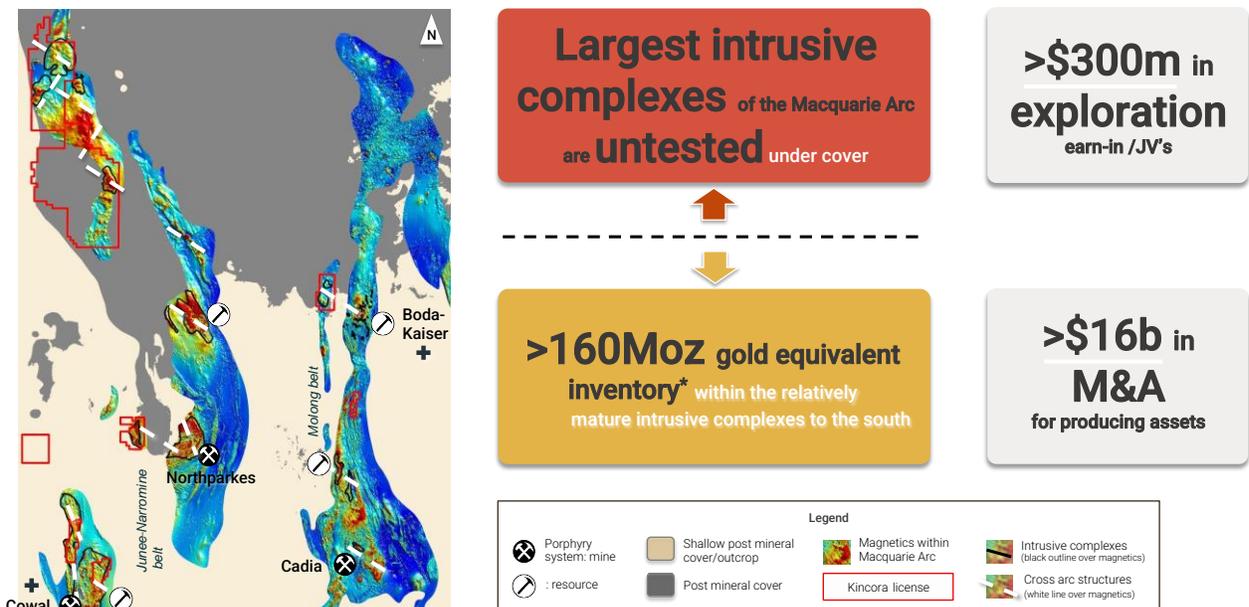


Figure 2: Magnetics maps Macquarie Arc volcanic belts, intrusive complexes and mineralised systems
 Over 160Moz AuEq has been defined in the southern section of the Macquarie Arc and magnetics highlights the largest volcano-intrusive complex of the Macquarie Arc sits under post mineral cover to the north, a region that is relatively untested

To help emphasis the true new district scale potential of the Company’s NJNB portfolio, the total AngloGold Ashanti earn-in and Kincora wholly owned project portfolio now covers a strike length that is twice that of the rapidly emerging Vicuña porphyry district (see Figure 3).

Within the Vicuña district, NGEx Resources Inc in 2009 held three early-stage exploration projects that, at the time, supported a market capitalisation of approximately C\$40 million ⁴. These same projects are all still at a pre-development phase but have yielded four large-scale discoveries currently valued at over C\$8.5 billion after the corporate transactions involving BHP and Lundin Mining last month ^{4, 5}. The undercover extension of the Macquarie Arc compare very favourably relative to a number of other emerging global porphyry districts – see Figure 4.

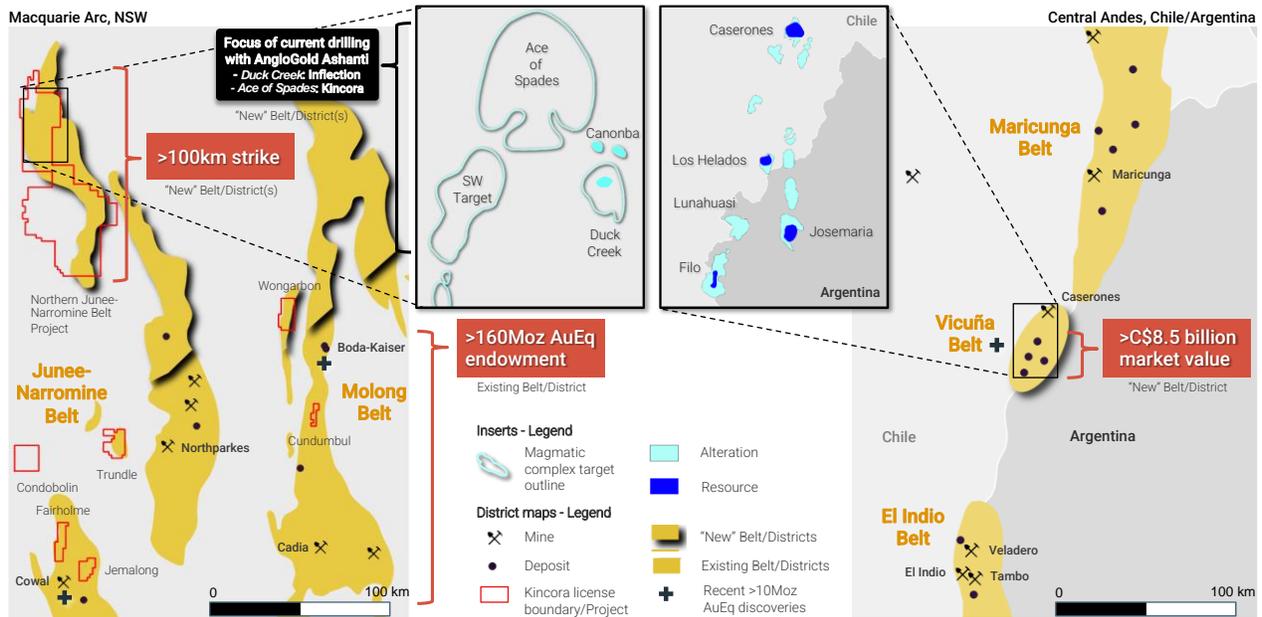


Figure 3: Macquarie Arc v Central Andes (same scale)

Kincora’s NJNB portfolio (including the total AngloGold Ashanti earn-in and Kincora wholly owned licenses) now covers a strike length that is twice that of the rapidly emerging Vicuña porphyry district

Of particular note, Kincora’s recently secured 100% owned Nevertire South project (962km²) is considered highly prospective and consolidates the ~8 x 12km Nevertire Magmatic Complex (NMC), the northern third held in Kincora’s existing partnership with AngloGold Ashanti (see the insert in Figures 1).

Kincora has recently secured three Kaiser prior Newcrest drill holes from the Cadia mine site for the Nevertire South project. Relogging of these holes has been undertaken by Kincora’s Technical Director, John Holliday, significantly upgrading the Project.

The review of these holes, we believe the first since that of Newcrest’s in 2006-09, supports Newcrest’s previous view that its limited drilling “has identified lithologies, alteration and veining consistent with a setting similar to the Cadia-Ridgeway and Goonumbla porphyry Cu-Au deposits”⁶.

Subsequent age dates have confirmed an analogous setting to the Cadia and Northparkes/ Goonumbla deposits. Kincora’s review confirms that the best of these prior holes (ACDNY006) has not been followed up despite a very encouraging intersection of anomalous copper mineralisation (from basement to end of hole), veining and magnetite alteration situated in a highly prospective high volcanic-hosted level.

In Kincora’s view this supports Nevertire South being the most advanced porphyry project and most attractive geologically supported target in the covered extensions of the Macquarie Arc, and noting an untested strike for over 8km from these favourable prior drill results within the NMC. A priority drill program has been designed, including the ambition to either discover or create a vectoring pattern to a possible deposit stepping out from ACDNY006.

Earlier stage targets in the Macquarie Arc have recently attracted five major earn-in/option and joint venture agreements supporting potentially over \$300 million in exploration and development expenditure, including the recent option and joint venture agreements between Gold Fields and privately owned Gold & Copper Resources⁷.

Discussions with potential technical and funding partners are progressing.

	Macquarie Arc Undercover Extensions (NSW, Australia)	Vicuña District (Central Andes, Argentina/ Chile)	Golden Triangle (BC, Canada)	Northern Andean Belt (Ecuador)
Deposit analogues	Cadia (>50Moz Au, >9.5Mt Cu)	Filo Del Sol (>6.7Moz Au, >2Mt Cu)	Red Chris (>13Moz Au, >4Mt Cu)	Alpala (>23.6Mt Au, >10Mt Cu)
Hurdles for prior exploration	<ul style="list-style-type: none"> - Inability to secure district scale positions - Predominate focus on open pit potential - Exploration & development through cover (100-500m) 	<ul style="list-style-type: none"> - Altitude (4000-5000m) - Seasonal access - Infrastructure - Cost - Cross border access 	<ul style="list-style-type: none"> - Altitude - Seasonal access - Infrastructure - Cost <ul style="list-style-type: none"> - Predominate focus on open pit potential 	<ul style="list-style-type: none"> - Ability to secure tenure - Sovereign risk - Local ESG considerations
Catalyst(s) for new exploration	<ul style="list-style-type: none"> - District scale land positions - >10Moz AuEq discoveries: Boda/Kaiser + Cowal - Profitability & scale of Cadia U'Grd - Entry of Newmont, AngloGold, FMG, Gold Fields + significant growth by Evolution - New greenfield / brownfield development projects/mines 	<ul style="list-style-type: none"> - Filo Del Sol discovery, BHP investment & Filo Mining re-rating - Lunahuasi discovery & NGEx re-rating - Lundin Mining & BHP acquisitions/ partnerships - Cross-border project treaty precedent - Change in government 	<ul style="list-style-type: none"> - M&A in the district - Large scale exploration & new discoveries - Snow retreat - New infrastructure projects - Potential U'grd / caving operations 	<ul style="list-style-type: none"> - Opening up of exploration licenses - Construction of / production from the Mirador & Fruta del Norte mines - Large scale new FDI resulting in exploration & new discoveries
Altitude	Near Sea-level	Severe	Moderately Severe	Moderate
Infrastructure hurdles	Low	Extreme	High	Moderate
ESG risk	Moderate	High	High	High
Sovereign Risk	Low	Moderate	Low	High

Figure 4: The Macquarie Arc is very attractive to other globally emerging porphyry districts
Porphyry deposits supply over 60% of the world's primary copper production

The copper-gold potential of the NJNB and northern extension of the Molong belt is increasingly being recognised as they compare extremely favourably to other global porphyry hot spots for exploration and development. The district is now fully pegged. Across the wider district, under cover drilling is taking place at Boda-Kaiser (Alkane Resources), Myall (FMG and Magmatic Resources), Wellington North (Magmatic), Spur/Cargo (Waratah), Duck Creek (Inflection and AngloGold Ashanti), Glenlogan (S2 Resource with Legacy) and Yarindury (Talisman).

Separate to the agreement with AngloGold Ashanti, Ambient Noise Tomography (ANT) and gravity geophysical surveys ("Multiphysic Surveys") have confirmed and refined a regionally significant priority porphyry target located within the "Ace of Spades" region at the Company's Nyngan project ahead of imminent drill testing. The Multiphysic Surveys also cover the location of a second designed hole and identified a number of new potential areas of interest also within the "Ace of Spades" region that will be reviewed in light of the results of the commenced drilling program⁸.

The Multiphysic Surveys apply cutting-edge technology utilising the first ever integrated real-time ANT and ground gravity undertaken by Fleet Space and complement Kincora and AngloGold Ashanti's planned drilling.

Kincora has recently expanded its partnership with Fleet Space to include: (i) a listed equity investment, (ii) multiphysics surveys at the Wongarbone Project to identify and refine targets, and, (iii) Fleet Space having the right to drill test targets to earn an asset level interest in the Wongarbone project⁹

In October, drilling commenced at the Nyngan project with earn-in partner AngloGold Ashanti. The program seeks to test new district-scale potential with initially up to eight large intrusive complex targets to be drill-tested for the first time, with 6 to 8 drill holes for 4000-5000 metres planned before year end. Kincora is managing the program and will receive a 10% management fee¹⁰.

The program will comprise cost-effective mud-rotary drilling through the post mineral cover sequence with diamond core drilling upon refusal and testing of the targeted basement.

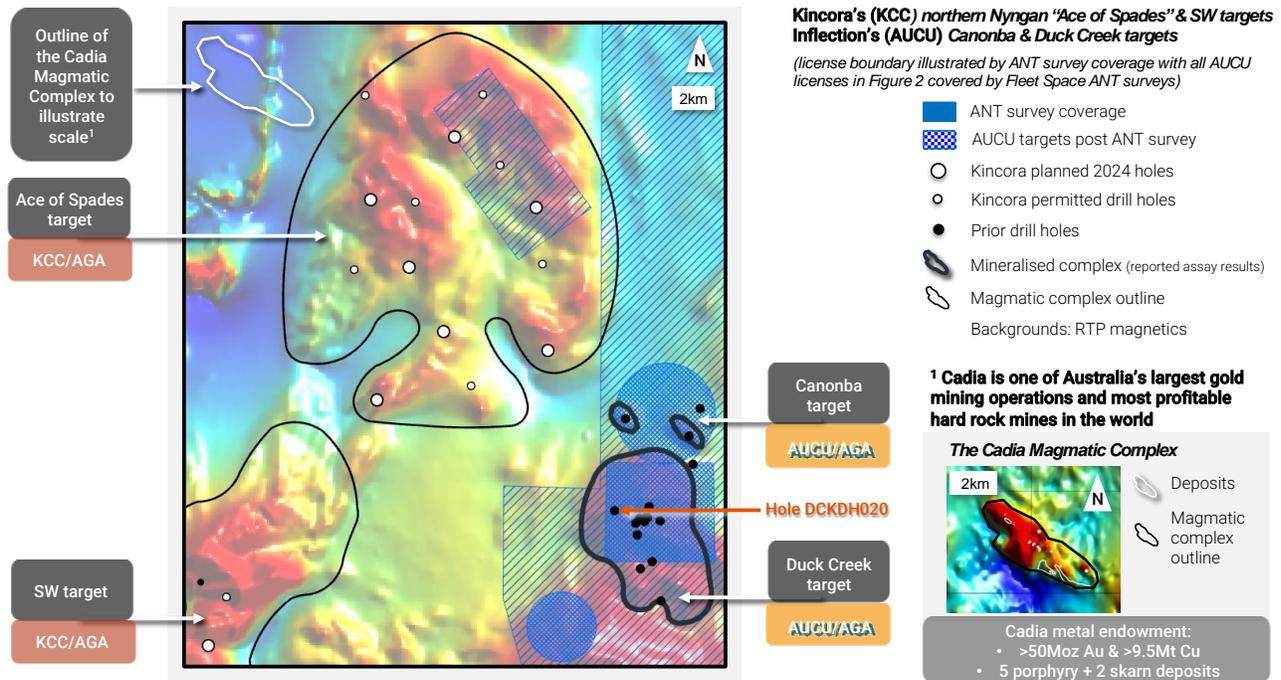


Figure 4: Fleet Space’s ANT and gravity surveys have covered a regionally significant priority drill target previously and separately identified by Kincora, AngloGold Ashanti and Fleet Space within the northern “Ace of Spades” region of the Nyngan Project. This target is to be very shortly drill tested as part of the first ever copper-gold focused drilling program within this region. As part of a permitted drill program for up to 16 holes, a 6 to 8-hole for an estimated 4000-5000m program is budgeted before year-end with earn-in partner AngloGold Ashanti
 Kincora and Inflection’s recent real-time Fleet Space ANT surveys have generated a number of new, previously unrecognised potential target areas that are currently being reviewed

Kincora notes neighboring explorer drilling by Inflection has just recommended in October at the Duck Creek target adjacent to Nyngan (also in partnership with AngloGold Ashanti). This follows encouraging results, including intense hydrothermal alteration and sulphide mineralisation ~1.4km from license boundary in hole DCKDH020 ¹¹– see Figure 2.

Inflection has reported hole DCKDH020 returned a broad zone of elevated copper (max 788ppm) and arsenic values average 43.9ppm over a 448.5m interval (max 212ppm) noting these are “highly anomalous as 200m to 500m from the Cadia Ridgeway ore body (Newmont Corporation) reports arsenic in the 20ppm to 30ppm range and copper in the 200ppm to 300ppm range.” DCKDH020 is being followed up with a number of step-out drills to explore for a possible porphyry source for the alteration and geochemical data ¹¹

Further details and technical disclosures are available on Kincora’s website and in the referenced source materials.

References:

- ¹ AngloGold Ashanti to earn-in to the NJNB Project – Kincora press release May 28, 2024
- ² Kincora Secures New Strategic Ground On Australia’s Premier Porphyry Copper-Gold Province – Kincora press release September 9, 2024
- ³ Sourced from MinEx Consulting for Kincora
- ⁴ NGEx Minerals Corporate Presentation (July 2024) and market values as at August 31, 2024 (from peer transactions and TSXV market capitalisation)
- ⁵ Lundin Mining and BHP to Acquire Filo and Form a 50/50 Joint Venture to Progress the Filo del Sol and Josemaria Projects – BHP and Lundin Mining press releases July 29, 2024

⁶ Newcrest Mining Limited final annual report (2009) for EL6337 (open file)

⁷ Gold Fields H1 2024 Results – August 23, 2024

⁸ Cutting-Edge Geophysics Confirms High Priority Drill Target At The Nyngan Project – Kincora press release October 22, 2024

⁹ Kincora announces Strategic Investment and Expanded Partnership with Fleet Space – press release October 15, 2024

¹⁰ Three Kincora Partner Funded Drilling Programs Ramping Up – Kincora press release October 7, 2024

¹¹ Inflection Resources Provides Drilling Update from Phase II Duck Creek Exploration Program in New South Wales – Inflection press release October 3, 2024

Cundumbul Project (Macquarie Arc porphyry)

The Cundumbul project is located in the central Molong volcanic belt of the Macquarie Arc, approximately 30km south of Alkane's Boda-Kaiser porphyry project (Boda resource ~10.9Moz AuEq and Kaiser resource ~4.7Moz AuEq), 25km north of Copper Hill (>3Moz AuEq resource) and 70km north of Cadia (>90Moz AuEq endowment).

Last exploration efforts were lead by Mitsubishi Materials Corporation during an earn-in period, which included limited surface geological, geophysics and drilling (concluded 2015). Mineralised monzonitic intrusions have been identified at both the Andrews and Bells prospects, in the north and south respectively of the Cundumbul project, located over 10km apart.

More recent exploration by Sultan Resources at multiple common prospect mineral systems adjacent to the projects license boundary have returned extensive hydrothermal alteration, anomalous copper and gold, and further confirmed porphyry potential.

On October 6th, 2022, Kincora announced a success-based Exploration Alliance agreement with Earth AI Pty Ltd ("Earth AI") to generate and drill test targets at the Cundumbul project. Earth AI is a private Artificial Intelligence (AI) and Machine Learning explorer that has a vertically integrated approach to targeting, testing and verifying new critical mineral discoveries.

Earth AI is the operator of the Exploration Alliance and has the right to contribute up to \$4.5m of total exploration expenditure over a three-year period (having during the period exercised an option for an additional year). Subject to a minimum of 1,500 metres of diamond drilling (already satisfied, which is more than all prior explorer drilling at the project) and a Qualifying Drilling Intersection resulting in a new discovery (as defined within the Exploration Alliance Agreement), Earth AI is entitled to a Net Smelter Royalty (NSR) of up to 3% in connection with a to be agreed upon area surrounding the discovery (Area of Interest, size dependent on the extent of the newly discovered mineral system). The agreement does not affect the capital structure of the Company or ownership in the project, with Kincora consolidating 100% project ownership in December 2023.

After multiple field-based campaigns refining Earth AI's artificial intelligence model and geological theses two phases of drilling to date have taken place in 2024

These programs seek to test the porphyry potential associated with anomalous copper geochemistry from outcropping hydrothermal breccias and skarns (the latter a key geological marker for the Boda-Kaiser deposits to the north in the same belt). Field work by Earth AI has identified a 2.2km x 800m zone of anomalous surface copper associated with this zoned hydrothermal quartz breccia system (and open). Up to five drill holes for up to 3000 metres testing three targets is scheduled to be drilled and reported before year-end and comprises the most extensive phase of exploration and drilling to date at the Cundumbul project.

