



GREAT QUEST GOLD LTD.
(Formerly Great Quest Fertilizer Ltd.)

Condensed Interim Consolidated Financial Statements
For the three and nine months 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 financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim 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 financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Condensed Interim Consolidated statements of financial position

(Expressed in Canadian dollars - Unaudited)

As at		September 30, 2024	December 31, 2023
ASSETS	Notes		
Current Assets			
Cash		\$ 352,437	\$ 5,473
HST recoverable		32,406	14,338
Prepaid expenses		7,068	5,184
Total current assets		391,911	24,995
Non-current assets			
Investment in associate	5	1,309,006	-
Total assets		\$ 1,700,917	\$ 24,995
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities		\$ 187,741	\$ 349,068
Due to related parties	9	79,706	780,436
Total current liabilities		267,447	1,129,504
SHAREHOLDERS' (DEFICIENCY)			
Share capital	8	25,524,393	22,131,686
Share-based payment reserve	8	7,212	7,212
Warrants	8	582,988	19,884
Accumulated deficit		(24,681,123)	(23,263,291)
Total shareholders' (deficiency)		1,433,470	(1,104,509)
Total liabilities and shareholders' (deficiency)		\$ 1,700,917	\$ 24,995

Nature and continuance of operations and going concern (note 1)

Approved on behalf of the Board of Directors on November 22, 2024

"Jed Richardson"

Jed Richardson – Chief Executive Officer

"John Clarke"

John Clarke – Director

The above condensed interim consolidated statements of financial position should be read in conjunction with the accompanying notes.

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Condensed Interim Consolidated statements of loss and comprehensive loss

(Expressed in Canadian dollars - Unaudited)

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2024	2023	2024	2023
			(Note 3)		(Note 3)
Expenses					
Accounting and audit		\$ 9,150	\$ 7,991	\$ 41,194	\$ 36,122
Consulting	9	171,178	28,950	234,078	86,850
Investor relations	9	23,000	12,000	47,000	36,000
Management and director fees	9	78,500	78,500	235,500	235,500
Office and general		59,189	4,974	86,172	28,983
Exploration and evaluation expenditures	6	120,983	13,500	659,491	43,433
Share-based compensation expense	8,9	-	-	-	3,180
Loss before other items		(468,864)	(145,915)	(1,310,830)	(470,843)
Interest (expense) income		(8,101)	-	(35,415)	-
Loss from investment in associate	5	(91,471)	-	(91,471)	-
Net loss and comprehensive loss for the period		\$ (568,436)	\$ (145,915)	\$ (1,437,716)	\$ (470,843)
Weighted average number of outstanding shares		135,293,831	84,846,082	101,784,742	84,846,082
Basic and diluted loss per share		\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)

The above condensed interim consolidated statements of loss and comprehensive loss should be read in conjunction with the accompanying notes.

GREAT QUEST GOLD LTD.
(Formerly Great Quest Fertilizer Ltd.)
Condensed Interim Consolidated statements of cash flows
(Expressed in Canadian dollars - Unaudited)

		For the nine months ended September 30,	
	Note	2024	2023
			(Note 3)
CASH FLOWS FROM:			
Operating activities			
Net (loss) for the period		\$ (1,437,716)	\$ (470,843)
Items not involving cash and other adjustments			
Share-based payments	8	-	3,180
Loss on investment in associate	5	91,471	-
Accrued interest		35,378	-
		<u>(1,310,867)</u>	<u>(467,663)</u>
Net change in non-cash working capital items:			
HST recoverable		(18,068)	(1,432)
Prepaid expenses		(1,884)	1,803
Accounts payable and accrued liabilities		(161,328)	161,061
		<u>(181,280)</u>	<u>161,432</u>
Cash flows used in operating activities		<u>(1,492,147)</u>	<u>(306,231)</u>
Financing activities			
Proceeds from private placement	8	3,841,429	-
Share issue costs	8	(79,733)	-
Loan proceeds	7	490,000	-
Repayment of loan payable and accrued interest	7	(525,378)	-
Due to related parties		(700,730)	303,040
Cash flows from financing activities		<u>3,025,588</u>	<u>303,040</u>
Investing activities			
Investment in associate	5	(1,186,477)	-
Cash flows from investing activities		<u>(1,186,477)</u>	<u>-</u>
Net change in cash		346,964	(3,191)
Cash, beginning of the period		5,473	10,692
Cash, end of the period		<u>\$ 352,437</u>	<u>\$ 7,501</u>
Shares issued for acquisition		214,000	-

Supplemental cash flow information (note 10)

The above condensed interim consolidated statements of cash flows should be read in conjunction with the accompanying notes.

