



ELEMENT 29

RESOURCES

CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
(Unaudited - Expressed in Canadian dollars)

Three and six month periods ended June 30, 2024

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

CONDENSED CONSOLIDATED INTERIM FINANCIAL REPORTING

The accompanying condensed consolidated interim financial statements of Element 29 Resources Inc. (the "Company") have been prepared by management in accordance with International Financial Reporting Standards ("IFRS"). Management acknowledges responsibility for the preparation and presentation of the condensed consolidated interim financial statements, including responsibility for significant accounting estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances.

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

Element 29 Resources Inc.**Condensed Consolidated Interim Statements of Financial Position**

As at June 30, 2024 and December 31, 2023 (Unaudited)

(expressed in Canadian dollars, except where indicated)

	Note	June 30, 2024	December 31, 2023
Assets			
Current assets			
Cash		\$ 114,993	\$ 1,228,429
Receivables		13,531	32,700
Prepaid expenses		195,665	210,272
Deposit		5,519	5,519
		329,708	1,476,920
Non-current assets			
Property and equipment		73,890	95,599
Exploration and evaluation assets	3	9,803,282	14,354,885
		9,877,172	14,450,484
Total assets		\$ 10,206,880	\$ 15,927,404
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		\$ 100,764	\$ 133,256
Current portion of lease liability	4	26,422	30,148
		127,186	163,404
Non-current liabilities			
Lease liability	4	-	13,607
Total liabilities		127,186	177,011
Shareholders' equity			
Share capital	5	25,962,969	25,838,219
Reserves		3,182,936	3,274,351
Deficit		(19,066,211)	(13,362,177)
Total shareholders' equity		10,079,694	15,750,393
Total liabilities and shareholders' equity		\$ 10,206,880	\$ 15,927,404

Nature of operations and going concern (Note 1)

Subsequent event (Note 11)

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

Element 29 Resources Inc.

Condensed Consolidated Interim Statements of Comprehensive Loss

For the three and six months ended June 30, 2024 and 2023 (Unaudited)

(expressed in Canadian dollars, except where indicated)

	Note	Three months ended June 30		Six months ended June 30	
		2024	2023	2024	2023
General and administrative expenses					
Administration and office		\$ 8,367	\$ 26,776	\$ 22,383	\$ 63,528
Investor relations		55,149	68,132	92,643	158,466
Corporate development initiatives		33,578	11,138	58,868	45,105
Personnel costs	6	102,333	197,310	269,776	394,209
Professional fees		18,290	20,000	79,646	34,831
Filing fees		20,268	29,988	30,167	53,515
Foreign exchange gain		(3,052)	(37,289)	(22,660)	(44,082)
Share-based compensation	5,6	-	16,876	8,335	135,230
Depreciation		29,327	7,059	36,798	17,181
Other		1,924	1,233	4,161	3,553
Operating loss		266,184	341,223	580,117	861,536
Interest income		(3,160)	(672)	(10,754)	(5,309)
Impairment charge	3	5,134,671	-	5,134,671	-
Loss on disposal of fixed assets		-	23,942	-	23,942
Loss and comprehensive loss		\$ 5,397,695	\$ 364,493	\$ 5,704,034	\$ 880,169
Loss per common share					
Basic and fully diluted		\$ (0.05)	\$ (0.00)	\$ (0.05)	\$ (0.01)
Weighted average number of common shares outstanding		106,511,113	86,865,929	106,511,113	86,865,929
Total common shares issued and outstanding	5	106,723,613	87,203,360	106,723,613	87,203,360

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

Element 29 Resources Inc.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

For the six months ended June 30, 2024 and 2023 (Unaudited)

(expressed in Canadian dollars, except where indicated)

	Note	Number of Shares	Share capital	Reserves	Subscriptions received in advance	Deficit	Total
Balance at December 31, 2023		106,248,613	\$ 25,838,219	\$ 3,274,351	\$ -	\$ (13,362,177)	\$ 15,750,393
Issuance of share capital – restricted share units	5	175,000	99,750	(99,750)	-	-	-
Issuance of share capital – deferred share units	5	200,000	-	-	-	-	-
Issuance of share capital – warrants	5	100,000	25,000	-	-	-	25,000
Loss and comprehensive loss		-	-	-	-	(5,704,034)	(5,704,034)
Share-based compensation	5	-	-	8,335	-	-	8,335
Balance at June 30, 2024		106,723,613	\$ 25,962,969	\$ 3,182,936	\$ -	\$ (19,066,211)	\$ 10,079,694