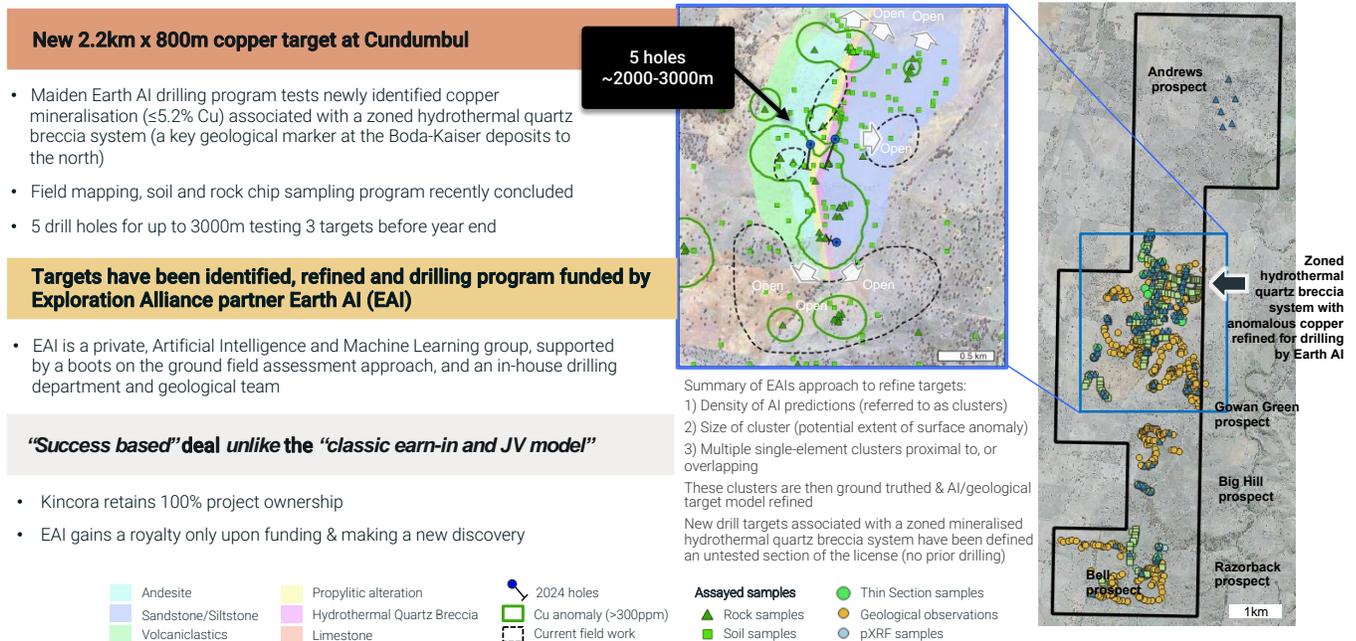


Figure 5: Earth AI is has undertaken a two-phase drilling program at Cundumbul in 2024 with results due before year-end

Field work by Earth AI has identified a 2.2km x 800m zone of anomalous surface copper associated with this zoned hydrothermal quartz breccia system (and open).

The drilling programs at Cundumbul follow recent encouragement for Earth AI at two other NSW projects it has drilled at in the last 12 months (including magmatic-related platinum group elements (PGEs) and Ni-Cu-Fe sulphides at Legacy Mineral’s Fontenoy project).

For further details and technical disclosures refer to the following Kincora releases:

- Three Kincora Partner Funded Drilling Programs Ramping Up – Kincora press release October 7, 2024
- Exploration Alliance partner Earth AI drilling commenced at the Cundumbul project– Kincora press release May 20, 2024
- Alliance with Artificial Intelligence Explorer for Cundumbul project – Kincora press release October 6, 2024

Wongarbon Project (Macquarie Arc porphyry)

In 2024, Kincora successfully secured the Wongarbon project for minimal cost (100% basis) and has brought in a technical and funding partner.

Pegged as open ground and secured only in June 2024, Wongarbon (EL9652) covers 173km² and is interpreted to host one of the last remaining untested and large intrusive complexes of the Macquarie Arc:

- Regionally significant magmatic complex situated on the interpreted under cover extension of the northern Molong Belt coincident with an intrusive level cross arc structure supporting a series of large and untested porphyry targets.
- Clear analogues of the nearby complexes and existing Tier 1 deposits in the Arc and aeromagnetic signatures of other globally significant porphyry deposits, including the Boda-Kaiser deposits which are interpreted to be situated on a potentially common transverse structure.
- Previously identified as a large-scale new intrusive complex target by Newcrest but not drill tested at the time due to focus on the Cadia Far East and Ridgeway discoveries.

- Recent interpretations support immediate high priority targets for drilling.
- The Wongarbone project has never been drilled¹.

Alkane and Magmatic Resources’ have recently undertaken drilling at a total of seven porphyry targets along a common transverse structure that is interpreted to extend into the Wongarbone project and be a key control to the 14.7Moz gold equivalent inventory at the Boda and Kaiser porphyry deposits. These recent programs have been encouraging with follow up exploration either planned and/or ongoing at these and other regional targets.

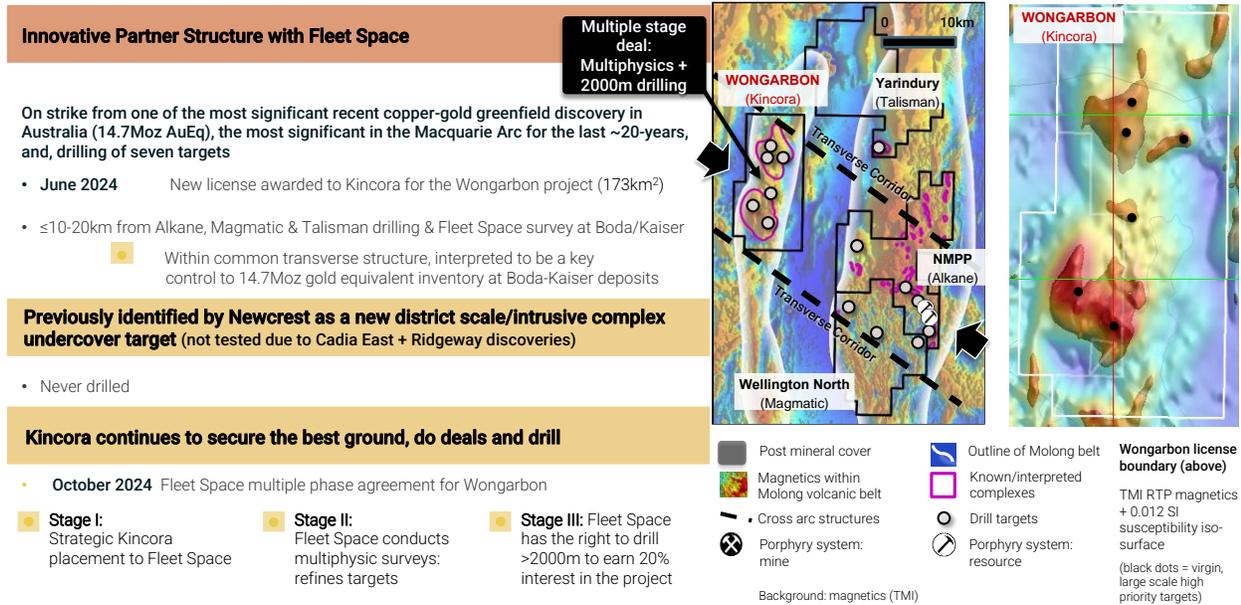


Figure 6: The Wongarbone project is located in a very favourable interpreted arc transverse structure with analogous signatures to other Macquarie Arc porphyry complexes

Giant Porphyry Copper Deposits occur in clusters within highly mineralised magmatic arcs located in favourable structural settings and the Wongarbone project is a compelling new, untested gold-copper porphyry complex opportunity

Fleet Space has recently undertaken regional and infill ANT surveys at Alkane’s Northern Molong Porphyry Project (NMPP), including the Boda and Kaiser deposits. The surveys mapped the deposits and the key structures well, and, on a regional scale confirmed existing targets and basement geology within a NW trending transverse corridor (the Cadia, Boda-Kaiser, Copper Hill, Myall, Cowal, Marsden, Duck Creek, Nyngan, Nevertire South magmatic complexes all host similar transverse corridors)².

Alkane has stated its intension to undertake further ANT, ground gravity, IP and air-core drilling with bottom of hole lithogeochem over the large area surrounding the Comobella Intrusive Complex within the NMPP. Such an exploration approach is a very similar exploration strategy to that Kincora and Inflection are deploying in the NJNB and is proposed at the Wongarbone project³.

The ANT survey by Alkane supports Kincora’s concept that the secondary transverse structures appear to be key controls in the Boda-Kaiser deposits and are interpreted to continue into the Wongarbone project.

In October 2024, Kincora expanded its partnership with Fleet Space to include: (i) a listed equity investment, (ii) Multiphysics Surveys at the Wongarbone project to identify and refine targets, and, (iii) the right to drill test targets to earn an asset level interest in the Wongarbone project, key details include:

1. Fleet Space will have a right to fund a minimum of 2,000m drill program, with targets:
 - identified and refined from the Multiphysics Surveys using Fleet Space’s ExoSphere Discovery technology; and,
 - mutually agreed by Kincora and Fleet Space.

2. An exercise of the right in 1) will entitle Fleet Space to a 20% equity interest in the Wongarbron project.
3. The right in 1) may be exercised within 6 months of the completion of the Multiphysics Surveys.
4. Should Fleet Space exercise the right, the parties will enter into a Joint Venture Agreement (JV Agreement). Key principles governing the JV Agreement will be customary for such stage exploration project including both parties having the right to provide additional funding maintain their respective ownership interests and dilution provisions should either party not participate in additional project funding, noting that any holder of a project interest less than 10% will have its interest converted to a 1% NSR royalty.

Fleet Space is to be the operator of the multiphysics surveys, with support from Kincora, and Kincora the operator of the drilling program.

The Multiphysics Surveys will comprise real-time 3D ANT and ground gravity surveys applying cutting-edge technology to generate and interpret new homogeneous and primary datasets via Fleet Space's proprietary and vertically integrated technology stack, ExoSphere, and be integrated with existing regional geophysical surveys and geological data⁴.

Further details and technical disclosures are available on Kincora's website and in the referenced source materials.

References:

¹ New Major, Completely Unexplored Porphyry Complex and Drill Targets Secured – Kincora release June 3, 2024

² Alkane Resources Quarterly Accounts October 14, 2024

³ Alkane Resources Annual Report October 16, 2024

⁴ Kincora announces Strategic Investment & Expanded Partnership with Fleet Space – Kincora release October 15, 2024

Fairholme Project (Macquarie Arc porphyry)

The Fairholme project is located in the southern sector of the Junee-Narromine Belt of the Macquarie Arc in the Cowal block with license contiguous to Evolution Mining's flagship Cowal project.

The Cowal mine hosts a cluster of epithermal, quartz-carbonate-base metal-gold mineralisation deposits across a 7.5 x 2km north-south oriented and structurally controlled "gold corridor", located on the western edge of Lake Cowal.

In 2015, Evolution Mining acquired the Cowal open cut mine from Barrick and has since grown gold inventory from 3.4Moz to 9.7Moz (net of 1.7Moz mine depletion), with a target total endowment of approximately 15Moz Au (noting total historical production of 4Moz gold)¹.

Cowal is Evolution Mining's flagship project, has repaid all acquisition costs and subsequent capital developing the underground operation, has at least 16 years of mine life remaining and noting a current 175,000m drilling program. Cowal achieved record annual gold production under Evolution ownership in FY24, producing 312,644 ounces at an AISC of A\$1,338 per ounce. Operating cash flow was A\$604.9 million, sustaining capital was A\$38.6 million, and major capital was A\$108 million. The underground mine reached commercial production in April 2024, and is positioned to ramp up to 2 million tonnes in FY25. Gold production in FY25 is guided to be 315,000 to 335,000 ounces at an AISC of A\$1,700 to A\$1,770 per ounce².

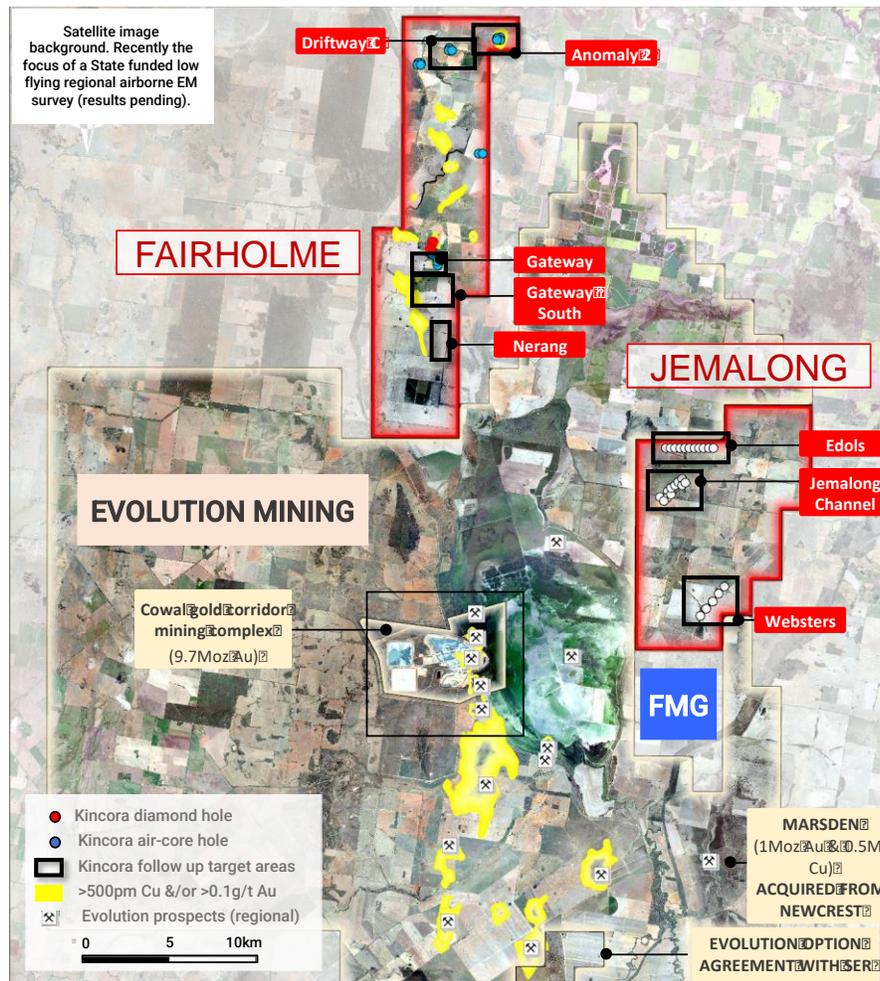


Figure 7: Fairholme – On mineralised trend and adjacent to the Cowal “gold corridor” and mine
 The wider Cowal project hosts a approximately 15Moz gold and 0.5Mt copper endowment

Modern exploration in the Cowal region commenced following the discovery of porphyry mineralisation in Goonumbla district (Northparkes), seeking to test a similar geophysical profile under generally shallow post mineral cover, with the large low grade E39 porphyry discovery and then Newcrest’s discovery of the Marsden porphyry deposit within the Cowal block (current JORC resource >0.5Mt copper and >1Moz gold). The estimated endowment of Marsden deposit pre being dismembered is ~5Mt Cu and ~8-10Moz Au ¹. Newcrest undertook the majority of drilling at Fairholme, total prior explorer drilling 62,768m for 641 holes, between 1990-2005.

The last exploration prior to Kincora’s involvement at Fairholme was by Kaizen Discovery earning into the project (an Ivanhoe Electric group company, chairman Robert Friedland). Despite Kaizen recognizing the potential for Cowal style structurally controlled gold deposits (including prior results such as 8m at 5.2g/t Au and 6m at 1.4g/t Au from 114m and 60m depths respectively) its focus was the copper porphyry potential and undertook exploration to moderate-deep depths (including Typhoon™ Induced Polarization/Resistivity survey, magnetics and drilling). Kaizen left the project at the start of the last commodity cycle downturn (March 2016).

Previous explorers have largely underestimated the scale potential of the gold corridor at Cowal, and no drilling (prior to Kincora) has taken place at Fairholme since Evolutions rapid resource growth with the regions higher

level gold endowment now far outshining the deeper copper porphyry potential (the latter generally the focus of previous explorers).

The Fairholme project is host to a number of advanced to early-stage exploration prospects across a 16km north-south mineralised strike, with relatively limited effective previous drilling having identified multiple and large intrusive related mineralised systems. Kincora’s strategy is not restricted to focusing on copper porphyry targets, and seeks to benefit from the various exploration techniques and successes achieved by Evolution at Cowal and other modern exploration techniques applied within the Macquarie Arc.

Kincora’s initial drilling program at the Fairholme project included completion of five diamond holes at the Gateway prospect located less than 15km along strike from the five epithermal, carbonate base-metal deposits that comprise the Cowal mine.

This Kincora program was completed in 2021, identifying zonation and controls to mineralisation with a mineralised system confirmed over 600m in strike. These results assisted with the design of a second phase and follow up air-core drilling program (completed in late 2022), which successfully both extend the southern mineralised trend and strike, and confirmed higher-grade potential.

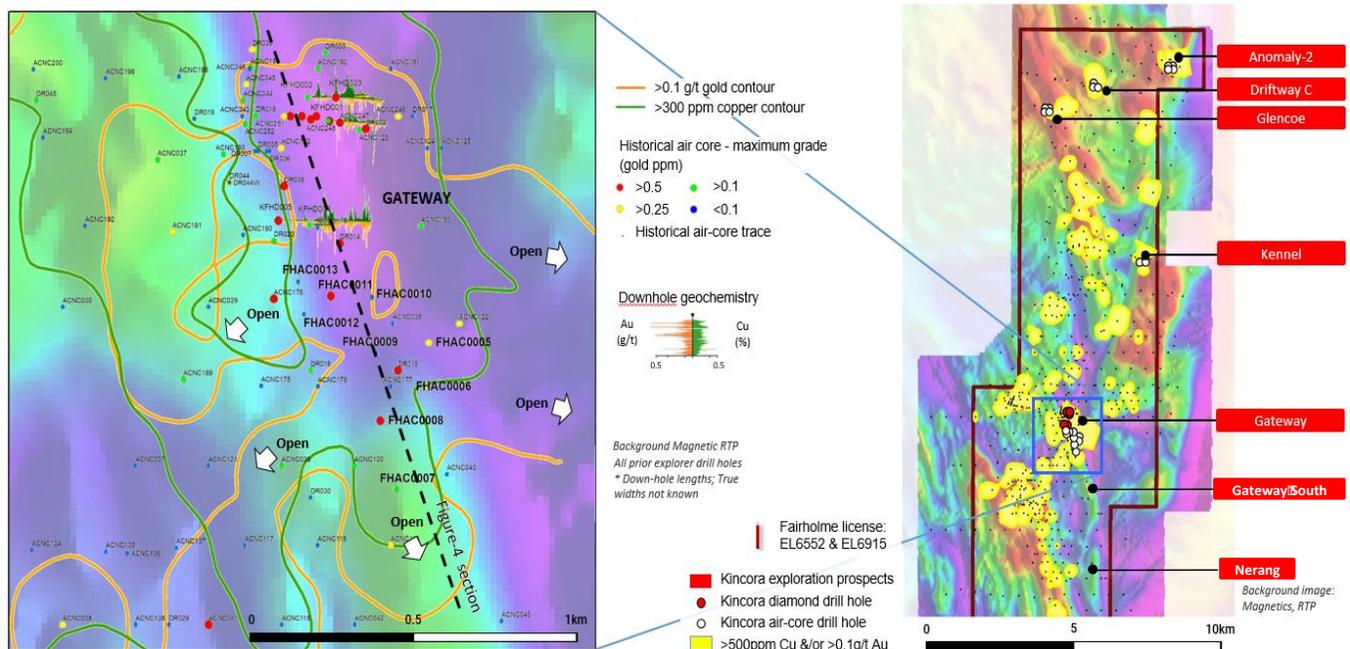


Figure 8: Gateway prospect strike >1.6km with vectors

Recent drilling returned anomalous gold and copper in all nine holes, including the 5th highest grade air-core interval to date at the Fairholme project (3.35g/t gold over 2m in hole FHAC008, noting a total of 552 prior explorer air-core holes)

Anomalous gold and copper results were returned in all nine air-core holes across a ~900m strike including the fifth highest grade air-core interval to date at the Fairholme project (3.35 g/t gold over 2m, from 52m in hole FDAC008).