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Condensed Interim Consolidated statements of changes in (deficiency)

(Expressed in Canadian dollars)

For the three and nine months ended September 30, 2024 and 2023

	Notes	Number of shares	Share capital	Warrants	Share-based payment reserve	Accumulated deficit (Note 3)	Total
Balance January 1, 2023		84,846,082	\$ 22,131,686	\$ 140,316	\$ 196,247	\$ (22,956,058)	\$ (487,809)
Expired stock options		-	-	-	(192,215)	192,215	-
Share -based compensation	8	-	-	-	3,180	-	3,180
Net loss for the period		-	-	-	-	(470,843)	(470,843)
Balance at September 30, 2023		84,846,082	\$ 22,131,686	\$ 140,316	\$ 7,212	\$ (23,234,686)	\$ (955,472)
Balance at January 1, 2024		84,846,082	\$ 22,131,686	\$ 19,884	\$ 7,212	\$ (23,263,291)	\$ (1,104,509)
Share-based compensation	8	-	-	-	-	-	-
Private placement	8	76,828,579	3,841,429	-	-	-	3,841,429
Warrant allocation	8	-	(551,077)	551,077	-	-	-
Share issuance costs	8	-	(79,734)	-	-	-	(79,734)
Finders warrants	8	-	(31,911)	31,911	-	-	-
Shares issued for acquisition	8	5,000,000	214,000	-	-	-	214,000
Warrants expired		-	-	(19,884)	-	19,884	-
Net loss for the period		-	-	-	-	(1,437,716)	(1,437,716)
Balance at September 30, 2024		166,674,661	\$ 25,524,393	\$ 582,988	\$ 7,212	\$ (24,681,123)	\$ 1,433,470

The above condensed interim consolidated statements of changes in deficiency should be read in conjunction with the accompanying notes.

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

1. Nature and continuance of operations and going concern

Great Quest Gold Ltd. (Formerly Great Quest Fertilizer Ltd.) (the “Company”) is incorporated under the British Columbia *Business Corporations Act* and its principal business activities are the exploration and development of exploration and evaluation mineral properties located in Mali, West Africa. The Company’s registered office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia. The Company name change became effective June 4, 2024.

These condensed interim consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations, and do not include any adjustments to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

For the three and nine months ended September 30, 2024, the Company incurred a net loss and comprehensive loss of \$568,436 and \$1,437,716, respectively (2023 - \$145,915 and \$470,843) and an accumulated deficit of \$24,681,123 (December 31, 2023 - \$23,263,291). These matters represent material uncertainties that cast significant doubt as to the Company’s ability to continue as a going concern. The continuation of the Company as a going concern is dependent upon the ability of the Company to obtain the necessary equity financing to continue operations, the successful results of mineral property exploration activities and its ability to attain profitable operations and generate funds therefrom or realize proceeds from their sale. The Company may periodically have to raise additional capital to fund projects and continue operations, and while it has been successful in doing so in the past, there can be no assurance the Company will be able to do so in the future. Management believes the Company will obtain the funding required to maintain current levels of operations and continue as a going concern for the following year.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, indigenous claims, and non-compliance with regulatory, social and environmental requirements. The Company’s property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, political uncertainty and currency exchange fluctuations and restrictions.

2. Statement of compliance

These condensed interim financial statements for the three and nine months ended September 30, 2024 and 2023 have been prepared in accordance with IAS 34 Interim Financial Reporting. They do not include all disclosures that would otherwise be required in a complete set of financial statements and should be read in conjunction with the Company’s 2023 annual financial statements which have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The condensed interim financial statements have been prepared using accounting policies consistent with those used in the Company’s 2023 annual financial statements except for new standards, interpretations and amendments mandatorily effective for the first time from January 1, 2024, with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. Ongoing operations of the Company are dependent upon its ability to receive continued financial support, complete public equity financings, or generate profitable operations in the future.