	Note	Number of Shares	Share capital	Reserves	Subscriptions received in advance	Deficit	Total
Balance at December 31, 2022		79,240,860	\$ 21,796,857	\$ 3,008,624	\$ 720,000	\$ (11,443,229)	\$ 14,082,252
Issuance of share capital – private placement		7,725,000	1,313,250	231,750	(720,000)	-	825,000
Issuance of share capital – RSU redemption		237,500	135,375	(135,375)	-	-	-
Share issue costs – private placement		-	(91,591)	-	-	-	(91,591)
Loss and comprehensive loss		-	-	-	-	(880,169)	(880,169)
Share-based compensation		-	-	135,230	-	-	135,230
Balance at June 30, 2023		87,203,360	\$ 23,153,891	\$ 3,240,229	\$ -	\$ (12,323,398)	\$ 14,070,722

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

Element 29 Resources Inc.**Condensed Consolidated Interim Statements of Cash Flows**

For the six months ended June 30, 2024 and 2023 (Unaudited)

(expressed in Canadian dollars, except where indicated)

	Note	2024	2023
Cash flows used in operating activities			
Loss and comprehensive loss		\$ (5,704,034)	\$ (880,169)
Items not affecting cash:			
Share-based compensation	5	8,335	135,230
Unrealized foreign exchange gain		(27,894)	(25,891)
Depreciation		36,798	17,181
Interest expense on lease liability	4	1,889	-
Impairment charge	3	5,134,671	-
Loss on disposal of fixed assets		-	23,942
		(550,235)	(729,707)
Changes in non-cash operating working capital:			
Decrease in receivables and prepaid expenses		33,775	113,982
Decrease in accounts payable and accrued liabilities		(39,586)	(89,301)
Increase in deposits		-	(6,351)
		(556,046)	(711,377)
Cash flows used in investing activities			
Payment for exploration and evaluation assets	3	(565,954)	(1,071,228)
		(565,954)	(1,071,228)
Cash flows from financing activities			
Lease payments	4	(16,436)	-
Proceeds from issuance of common shares – warrants	5	25,000	-
Proceeds from issuance of common shares – private placement	5	-	825,000
Share issuance costs	5	-	(31,500)
		8,564	793,500
Decrease in cash		(1,113,436)	(989,105)
Cash - beginning of period		1,228,429	1,079,849
Cash - end of period		\$ 114,993	\$ 90,744

Supplemental cash flow information (Note 8)

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

Element 29 Resources Inc.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six month periods ended June 30, 2024 (Unaudited)

(expressed in Canadian dollars, except where indicated)

1 Nature of operations and going concern

Nature of operations

Element 29 Resources Inc., together with its subsidiaries (collectively referred to as the “Company” or “E29”), is focused on the exploration of mineral property interests in Peru.

The Company was incorporated on August 30, 2017 in British Columbia. The Company’s registered office is at 1900-1040 West Georgia Street, Vancouver, BC, V6E 4H3, Canada. The Company completed an initial public offering (“IPO”) on December 3, 2020 and the Company’s common shares commenced trading on the TSX Venture Exchange (“TSX-V”) on December 7, 2020 under the symbol “ECU”. On May 27, 2021, the Company commenced trading on the Over-the-Counter OTCQB Venture Market (“OTCQB”) under the symbol “EMTRF”. On November 16, 2022, the Company commenced trading on the Bolsa de Valores de Lima Exchange (“BVL”) under the symbol “ECU”.

All amounts are expressed in Canadian dollars, except for certain amounts denoted in United States dollars (“US\$”).

The Company has not yet determined whether its exploration and evaluation assets contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

Going concern

These condensed consolidated interim 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 has not generated revenues from its operations to date. As at June 30, 2024, the Company has accumulated net losses of \$19,066,211 since inception and has working capital of \$202,522. The operations of the Company have primarily been funded by the issuance of common shares. These condensed consolidated interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern.