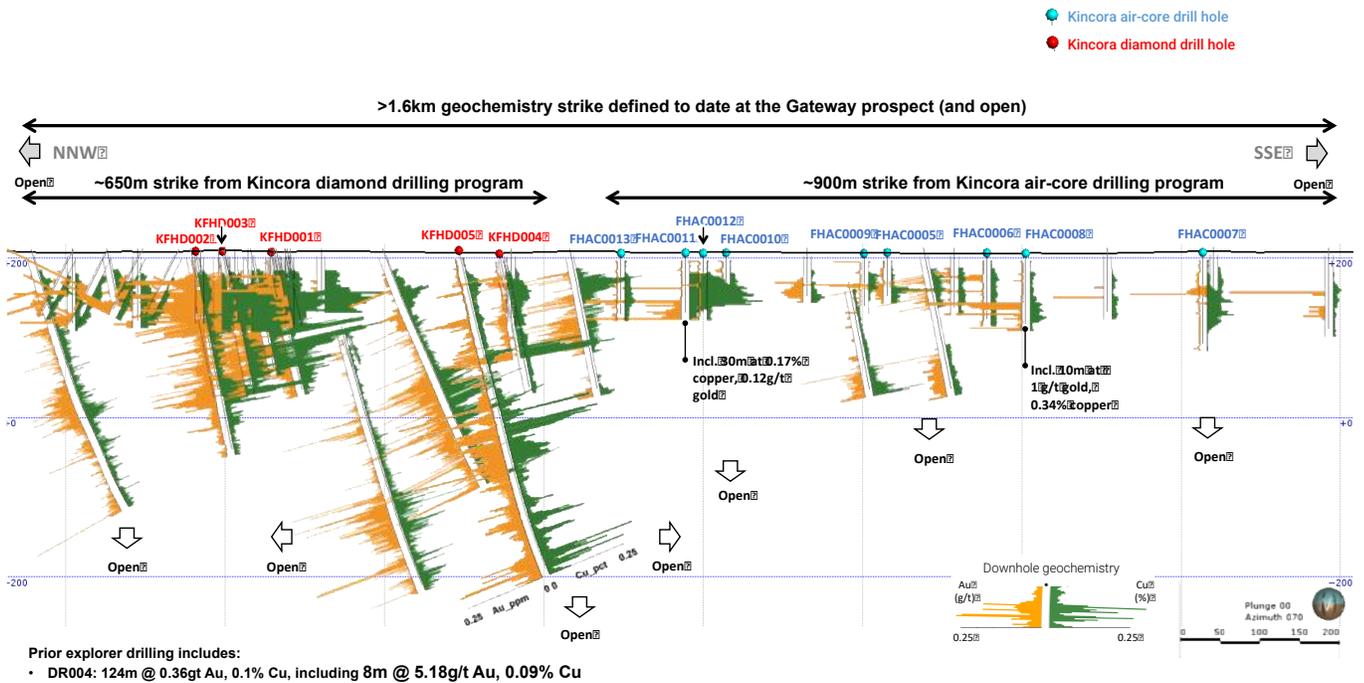


Figure 9: Gateway long section illustrates extensive mineralised system largely untested at depth and open
Long section to Figure 8

The first phase diamond drilling and second phase air-core program have confirmed a zoned and structurally controlled mineralised corridor across a greater than 1.6km strike at Gateway (and open). Plans are to continue to test the southern strike potential at the Gateway South and Nerang targets, which are situated on the key regional structure interpreted to be associated with the structurally controlled “gold corridor” at the adjacent Cowal gold mine.

Kincora was awarded during December 2021 a A\$200,000 project drilling grant for the diamond and air-core drilling programs at the Gateway prospect under the New Frontiers Cooperative Drilling program from the NSW Government.

Subsequently, the 2022 Kincora air-core program also tested four other prospects, being the first drilling at these prospects since 1997. The program was analogous to the original Geopeko reconnaissance RAB drilling to bedrock program over many targets, largely selected on the basis of geophysical data and insufficiently followed up geochemical data. That program by Geopeko ultimately led to the discovery of the Cowal gold-base metal deposits and is an exploration strategy Kincora is looking to further replicate.

The Kincora air-core program successfully converted two of the four anomalies drilled to highly prospective targets. All holes drilled at the Driftway C target returned broad anomalous copper, including end of hole primary mineralisation. At the Anomaly 2 target, all holes drilled returned anomalous copper, with intrusion related anomalous copper and gold noted in half the holes.

Follow up air-core and diamond drilling programs have been designed to expand the open near surface footprints and evaluate the untested potential for structurally controlled gold and/or porphyry gold-copper related systems at shallow to moderate depth at the Gateway (South), Nerang, Driftway C and Anomaly 2 targets (Figures 9 & 10).

Discussions with potential asset level partners continue, assisted by Kincora securing 100% ownership of the project in December 2023, recent significant corporate activity in the Macquarie Arc, the recent significant resource growth at Cowal, increasing recognition of the size and age of the Marsden deposit (pre being dismembered) and profitability of the underground development of the Cowal mine.

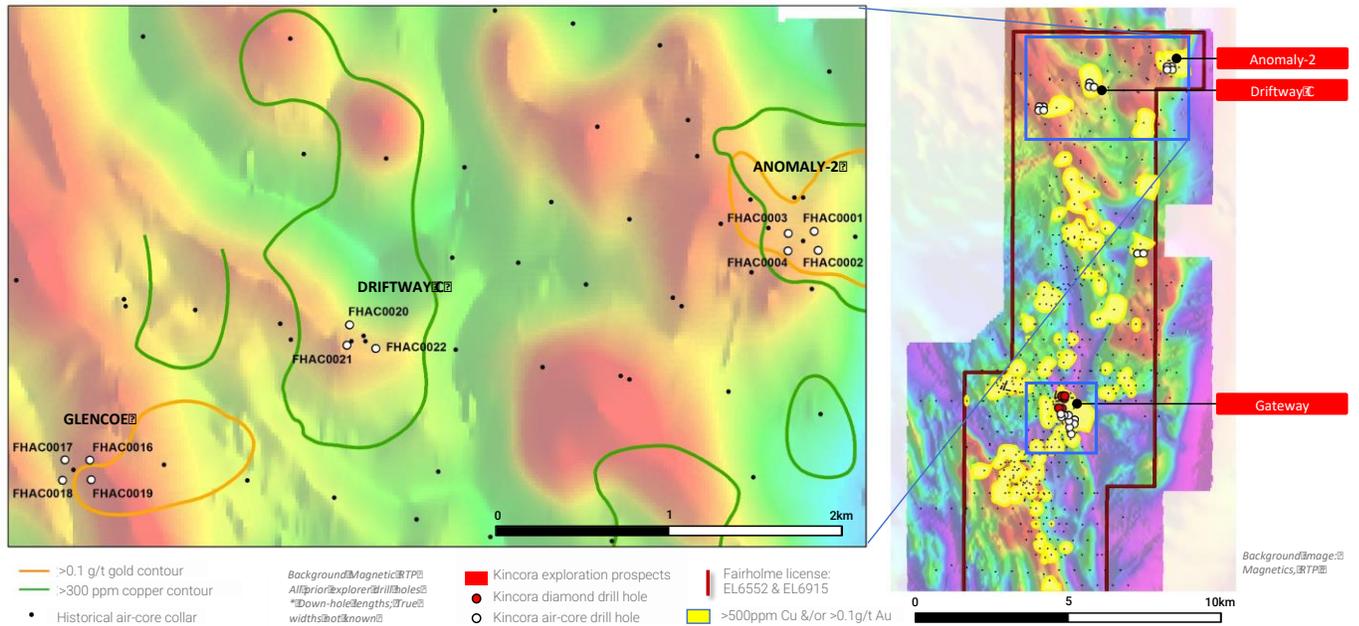


Figure 10: First drilling at northern prospects since 1997 delivers
 Anomaly 2 and Driftway identified as highly prospective follow up targets - all Kincora holes returned anomalous copper

- Follow up drill targets**
- **Open and highly prospective intrusion related bedrock mineralisation**
 - **Shallow drilling focus**
 - **Large-scale targets**
 - **Four prospects located on the magmatic (volcanic) arc**
- Southern targets:**
- (i) Gateway South
 - (ii) Nerang
- Test structural corridor on trend from the Cowal “gold corridor”
 - For the first time test the highly prospective Nerang target
 - Expand existing 1.6km footprint at Gateway
- Northern targets:**
- (i) Anomaly 2
 - (ii) Driftway C
- Seek to expand open and new porphyry system targets

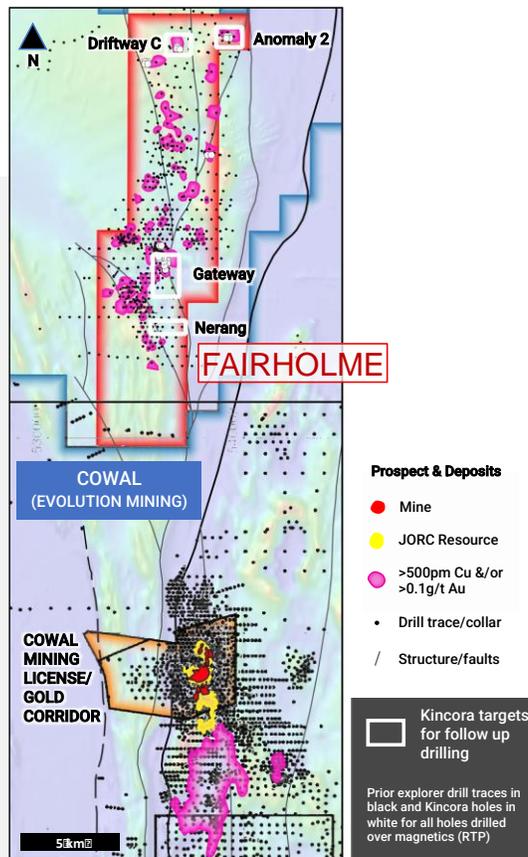


Figure 11: Four large-scale prospects identified for follow up drilling
 In December 2023, Kincora consolidated a 100% interest in the Fairholme project

Further details and technical disclosures for the Fairholme project, and neighbouring Cowal mine, are available on Kincora’s website.

References:

- ¹ Evolution Mining annual reserves and resources statement &/or presentation at the Mines & Wines September 2024 conference
- ² Sourced from Evolution Mining’s website (<https://evolutionmining.com.au/cowal/>)

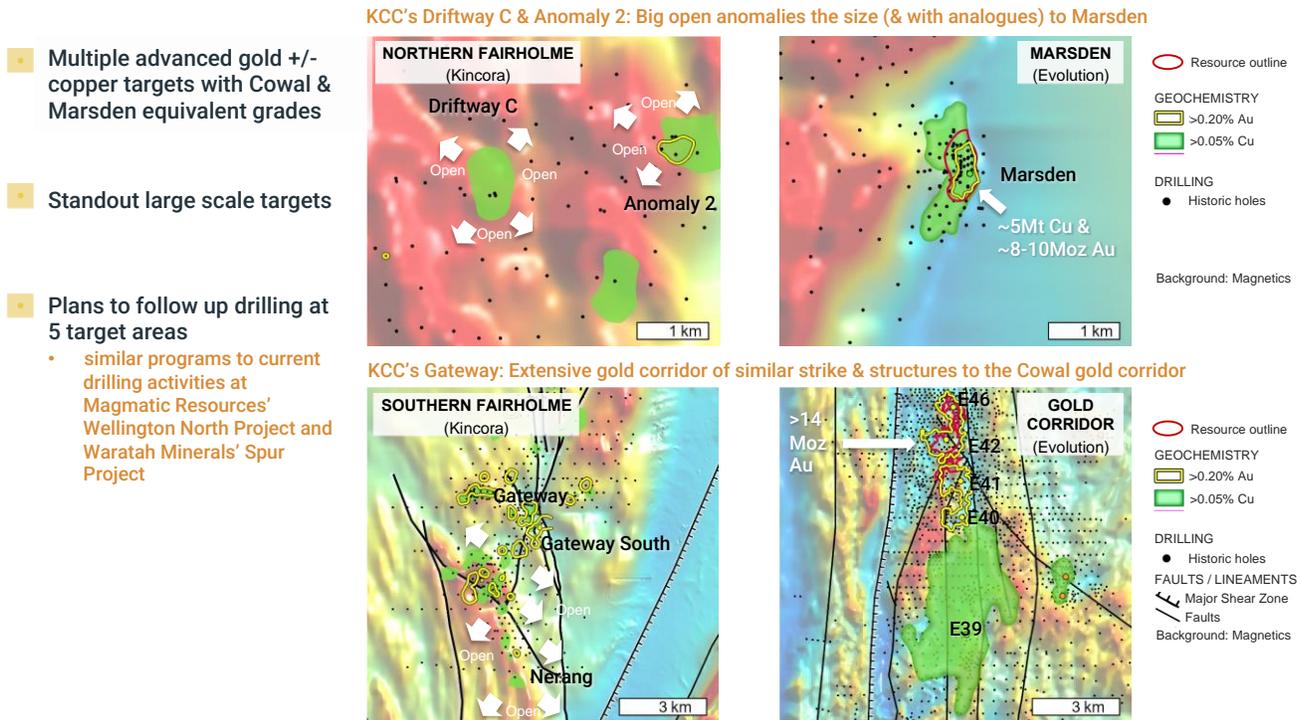


Figure 12: Cowal District Intrusive Complexes
 The Cowal-Marsden block of the Junee-Narromine Belt is a world-class geological setting

Jemalong Project (Macquarie Arc porphyry)

The Jemalong project is located in the southern sector of the Junee-Narromine Belt of the Macquarie Arc in the Cowal block with license contiguous to Evolution Mining’s flagship Cowal project, immediately on the other side of Lake Cowal, and ~12km north of the Marsden gold-copper porphyry deposit (~1Moz Au and ~0.5Mt Cu resource, estimated endowment pre being dismembered ~5Mt Cu and ~8-10Moz Au ¹). In February 2024, FMG secured the license immediately adjacent to the south of the Jemalong project and in October 2024, Evolution Mining pegged the open ground immediately adjacent to the north and north-west extending to the Fairholme license boundary.

Jemalong was previously the focus of limited drilling by BHP and Newcrest targeting a major low-grade, high tonnage gold deposit amendable to open pit mining and hosts the potential for higher grade alkalic gold-copper porphyry systems (similar to Marsden) and/or intrusion related gold-base metals systems (similar to Cowal).

Kincora has identified three targets at the Jemalong project for drilling:

- Limited drilling has confirmed a mineralised porphyry system (open) at the Jemalong Channel prospect with step-out drilling required,

- Maiden drilling proposed at the Edols and Webster prospects, testing similar targets and settings that lead to the discovery of Marsden.

These targets have designed drill programs following similar systematic exploration approaches to that, which resulted in the Marsden discovery (which was led by Kincora's Technical Director, John Holliday). The programs were successful with winning grants in the fourth round of the NSW Government's New Frontiers Cooperative Drilling grants program (December 2021). However, due to significant regional and project level flooding the programs were not completed prior to the June 2023 funding deadline.

Discussions with potential asset level partners continue, assisted by Kincora securing 100% ownership of the project in December 2023, recent significant corporate activity in the Macquarie Arc, pegging activities in the immediate district, the recent significant resource growth at Cowal, increasing recognition of the size and age of the Marsden deposit (pre being dismembered) and profitability of the underground development of the Cowal mine.

Further details and technical disclosures for the Jemalong project are available at:

[https://kincoracopper.com/jemalong-project/ including an extensive project level presentation \(December 2023\)](https://kincoracopper.com/jemalong-project/including-an-extensive-project-level-presentation-december-2023).

References:

¹ Evolution Mining annual reserves and resources statement &/or presentation at the Mines & Wines September 2024 conference

Trundle Project (Macquarie Arc porphyry)

The Trundle project is located in the Junee-Narromine volcanic belt of the Macquarie Arc, and between the Northparkes mine, Australia's second largest porphyry mine, and the Sunrise Energy Metals' large long life Sunrise development stage, battery materials complex which is in immediate proximity to the Platina scandium project (latter acquired by Rio Tinto in 2023). Northparkes was acquired by Evolution Mining in December 2023, and hosts a total metal endowment of over 24Moz AuEq within a series of 22 porphyry discoveries, 9 with positive economics.

Kincora has undertaken an extensive drilling program at Trundle between 2021-2024, having drilled 27,040 metres (including 25,485 metres for 39 diamond holes and 1,555 metres for 50 air-core holes), which has resulted in three new discoveries to date with extensive mineralised systems across a greater than 10km strike.

The Company's 2023 drilling program included 5 diamond holes for 1,972m testing four adjacent mineral systems (see Figure 15). All holes have intersected zones of gold-copper mineralisation at shallow depths with broader lower grade intervals and localised higher-grade intervals, supporting the concept for a cluster or series of standalone porphyry deposits. Follow up drilling programs have been refined, and in December 2023 Kincora consolidated 100% ownership of the project.

During 1H'2023, two neighbouring explorers also undertook drilling at the western and southern extensions of the Trundle project. Fortescue Metals Group ("FMG") completed drilling immediately adjacent to the south, testing the potential southern extension and associated magnetic anomalies of the 3.2km mineralised and magnetic corridor Kincora drilled during 2023 testing at the Dunn's-NE Gold Zone-Botfield prospects. Rimfire Pacific Mining completed a two rig program on the neighbouring western license, one drilling its Valley target adjacent to the northern section of the Trundle project, testing the western undercover extension of Kincora's Mordialloc target.

Historically small base metal and gold occurrences were mined at the Trundle project with a combination of open cut and underground workings. Numerous groups have carried out mineral exploration over the last 40 years (the last prior to Kincora being Robert Friedland's High Powered Exploration, a predecessor company to Ivanhoe Electric Inc (NYSE American: IE; TSX: IE), until the last commodity cycle downturn) focusing on porphyry copper-gold mineralisation associated with shoshonitic Ordovician igneous rocks like those at Goonumbla (Northparkes) and Cadia.

A total of 61,146m for 2208 holes of prior explorer drilling, mainly air-core, has taken place with over 90% of holes within 50m from surface. Extensive near surface mineralisation has been defined along a 10km north-south strike length with coincident (and largely untested) magnetic anomalies. Prior to Kincora only 11 holes have previously been drilled to depths greater than 250m.

Kincora has recognized that despite various positive indicators supporting deeper drilling that there had been a lack of drilling to intersect porphyry systems at depths similar to those at Cadia (>90Moz AuEq, host to five main porphyry and two skarn deposits), Northparkes (>24Moz AuEq, host to 22 porphyry discoveries, 9 of which have positive economics) and/or the more recent Boda-Kaiser discoveries (~15Moz AuEq and growing).

- **Northparkes is Australia’s second largest porphyry mine and was acquired by Evolution Mining in December 2023**
 - Continuous production since 1994 with first quartile cash costs
 - 5.5Moz Au and 4.5Mt Cu endowment
 - Series of 22 porphyry discoveries, 9 with positive economics

- **In March 2024, FMG earned into Magmatic’s Myall exploration project**
 - Targeting a Tier 1 copper-gold discovery
 - Regionally significant intrusive complex north of Northparkes
 - Flagship targets >2km mineralised strike

- **Kincora’s Trundle project hosts an extensive mineralised system covering a >10km strike**
 - Brownfield setting within part of the Northparkes intrusive complex
 - Three new discoveries to date by Kincora
 - including the largest mineralised skarn in NSW (size of the skarn thought indicative of the size of the causative intrusive source(s))

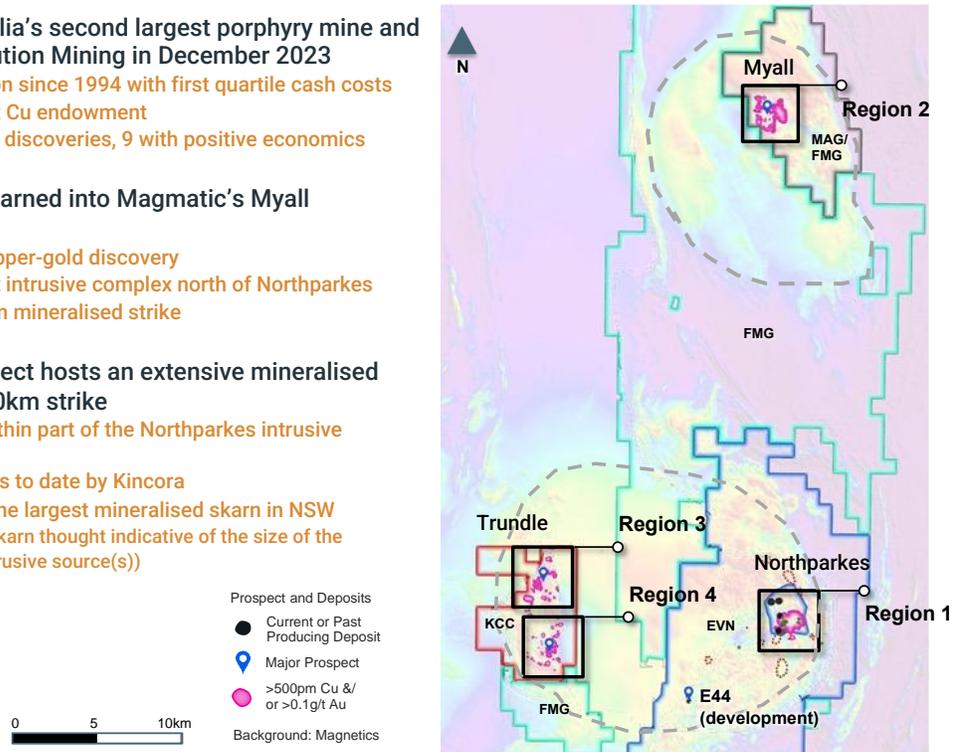


Figure 13: Junee-Narromine Belt in the Myall-Northparkes-Trundle district
 Hosts large intrusive complexes – see insert Regions in Figure 14

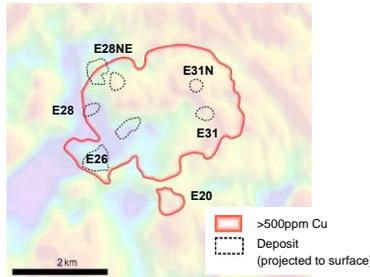
Subsequently, Kincora’s approach has been to develop a detailed 3D model to advance and refine geological interpretations, to identify mineralised trends, then rank and test targets. A key advancement has been the development of this 3D working model, based upon the observed and updated geological logging, and also incorporating the structural, alteration, geochemical and mineralogical results, coupled with geophysical inversions. This significantly improved geological understanding and has both guided and justified deeper drilling.