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

3. Change in accounting policy

During the year ended December 31, 2023, the Company changed its accounting policy of capitalizing exploration and evaluation expenditures. The Company believes expensing such costs as incurred provides more reliable and relevant financial information. Cost of exploration properties, including the cost of acquiring prospective properties and exploration rights, and exploration and evaluation costs are expensed until it has been established that a mineral property is commercially viable. Previously, the Company capitalized these amounts. The consolidated financial statements for the year ended December 31, 2022 and the three and nine months ended September 30, 2023 have been restated to reflect adjustments made as a result of this change in accounting policy. The accumulated effect of the change of \$22,554 has been reflected in the ending deficit of the consolidated financial statements as at December 31, 2022.

The following is a reconciliation of the Company's consolidated financial statements as at December 31, 2022 and for the three and nine months ended September 30, 2023.

Consolidated Statement of Financial Position	As at December 31, 2022		
	As previously reported	Adjustment	Restated
ASSETS			
Current assets			
Cash	\$ 10,692	\$ -	\$ 10,692
HST recoverable	14,355	-	14,355
Prepaid expenses	8,872	-	8,872
Total current assets	33,919	-	33,919
Non-current assets			
Exploration and evaluation properties	22,554	(22,554)	-
TOTAL ASSETS	\$ 56,473	\$ (22,554)	\$ 33,919
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	\$ 150,297	\$ -	\$ 150,297
Due to related parties	269,764	-	269,764
Total current liabilities	420,061	-	420,061
Long term liabilities			
Due to related parties	101,667	-	101,667
Total liabilities	521,728	-	521,728
SHAREHOLDERS' (DEFICIENCY)			
Share capital	22,131,686	-	22,131,686
Share-based payment reserve	196,247	-	196,247
Warrants	140,316	-	140,316
Accumulated deficit	(22,933,504)	(22,554)	(22,956,058)
Total shareholders' (deficiency)	(465,255)	(22,554)	(487,809)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY	\$ 56,473	\$ (22,554)	\$ 33,919

GREAT QUEST GOLD LTD.
(Formerly Great Quest Fertilizer Ltd.)
Notes to the condensed interim consolidated financial statements
(Expressed in Canadian dollars – Unaudited)
For the three and nine months ended September 30, 2024 and 2023

3. Change in accounting policy (continued)

Condensed Interim Consolidated Statement of Operations and Comprehensive Loss For the three months ended September 30, 2023

	As previously reported	Adjustment	Restated
Expenses			
Accounting and audit	\$ 7,991	\$ -	\$ 7,991
Consulting	28,950	-	28,950
Investor relations	12,000	-	12,000
Legal	-	-	-
Management and director fees	78,500	-	78,500
Office and general	4,974	-	4,974
Exploration and evaluation expenditures	-	13,500	13,500
Loss before other items	(132,415)	(13,500)	(145,915)
Net loss and comprehensive loss for the period	\$ (132,415)	\$ (13,500)	\$ (145,915)

Weighted average number of outstanding shares	84,846,082	84,846,082
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)

Condensed Interim Consolidated Statement of Operations and Comprehensive Loss For the nine months ended September 30, 2023

	As previously reported	Adjustment	Restated
Expenses			
Accounting and audit	\$ 36,122	\$ -	\$ 36,122
Consulting	86,850	-	86,850
Investor relations	36,000	-	36,000
Legal	775	-	775
Management and director fees	235,500	-	235,500
Office and general	28,983	-	28,983
Share-based compensation expense	3,180	-	3,180
Exploration and evaluation expenditures	-	43,433	43,433
Net loss and comprehensive loss for the period	\$ (427,410)	\$ (43,433)	\$ (470,843)

Weighted average number of outstanding shares	84,846,082	84,846,082
Basic and diluted loss per share	\$ (0.01)	\$ (0.01)

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(Formerly Great Quest Fertilizer Ltd.)
Notes to the condensed interim consolidated financial statements
(Expressed in Canadian dollars – Unaudited)
For the three and nine months ended September 30, 2024 and 2023

3. Change in accounting policy (continued)

Condensed Interim Consolidated Statement of Cash Flows	Nine months ended September 30, 2023		
	As previously reported	Adjustment	Restated
CASH FLOWS FROM:			
Operating activities			
Net (loss) for the period	\$ (427,410)	\$ (43,433)	\$ (470,843)
Items not involving cash and other adjustments			
Share-based compensation expense	3,180	-	3,180
	<u>(424,230)</u>	<u>(43,433)</u>	<u>(467,663)</u>
Change in non-cash working capital items:			
HST recoverable	(1,432)	-	(1,432)
Prepaid expenses	1,803	-	1,803
Accounts payable and accrued liabilities	120,561	40,500	161,061
Cash flows used in operating activities	<u>(303,298)</u>	<u>(2,933)</u>	<u>(306,231)</u>
Financing activities			
Due to related parties	303,040	-	303,040
	<u>303,040</u>	<u>-</u>	<u>303,040</u>
Investing activities			
Exploration and evaluation property costs	(2,933)	2,933	-
Cash flows from investing activities	<u>(2,933)</u>	<u>2,933</u>	<u>-</u>
Effect of exchange rate change	-		
Net change in cash	(3,191)	-	(3,191)
Cash, beginning of the year	10,692	-	10,692
Cash, end of the year	<u>\$ 7,501</u>	<u>\$ -</u>	<u>\$ 7,501</u>