If the going concern assumption was not appropriate for these condensed consolidated interim financial statements, then adjustments may be necessary to the carrying values of assets and liabilities, the reported expenses and the condensed consolidated interim statement of financial position classifications used. Such adjustments could be material.

2 Basis of presentation

Basis of presentation

The Company prepares its condensed consolidated interim financial statements in accordance with International Accounting Standards 34, Interim Financial Reporting (“IAS 34”), under International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretation of the International Reporting Interpretations Committee (“IFRIC”). These should be read in conjunction with the Company’s annual audited consolidated financial statements as at and for the year ended December 31, 2023 (“annual financial statements”). The accounting policies and critical estimates and judgements applied by the Company in these condensed consolidated interim financial statements are the same as those applied in the Company’s annual financial statements, unless otherwise stated.

These condensed consolidated interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for financial instruments measured at fair value or amortized cost.

The Board of Directors of the Company approved these condensed consolidated interim financial statements and authorized them for issue on August 28, 2024.

Element 29 Resources Inc.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six month periods ended June 30, 2024 (Unaudited)

(expressed in Canadian dollars, except where indicated)

Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned subsidiaries:

- Candelaria Resources S.A.C. (“Candelaria”)
- Elida Resources S.A.C. (“Elida”)
- Pahuay Resources S.A.C. (“Pahuay”)

All significant intercompany accounts and transactions between the Company and its subsidiaries have been eliminated upon consolidation.

3 Exploration and evaluation assets

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristics of many mineral properties. The Company has investigated title to its mineral properties and, to the best of its knowledge, title to the mineral property assets remains in good standing.

Elida copper project

The Company owns 100% of the Elida copper project, subject to a 2% NSR to Globetrotters. The property is located in Peru.

Flor de Cobre copper project

The Company owns a 100% interest of the Flor de Cobre copper project, with the exception of certain claims (“Candelaria claims”), where it had an option to earn 100% interest. The Flor de Cobre copper project is subject to a 2% NSR to Globetrotters. The property is located in Peru.

On March 1st, 2024, the Company announced the termination of the 5-year option agreement between Peruvian subsidiary, Candelaria Resources S.A.C., and the vendor for the 127.12 ha Candelaria Concessions. Upon termination, the Company signed a non-binding letter of intent (“LOI”) to negotiate the terms for a new option agreement with the vendor. This LOI expired on May 15th, 2024 without executing a new agreement and the Company no longer holds an option interest in the Candelaria Concessions.

Impairment of Non-Current Assets

During the period ended June 30, 2024, the Company re-evaluated the carrying value of the Flor de Cobre copper project and, as a result of this review, recorded an impairment charge of \$5,134,671 (2023 – nil).

Pahuay copper skarn project

The Company owns 100% interest of the Pahuay copper skarn project, subject to a 2% NSR to Globetrotters. The property is located in Peru.

Paka copper skarn project (previously Munaorjo project)

The Company owns 100% interest of the Paka copper skarn porphyry project, subject to a 2% NSR to Globetrotters. The project is located in Peru.

Element 29 Resources Inc.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six month periods ended June 30, 2024 (Unaudited)

(expressed in Canadian dollars, except where indicated)

Expenditures for the six months ended June 30, 2024 were as follows:

	Flor de Cobre	Elida	Pahuay and Paka	Total
Balance at December 31, 2023	\$ 5,134,672	\$ 9,220,212	\$ 1	\$ 14,354,885
Additions:				
Drilling	-	46	-	46
Geological and mapping	-	8,869	-	8,869
Permitting, concessions and taxes	-	64,786	-	64,786
Community, health, safety and environment	-	52,863	-	52,863
Geology salaries	-	38,491	-	38,491
Property maintenance and administration	-	418,013	-	418,013
Total additions for the period	-	583,068	-	583,068
Impairment charge	(5,134,671)	-	-	(5,134,671)
Balance at June 30, 2024	\$ 1	\$ 9,803,280	\$ 1	\$ 9,803,282