Before the 2023 phase of drilling, Kincora had completed 34 diamond holes for 23,513m with a focus in the southern portion of the license at the Trundle Park prospect with 25 holes and 16,224m (up to 1,032m depth). To date, Kincora has discovered two new porphyry intrusion areas (the Eastern and Central Zones) with associated skarn horizons, and more recently a down faulted extension to the wider system to the south - the “Southern Extension Zone” (“SEZ”).

- Multiple advanced gold-copper targets stepping out from existing large intrusive systems
- Shallow drilling focus
- Plans to follow up drilling at 6 target areas
 - Similar setting and targets to Magmatic Resource's Myall Project (subject to the recent Earn-In/JV agreement with FMG)

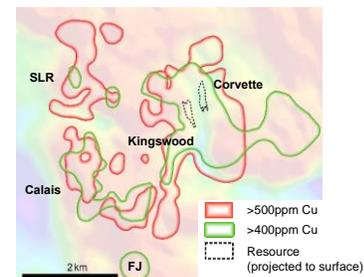
Region 1: Northparkes Porphyry Cluster

- 80% interest for US\$475m by Evolution in Dec 2023
- 5.5Mt Cu & 4.5Moz Au
- 22 porphyry deposits discovered, 9 economic



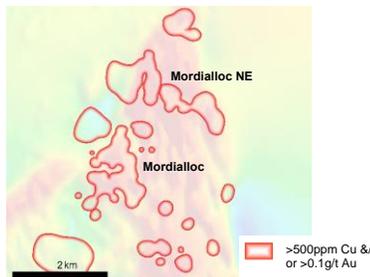
Region 2: Myall Porphyry Project

- \$14m earn-in for 75% with FMG in March 2024
- 0.354Mt CuEq maiden resource



Region 3: Trundle: Mordialloc Prospects

- Limited deeper drilling returns broad mineralisation
- Large co-incident geochemical & geophysical targets in confirmed fertile Macquarie Arc system



Region 4: Trundle: Dunn's to Botfield Prospects

- 3 new Kincora discoveries so far, including
 - SEZ: 34m @ 1.45g/t Au, 0.25% Cu
 - Trundle Park: 51m @ 1.17g/t Au, 0.54% Cu
- Multiple step out drill targets

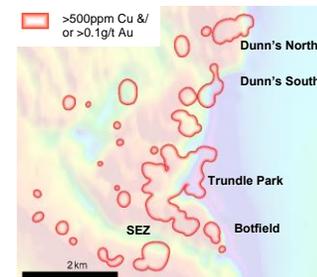


Figure 14: The Trundle projects hosts large mineral systems in the north and south of the license, comparable in scale to the existing mine and earn-in partner exploration projects in the immediate district
 Insert Regions from Figure 13. Kincora has consolidated 100% ownership of the project and refined up to seven high priority drill targets

The skarn system at the Trundle Park prospect is currently believed to be one of the largest mineralised skarn systems in NSW, with the size of the skarn system providing significant encouragement for the size and metal tenor of the causative porphyry sources.

In late 2022, Kincora announced the highest primary mineralisation to date at the Trundle project in hole TRDD032 which returned: 34m @ 1.45 g/t Au, 0.25% Cu in skarn, including an interpreted porphyry vein that drove 2m at 19.9 g/t Au, 2.43% Cu, within a broad interval of 104m @ 0.59g/t Au and 0.11% Cu. While the interpreted porphyry vein in hole TRDD032 was less than 5 millimeters width, it was very high grade, within a 40cm semi-massive interval that drove the 19.9g/t Au and 2.43% Cu over a 2 metre sample. The newly identified and interpreted first direct porphyry vein in the SEZ provides strong evidence for potential ore grade porphyry vein mineralisation.

Prograde and retrograde skarn alteration and mineralisation have been returned in all four holes to date within the SEZ (holes TRDD029-32), with no causative porphyry intrusive source yet confirmed. Ore grade gold-copper in skarn has been intersected within the SEZ over a 330m SSE strike and 225m W-E wide system, which is open, with drilling in 2023 extending this system across a major regional fault into the Botfield prospect. The intersected tabular, bedded, mineralised skarn system across multiple horizons (with greater than 120m cumulative skarn widths in three of the four holes in the SEZ) has assisted to provide various geological vectors for follow up drilling.

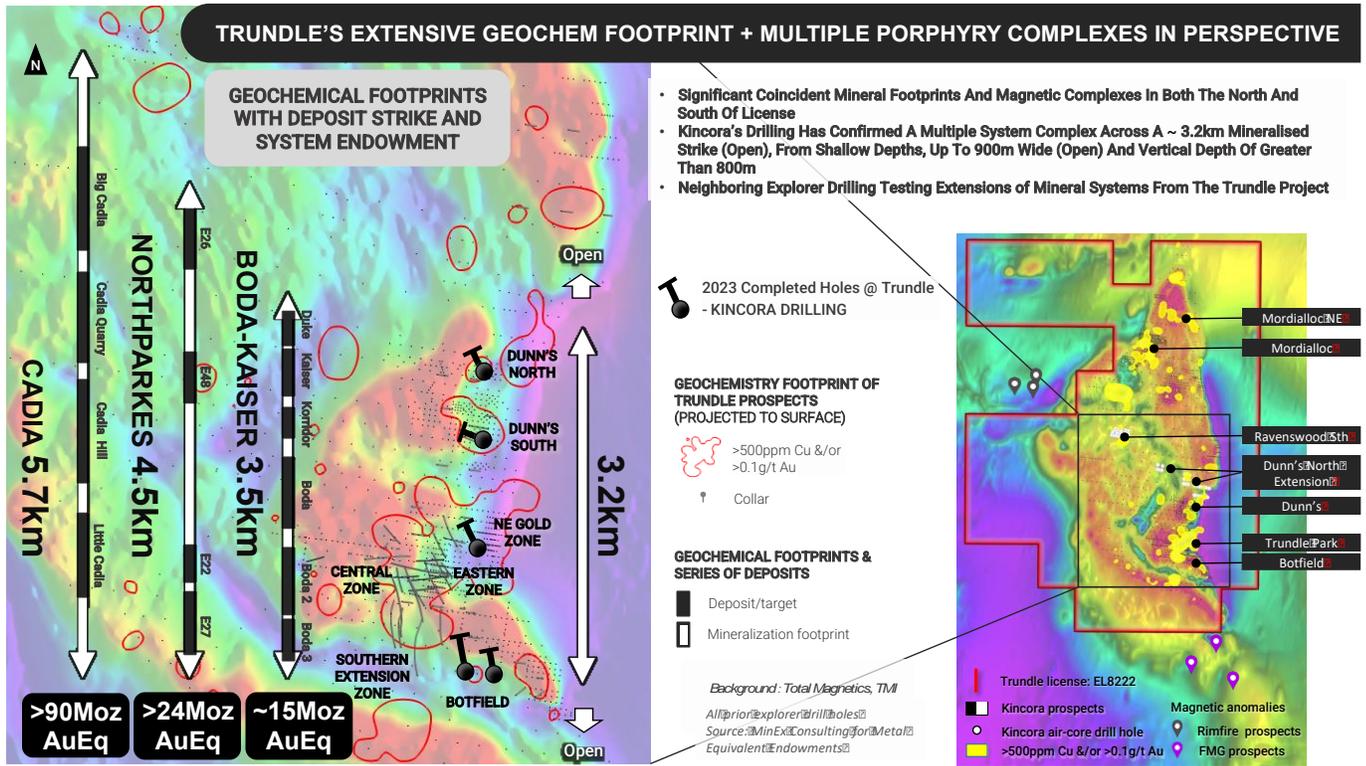


Figure 15: Kincora 2023 drilling at Trundle has confirmed an extensive multiple system gold-copper complex
 A 3.2km gold-copper mineralised strike remains open to the north and south, confirmed up to 900m wide (open) and a vertical depth of greater than 800m

The Company’s 2023 drilling program sought a change in strategy by testing multiple adjacent mineral systems applying learning’s and vectors from Kincora’s previous focused target specific drilling campaigns and followed detailed external and internal technical reviews.

These reviews, including extensive relogging of core, assisted refined geological interpretations and reconcile grades in the Eastern and Central Zones at the Trundle Park prospect with vectors from a distal, proximal and then interpreted centres of those respective systems. Two examples of previously unidentified causative intrusives have been noted (for holes TRDD001 and TRDD015) within a zoned, multiple phase, moderately developed, porphyry intrusive system typical of the Macquarie Arc. Such systems typically form in clusters of vertically extensive intrusive porphyry systems within big and highly altered footprints. As Figure 15 illustrates, extensive highly altered and anomalous mineralised footprints are evident at the Trundle project, both in the north (at the Mordialloc prospects) and south (at the Dunn’s-Trundle Park-Botfield prospects).

Kincora’s drilling strategy prior to the 2023 campaign at the Trundle Park prospect had expanded the mineralised footprint to 700m. The 2023 program comprised five diamond drill holes at four adjacent but separate mineral system targets and expanded the wider system to a 3.2km mineralised strike, from shallow depths, up to 900m wide (open) and vertical depth of greater than 800m.

The observed alteration and mineralisation at each prospect drilled during this program are interpreted to be analogous to a proximal setting in comparison to the deposits at Northparkes and Cadia mines.

Highlights include:

- **Dunn’s North** - hole TRDD035: 12.5m @ 2.77g/t gold from 77.5m, including 2m @ 14.2g/t gold
 - First Kincora hole at the Dunn’s North prospect

- Multiple phase mineralised complex with porphyritic quartz-sulfide veins occurring in both near surface intrusive bodies and volcanic sandstone wall-rock
- Geophysical profile and target explained with the original geological target failed to be tested and remaining open
- **Dunn’s South** – hole TRDD036: 44.4m @ 0.36g/t gold, 0.19% copper and 41ppm molybdenum from 52.5m, including:
 - 8.6m @ 1.21g/t gold, 0.26% copper and 90ppm molybdenum from 65.9m
 - 4.5m @ 0.50g/t gold, 0.79% copper and 180ppm molybdenum from 92.4m
- First Kincora hole at the Dunn’s South prospect, drilled ~640m south of TRDD035 at Dunn’s North
- Multiple phase intrusive complex with zones of higher gold-copper and molybdenum grades suggesting a proximal setting
- Geophysical profile and target explained with the original geological target failed to be tested and remaining open
- **North-East Gold Zone** - TRDD038: 135.5m @ 0.23g/t gold, 0.02%, 10ppm molybdenum from 220.5m
 - A step out hole that has returned the strongest and longest interval of potassic alteration with sulphides at the Trundle project
 - Associated with both multiple phase intrusions and adjacent volcanoclastic wall-rocks, including a molybdenum zone near end of hole
- **Botfield** – hole TRDD037: First Kincora hole at the Botfield prospect and testing a regionally significant magnetic anomaly
 - High grade veins and mineralised skarn from 112m and 330m vertical respectively:
 - 2.9m @ 0.95% Cu, 0.62g/t Au (from 129-132m), including 0.9m @ 2.24% Cu, 1.75g/t Au
 - 31m of magnetite skarn hosted anomalous gold and copper (from 393-424m)
 - Working interpretation is the western portion of Botfield is an uplifted block (~500m) in comparison to the similar and adjacent magnetite skarn intervals at the SEZ discovery
- Botfield** – hole TRDD039: Follow up to TRDD037 stepping out 260m to the east.
 - High grade veins and mineralised skarn from 80m and 240m vertical respectively:
 - Strong hydrothermal hematite-silica alteration overprinting feldspar altered volcanoclastic conglomerate and coarse banded chalcopryrite-pyrite vein (from 92-94m) with 4m @ 0.17 g/t Au, 0.28% Cu
 - ~40m of retrograde magnetite (massive) skarn with 25m @ 0.10g/t Au, 0.07% Cu (from 270m vertical depth), cut by carbonate-chalcopryrite veining at 288.6m downhole.
 - Working interpretation is that the skarn system at Botfield continues towards (and also to surface) the east and is associated with historical informal workings on its most eastern limit

The causative porphyry source and fluid pathway is yet to be confirmed for the >900m NW-SE trending mineralised magnetite skarn intersected by Kincora drilling in the SEZ and Botfield prospects (open on strike and depth). Alteration and garnet zone zonation, coupled with metal tenure and interpretation of regional

structures also supports an untested 750m N-S by 200m E-W corridor (named “The Gap”), and open further to the south, that remains prospective for causative porphyry intrusions and the source of the mineralisation in the skarns.

In the northern section of the license, Kincora’s drilling has intersected an extensive broad lower grade, multiple phased and zoned intrusive porphyry systems, with zones of moderate copper grades, at the Mordialloc and Mordialloc N-E targets, with alteration and mineralisation providing vectors for follow up drilling across a large magnetic anomaly complexes.

Follow up air-core and diamond drill hole programs have been designed to test for open porphyry type mineralization at up to seven prospects, from the north and towards the south of the license:

- To expand the geochemical foot print for copper-gold and search for intrusions through bedrock mapping by way of shallow (to basement) air core drilling at the Mordialloc South and Dunns North-Waynes’s target areas, in turn helping to focus deeper level drilling under anomalous areas.
- Existing prospect anomalous surface and down-hole gold-copper results at Mordialloc NE, Mordialloc, Mordialloc South, Dunn’s North-Waynes, Dunn’s Central, Dunn’s South and The Gap (between Botfield and the SEZ) by way of diamond drill testing below target areas

Discussions with potential asset level partners continue, assisted by Kincora securing 100% ownership of the project in December 2023, recent significant corporate activity in the Macquarie Arc and pegging/corporate activity in the immediate district,

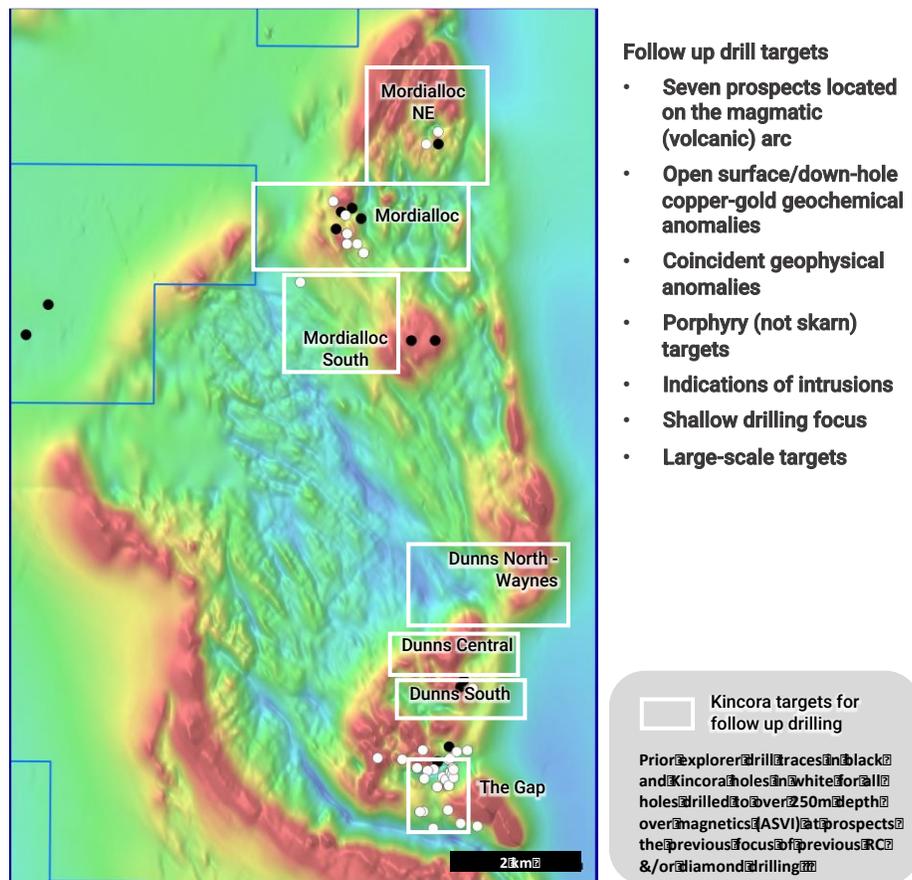


Figure 16: Seven large-scale, separate porphyry prospects identified for follow up drilling
 In December 2023, Kincora consolidated a 100% interest in the Trundle project

For further details on Kincora's results and technical disclosures from the Trundle project please refer to the March 21st, 2023 "*Drilling at Trundle intersects shallow mineralisation*" and May 10th, 2023 "*Extensive multiple system porphyry complex confirmed at Trundle*" press releases.

Further details on the Trundle project, and neighbouring Northparkes mine, are also available on Kincora's website.

Condobolin project (Cobar Superbasin)

The Condobolin Base Metal District ("CBMD") has a substantial mining history as a high grade gold and base metals field (lead, zinc and copper, as well as silver) within the southern and lesser explored sections of the Cobar Superbasin.

The CBMD was historically the focus of 25 informal open pit operations (peak late 1800's-early 1900's), with mining impacted by the water table (generally 70-90 metre depth) and exploration by the weathering profile (generally 30 metre depth).

Limited modern exploration has taken place despite significant new discoveries in the Cobar Superbasin within similar settings and utilising modern, quick and cost effective district scale airborne geophysics. Within the immediate district, Kingston Resources (ASX: KSN) has significantly expanded the resources and restarted hard rock mining at the Mineral Hill mine, Talisman Mining (ASX: TLM) has recent new exploration success at its Rip N Tear and Durnings targets (to both the immediate north and south of Mineral Hill), while Australian Gold and Copper (ASX: AGC) has excited the market with its new potential district scale discovery at its Achilles target located within the south western extension of the Cobar Superbasin.

The Condobolin project is located approximately 40km south from the mill at Mineral Hill and north of the Condobolin town (which is the primary source of employees to Mineral Hill operation).

Kincora has recently consolidated a 100% ownership and the interpreted near surface potential associated within the CBMD, total project size 207.4km² across two adjacent licenses, and in 2023 completed a maiden drilling program, testing new geological concepts and targets at the Meritilga, Phoenix and Tilga prospects.

Three single scout drill holes completed at each prospect has identified the presence of shallow level (near surface) gold and gold-silver-base metals in basement rocks. The program sought to confirm new geological concepts and has indicated the along strike potential across an open 2.7km northeast-trending strike with demonstrated potential for higher grade precious metals tenor, including most recent assay results of up to 9.1 g/t gold and 530 g/t silver. Following the successful first phase Kincora drill program, exploration plans and drilling permits are in place to test the Meritilga and Piebald prospects, with consideration to also undertake airborne geophysics across the full project and the expectation of further targets being generated below shallow post mineral cover.

The first and northeastern diamond hole CDDH001 at the Meritilga prospect returned promising results. CDDH001 intersected broad near surface gold and silver, with ore grade intervals, observed to be with multiple laminated and colloform banded quartz-sulphide veins and also in breccia zones with quartz-sulphides, with the mineralising system open further to the north, northeast, along strike towards the southwest and down dip.

To the southwest, gold, silver and base metals (copper, lead and zinc) were intersected in chips from reverse circulation hole CDRC002 at the Phoenix prospect, with the prospect area open towards the southwest, north and the northeast. This is a very significant mineralising precious-base metal system, with further potential to test and expand the scale of this system along strike and down dip.