4. Summary of significant accounting policies

The accounting policies as set out in Note 3 of the Company's annual financial statements for the year ended December 31, 2023 have been consistently applied to all the periods presented except for new accounting policies and the adoption of the following new standards and amendments issued by the IASB that were effective for annual periods beginning on or after January 1, 2024. These policies are outlined below.

(a) Basis of preparation

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as fair value through profit or loss, which have been measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The policies set out in the ensuing paragraphs have been consistently applied to all periods presented unless otherwise noted.

GREAT QUEST GOLD LTD.
(Formerly Great Quest Fertilizer Ltd.)
Notes to the condensed interim consolidated financial statements
(Expressed in Canadian dollars – Unaudited)
For the three and nine months ended September 30, 2024 and 2023

4. Summary of significant accounting policies *(continued)*

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments in applying accounting policies. Judgments that have the most significant effect on the amounts recognized in these financial statements are described below. Management is also required to make assumptions and critical estimates. Critical estimates are those that are most subject to uncertainty and have the most significant risk of resulting in a material adjustment to the carrying values of assets and liabilities within the next twelve months. Judgments, assumptions and estimates are based on historical experience, current trends and available information. Future events cannot be determined with certainty. As confirming events occur, actual results could differ materially from the assumptions and estimates.

(b) Investment in associates

An associate is an entity over which the Company has significant influence but not control. Investments in associates are based on the Company's ability to exercise significant influence over the operating and financial policies of the investee. Investments in associates are accounted for using the equity method whereby the investment is initially recorded at cost and adjusted thereafter for additional investments made, dividends received and to recognize the Company's proportionate share of the associate's post acquisition income or loss.

The Company's share of the associate's profit or loss is recognized in the consolidated statement of loss, and its share of movements in other comprehensive income is recognized in the consolidated statement of other comprehensive loss with a corresponding adjustment to the carrying amount of the investment. When the Company's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Company does not recognize further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Company determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Company calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in the consolidated statement of loss and comprehensive loss.

The Company classifies its investment in Belmont Mineral Exploration (Pty) Ltd. ("Belmont") as an investment in associate, as the Company owns 25% of Belmont as of September 30, 2024.

Critical judgments made in the preparation of these financial statements are as follows:

- Verification of title to its interests in exploration and evaluation properties.
- Functional currency of the Company. Judgment was used in determining the currency that primarily determines or influences the costs of goods and services.
- Going concern. Please see note 1.

Significant assumptions and estimates used are as follows:

- Share-based payments - Assumptions were used in applying valuation techniques to determine the costs for these payments, in particular, in estimating the future volatility of the stock price, expected dividend yield, future employee turnover rate, and risk-free interest rate.
- Provisions - Assumptions were made to determine whether obligations exist and to estimate the amount of the obligations believed to exist. Please see note 4 (j).

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

4. Summary of significant accounting policies *(continued)*

- Deferred income taxes - The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.
- Income, value added, withholding and other taxes - The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.
- Estimation of decommissioning and restoration costs and the timing of expenditure - The cost estimates are updated annually during the life of a mine to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations) and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.
- Determination of significant influence and impairment of investment in associate -The Company has classified Belmont as an associate based on management's judgment that the Company has significant influence through board representation and 25% of the voting rights. Other parties hold 75% of the voting rights and the Company does not exercise control over the board of directors and its operational decision-making process. Impairment exists when the carrying value of the investment in associate exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The determination of impairment requires significant judgement and can be triggered by significant adverse changes in the market, economic or legal environment in which the associate operates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

GREAT QUEST GOLD LTD.