Expenditures for the year ended December 31, 2023 were as follows:

	Flor de Cobre	Elida	Pahuay and Paka	Total
Balance at December 31, 2022	\$ 4,623,841	\$ 8,497,872	\$ 1	\$ 13,121,714
Additions:				
Option payments	404,722	-	-	404,722
Geological and mapping	1,412	13,899	-	15,311
Geophysics and geochemistry	217	15,053	-	15,270
Permitting, concessions and taxes	13,208	60,001	-	73,209
Community, health, safety and environment	5,978	117,553	-	123,531
Technical report	-	2,700	-	2,700
Geology salaries	-	254,821	-	254,821
Property maintenance and administration	85,294	258,313	-	343,607
Total additions for the year	510,831	722,340	-	1,233,171
Balance at December 31, 2023	\$ 5,134,672	\$ 9,220,212	\$ 1	\$ 14,354,885

Element 29 Resources Inc.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six month periods ended June 30, 2024 (Unaudited)

(expressed in Canadian dollars, except where indicated)

4 Leases

Lease liability

	June 30, 2024	December 31, 2023
Lease liability	\$ 26,422	\$ 43,755
Less: current portion	(26,422)	(30,148)
Long-term portion	\$ -	\$ 13,607

Undiscounted lease payments

	June 30, 2024	December 31, 2023
Less than one year	\$ 30,688	\$ 33,175
One to five years	-	13,949
	\$ 30,688	\$ 47,124

The Company's leased asset is the right to use an office space in Vancouver. The lease liability is discounted at the Company's incremental borrowing rate of 10%. Interest expense on the lease liability amounted to \$1,889 for the six months ended June 30, 2024 (2023 – \$498). During the six months ended June 30, 2024, lease payments made amounted to \$16,436 (2023 – \$2,729).

5 Share capital

a) Common shares

The Company's authorized share capital consists of unlimited common shares without par value. At June 30, 2024, the Company had 106,723,613 (December 31, 2023 – 106,248,613) shares issued and outstanding.

b) Issued share capital

The Company's share capital transactions for the year ended December 31, 2023 as follows:

- On January 6, 2023 the Company closed a non-brokered private placement consisting of 7,725,000 units at a price of \$0.20 per unit which raised gross proceeds of \$1,545,000. Each unit consists of one common share of the Company and one-half of one common share purchase warrant. Each whole warrant is exercisable to acquire one share at a price of \$0.30 per share for a period of two years from the closing date. The Company paid an aggregate finder's fee of \$31,500.
- On September 13, 2023, the Company closed a non-brokered private placement consisting of 19,045,253 units at a price of \$0.15 per unit which raised gross proceeds of \$2,856,788. Each unit consists of one common share of the Company and one common share purchase warrant. Each warrant is exercisable to acquire one share at a price of \$0.25 per share for a period of two years from the closing date. The Company paid an aggregate finder's fee of \$144,007.

c) Share options

The Company provides share-based compensation to its directors, officers, employees, and consultants through grants of share options.

The Company has adopted a stock option plan (the "Plan"), as amended, to grant options to directors, officers, employees and consultants to acquire up to 10% of the issued and outstanding shares of the Company. Vesting is determined at the discretion of the Board of Directors.

Element 29 Resources Inc.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six month periods ended June 30, 2024 (Unaudited)

(expressed in Canadian dollars, except where indicated)

The Company uses the Black-Scholes option pricing model to determine the fair value of stock options granted.

The Company uses historical data to estimate option exercise, forfeiture and employee termination within the valuation model. The risk-free interest rate is based on a treasury instrument whose term is consistent with the expected term of the share options. Since the Company has not paid and does not anticipate paying dividends on its common shares, the expected dividend yield is assumed to be zero. Companies are required to utilize an estimated forfeiture rate when calculating the share-based compensation expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of nil in determining the share-based compensation expense recorded in the accompanying condensed consolidated interim statements of comprehensive loss.