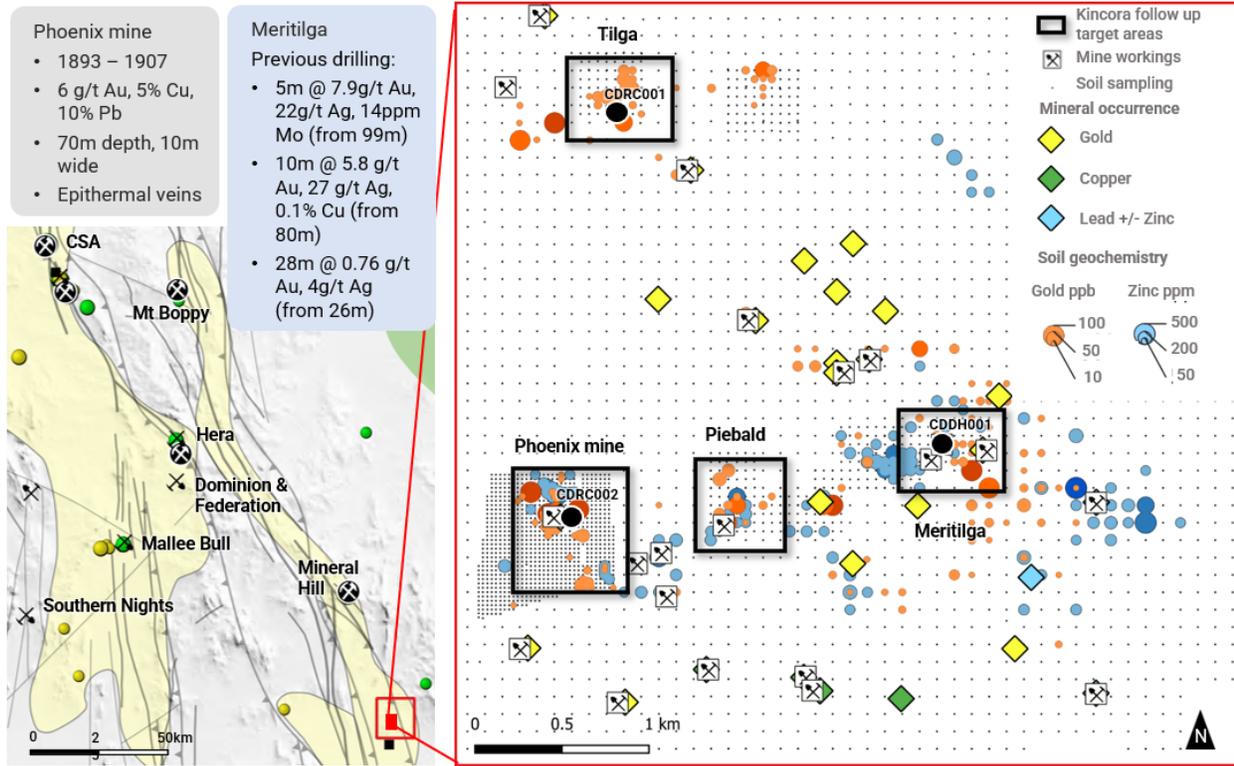


Figure 17: Shallow level gold-silver-base metal targets confirmed
 Maiden Kincora scout drilling program completed at the Condobolin project

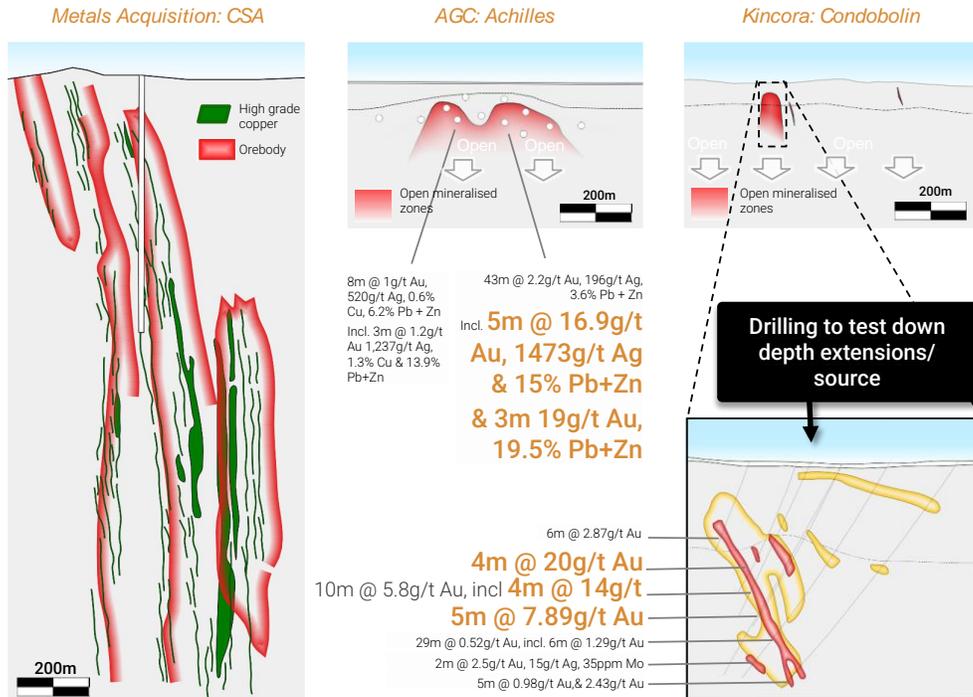


Figure 18: Recent exploration successes in the district illustrates favourable grade and vertically extensive systems
 New geochemistry-geophysical programs have yield new targets and high-grade discoveries in southern Cobar districts

Mineralisation within the CMBD is hosted in colloform banded quartz veins and shear zones within meta-sedimentary units, inferred to be the Ordovician Girilambone Group. The quartz veins are associated with pyrite, arsenopyrite, chalcopyrite, sphalerite, galena, silver and gold.

The mineralisation is inferred to have been emplaced syn- to post-thrusting and is also associated with multiple pulses of mineralisation. The source of the mineralisation is interpreted to be magmatic and potentially related to vertically extensive and reduced intrusive systems, typical of other Cobar Superbasin mineral systems.

Kincora's maiden drilling program sought to test new geological concepts for the controls of mineralisation at three existing high-grade gold-base metal targets; the Meritilga; Phoenix; and, Tilga prospects – see Figure 17 - testing several NW-SE trending mineralised intervals that appear to be structurally controlled and also similar to the regional NW trending lineaments defined by magnetics. These NW trends are also evident in soil and rock chip sampling geochemistry and had not been adequately drill tested previously (Figure 17).

The three prospects are located within a 2km radius of each other, and the 2023 programs results, combined with further targets across the project, support the concept of a potential hub and spoke development scenario.

High grade, near surface gold drill targets have been identified for follow up in addition to a district scale geophysical program across the full Condobolin Base Metal District.

Further details and technical disclosures are available on Kincora's website.

Southern Gobi, Mongolia portfolio

Following a successful strategic review process for Kincora's Mongolian assets, a definitive Earn-In Implement Agreement (EIA) was signed on September 30, 2024, with ASX listed Woomera Mining Limited (Woomera, ASX ticker "WML")¹.

Woomera is a funded, successful and motivated partner with Kincora retaining attractive exposure to the Mongolian assets by becoming Woomera's largest shareholder and with an earn-in and carry/bullet payment and NSR model.

In the December quarter, Woomera commenced and concluded a high-impact two rig drilling at the Bronze Fox project with 16 diamond holes drilled for a total of 2516 metres. The targetted porphyry was intersected in all holes with assays due late December/early January¹.

This maiden drilling program by Woomera has three objectives:

1. **Confirmation of a shallower, higher grade corridor:** a single diamond drill hole (F109) for 916.4 metres (original target depth of up to 900m) was completed, designed to confirm new high grade discovery potential within an open structural zone associated with a series of four prior drill holes which all returned intervals of over 1% copper, including prior hole F62 which returned 929m @ 0.37% CuEq including 318m @ 0.53% CuEq and 37m @ 1.01% CuEq^{2,3}.

Woomera's designed hole seeks to test an open western strike for potential higher grades at shallower levels than prior drilling associated with a mapped vein corridor coincident with Induced Polarisation (IP), gravity and magnetic anomalies.

Given the spacing and depth of the higher grade mineralisation returned in the series of four prior holes is excluded from the existing JORC Mineral Resource Estimate and the designed hole has the potential to demonstrate significant upside potential in volume and grade of the existing resource if successful.

2. **Expand existing shallow resource inventory:** fifteen shallow (45 to 204.3 metre depth) infill and expansion holes were completed on the western higher-grade trend to the existing JORC Resource of 194Mt at 0.26% CuEq^{2,3}. The program is expected to increase both the tonnage and grade of the existing resource if successful.
3. **Securing mining licence:** The sixteen-hole program is expected to be sufficient to satisfy the criteria needed to secure a mining license on the western exploration license, in addition to the existing mining

license on the eastern license. Securing the second mining license would provide a minimum of 30-year security of tenure across the full Bronze Fox project, that covers ~175km² and includes three large and near surface intrusive complexes ^{2,3}.

For further details and technical disclosures refer to the following releases:

¹ “Mongolian earn-in finalised with drilling to commence” – Kincora release - and “Woomera to Commence Drilling at Bronze Fox Project” - Woomera release - September 30, 2024

² “Woomera completes maiden drilling program at Bronze Fox copper-gold porphyry project” – Woomera release November 7, 2024

³ “Prospectus” – Woomera August 20th, 2024

Further details and technical disclosures are available on Kincora and Woomera Mining Limited’s website.

Qualified Person

The scientific and technical information in this announcement was prepared in accordance with the standards of the Canadian Institute of Mining, Metallurgy and Petroleum and National Instrument 43-101 – Standards of Disclosure for Mineral Projects (“NI 43-101”) and was reviewed, verified and compiled by Kincora’s staff under the supervision of Peter Leaman (M.Sc. Mineral Exploration, FAusIMM), Senior Vice-President of Exploration of Kincora, and John Holliday (BSc Hons, BEc, member of the Australian Institute of Geoscientists), Non-Executive Director and Chairman of Kincora’s Technical Committee, who are Qualified Persons for the purpose of NI 43-101.

JORC Competent Person Statement

Information in this announcement that relates to Exploration Results, Mineral Resources or Ore Reserves are those that have been previously reported (with the original release and/or source information referred to in this announcement), in the case of Mineral Resources or Ore Reserves the material assumptions and technical parameters underpinning the estimates have not materially changed, and have been reviewed and approved by John Holliday and Peter Leaman, who are a Competent Person under the definition established by JORC and has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity being 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’.

John Holliday and Peter Leaman consents to the inclusion in this report of the matters based on this information in the form and context in which it appears.

Selected Financial Information

The following table provides selected financial information that should be read in conjunction with the audited Consolidated Financial Statements and Notes of the Company for the applicable year:

<i>Summary of Results</i> <i>In thousand \$</i>	Year ended December 31, 2023	Year ended December 31, 2022	Year ended December 31, 2021
Net Loss	(1,460)	(1,961)	(22,581)
Current Assets	1,701	2,379	5,352
Total Assets	17,751	16,094	16,286
Total Liabilities	248	464	681
Shareholders' Equity	17,503	15,630	15,605

Results of Operations (reported in Canadian dollars)

Three-Month Period Ended September 30th, 2024

The Company's loss for the three-month period ended September 30th, 2024 (the "Current Period") was \$266,000 or \$0.00 per share as compared with \$365,000 or \$0.00 per share for the three-month period ended September 30th, 2023 (the "Comparative Period").

General and administrative expenses were \$266,000 lower in the Current Period at \$99,000 compared with \$365,000 in the Comparative Period, predominately driven by the issuance of new share performance and incentivisation stock options (with all prior stock options having lapsed). This difference was due to lower corporate administrative and office services (\$29,000 versus \$45,000), lower transfer agent and filing fees (\$33,000 versus \$77,000), lower legal and accounting (\$21,000 versus \$88,000), lower share-based compensation (\$Nil versus \$21,000), lower investor relations (\$12,000 versus \$22,000), lower insurance (\$51,000 versus \$55,000) and higher consultant – technical recovery (\$69,000 versus expense of \$18,000). These decreases were offset by higher consultants (\$50,000 versus \$38,000), higher directors and audit committee fees (\$49,000 versus \$24,000), higher management fees (\$75,000 versus \$55,000), higher travel (\$10,000 versus \$Nil) and lower foreign exchange gain (\$Nil versus \$83,000). Consultants – geologists retained at \$5,000 from 2023.

Nine-Month Period Ended September 30th, 2024

The Company's loss for the nine-month period ended September 30th, 2024 (the "Current Period") was \$1,745,000 or (\$0.01) per share as compared with \$1,092,000 or (\$0.01) per share for the nine-month period ended September 30th, 2023 (the "Comparative Period"), predominately driven by the issuance of new share performance and incentivisation stock options (with all prior stock options having lapsed).

General and administrative expenses were \$1,751,000 higher in the Current Period at \$659,000 compared with \$1,092,000 in the Comparative Period. This difference was due to higher consultants (\$164,000 versus \$113,000), higher directors and audit committee fees (\$169,000 versus \$72,000), higher management fees (\$225,000 versus \$165,000), higher share-based compensation (\$794,000 versus \$108,000), higher travel (\$18,000 versus \$Nil), and higher foreign exchange loss (\$1,000 versus \$122,000 gain). These increases in expenses were offset by lower corporate administrative and office services (\$141,000 versus \$225,000), lower investor relations (\$31,000 versus \$113,000), lower insurance (\$67,000 versus \$70,000), lower legal and accounting (\$89,000 versus \$149,000), higher consultants – technical recovery (\$31,000 versus expense of \$56,000), and lower transfer agent and filing fees (\$68,000 versus \$128,000). Consultants – geologists retained at \$15,000 from 2023.

Summary of Quarterly Results – 000's

The table below presents selected financial data for the Company's eight most recently completed quarters, all prepared in accordance with IFRS.

	September 30, 2024	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023	March 31, 2023	December 31, 2022
<i>In thousand \$</i>	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Financial Results								
Net loss for period	(266)	(1,124)	(355)	(368)	(365)	(355)	(372)	(469)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)
Exploration expenditures, net of impairment	414	549	140	880	287	538	719	299
Financial Position								
Cash and cash equivalents	680	942	1,028	1,530	1,783	809	1,891	2,224
Exploration and evaluation assets	16,990	16,576	16,027	15,887	15,007	14,720	14,182	13,463
Total assets	18,041	17,834	17,363	17,751	17,263	15,968	16,492	16,094
Shareholders' equity	17,514	17,606	17,134	17,503	17,095	15,738	16,047	15,630

Liquidity and Capital Resources

As of September 30th, 2024, the Company had current assets in excess of current liabilities of \$334,000 and cash of \$680,000. During the nine-month period ended September 30, 2024, the Company received funds from AngloGold of \$207,000 (A\$230,005) relating to commenced exploration at the Nyngan project in-line with the earn-in and joint venture agreement in place (for which Kincora receives a 10% management fee on expenditure). In October 2024, Kincora announced that it has secured commitments for a two tranche A\$1.27 million non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder, directors and new investors participation.

During the year ended December 31, 2023, the Company received \$155,000 (A\$127,850) NSW government grants relating to completed drilling at the Nyngan and Trundle projects.

On March 6, 2023, received gross proceeds of \$756,640 (A\$832,304) from the second tranche of the December 2022 private placement.

On July 27, 2023, the Company executed a conditional agreement with RareX to acquire its carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses. In consideration, the Company issued 40m CDIs, and granted a 1% NSR for the vended licenses to RareX (the "RareX Transaction").

The RareX Transaction is subject to:

- shareholder approval proposed to be obtained at an Annual General and Special Meeting ("AGM"), which was achieved September 26th, 2023;
- completion of the placement for an aggregate subscription amount of not less than 30 million CDIs (\$1.5m), which was achieved via the oversubscribed A\$2m private placement announced August 8th, 2023; and,
- the parties obtaining approvals required under the Mining Act 1992 (NSW), which was achieved in 4Q'2023.

Completion resulted in Kincora securing a 100% interest in all of the Company's NSW projects.

On August 8th, 2023, the Company completed an oversubscribed private placement and raised \$1,784,167 (A\$2,030,000). This placement includes a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the issue.

On December 15, 2023, the Company completed the acquisition of RareX's minority and carried interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

Historically, the Company's sole source of funding has been the issuance of equity, and one issuance of debt financing. Through 2023/2024, the Company has sought to change its funding model, consolidating a 100% interest in all its projects, and seeking to bring in asset level partners.

This has resulted in five agreements that unlock over A\$60 million in potential multiple year partner funding, and also providing the Company a management fee from being current operator for one of these partnerships (with AngloGold Ashanti for the Nyngan and Nevertire projects). To date, six of the Company's fourteen licenses have attracted asset level partnership agreements. Further deals that offer a clear value path and targeted partnerships are proposed.

As with all exploration juniors, the Company's access to financing is always uncertain. There can be no assurance of continued access to significant financing. Liquidity risk is assessed as high.

As at September 30th, 2024, the Company had an accumulated deficit of \$189,580,000, current assets in excess of current liabilities of \$541,000 and a cash balance of \$680,000, and a net loss for the nine-month period ended September 30th, 2024 of \$1,745,000.

During the nine-month period ended September 30th, 2024, the Company had cash of \$708,000 used in operating activities and \$350,000 net cash used in investing activities which was mainly used for the acquisition of equipment and expenditures for the exploration and evaluation assets, net of exclusivity payment received. The Company's cash position is highly dependent on the ability to raise cash through financings and the expenditures on its exploration programs. As results of exploration programs are determined and other opportunities become available to the Company, management may complete an external financing as required.

At present, the Company's operations do not generate positive cash inflows (albeit receives a management fee on current expenditure relating to the AngloGold Ashanti earn-in and joint venture agreement relating to the Nyngan and Nevertire projects) and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company has raised money through equity sales, and in the future could raise money from optioning its exploration and evaluation assets.

Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management, corporate activity, exploration results and jurisdictional risk. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities and industry conditions. Management believes it will be able to raise equity capital as required in the long term, but recognizes that there will be risks involved which may be beyond its control.

Related Party Transactions

The Company incurred the following amounts for related party services:

- a) During the nine-month period ended September 30, 2024, the Company incurred \$55,350 (2023 - \$55,350) to a company with an officer in common for management and accounting services.

- b) During the nine-month period ended September 30, 2024, the Company incurred \$225,000 (2023 - \$165,000) to an officer and a company with an officer in common for management services.
- c) During the nine-month period ended September 30, 2024, the Company incurred director's fees of \$214,833 (2023 - \$124,500) to current directors and to a former director.
- d) During the nine-month period ended September 30, 2024, the Company incurred consulting fees of \$15,000 (2023 - \$15,000) to a director of the Company.
- e) At September 30, 2024, the Company owed \$512,556 (December 31, 2023 - \$242,710) in accrued directors' fees and management and accounting fees in accounts payable, which are non-interest bearing and due on demand, and obligation to issue shares.
- f) During the year ended December 31, 2023, the Company issued 40,000,000 CDIs to RareX for the acquisition of the 35% interest in the NSW project portfolio.

Compensation of key management personnel

<i>In thousand \$</i>	September 30, 2024	September 30, 2023
Management, chairman, directors, and audit committee fees	\$ 510	\$ 360
Share-based payments	778	108
	\$ 1,288	\$ 468

Share Capital Information

The table below presents the Company's common share data as of November 14, 2024 and does not reflect the second tranche of the two tranche October 16, 2024 private placement and issuance of remuneration shares.

	Price (\$)	Expiry date	Number of common shares
Common shares, issued and outstanding			259,749,572
Securities convertible into common shares			
Warrants	<i>n/a</i>	<i>n/a</i>	Nil
Stock options	<i>various</i>	<i>various</i>	52,300,000
Performance rights		<i>n/a</i>	5,520,449
			304,993,990

October 2024 private placement and remuneration shares

Allotment of Tranche 1 of the October 16, 2024 private placement took place on October 22, 2024, with 12.6m shares being issued under Kincora's ASX Listing Rule 7.1 placement capacity. Tranche 2 (comprising 20.9m shares and 16.8m attaching options) is subject to shareholder approval at the December 9, 2024 shareholders meeting.

Subject to shareholder approval, Directors intend to purchase C\$50,000 of shares under Tranche 2 with Fleet Space and Big Ben Holdings also agreeing to participate in Tranche 2. Fleet Space has agreed to a 12-month voluntary escrow period.

Morgans Corporate Limited acted as Lead Manager to the private placement with a cash transaction cost of 3.9% payable.

In addition to the private placement, the Company will issue 11m accrued remuneration shares to Kincora's board and senior management under the Equity Incentive Plan approved by shareholders.

Post the proposed issuances, Kincora's total outstanding number of fully issued shares is anticipated to be 291.7m with 69m total options outstanding.

RareX Transaction

In consideration of Kincora acquiring RareX's carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses, the Company issued 40.6m CDIs and granted a 1% NSR for the vended licenses to RareX (the "RareX Transaction").

On August 8, 2023, concurrent with the RareX transaction, the Company completed a private placement raised \$1,784,167 (A\$2,030,000) via the issuance of 40,600,000 new CDIs. The placement includes a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the issue ("Attaching Options"). Associated with the raising, 7,500,000 unquoted options were issued at an exercise price of A\$0.075 (C\$0.065) and expiring 24-months from the date of issue.