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Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

4. Summary of significant accounting policies *(continued)*

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The Company's subsidiaries are as follows:

Name	Country of Incorporation	Ownership Interest
Great Quest (Barbados) Limited	Barbados	100%
Great Quest Mali S.A. ("GQ Mali")	Mali	100%

5. Investment in associate

The Company's ownership of Belmont during the three and nine months ended September 30, 2024 was 25%. Belmont is comprised of Belmont and its 90% owned subsidiaries Damarabelt Mineral Exploration (Proprietary) Limited and Khorixias Mineral Exploration (Proprietary) Limited and its 85% owned subsidiary K Seventeen Minerals (Proprietary) Limited.

A continuity of the investment in Belmont as an associate is as follows:

Balance, January 1, 2024	\$	-
Share of loss for the nine months ended September 30, 2024		(91,471)
Investment in Belmont		1,400,477
Balance, September 30, 2024	\$	1,309,006

To acquire its 25% ownership share in Belmont, the Company invested \$1,400,477 in Belmont during the three and nine months ended September 30, 2024. See Note 6(c).

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Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

6. Exploration and evaluation expenditures

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Mali Phosphate properties	\$	\$
Office, personnel and other	40,500	40,500
	40,500	40,500
	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Sanoukou Gold property		
Land taxes and penalties	-	2,933
	-	2,933
	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Namibia Belmont properties		
Acquisition costs	81,394	-
Project evaluation costs	415,115	-
Geological	110,000	-
Travel	12,482	-
	618,991	-
Total exploration and evaluation expenses	659,491	43,433

(a) Mali Phosphate Properties - Tilemsi Phosphate Project

The Tilemsi project comprises two contiguous properties namely the Tilemsi and Tarkint Est. The Company holds a 100% interest in the permits and two optionors hold 2.07% and 1.47% Net Profit Interest respectively in the project.

Northern Mali, where the Tilemsi project is located has been a conflict zone since January 2012. Management understands that the conflict situation in North Mali constitutes a case of force majeure and has resulted in all exploration commitments being put on hold until the force majeure is lifted. There can be no assurance as to the timing of any resolution of such state of force majeure.

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Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

6. Exploration and evaluation expenditures (continued)

i. Tilemsi Phosphate Research Permit

On November 19, 2019, the permit was issued for an initial period of three years, renewable two times, for a period of three years each. There are minimum expenditure requirements on the permits as per below:

- \$487,000 (210,000,000 Mali FCFA) for the first year;
- \$313,000 (135,000,000 Mali FCFA) for the second year; and
- \$359,000 (155,000,000 Mali FCFA) for the third year.

ii. Tarkint Est Phosphate Research Permit

In 2010 and 2011, the Company, acquired the Tarkint Est research permit in Mali, for an aggregate of 115,000,000 FCFA (\$230,000). At December 31, 2018, the Company has paid a total of 101,300,000 FCFA (\$204,870) towards the acquisition price. The balance of 13,700,000 FCFA (\$30,309) is due six months after the resumption of activities on the property.

On October 21, 2019, the permit was issued for an initial period of three years, renewable two times, for a period of three years each. On October 6, 2021, the permit was renewed. There are minimum expenditure requirements on the permits as per below:

- \$162,000 (70,000,000 Mali FCFA) for the first year;
- \$267,000 (115,000,000 Mali FCFA) for the second year; and
- \$325,000 (140,000,000 Mali FCFA) for the third year.

The Company did not meet the minimum expenditure requirement for the first, second or third years for either Tilemsi or Tarkint Est given the ongoing force majeure.

(b) Mali Gold Properties

Sanoukou Gold Exploration Permit

On November 30, 2021, Ministry of Mines of Mali re-issued the Sanoukou gold exploration permit until February 21, 2024 with one renewal option remaining.

The minimum expenditure requirements on the permit are as per below:

- \$140,000 (60,000,000 Mali FCFA) for the first year;
- \$300,000 (130,000,000 Mali FCFA) for the second year; and
- \$325,000 (140,000,000 Mali FCFA) for the third year.

The Company allowed the Sanoukou Gold Exploration permit to lapse on February 21, 2024 as it did not complete any of its annual exploration commitments. The Company has no further obligations with respect to the lapsed Sanoukou property.

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(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

6. Exploration and evaluation expenditures (continued)

(c) Namibian Properties

On December 21, 2023, the Company entered into an assignment and assumption agreement with Sulliden Mining Capital Inc. ("Sulliden") to acquire up to 70% of the issued and outstanding shares of Belmont Mineral Exploration (PTY) ("Belmont") from Ongwe Minerals (Pty) Ltd. ("Ongwe"). Belmont holds 14 exclusive prospecting licenses in Namibia for the following projects: Khorixas Gold Project, Omatjete Gold and Lithium Project, Outjo Gold Project.