Share option transactions are summarized as follows:

	Number of share options	Weighted average exercise price \$
Outstanding – December 31, 2023	5,985,000	0.48
Cancelled	(2,365,000)	0.51
Outstanding – June 30, 2024	3,620,000	0.46

At June 30, 2024, the following share options were outstanding and exercisable:

Number of share options	Exercise price per share option \$	Expiry date
300,000	0.30	August 23, 2024
200,000	0.30	May 19, 2025
350,000	0.30	June 25, 2025
150,000	0.50	November 9, 2025
1,100,000	0.45	February 3, 2026
150,000	0.45	April 7, 2026
1,370,000	0.57	March 1, 2027
3,620,000		

	June 30, 2024
Weighted average exercise price for exercisable share options	\$ 0.46
Weighted average share price for share options exercised	n/a
Weighted average years to expiry for exercisable share options	1.78 years

d) Share purchase warrants

Share purchase warrant transactions are summarized as follows:

	Number of share purchase warrants	Weighted average exercise price \$
Outstanding as at December 31, 2023	28,656,753	0.38
Exercised	(25,000)	0.28
Outstanding as at June 30, 2024	28,631,753	0.38

Element 29 Resources Inc.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six month periods ended June 30, 2024 (Unaudited)

(expressed in Canadian dollars, except where indicated)

At June 30, 2024, the following share purchase warrants were outstanding:

Number of share purchase warrants	Exercise price per share purchase warrant \$	Expiry date
5,749,000	0.85	December 14, 2024
3,862,500	0.30	January 6, 2025
19,020,253	0.25	September 13, 2025
28,631,753		

e) Deferred share units

DSUs are granted to the Company's directors as a part of compensation under the terms of the Company's deferred share units plan (the "DSU Plan"). Each DSU entitles the participant to receive the value of one common share of the Company (a "Common Share"). The maximum number of awards of DSU's and all other security-based compensation arrangements shall not exceed 10% of the Company's outstanding shares.

Participants are entitled to the value of the Common Share upon termination of their service. In accordance to the DSU Plan, upon each vesting date the Company shall decide at, at its sole discretion whether, participants receive (a) the issuance of Common Shares equal to the number of DSUs vesting, or (b) a cash payment equal to the number of vested DSUs multiplied by the fair market value of a Common Share, calculated as the closing price of the Common Shares on the TSX-V for the trading day immediately preceding such payment date; or (c) a combination of (a) and (b).

On the grant date of DSUs, the Company determines whether it has a present obligation to settle in cash. If the Company has a present obligation to settle in cash, the DSUs are accounted for as liabilities, with the fair value remeasured at the end of each reporting period and at the date of settlement, with any changes in fair value recognized in profit or loss for the period. The Company has a present obligation to settle in cash if the Company has a past practice or a stated policy of settling in cash, or generally settles in cash whenever the counterparty asks for cash settlement. If no such obligation exists, DSUs are accounted for as equity settled share-based payments and are valued using the share price of the Common Share on grant date. Since the Company controls the settlement, the DSU's are considered equity settled.

At June 30, 2024, the following DSUs were outstanding:

	Number of DSUs
Outstanding – December 31, 2023	300,000
Redeemed	(200,000)
Outstanding – June 30, 2024	100,000

f) Restricted Share Units

RSUs are granted to the Company's directors, officers, employees and consultants as a part of compensation under the terms of the Company's restricted share units plan (the "RSU Plan"). Each RSU entitles the participant to receive the value of one Common Share. The maximum number of awards of RSU's and all other security based compensation arrangements shall not exceed 10% of the Company's outstanding shares.

The number of RSUs awarded and underlying vesting conditions are determined by the Board of Directors in its discretion. In accordance with the RSU Plan, upon each vesting date the Company shall decide, at its sole discretion, whether participants receive (a) the issuance of Common Shares equal to the number of RSUs vesting, or (b) a cash payment equal to the number of vested RSUs multiplied by the fair market value of a Common Share, calculated as the closing price of the Common Shares on the TSX-V for the trading day immediately preceding such payment date; or (c) a combination of (a) and (b).