On December 15, 2023, the Company completed the acquisition of RareX's minority and carried interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

The Company had a shareholder meeting on March 3, 2023 approving the second tranche of the December 15, 2022, non-brokered private placement, which resulted in the issuance of a further 15,132,795 common shares on March 6, 2023.

During the nine-month period ended September 30, 2024, 2,004,506 stock options with an exercise price of \$0.48, 10,000,000 stock options with an exercise price of \$0.29 and 7,580,575 stock options with an exercise price of \$0.28 have expired unexercised.

Contingencies

In the course of its business activities the Company has from time to time, been the subject of civil claims by third parties, including former employees that could give rise to a liability to pay compensation or damages. In addition, the Company may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition. Based upon historic experience with management of such claims, assessment and regulatory actions, the Company does not anticipate that the outcome of those claims, assessments and regulatory actions, will have a materially adverse effect on the Company's business or financial condition.

Mongolia

During the year ended December 31, 2021, Golden Grouse received a tax act reassessment for \$2.7 billion Tugriks (MNT), approximately \$1 million (US\$800,000) from the Mongolian Tax Authority ("MTA").

The 2021 tax assessment comprises four items, of which the Company strongly refutes the merit of three including the very vast majority of the liability sought relating to a retrospective tax assessment of the 2016 merger with IBEX (the agreed liability owed is 16.2 million MNT or approximately \$5,700 (U.S.)).

The 2016 IBEX merger required a prior tax assessment, which followed an audit of the IBEX entity's prior-year periods and the on-shore and off-shore agreements to the merger (IBEX and parent entities). The 2016 tax assessment was paid and relied upon by Mongolian government departments to facilitate the merger and was a condition precedent to close the merger with any adverse liability enabling both counterparties to withdraw from the merger (Note 6). In the Company's view, supported by four independent external legal opinions, the 2021 tax assessment's retrospective liability is not in line with the 2016 tax assessment and Mongolian law, and there is no basis for a different determination.

Kincora, IBEX and various Mongolian public sector departments relied upon the 2016 tax audit and rulings to close the merger. The transaction underpinned over C\$12 million of subsequent equity being raised by Kincora, including investments following extensive due diligence from the European Bank for Reconstruction and Development (EBRD, one of the largest investors in Mongolia and an IFI like the IFC), and, Resource Capital Funds (RCF, one of the largest resource specialist private equity groups).

Since 2021, the Company has pursued defending the 2016 tax ruling, paid a \$52,000 (MNT \$100 million) security deposit (materially more than the agreed liability owed of 16.2 million MNT) to facilitate this legal defence and objection to the 2021 tax act via the Mongolian administrative courts.

In March 2023, Kincora applied to the Mongolian Administrative Chamber for the dispute to receive a hearing at the Supreme Court, which is the last legal defence step available under the Mongolian judicial system having undertaken two prior court hearings (which provided conflicting rulings) and the Mongolian Tax Dispute Counsel failing to hear the required case. This application was accepted and follows the last Appeal Court ruling (in January 2023) being outside of the litigants' appeal and counter-arguments, overturned a prior First Instance Administrative Court ruling that referred the reassessed tax act back to the MTA (with annulment occurring in 3 months should the MTA take no action), and preceded in a timeframe far too short to consider the merits of the reassessed Tax Act.

In May 2023, the Supreme Court hearing occurred with the dispute returned to the First Instance Administrative Court with a review ongoing of the reassessment by a court appointed panel of independent tax experts. A First Instance Administrative Court hearing is expected to consider the independent tax experts review and the Company is of the opinion that the findings of the independent tax experts were very favourable to our case.

The Company has sought to defend its position in a fair and equitable manner following due process and Mongolian law, with support from various Third Neighbour missions and business associations.

Kincora has sought to utilise the ombudsman and dispute counsel process with the MTA – and then the government's own Investor Protection Council (IPC) mechanism – both unsuccessfully. This necessitated continuing to defend our position in the Mongolian judicial system, which has traversed the three levels of the court process. Post the May 2023 Supreme Court ruling, which sent the matter back to the lowest level court, Kincora has sought government level meetings to get more focused attention from the IPC. Kincora has also drafted a proposed mutually beneficial settlement for the tax dispute and sought engagement with appropriate senior Government of Mongolia officials.

Legal advice has also been received that the MTA officials have behaved in a criminal manner (according to how Mongolian law applies to government officials) and the police have opened a case and commenced an investigation.

After well over 3 years, Kincora efforts and initiatives to date have proven ineffective and there is no clear timeline or path for resolution under Mongolian law or the Mongolian judicial system.

Brazil

Brazilian Diamonds, a former name of the Company, in 2001 to 2005, via the Brazilian subsidiary Samsul, held certain mineral rights, and some of these rights were the focus of alluvial diamond operations undertaken by an assignor in the State of Goias. In 2015, a lawsuit was filed by state and federal prosecutors seeking indemnification from certain defendants (including but not limited to Samsul and the assignor) in the amount of BRL 492,840, equivalent to seventy (70) carats of diamonds and 9000M3 of gravel. The case is with the lower courts in Brazil and the timing for hearing is undeterminable as at audit report date. The Company does not believe there is merit in this case.

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and investments.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company is uncertain as to whether its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period and, accordingly, management is reviewing the timing and scope of current exploration plans and is also pursuing other financing alternatives to fund the Company's operations.

Due to the difficult market conditions and the Company's share price performance, the Remuneration Committee in mutual agreement with the CEO has elected to suspend bonus payments for the CEO and key staff for the year ending 2021 and 2022.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Management of Financial Risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below:

Interest Rate Risk

The Company has non-material exposure at September 30th, 2024 to interest rate risk through its financial instruments.

Currency Risk

The Company's operations are focused on Australia and Mongolia, where many exploration and administrative expenses are incurred in the Australian Dollar, Mongolian Tugrik and the US Dollar. The Company's ability to advance funds to Mongolia is subject to changes in the valuation of the Tugrik and the US dollar as well as rules and regulations of the Mongolian government. Fluctuations in the value of the Australian Dollar, Tugrik and the US dollar may have positive and/or adverse effect on the operations and operating costs of the Company. Management seeks to limit foreign current risk, primarily seeking to retain funds in Canada and Australia wiring funds as and when needed to foreign subsidiaries to meet operating expenditures, and believes this risk to be minimal.

Credit Risk

The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Australia, with more limited funds held in Mongolia, where the Mongolian subsidiaries make monthly cash calls. As most of the Company's cash is held by three banks there is a concentration of credit risk, and, in Mongolia one of the two subsidiary's bank accounts has been frozen by the Mongolian Tax Authority as a result of an ongoing tax dispute. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies and looking to avoid holding more than one months budgeted cash reserves in Mongolia.

Receivables consist of goods and services and the harmonized sales tax due from the Government of Canada. Management believes that the credit risk concentration with respect to receivables is remote.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. Management believes its credit risk to be minimal.

Liquidity Risk

The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations.

As at September 30, 2024, the Company had a cash balance of \$680,000 (December 31, 2023 - \$1,530,000) to settle current liabilities of \$527,000 (December 31, 2023 - \$248,000). In October 2024, Kincora announced that it has secured commitments for a two tranche A\$1.27 million non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder, directors and new investors participation.

On December 15, 2022, the Company raised \$1,330,000 from the first tranche of a non-brokered private placement. In addition, the Company had a shareholder meeting on March 3, 2023 approving the second tranche A\$832,304 of the December 15, 2022 placement, which resulted in the issuance of a further 15,132,795 common shares on March 6, 2023. During the year ended December 31, 2023, the Company received \$155,000 (A\$127,850) NSW government grants relating to completed drilling at the Nyngan and Trundle projects.

On July 27, 2023, the Company executed a conditional agreement with RareX Limited ("RareX") to acquire its carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses. In consideration, the Company will issue 40m CDIs, and granted a 1% NSR for the vended licenses to RareX (the "RareX Transaction").

As part of the acquisition, the Company completed an oversubscribed private placement and raised \$1,784,167 (A\$2,030,000) via the issuance of 40,600,000 new CDIs at \$0.044 (A\$0.05) per CDI. This placement included a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the issue.

On December 15, 2023, the Company completed the acquisition of RareX's minority and carried interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the general market prices and investor sentiment, particularly relating to copper and gold. The Company closely monitors general market conditions and commodity prices to determine the appropriate course of action to be taken.

Critical Accounting Estimates

The preparation of interim condensed consolidated financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the statement of financial position date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in the preparation of the consolidated financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

Property acquisition costs and related direct exploration costs may be deferred until the properties are placed into production, sold, abandoned, or written down, where appropriate. The Company's accounting policy is to capitalize exploration costs, which policy it believes to be consistent with IFRS and applicable guidelines for exploration stage companies. The policy is consistent with other junior exploration companies that have not established mineral reserves objectively. An alternative policy would be to expense these costs until sufficient work has been done to determine that there is a probability a mineral reserve can be established; or alternatively, to expense such costs until a mineral reserve has been objectively established. Management is of the view that its current policy is appropriate for the Company at this time. Based on annual impairment reviews made by management, or earlier if circumstances warrant, in the event that the long-term expectation is that the net carrying amount of these capitalized exploration costs will not be recovered, then the carrying amount is written down accordingly and the write-down charged to operations. A write-down may be warranted in situations where a property is to be sold or abandoned; or exploration activity ceases on a property due to unsatisfactory results or insufficient available funding.

Risks and Uncertainties

The Company is engaged in the business of acquiring, exploring and developing mineral properties with the expectation of locating economic deposits of minerals. All of the properties are without proven copper/gold deposits and there is no assurance that the Company's exploration programs will result in proven copper/gold deposits, nor can there be any assurance that economic deposits can be commercially mined. As a consequence, any forward-looking information is subject to known and unknown risks and uncertainties.

Confirmation or otherwise of our more advanced geological models, advancement of earlier stage project pipeline and exploration success is expected to materially impact the value of the Company. The ability of the Company to systematically advance its district-scale project pipeline from a technical perspective is a fundamental value driver, upside and downside, to the Company and its valuation. The ability of the Company to commercially advance and effect its exploration strategy is also a fundamental value driver.

The Company will be required to negotiate access arrangements and pay compensation to landowners, local authorities, transitional land users, the NSW Government and others who may have an interest in the area covered by a tenement/license. The Company's ability to resolve access and compensation issues may have an impact on the future success and financial performance of the Company's operations.

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on senior management, the exploration team and contractors, who are an integral part of the business. Should there be resignations, there may be difficulties in recruiting similar high-quality personnel and overall team balance. There can be no assurance given that there will be no negative impact on the Company if one or more of these key team members cease their employment.

The Company's core focus is its entry into NSW and the NSW project pipeline, with previous projects and subsidiaries viewed as non-core. These non-core assets may have certain ongoing contractual obligations and operations, which have inherent business risk and potential legacy risks. The Company has been listed since 1983, operating in emerging and frontier markets such as Brazil and then Mongolia.

The material changes to known and unknown risks and uncertainties during the nine-month period ended September 30th, 2024 have been noted in these accounts.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning Kincora's general and administrative expenses and exploration and evaluation costs is provided in the Company's consolidated statement of loss and note disclosures contained in its interim condensed consolidated financial statements for the nine-month period ended September 30, 2024. These statements are available on Kincora's website at www.kincoracopper.com or on its SEDAR Page Site accessed through www.sedar.com or the Australian Securities Exchange ("ASX") at <https://www2.asx.com.au>.

Dividends

Kincora has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the board of directors and will depend on Kincora's financial condition, results of operations, capital requirements and such other factors as the board of directors deem relevant.

Management's Responsibility for Consolidated Financial Statements

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- i. controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii. a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the Company's IFRS.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Subsequent event(s)

On October 16, 2024, the Company has expanded its partnership with Fleet Space Technologies Pty. Ltd. (Fleet Space) to include: (i) a listed equity investment; (ii) multiphysics surveys at the Wongarbron project to identify and refine targets; and (iii) the right to drill test targets to earn an asset-level interest in the Wongarbron project.

Highlights:

- Kincora to raise A\$1.27-million (\$1.19-million) through strategic investment by Fleet Space and participation by existing major shareholder, directors and new investors:
 - Raise conducted at 3.8 Australian cents (3.6 cents) with 1:2 attaching option at 7.5 Australian cents (seven cents);
 - Fleet Space to invest A\$400,000 (Australian) (\$373,832) to take initial 4-per-cent strategic stake in Kincora;
- Expanded partnership with Fleet Space including Kincora's recently secured and wholly owned Wongarbron project:
 - Multiphysics survey agreement comprising ambient noise tomography (ANT) and gravity surveys with Fleet Space's end-to-end mineral exploration solution, ExoSphere;
 - Fleet Space has the right to finance a minimum 2,000-metre drill program to earn a 20-per-cent stake in the project;
 - The Wongarbron project is interpreted to host one of the last remaining untested and large intrusive complexes of the Macquarie Arc situated on an interpreted common transverse structure that is a key control to the 14.7 million ounces gold equivalent inventory within Alkane Resources Ltd. Northern Molong porphyry project (NMPP);
 - Final interpretations are pending for a recent Fleet Space ANT survey at the NMPP and multiphysics surveys at the Nyngan project ahead of imminent drill testing.

Proposed Transactions

At the present time, there are no proposed transactions that are required to be disclosed that are not disclosed elsewhere. To date the Company has secured five asset level partnerships covering six of Kincora's fourteen licenses with active discussions for further partnerships ongoing.

Approval

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the consolidated

financial statements and related financial reporting and internal control matters before the consolidated financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of the Company has approved the consolidated financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

This announcement has been authorized for release by the Board of Kincora Copper Limited (ARBN 645 457 763)

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Level 4, 100 Albert Road
South Melbourne, Victoria 3205

Forward-Looking Information

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, permitting risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, risks related to actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of resources; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities; as well as those factors detailed from time to time in the Company's interim and annual consolidated financial statements which are filed and available for review on SEDAR at www.sedar.com. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.



Kincora Copper Limited
(An Exploration Stage Company)

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
Expressed in Canadian Dollars
(Unaudited – Prepared by Management)

For the nine-month periods ended September 30, 2024 and 2023

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

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

Kincora Copper Limited

(An Exploration Stage Company)

Interim Condensed Consolidated Statements of Financial Position

As at

(Figures in tables are expressed in thousands of Canadian dollars)

Statement 1

	September 30, 2024		December 31, 2023
	(Unaudited)		(Audited)
ASSETS			
Current			
Cash	\$ 680	\$	1,530
Receivables	27		27
Prepays and deposits	154		144
	<u>861</u>		<u>1,701</u>
Security deposits (Notes 6 and 12)	125		89
Equipment (Note 11)	65		74
Exploration and evaluation assets (Note 6)	16,990		15,887
	<u>\$ 18,041</u>	\$	<u>17,751</u>
LIABILITIES			
Current			
Accounts payable (Notes 7 and 9)	\$ 275	\$	202
Accrued liabilities	45		46
Deferred revenue (Note 6)	207		-
	<u>527</u>		<u>248</u>
SHAREHOLDERS' EQUITY			
Share capital (Note 7)	191,384		191,384
Share-based payment reserve	15,244		14,450
Obligation to issue shares (Notes 7 and 9)	535		354
Foreign currency translation reserve	(69)		(850)
Deficit	(189,580)		(187,835)
	<u>17,514</u>		<u>17,503</u>
	<u>\$ 18,041</u>	\$	<u>17,751</u>

Nature of Operations and Going Concern (Note 1)

Contingencies (Note 12)

Subsequent event (Note 13)

Approved and authorized by the Board of Directors on November 14, 2024

"Jeremy Robinson"

Jeremy Robinson
Director

"Sam Spring"

Sam Spring
Director

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

Kincora Copper Limited

Statement 2

(An Exploration Stage Company)

Interim Condensed Consolidated Statements of Loss and Comprehensive Loss

For the,

(Figures in tables are expressed in thousands of Canadian dollars, except per share amounts)

(Unaudited – Prepared by Management)

	Three-month period ended September 30, 2024	Three-month period ended September 30, 2023	Nine-month period ended September 30, 2024	Nine-month period ended September 30, 2023
Expenses				
Consultants (Note 9)	\$ 50	\$ 38	\$ 164	\$ 113
Consultants – Geologists (Note 9)	5	5	15	15
Consultants – Technical (recovery)	(69)	18	(31)	56
Corporate administrative and office services	29	45	141	225
Directors and audit committee fees (Note 9)	49	24	169	72
Foreign exchange loss (gain)	-	(83)	1	(122)
Insurance	51	55	67	70
Investor relations	12	22	31	113
Legal and accounting	21	88	89	149
Management fees (Note 9)	75	55	225	165
Share-based compensation (Notes 7 and 9)	-	21	794	108
Transfer agent and filing fees	33	77	68	128
Travel	10	-	18	-
	(266)	(365)	(1,751)	(1,092)
Other item				
Write-off of accounts payable	-	-	6	-
Net loss for the period	\$ (266)	\$ (365)	\$ (1,745)	\$ (1,092)
Foreign currency translation	174	(27)	781	(83)
Comprehensive loss for the period	\$ (92)	\$ (392)	\$ (964)	\$ (1,175)
Loss per share – basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding	247,174	191,477	247,174	171,345

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

Kincora Copper Limited

(An Exploration Stage Company)

Statement 3

Interim Condensed Consolidated Statements of Cash Flows

For the nine-month periods ended September 30,

(Figures in tables are expressed in thousands of Canadian dollars)

(Unaudited – Prepared by Management)

Cash provided by (used in):	2024		2023	
Operating activities				
Loss for the period:	\$	(1,745)	\$	(1,092)
Items not affected by cash:				
Obligation to issue shares		181		119
Share-based compensation		794		108
Changes in non-cash working capital items:				
Receivables		-		(51)
Prepays and deposits		(10)		-
Accounts payable and accrued liabilities		72		(296)
Net cash used in operating activities		<u>(708)</u>		<u>(1,212)</u>
Investing activities				
Acquisition of equipment		(90)		(71)
Security deposits		(33)		87
Government grant received		-		115
Deferred cooperative funding		207		-
Exclusivity payment received		92		-
Exploration and evaluation asset expenditures		(526)		(1,690)
Net cash used in investing activities		<u>(350)</u>		<u>(1,559)</u>
Financing activity				
Proceeds from private placement, net of issue costs		-		2,413
Net cash provided by financing activity		<u>-</u>		<u>2,413</u>
Effect of foreign exchange translation		208		(83)
Change in cash and cash equivalents		(850)		(441)
Cash and cash equivalents – beginning of period		<u>1,530</u>		<u>2,224</u>
Cash and cash equivalents – end of period	\$	680	\$	1,783

Supplemental Disclosure of Cash Flow Information (Note 10)

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

Kincora Copper Limited

(An Exploration Stage Company)

Interim Condensed Consolidated Statements of Changes in Shareholders' Equity For the nine-months periods ended September 30, 2024 and 2023

(Figures in tables are expressed in thousands of Canadian dollars, except number of share amounts)

Statement 4

	Share capital (Number of shares)	Share capital \$	Obligation to issue shares \$	Share-based payment reserve \$	Foreign currency translation reserve \$	Deficit \$	Total \$
Balance, December 31, 2022	151,440,747	187,930	195	14,164	(284)	(186,375)	15,630
Shares issued for private placement, net	55,732,794	2,413	-	-	-	-	2,413
Options issued as share issuance costs	-	(160)	-	160	-	-	-
Shares for services to be issued	-	-	119	-	-	-	119
Share-based compensation	-	-	-	108	-	-	108
Net comprehensive loss for the period	-	-	-	-	(83)	(1,092)	(1,175)
Balance, September 30, 2023	207,173,541	190,183	314	14,432	(367)	(187,467)	17,095
Balance, December 31, 2023	247,173,541	191,384	354	14,450	(850)	(187,835)	17,503
Shares for services to be issued	-	-	181	-	-	-	181
Share-based compensation	-	-	-	794	-	-	794
Net comprehensive loss for the period	-	-	-	-	781	(1,745)	(964)
Balance, September 30, 2024	247,173,541	191,384	535	15,244	(69)	(189,580)	17,514

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

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Interim Condensed Consolidated Financial Statements For the nine-month periods ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

1. Nature of Operations and Going Concern

Kincora Copper Limited (“the Company” or “Kincora”) was incorporated in British Columbia, Canada on September 24, 1983. The Company is engaged in the acquisition and exploration of exploration and evaluation assets. The Company’s shares are listed on the TSX-Venture Exchange (“TSXV”) and began trading on the Australian Securities Exchange (“ASX”), both under the symbol KCC.

The head office of the Company is located at Suite #400 - 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 3N6 and the registered address and records office is located at 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1D3.

These interim condensed consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration and evaluation assets projects. These material uncertainties may cast a significant doubt on the validity of this assumption.

The Company’s ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to continue operations, both at the listed company and project levels.

As at September 30, 2024, the Company has an accumulated deficit of \$189,580,000, a net loss for the nine-month period ended September 30, 2024 of \$1,745,000, has current assets in excess of current liabilities of \$334,000 and a cash balance of \$680,000. After period end, the Company secured commitments for a two tranche A\$1.27 million non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder, directors and new investors participation. If the going concern assumption was not appropriate for these interim condensed consolidated financial statements, adjustments would be necessary to the carrying values of assets, liabilities, reported income and expenses and the statement of financial position classifications used. Such adjustments could be material.

2. Basis of Preparation

Statement of Compliance

These unaudited interim condensed consolidated financial statements, including comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards (“IFRS”) and in accordance with International Accounting Standards (“IAS”) 34 Interim Financial Reporting.

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

They 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 interim condensed consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The significant accounting policies, as disclosed, have been applied consistently to all periods presented in these interim condensed consolidated financial statements. The interim condensed consolidated financial statements should be read in conjunction with the Company’s annual consolidated

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Interim Condensed Consolidated Financial Statements For the nine-month periods ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

2. Basis of Preparation - continued

Statement of Compliance - continued

financial statements for the year ended December 31, 2023 prepared in accordance with IFRS applicable to annual consolidated financial statements.

Critical Accounting Estimates

The preparation of these interim condensed consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the interim condensed consolidated financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position based on capitalized acquisition and expenditure costs, facing review for impairment based on factors including the planned exploration budgets and activities, commodity prices, drill results of exploration programs, and strategic direction of the Company;
 - The inputs used in accounting for share-based compensation expense included in profit or loss calculated using the Black-Scholes Option Pricing Model;
 - The recognition of deferred tax assets based on the change in unrecognized deductible temporary tax differences.
-

3. Material Accounting Policies

a) Basis of consolidation

The interim condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: BSG Investments Inc. (“BSGII”), which owns Kincora Group Ltd (“KGL”) and its subsidiaries, Nadmin IBEX LLC (“Nadmin”) and Golden Grouse IBEX LLC (“Golden Grouse”), Kincora Australia Limited and its subsidiary, Kincora Copper Australia Pty Ltd, Game Creek Company Limited (“Game Creek”) and Samsul Mineração Ltda. (“Samsul”). Inter-company balances and transactions are eliminated on consolidation. BSGII, Game Creek, Kincora Australia Limited and KGL are British Virgin Island incorporated companies. Nadmin and Golden Grouse were incorporated in Mongolia. Samsul was incorporated in Brazil. Kincora Copper Australia Pty Ltd was incorporated in Australia in 2019.

b) Share-based compensation

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes Option Pricing Model, and is recognized over the vesting period.

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Interim Condensed Consolidated Financial Statements For the nine-month periods ended September 30, 2024 and 2023

(Expressed in Canadian Dollars)

(Unaudited – Prepared by Management)

3. Material Accounting Policies – *continued*

b) Share-based compensation – *continued*

A corresponding increase in share-based payment reserve is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in share-based payment reserve. Share-based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

c) Cash and cash equivalents

Cash equivalents consist of highly liquid investments that are readily convertible into cash with maturities of three-months or less when purchased.

d) Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

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

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3. Material Accounting Policies – continued

e) Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the year. For all years presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. In calculating the diluted loss per share, the weighted average number of common shares outstanding assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. For the periods presented, this calculation proved to be anti-dilutive.

f) Equipment

Equipment is carried at cost less amortization and amounts written-off. The assets residual value, amortization methods and useful lives are reviewed, and adjusted, if appropriate, at each reporting date. Amortization is provided for over the estimated lives of the related assets based on annual rates as follows:

Exploration equipment	10 Years - Straight-line
Computers	3 Years - Straight-line

g) Income taxes

Income tax on the profit or loss for the periods presented 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, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

h) Functional and presentation currency

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiaries for the nine-month period ended September 30, 2024 is the Australian Dollar. The functional currency of the Company and its subsidiaries (except Kincora Copper Australia Pty Ltd), for the year ended December 31, 2023 is the Canadian Dollar, and the functional currency of Kincora Copper Australia Pty Ltd is the Australian Dollar. The functional currency

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3. Material Accounting Policies – *continued*

h) Functional and presentation currency – *continued*

determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates* (“IAS 21”). The Company’s presentation currency is the Canadian dollar (“\$”).

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in the statements of comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign operations

The financial results and position of foreign operations whose functional currency is different from the Company’s presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are recognized in other comprehensive income and recorded in the Company’s foreign currency translation reserve in equity. These differences are recognized in the profit or loss in the period in which the operation is disposed.

i) Provision for environmental rehabilitation

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

Under the legislative environments the Company may operate in, environmental bonds and prepayments can be required to support gaining operational and exploration approvals, and held until such work is completed and rehabilitation completed. Such payments are recorded as a prepayment until return and receipt to the Company. The Company’s estimates of reclamation costs, environmental bonds and prepayments could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures.

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3. Material Accounting Policies – *continued*

i) Provision for environmental rehabilitation – *continued*

These changes would be recorded directly to exploration and evaluation assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, would be charged to profit or loss for the period. At September 30, 2024 and December 31, 2023, the Company had no provisions for environmental rehabilitation.

j) Impairment of assets

The carrying amount of the Company's long-lived assets (which includes equipment and exploration and evaluation assets) is periodically reviewed, including following the reduction in any mineral tenure rights and at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of comprehensive loss.

The recoverable amount is the greater of an asset's fair value, less cost to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows, largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

k) Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

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3. Material Accounting Policies – continued

k) Financial instruments – continued

Classification – continued

Financial assets/liabilities	Classification
Cash	FVTPL
Receivables	Amortized cost
Accounts payable	Amortized cost

Measurement

Financial assets at FVTOCI

Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded in the statements of loss and comprehensive loss in the period in which they arise.

Fair value measurement disclosure includes classification of financial instrument in a hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair values of the Company's cash constitutes a Level 1 fair value measurement. The fair value of the Company's receivables and accounts payable approximate the carrying value due to their short-term nature.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks

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3. Material Accounting Policies – *continued*

k) Financial instruments – *continued*

Derecognition – *continued*

and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

4. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to commence the development of its exploration and evaluation assets and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares. Further information relating to liquidity risk is disclosed in Note 5. In the management of capital, the Company includes the components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors. The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. The Company is uncertain as to whether its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period and, accordingly, management is reviewing the timing and scope of current exploration plans and is also pursuing other financing alternatives to fund the Company's operations. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

5. Management of Financial Risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

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5. Management of Financial Risk – continued

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is periodically exposed to interest rate risk on its cash equivalents as these instruments are exposed to interest rate fluctuations on renewal. Management has assessed this risk as low.

Currency risk

Currency risk is the risk that the fair values of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's operations are focused on Australia and Mongolia, where many exploration and administrative expenses are incurred in the Australian Dollar, Mongolian Tugrik and the US Dollar. The Company's ability to advance funds to Mongolia is subject to changes in the valuation of the Tugrik and the US dollar as well as rules and regulations of the Mongolian government. Fluctuations in the value of the Australian Dollar, Tugrik and the US dollar may have positive and/or adverse effect on the operations and operating costs of the Company. Management seeks to limit foreign currency risk, primarily seeking to retain funds in Canada and Australia wiring funds as and when needed to foreign subsidiaries to meet operating expenditures, and believes this risk to be minimal.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Australia, with more limited funds in Mongolia, where the Mongolian subsidiaries make monthly cash calls. As most of the Company's cash is held by two banks there is a concentration of credit risk, and, in Mongolia one of the two subsidiary's bank accounts has been frozen by the Mongolian Tax Authority as a result of an ongoing tax dispute. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies and looking to avoid holding more than one month's budgeted cash reserves in Mongolia (and noting the funding obligations for the Mongolian operation are now included in the agreement with Woomera). The Company has secondary exposure to credit risk on its receivables. This risk is minimal as receivables consist primarily of refundable goods and services taxes.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations.

As at September 30, 2024, the Company had current assets in excess of current liabilities of \$334,000 and a cash balance of \$680,000, (December 31, 2023 - \$1,530,000) to settle current liabilities of \$527,000 (December 31, 2023 - \$248,000). After period end, the Company secured commitments for a two tranche A\$1.27 million non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder, directors and new investors participation

Historically, the Company's sole source of funding has been the issuance of equity, and one issuance of debt financing. Through 2023/2024, the Company has sought to change its funding model, consolidating a 100% interest in all its projects, and seeking to bring in asset level partners.

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5. Management of Financial Risk – continued

Liquidity risk – continued

To date, this has resulted in five agreements that unlock over A\$60 million of potential multiple year partner funding, and also providing the Company a management fee from being current operator for one of these partnerships (with AngloGold Ashanti for the Nyngan and Nevertire projects). These agreements include six of the Company's current fourteen licenses. Further deals that offer a clear value path and targeted partnerships are proposed.

As with all exploration juniors, the Company's access to financing is always uncertain. There can be no assurance of continued access to significant financing. Liquidity risk is assessed as high, both at the listed company and asset level.

Commodity price risk

The Company's ability to raise capital to fund exploration or development activities either at the listed company or asset level is subject to risks associated with fluctuations in general market prices and investor sentiment, particularly relating to copper and gold, and the jurisdictions the Company primarily operates in. The Company closely monitors general market conditions and commodity prices to determine the appropriate course of action to be taken.

6. Exploration and Evaluation Assets

For the nine-month period ended September 30, 2024 (000's)

	Bronze Fox		Golden Grouse		Macquarie Arc		Total	
Exploration costs								
Amortization	\$	29	\$	39	\$	-	\$	68
Camp		1		38		2		41
Fuel		-		-		4		4
Geological/geophysics		-		-		3		3
License/fees/taxes		-		-		3		3
Rental/utilities		1		3		58		62
Salaries/labor		56		111		181		348
Supplies/safety gear		-		-		12		12
Transportation/travel		-		-		53		53
Total current exploration costs	\$	87	\$	191	\$	316	\$	594
Total costs incurred during the period	\$	87	\$	191	\$	316	\$	594
Balance, opening		1,347		424		14,116		15,887
Exclusivity payment received		(68)		(24)		-		(92)
Translation adjustment		115		41		445		601
Balance, ending	\$	1,481	\$	632	\$	14,877	\$	16,990

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6. Exploration and Evaluation Assets – continued

Cumulative costs:								
Acquisition	\$	36,624	\$	1,094	\$	1,973	\$	39,691
Exploration		13,566		4,314		13,136		31,016
Exclusivity payment received		(326)		(51)		-		(377)
Government grant received		-		-		(339)		(339)
Impairment		(48,498)		(4,766)		-		(53,264)
Translation adjustment		115		41		107		263
	\$	1,481	\$	632	\$	14,877	\$	16,990

For the year ended December 31, 2023 (000's)

	Bronze Fox		Golden Grouse		Macquarie Arc		Total	
Acquisition costs								
Acquisition & maintenance	\$	-	\$	-	\$	1,200	\$	1,200
Total current acquisition costs	\$	-	\$	-	\$	1,200	\$	1,200
Exploration costs								
Amortization	\$	39	\$	35	\$	-	\$	74
Assaying		-		-		101		101
Camp		13		35		3		51
Drilling		-		-		590		590
Fuel		-		-		37		37
License/fees/taxes		-		-		4		4
Rental/utilities		3		-		143		146
Salaries/labor		111		208		559		878
Supplies/safety gear		-		-		1		1
Transportation/travel		-		-		137		137
Total current exploration costs	\$	166	\$	278	\$	1,575	\$	2,019
Total costs incurred during the year	\$	166	\$	278	\$	2,775	\$	3,219
Balance, opening		1,241		388		11,834		13,463
Translation adjustment		-		-		(338)		(338)
Exclusivity payment received		(60)		(27)		-		(87)
Government grant received		-		-		(155)		(155)
Impairment		-		(215)		-		(215)
Balance, ending	\$	1,347	\$	424	\$	14,116	\$	15,887

Cumulative costs:								
Acquisition	\$	36,624	\$	1,094	\$	1,973	\$	39,691
Exploration		13,479		4,123		12,820		30,422
Exclusivity payment received		(258)		(27)		-		(285)
Government grant received		-		-		(339)		(339)
Impairment		(48,498)		(4,766)		-		(53,264)
Translation adjustment		-		-		(338)		(338)
	\$	1,347	\$	424	\$	14,116	\$	15,887

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6. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Mongolia – Nadmin

The Company originally acquired a 100% interest in the shares of KGL in consideration for \$35,882,000 in cash, common shares and warrants. KGL indirectly holds title to the mining license of the Bronze Fox copper/gold project in Mongolia.

Following the issuance of the Bronze Fox mining license approximately 85% of the eastern Bronze Fox license was relinquished as part of the conversion of the exploration to mining license. Following a detailed review of historical acquisition and expenditure relating to the eastern Bronze Fox license an impairment has been undertaken to reflect:

- the pro-rata amount of the capitalised acquisition costs for the eastern license; and,
- for the capitalised specific exploration costs for activities undertaken on ground no longer retained.

The review has resulted in a write down of \$29,713,000 in 2020 relating to the area that has been relinquished.

Such a methodology is consistent with the Company's standard review process as per the prior ground held and relinquished in Mongolia (or any other jurisdiction).

During the year ended December 31, 2020, the Company recorded total impairment loss of \$30,455,000 relating to the write-off of exploration license, which includes \$742,000 write-off of the carrying value relating to the merger with IBEX subsidiaries in 2016.

During the year ended December 31, 2021, the Company assessed the property for impairment in relation to the acquisition and joint venture agreement entered by the Company with Resilience Mining Mongolia Pty. Ltd. ("RMM") on June 30, 2021, and recorded an impairment loss of \$18,043,000.

Exploration and evaluation assets – Mongolia – Golden Grouse

On April 18, 2012, the Company acquired a 100% interest in Golden Grouse from the optionor, Temujin Mining Corp. ("Temujin"), which held two mineral exploration licenses adjoining the Company's Bronze Fox project in Mongolia.

On October 28, 2016, the Company obtained seven mineral exploration licenses and two new license applications in mergers with IBEX Land Mongolia LLC ("IBEX Land") and IBEX Mongolia LLC ("IBEX"). The fair value in excess of the net assets of IBEX Land and IBEX was allocated to Bronze Fox (\$742,000) and Golden Grouse (\$1,094,000). The Company retains the full regional exploration dataset across the IBEX portfolio and various infrastructure associated with the merger, including the White Pearl camp in the Southern Gobi, but as of December 31, 2019, all of the mineral exploration licenses associated with the IBEX transaction that are no longer being explored by the Company, which have been relinquished back to the Mongolian Government, were written down by \$3,185,000.

During the year ended December 31, 2020, the Company recorded an impairment loss of \$212,000 relating to the write-off of exploration license.

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6. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Mongolia – Golden Grouse - continued

During the year ended December 31, 2021, the Company assessed the property for impairment in relation to the acquisition and joint venture agreement entered by the Company with RMM on June 30, 2021, and recorded an impairment loss of \$1,154,000.

During the nine-month period ended September 30, 2024, the Company received an exclusivity payment of \$92,000 (A\$100,000) from an interested party to enable final due diligence and definitive legal agreements, in relation to the sale of the Mongolian asset.

During the period, Kincora successfully completed the strategic review process for the Mongolian assets with a binding Earn-In Term Sheet (Mongolia Agreement) with Woomera Mining Limited (ASX: WML, Woomera).

Woomera has the right to spend up to US\$4 million over a period of 5 years to earn a 80% interest (in two phases) and may elect to then:

- purchase the remaining 20% interest from Kincora for US\$10 million cash consideration and a 1% Net Smelter Royalty (NSR); or,
- enter into a shareholders agreement whereby Kincora is free carried until the point of a Final Investment Decision (FID) for project development (minimum reserve of 1Moz gold equivalent)

Woomera is a well credentialed partner with a highly successful team and strong shareholder register, and has concluded a raising to support the Agreement. A high impact field program proposed from next month including new discovery and resource expansion drilling coupled with a second mining license conversion. Kincora will receive A\$450,000 share consideration in Woomera becoming its largest shareholder and A\$100,000 in total cash payments.

Impairment of evaluation and exploration assets – Mongolia

On June 30, 2021, the Company entered into a definitive acquisition and joint venture agreement with Resilience Mining Mongolia (RMM) in connection with the binding term sheet entered into by the parties on December 12, 2020. Pursuant to the agreement, RMM would acquire 80 percent interest in the Company's subsidiary, KGL which owns Nadmin and Golden Grouse ("Mongolian subsidiaries"), by granting an equity interest of 9.9 percent in RMM upon successful admission to the ASX and having raised a minimum of A\$5,000,000 in new equity to the Company's subsidiary, BSG II. Through a share purchase agreement, Kincora will also retain an effective carried asset level interest in the Mongolian subsidiaries until certain material project level milestones.

On July 8, 2022, the Company issued a notice to RMM notifying it of the failure of conditions under the existing joint venture agreement. The effect of the notice was that the joint venture agreement terminated and enabled the Company to pursue other strategic options for the Mongolian asset portfolio with an externally lead strategic review (potential divestment) process commenced in June 2023.

During the year ended December 31, 2021, the Company assessed the exploration and evaluation assets of KGL for impairment based on the estimated fair value less costs of disposal of the 80 percent ownership interest of KGL during the year ended December 31, 2021. The fair value of the 80 percent ownership interest was estimated based on the proposed Initial Public Offering ("IPO") price and share structure of RMM in the

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6. Exploration and Evaluation Assets – continued

Impairment of evaluation and exploration assets – Mongolia (continued)

ASX Listing. The Company recognized an impairment loss of \$19,197,000 on the Mongolian properties, Bronze Fox and Golden Grouse, pro-rated based on the respective carrying amount of the properties.

Exploration and evaluation assets – Mongolia – Earn-in and Joint Venture Agreement

On August 8, 2024, the Company announced the successful completion of the strategic review process which resulted in a binding Earn-In Term Sheet (Mongolia Agreement) with Woomera Mining Limited (ASX: WML, Woomera).

Woomera is an arm's length and unrelated party to Kincora, and a well credentialed partner with a highly successful team and strong shareholder register. On August 12, 2024, Woomera announced it that concluded a strongly supported A\$1.7 million raising and is undertaking a A\$0.3 million Share Purchase Plan to support the Mongolia Agreement.

The key terms of the Mongolia Agreement comprise:

- Woomera may earn a 51% equity interest in the asset holding subsidiaries by funding US\$2 million in expenditure in an initial earn-in period of up to three years and has the right to earn a further 29% equity interest in the asset holding subsidiaries by funding a further US\$2 million in expenditure within five years of the date of the Agreement. This includes a minimum expenditure of US\$0.5 million in the each of the first two years of the earn-in period.
- Upon earning and exercising the right for the 80% interest Woomera can elect to:
 - (i) purchase the remaining 20% equity interest in the subsidiaries from Kincora for a purchase price of US\$10 million and a 1.0% net smelter royalty (NSR); or,
 - (ii) enter into a shareholders' agreement where Woomera free-carries Kincora until the point of a Final Investment Decision (FID) for project development (minimum threshold of a JORC 2012 compliant reserve of 1Moz gold equivalent).
- Woomera completing a capital raising, which has been strongly supported, and further Share Purchase Plan is proposed.
- The Agreement requires the parties to enter into an formal agreement to reflect the terms of Woomera's operations of the Bronze Fox project and is conditional upon the parties obtaining shareholder and regulatory approvals.
- Woomera has agreed to cover the holding costs and spend a minimum of US\$500,000, including satisfying the minimum statutory field related commitments and drilling for the project between the date of its shareholder approval and December 31st, 2024.
- If Woomera withdraws from the earn-in prior to earning an 80% interest it must forfeited any equity interest it has obtained in the asset holding entities to Kincora.

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6. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Australia – Direct pegging activity

Subsequent to period end, a definitive Earn-In Implement Agreement (EIA) was signed with Woomera in-line the Earn-In Term Sheet.

In the December quarter, Woomera completed a 16-diamond hole program for a total of 2516 metres. The targeted porphyry was intersected in all holes with assays due late December/early January.

During the year ended December 31, 2023, the Company recorded an impairment loss of \$215,000 relating to the write-off of an exploration license.

On November 21, 2019, the Company announced an application for a new exploration licence covering 762 km² named the Nyngan project located in the Lachlan fold belt (“LFB”), central NSW, Australia.

On January 6, 2020, the Company’s application was formally approved and exploration license EL8929 granted.

On January 30, 2020, an application for a second large new exploration licence was made directly to the NSW state for the Nevertire project, covering 382 km². On April 14, 2020, the Company was successfully granted a new exploration licence (EL8960) for the Nevertire project.