Element 29 Resources Inc.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six month periods ended June 30, 2024 (Unaudited)

(expressed in Canadian dollars, except where indicated)

On the grant date of RSUs, the Company determines whether it has a present obligation to settle in cash. If the Company has a present obligation to settle in cash, the RSUs are accounted for as liabilities, with the fair value remeasured at the end of each reporting period and at the date of settlement, with any changes in fair value recognized in profit or loss for the period. The Company has a present obligation to settle in cash if the Company has a past practice or a stated policy of settling in cash, or generally settles in cash whenever the counterparty asks for cash settlement. If no such obligation exists, RSUs are accounted for as equity settled share-based payments and are valued using the share price of the Common Share on grant date. Since the Company controls the settlement, the RSU's are considered equity settled.

At June 30, 2024, the following RSUs were outstanding:

	Number of RSUs	Number of RSUs vested
Outstanding – December 31, 2023	237,500	-
Redeemed	(175,000)	-
Forfeited	(62,500)	-
Outstanding – June 30, 2024	-	-

6 Related party transactions

The Company's related parties include key management personnel and directors. Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Board of Directors and corporate officers, including the Company's Chief Executive Officer, Chief Financial Officer, Chief Technical Officer, former Vice President – Exploration, and Corporate Secretary.

Direct remuneration paid to the Company's directors and key management personnel during the six months ended June 30, were as follows:

	2024	2023
Salaries and benefits – personnel costs	\$ 63,333	\$ 212,544
Consulting fees – personnel costs	165,743	89,550
Directors' fees – personnel costs	19,024	52,309
Share-based compensation	7,145	90,323
	\$ 255,245	\$ 444,726

As at June 30, 2024, included in accounts payable and accrued liabilities was an amount of \$23,420 (December 31, 2023 - \$1,290) due to the Company's related parties.

7 Segmented information

The Company has one business segment, the exploration of mineral properties. As at June 30, 2024, all of the Company's significant non-current non-financial assets are located in Peru.

Element 29 Resources Inc.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six month periods ended June 30, 2024 (Unaudited)

(expressed in Canadian dollars, except where indicated)

8 Supplemental cash flow information

	June 30, 2024	June 30, 2023
Non-cash investing activities		
- Exploration and evaluation expenditures included in accounts payable	\$ 42,943	\$ 42,539

9 Financial instruments

a) Fair value classification of financial instruments

The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices). Level 3 inputs are for the assets or liabilities that are not based on observable market data (unobservable inputs).

The Company's financial instruments consist of cash, receivables, deposits, accounts payable and accrued liabilities, and lease liability.

The carrying values of these financial instruments approximate their fair value due to their short terms to maturity.

The following table summarizes the classification and carrying values of the Company's financial instruments at June 30, 2024:

	FVTPL	Amortized cost (financial assets)	Amortized cost (financial liabilities)	Total
Financial assets				
Cash	\$ -	\$ 114,993	\$ -	\$ 114,993
Receivables	-	13,531	-	13,531
Deposit	-	5,519	-	5,519
Total financial assets	\$ -	\$ 134,043	\$ -	\$ 134,043
Financial liabilities				
Accounts payable and accrued liabilities	\$ -	\$ -	\$ 100,764	\$ 100,764
Lease liability	-	-	26,422	26,422
Total financial liabilities	\$ -	\$ -	\$ 127,186	\$ 127,186

10 Capital management

The Company considers items included in shareholders' equity as capital. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets which are revised periodically based on the results of its exploration programs,

Element 29 Resources Inc.

Notes to Condensed Consolidated Interim Financial Statements

For the three and six month periods ended June 30, 2024 (Unaudited)

(expressed in Canadian dollars, except where indicated)

availability of financing and industry conditions. There are no external restrictions on management of capital and there has been no changes to the Company's capital management during the current year. The Company believes it will be able to raise new funds as required in the long term to fund its exploration programs but recognizes there will be risks involved that may be beyond its control.

11 Subsequent event

On July 29th, 2024, the Company announced that it intends to complete a non-brokered private placement of up to 12,000,000 units of the Company at a price of \$0.25 per unit for aggregate gross proceeds to the Company of up to \$3,000,000. Each unit issuable under the financing consists of one common share in the capital of the Company and one non-transferable common share purchase warrant. Each warrant is exercisable for one common share for a period of 36 months following the closing date at an exercise price of \$0.50 per warrant share.