On June 9, 2021, the Company announced an application for the Mulla gold copper porphyry project, covering 616km² to the south of the existing Nyngan license and adjacent to the Nevertire license. The Mulla license was awarded in the fourth quarter of 2021. The 100% owned Nyngan, Nevertire and Mulla projects cover an area in the Macquarie Arc of the Lachlan Fold Belt in NSW, Australia.

Further direct application for the Condobolin East, gold-base metals license was made during the fourth quarter of 202 and was successfully awarded,.

During the nine-month period ended September 30, 2024, the Company also pegged the Wongarbron project as open ground. The Wongarbron project is considered a compelling untested Macquarie Arc porphyry target with immediate high priority targets for drilling.

Subsequent to period end, the Company was issued three new wholly owned licenses covering 1,377km² named the Nyngan West, Nyngan South and Nevertire South projects. The new ground doubles Kincora’s position on the Macquarie Arc’s Northern Junee-Narromine Belt (NJNB), provides continuous landholding along >100km strike of the Arc and consolidates the immediate extensions of the Nyngan and Nevertire projects held in earn-in partnership with AngloGold Ashanti.

Exploration and evaluation assets – Australia – Joint Venture projects

On January 30, 2020, the Company entered into a binding memorandum of understanding (“MoU”) and made a non-refundable option payment of A\$25,000 to RareX Limited (“RareX”) providing the exclusive right to acquire a 65% interest in six mineral leases and five projects in the LFB.

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6. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Australia – Joint Venture projects – continued

On March 19, 2020, the Company announced it had completed definitive agreements with RareX. The key commercial terms being:

- Issuing 4,983,333, subject to a voluntary 12-month lockup and transfer of titles with the NSW regulator, resulting in RareX becoming a then 9.9% shareholder (issued on March 27, 2020);
- Payment of A\$150,000 in cash to RareX upon closing as follows:
 - A\$100,000 in cash consideration (paid on March 30, 2020); and,
 - A\$50,000 in cash as reimbursement to RareX for outstanding holding costs and licence renewals (paid on March 30, 2020).
- The Company acquiring a 65% interest in the respective licences, becoming operator and sole financier of all further exploration until a positive scoping study or Preliminary Economic Assessment (“PEA”).

On July 27, 2023, the Company executed a conditional agreement with RareX to acquire its carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses. In consideration, the Company issued 40m CDIs, and granted a 1% NSR for the vended licenses to RareX (the “RareX Transaction”). The consideration was issued by the Company on December 14, 2023 (Note 7).

The RareX Transaction was subject to:

- shareholder approval proposed and obtained at an Annual General and Special Meeting (“AGM”) held September 26th, 2023; completion of the placement (described below) for an aggregate subscription amount of not less than 30 million CDIs (\$1.5m), which was achieved via the oversubscribed A\$2m private placement announced August 8th, 2023; and,
- the parties obtaining approvals required under the Mining Act 1992 (NSW), which was achieved in 4Q’2023.

As part of the acquisition, the Company completed an oversubscribed private placement to raising A\$2 million via the issuance of 40.6 million new CDIs. This placement was closed on August 8 and includes a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the date of issue.

On December 15, 2023, the Company completed the acquisition of RareX’s minority and carried interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

The Company held security deposits of \$83,061 in relation to RareX claims as at September 30, 2024 (December 31, 2023 - \$80,708).

During the year ended December 31, 2022, the Company utilised and received a NSW government grant of \$184,000 (A\$200,000) for the Fairholme project. During the year ended December 31, 2023, the Company received \$155,000 (A\$172,352) NSW government grants relating to completed drilling at the Nyngan and Trundle projects.

Exploration and evaluation assets – Australia – Exploration Alliance Agreement

On October 6, 2022, the Company announced the execution of an Exploration Alliance Agreement with Earth AI Pty. Ltd. (“Earth AI”) covering the Cundumbul project. Earth AI is a San Francisco (USA) headquartered

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6. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Australia – Exploration Alliance Agreement – continued

Artificial Intelligence (AI) company, with a field camp in Young (NSW), that has a vertically integrated metals exploration approach to targeting, testing and verifying discoveries that are required for the electric vehicle and renewable energy revolutions.

Key terms of the Exploration Alliance:

The Exploration Alliance allows for a co-funding model and joint technical committee, whereby Earth AI will have day-to-day management and control of exploration activities, and contribute up to A\$4.5m of total exploration expenditure across the project over a two-year period with an option to extend for a further year (which was extended subsequent to period end).

Subject to a minimum of 1500 metres of diamond drilling (satisfied at the time of writing) and a Qualifying Drilling Intersection resulting in a new discovery (as defined within the Exploration Alliance Agreement), Earth AI is entitled to a net smelter return royalty (Royalty) of up to 3% in connection with a to be agreed upon area surrounding the discovery (Area of Interest, size dependent on the extent of the newly discovered mineral system).

Kincora is under no obligation to explore, develop or mine the Cundumbul project during the period of the Exploration Alliance. However, upon Earth AI successfully drilling a Qualifying Drilling Intersection and having carried out a minimum of 1,500 metres of diamond drilling, whereafter the second anniversary of the Royalty Trigger Date if no mineral resource has been defined and the annual exploration expenditure in the Area of Interest falls below US\$250,000, Earth AI will have the option to assume operational control and buy all of the Royalty Tenements that overlap with the Area of Interest under the Royalty Deed, for a cash purchase price equal to US\$1,000,000 plus a 2% net smelter.

The Agreement will not affect the capital structure of the Company or ownership in the project. During the nine-month period ended September 30, 2024, Earth AI has commenced drilling (at their own cost) at the Cundumbul project with results and further drilling activities pending.

Exploration and evaluation assets – Australia – Earn-in and Joint Venture Agreement

As announced on May 28th 2024, during the period Kincora signed a definitive multiple-phase Earn-in and Joint Venture Agreement with a wholly owned subsidiary of AngloGold Ashanti plc (AngloGold) (NYSE: AU; JSE: ANG) for the Northern Junee-Narromine Belt Project, comprising the Nyngan and Nevertire licenses.

The key terms of the Agreement with AngloGold Ashanti Australia Limited, a wholly owned subsidiary of AngloGold Ashanti plc, covering the Nyngan (EL 8929) and Nevertire (EL 8960) projects, comprise:

- AngloGold may earn a 70% initial interest by incurring A\$25 million in total expenditure on exploration in the initial earn-in period of up to seven years upon which a joint venture would be formed (Phase I). This includes a minimum expenditure of A\$2 million within the first two years (Minimum Obligation). AngloGold is permitted to withdraw from the Agreement after satisfying the Minimum Obligation or payment of any shortfall.
- AngloGold can then earn an additional 10% interest (for a total interest of 80%) by completing a Pre-Feasibility Study (PFS) or by funding a further \$25m of expenditure over an additional three years (Phase II).

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6. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Australia – Exploration Alliance Agreement – continued

- During the Minimum Obligation period, Kincora will operate and conduct all exploration activities as directed by an Exploration Management Committee that will comprise two members from each party, and be entitled to a 10% management fee.
- The Agreement is otherwise on terms that are customary for similar agreements and includes the agreed principal terms of the proposed joint venture agreement which will apply if AngloGold earns an interest in the NJNB tenements.
- All expenditure timelines under the Agreement can be accelerated.

Under the agreement a wide range of virgin, large intrusive-related copper-gold targets will be drill tested.

During the nine-month period ended September 30, 2024, the Company received in advance funds from AngloGold of \$207,000 (A\$230,005) and recorded as deferred revenue in the consolidated statements of financial position.

7. Share Capital

Authorized share capital: Unlimited Common shares without par value.

Share issuances:

- a) On December 14, 2023, the Company issued 40,000,000 CDIs at a fair value of C\$0.03 per CDI pursuant to the acquisition of 35% interest in the RareX projects (Note 6).
- b) On August 8, 2023, the Company closed a Non-Brokered Placement and issued 40,600,000 new CDIs for gross proceeds of \$1,784,167 (A\$2,030,000). The Non-Brokered Placement includes a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the issue (“Attaching Options”). Associated with the raising, 7,500,000 unquoted options were issued at an exercise price of A\$0.075 (C\$0.065) and expiring 24-months from the issue (“Broker Options”) and cash fee of \$94,037 was incurred.
- c) On March 6, 2023, the Company issued 15,132,794 shares for gross proceeds of \$756,640 (A\$832,304) from the second tranche of the December 2022 private placement. The Company incurred share issuance costs of \$32,657.

Obligation to issue shares:

The Company has a share for services plan approved in 2019. Pursuant to the plan, the Company provides compensation to directors and officers in both shares and cash. The portion of compensation that will be paid by shares are recorded in obligation to issue shares and will be transferred to share capital upon issuance of the shares. During the nine-month period ended September 30, 2024, the Company accrued fees of \$181,412 (2023 - \$119,250) to its officers and directors. As at September 30, 2024, the Company has a balance owing of \$541,762 (December 31, 2023 - \$360,350), with \$535,512 (December 31, 2023 - \$354,100) recorded in obligation to issue shares and the remaining in accounts payable.

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7. Share Capital – continued

Stock options:

The Company has an equity incentive plan in place under which it is authorized to grant options or performance rights to executive officers and directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common stock of the Company, and the amount approved for the purposes of the ASX rules, being up to 7,000,000 performance rights. Under the plan, the exercise price of each option shall not be less than the discounted market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

On September 27, 2023, the Company issued 20,300,000 free-attaching options pursuant to the private placement that closed in August 2023. Each option has an exercise price of C\$0.065 (A\$0.075) and expires 24 months from the date of issue. The fair value of the options was determined to be \$nil using the residual method. The Company issued 7,500,000 broker options as share issuance cost. Each option has an exercise price of C\$0.065 (A\$0.075). The fair value of the broker options was \$160,029, determined using the Black-Scholes Option Pricing Model.

On May 31, 2024, the Company granted an aggregate of 24,500,000 incentive stock options to certain board members, senior management and advisers of Kincora (the optionees). Each option is exercisable into one common share in the capital of the company at an exercise price of \$0.068 (A\$0.075) per common share with expiry of two years following the date of grant. The fair value of the options was \$794,449, determined using the Black-Scholes Option Pricing Model.

The fair value was determined using the Black-Scholes Option Pricing Model using the following weighted average estimates:

	December 31, 2023	September 30, 2024
Expected dividend yield	0%	0%
Expected stock price volatility	122.11%	142%
Risk free rate	4.62%	4.25%
Forfeiture rate	0%	0%
Expected life of options	2 years	2 years

A summary of the Company's stock option transactions is as follows:

	Number of options	Weighted average exercise price
Balance outstanding – December 31, 2022	20,449,886	\$0.31
Granted	27,800,000	0.07
Expired	(864,805)	0.32
Balance outstanding – December 31, 2023	47,385,081	\$0.16
Granted	24,500,000	0.05
Expired	(2,004,506)	0.48
Expired	(10,000,000)	0.29
Expired	(7,580,575)	0.28
Balance outstanding – September 30, 2024	52,300,000	\$0.07

The weighted average life of the stock options is 1.31 years.

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7. Share Capital – continued

Stock options: (continued)

The weighted average price for options granted during the nine-month period ended September 30, 2024 is \$0.068 (December 31, 2023 - \$0.065).

As at September 30, 2024, the following stock options are outstanding and exercisable:

Number	Price per share	Expiry date	Options exercisable
27,800,000	\$0.07	September 27, 2025	27,800,000
24,500,000	\$0.07	May 31, 2026	24,500,000
52,300,000	\$0.07		52,300,000

Warrants: As of September 30, 2024 and December 31, 2023, the Company had no outstanding warrants.

Performance rights:

In December 2021, the Company granted 5,520,449 performance rights to certain directors and officers of the Company, pursuant to the Company's new EIP. 4,535,385 of the performance rights are vesting two years from the issue date, 454,154 performance rights are vesting one year from the issue date, and 530,910 performance rights are vesting 1/3 each of the calendar years ended 2021, 2022, and 2023. During the nine-month period ended September 30, 2024, the Company recorded share-based compensation of \$Nil (2023 - \$86,584) for the performance rights vested.

Reserves:

Share-based payment reserve represents the fair value of stock options or warrants until such time that the share-based instruments are exercised, at which time the corresponding amount will be transferred to share capital.

Exchange gains and losses arising from translation of foreign currency denominated transactions are included in foreign currency translation reserve.

8. Segmented Information

The Company operates in two operating segments being the acquisition and exploration of exploration and evaluation assets in Mongolia and Australia. The Company's head office is located in Canada, and all of the Company's non-current assets are located in Mongolia and Australia as follows.

<i>In thousand \$</i>	Mongolia	Australia	Total
Balance at September 30, 2024			
Mineral properties	\$ 2,113	\$ 14,877	\$ 16,990
Equipment	\$ 65	\$ -	\$ 65

<i>In thousand \$</i>	Mongolia	Australia	Total
Balance at December 31, 2023			
Mineral properties	\$ 1,771	\$ 14,116	\$ 15,887
Equipment	\$ 74	\$ -	\$ 74

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9. Related Party Transactions

The Company incurred the following amounts for related party services:

- a) During the nine-month period ended September 30, 2024, the Company incurred \$55,350 (2023 - \$55,350) to a company with an officer in common for management and accounting services.
- b) During the nine-month period ended September 30, 2024, the Company incurred \$225,000 (2023 - \$165,000) to an officer and a company with an officer in common for management services.
- c) During the nine-month period ended September 30, 2024, the Company incurred director's fees of \$214,833 (2023 - \$124,500) to current directors and to a former director.
- d) During the nine-month period ended September 30, 2024, the Company incurred consulting fees of \$15,000 (2023 - \$15,000) to a director of the Company.
- e) At September 30, 2024, the Company owed \$512,556 (December 31, 2023 - \$242,710) in accrued directors' fees and management and accounting fees in accounts payable, which are non-interest bearing and due on demand, and obligation to issue shares (Note7).
- f) During the year ended December 31, 2023, the Company issued 40,000,000 CDIs to RareX for the acquisition of the 35% interest in the NSW project portfolio (Note 7).

Compensation of key management personnel

<i>In thousand \$</i>	September 30, 2024	September 30, 2023
Management, chairman, directors, and audit committee fees	\$ 510	\$ 360
Share-based payments	778	108
	\$ 1,288	\$ 468

10. Supplemental Disclosures of Cash Flow Information

Supplemental Disclosure of Non-Cash Financing and Investing Activities include ('000):	September 30, 2024	September 30, 2023
Amortization capitalized to exploration and evaluation assets	\$ 68	\$ 56

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11. Equipment

Net carrying costs at September 30, 2024 and December 31, 2023 are as follows ('000):

		Computers		Exploration Equipment		Total
Cost						
Balance as at December 31, 2022	\$	25	\$	1,243	\$	1,268
Additions		-		71		71
Balance as at December 31, 2023		25		1,314		1,339
Additions		-		90		90
Translation adjustment		-		(31)		(31)
Balance as at September 30, 2024	\$	25	\$	1,373	\$	1,398
Accumulated amortization and impairment						
Balance as at December 31, 2022	\$	(25)	\$	(1,166)	\$	(1,191)
Amortization		-		(74)		(74)
Balance as at December 31, 2023		(25)		(1,240)	\$	(1,265)
Additions		-		(68)		(68)
Balance as at September 30, 2024	\$	(25)	\$	(1,308)	\$	(1,333)
Net book value						
At December 31, 2023	\$	-	\$	74	\$	74
At September 30, 2024	\$	-	\$	65	\$	65

12. Contingencies

In the course of its business activities the Company has from time to time, been the subject of civil claims by third parties, including former employees that could give rise to a liability to pay compensation or damages. In addition, the Company may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition. Based upon historic experience with management of such claims, assessment and regulatory actions, the Company does not anticipate that the outcome of those claims, assessments and regulatory actions, will have a materially adverse effect on the Company's business or financial condition.

Mongolia

During the year ended December 31, 2021, Golden Grouse received a tax act reassessment for \$2.7 billion Tugriks (MNT), approximately \$1 million (US\$800,000) from the Mongolian Tax Authority ("MTA").

The 2021 tax assessment comprises four items, of which the Company strongly refutes the merit of three including the very vast majority of the liability sought relating to a retrospective tax assessment of the 2016 merger with IBEX (the agreed liability owed is 16.2 million MNT or approximately \$5,700 (U.S.)).

The 2016 IBEX merger required a prior tax assessment, which followed an audit of the IBEX entity's prior-year periods and the on-shore and off-shore agreements to the merger (IBEX and parent entities). The 2016 tax assessment was paid and relied upon by Mongolian government departments to facilitate the merger and

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12. Contingencies – *continued*

was a condition precedent to close the merger with any adverse liability enabling both counterparties to withdraw from the merger (Note 6). In the Company's view, supported by four independent external legal opinions, the 2021 tax assessment's retrospective liability is not in line with the 2016 tax assessment and Mongolian law, and there is no basis for a different determination.

Kincora, IBEX and various Mongolian public sector departments relied upon the 2016 tax audit and rulings to close the merger. The transaction underpinned over C\$12 million of subsequent equity being raised by Kincora, including investments following extensive due diligence from the European Bank for Reconstruction and Development (EBRD, one of the largest investors in Mongolia and an IFI like the IFC), and, Resource Capital Funds (RCF, one of the largest resource specialist private equity groups).

Since 2021, the Company has pursued defending the 2016 tax ruling, paid a \$52,000 (MNT \$100 million) security deposit (materially more than the agreed liability owed of 16.2 million MNT) to facilitate this legal defence and objection to the 2021 tax act via the Mongolian administrative courts.

In March 2023, Kincora applied to the Mongolian Administrative Chamber for the dispute to receive a hearing at the Supreme Court, which is the last legal defence step available under the Mongolian judicial system having undertaken two prior court hearings (which provided conflicting rulings) and the Mongolian Tax Dispute Counsel failing to hear the required case. This application was accepted and follows the last Appeal Court ruling (in January 2023) being outside of the litigants' appeal and counter-arguments, overturned a prior First Instance Administrative Court ruling that referred the reassessed tax act back to the MTA (with annulment occurring in 3 months should the MTA take no action), and preceded in a timeframe far too short to consider the merits of the reassessed Tax Act.

In May 2023, the Supreme Court hearing occurred with the dispute returned to the First Instance Administrative Court with a review ongoing of the reassessment by a court appointed panel of independent tax experts. A First Instance Administrative Court hearing is expected shortly to consider the independent tax experts review and the Company is of the opinion that the findings of the independent tax experts were very favourable to our case.

The Company has sought to defend its position in a fair and equitable manner following due process and Mongolian law, with support from various Third Neighbour missions and business associations.

Kincora has sought to utilise the ombudsman and dispute counsel process with the MTA – and then the government's own Investor Protection Council (IPC) mechanism – both unsuccessfully. This necessitated continuing to defend our position in Mongolian judicial system, which has traversed the three levels of the court process. Post the May 2023 Supreme Court ruling, which sent the matter back to the lowest level court, Kincora has sought government level meetings to get more focused attention from the IPC. Kincora has also drafted a proposed mutually beneficial settlement for the tax dispute and sought engagement with appropriate senior Government of Mongolia officials.

Legal advice has also been received that the MTA officials have behaved in a criminal manner (according to how Mongolian law applies to government officials) and the police have opened a case and commenced an investigation.

After over 3 years, Kincora efforts and initiatives to date have proven ineffective and there is no clear timeline or path for resolution under Mongolian law or the Mongolian judicial system.

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13. Subsequent Event

On October 16, 2024, the Company has expanded its partnership with Fleet Space Technologies Pty. Ltd. to include: (i) a listed equity investment; (ii) multiphysics surveys at the Wongarbon project to identify and refine targets; and (iii) the right to drill test targets to earn an asset-level interest in the Wongarbon project.

Highlights:

- Kincora to raise A\$1.27-million (\$1.19-million) through strategic investment by Fleet Space and participation by existing major shareholder, directors and new investors:
 - Raise conducted at A\$0.038 (3.6 cents) with 1:2 attaching option at A\$0.075 (seven cents);
 - Fleet Space to invest A\$400,000 (\$373,832) to take initial 4% strategic stake in Kincora;
- Expanded partnership with Fleet Space including Kincora's recently secured and wholly owned Wongarbon project:
 - Multiphysics survey agreement comprising ambient noise tomography (ANT) and gravity surveys with Fleet Space's end-to-end mineral exploration solution, ExoSphere;
 - Fleet Space has the right to finance a minimum 2,000-metre drill program to earn a 20% stake in the project;
 - The Wongarbon project is interpreted to host one of the last remaining untested and large intrusive complexes of the Macquarie Arc situated on an interpreted common transverse structure that is a key control to the 14.7 million ounces gold equivalent inventory within Alkane Resources Ltd. Northern Molong porphyry project (NMPP);
 - Final interpretations are pending for a recent Fleet Space ANT survey at the NMPP and multiphysics surveys at the Nyngan project ahead of imminent drill testing.