Pursuant to the assignment agreement, the Company has agreed to pay an amount of US\$100,000 and \$115,825 in cash and issue 5,000,000 common shares to Sulliden. The Company will also assume the obligations under the original acquisition agreement and pay US\$60,000 (paid) in cash to Ongwe on the closing date of the agreement and complete up to US\$2,800,000 in exploration expenditures within two years of the closing date, to acquire 51% of the shares of Belmont. The Company has the right to fund a further US\$4,000,000 in exploration expenditures over a three-year period from the closing date to acquire up to an additional 19% of the shares, resulting in total ownership of 70% of the shares of Belmont.

On July 17, 2024, the Company closed the acquisition of a 25% ownership interest in Belmont by issuing 5,000,000 common shares of the Company, valued at the then current market value of \$0.0428 per share for a total of \$214,000. Subsequent to September 30, 2024, the Company paid an amount of USD\$50,000 and \$115,825 to Sulliden per the terms of the assignment and assumption agreement. Prior to closing the acquisition, the Company incurred exploration and evaluation expenditures of \$415,115 on the Namibian properties. The Company classifies its investment in Belmont Mineral Exploration (Pty) Ltd. ("Belmont") as an investment in associate on the condensed interim consolidated statements of financial position, as the Company owns 25% of Belmont as of September 30, 2024. See Note 5.

7. Loans payable

During the nine months ended September 30, 2024, the Company entered into loan agreements totaling \$490,000 (\$470,000 with Directors of the Company). The loans were unsecured and bear interest at 20% and were due on September 30, 2025. For the three and nine months ended September 30, 2024, the Company accrued interest on the loans of \$8,055 and \$35,378, respectively, which is included in Office and general on the condensed interim consolidated statements of loss and comprehensive loss. During the three months ended September 30, 2024, the Company settled the loans payable including interest by issuing 10,507,561 units of the Company, see Note 8.

8. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

Closing of Private placement

(a) On July 15, 2024, the Company closed the first tranche of its previously announced non-brokered private placement. The Company issued 10,739,100 units pursuant to a first tranche for gross proceeds of \$536,955.

Each Unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share in the capital of the Company at a price of \$0.10 per warrant for a period of two years following the date thereof.

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

8. Share capital (continued)

In connection with the first tranche, the Company paid cash finder's fees of \$10,500 and issued 210,000 finder's warrants to eligible finders. Each finder's warrant entitles the holder thereof to acquire one common share at a price of \$0.05 for a period of 24 months following the date hereof.

The issue date fair value of the warrants and finder's warrants were estimated at \$77,325 and \$4,515, respectively using the Black Scholes option pricing model with the following weighted average assumptions: stock price \$0.0428; expected dividend yield of 0%; expected volatility of 100% (based on a blended historical volatility of the Company and industry averages); risk-free interest rate of 3.8%, and an expected life of 2 years.

(b) On July 31, 2024, the Company closed the second tranche of its previously announced non-brokered private placement. The Company issued 29,078,479 units pursuant to the second tranche for gross proceeds of \$1,453,923.95.

Each unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share in the capital of the Company at a price of \$0.10 per warrant for a period of two years following the date hereof.

In connection with the second tranche, the Company paid cash finder's fees of \$38,009 and issued 760,182 finder's warrants to eligible finders. Each finder's warrant entitles the holder thereof to acquire one common share at a price of \$0.05 for a period of 24 months following the date hereof.

The issue date fair value of the warrants and finder's warrants were estimated at \$208,648 and \$16,268, respectively using the Black Scholes option pricing model with the following weighted average assumptions: stock price \$0.0428; expected dividend yield of 0%; expected volatility of 100% (based on a blended historical volatility of the Company and industry averages); risk-free interest rate of 3.46%, and an expected life of 2 years.

(c) On August 16, 2024, the Company closed the third and final tranche of its previously announced non-brokered private placement. The Company issued 37,011,000 units pursuant to the final tranche for gross proceeds of \$1,850,550.

Each unit consists of one common share in the capital of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share in the capital of the Company at a price of \$0.10 per warrant for a period of two years following the closing date.

In connection with the final tranche, the Company paid cash finder's fees of \$22,500 and issued 520,000 finder's warrants to eligible finders. Each finder's warrant entitles the holder thereof to acquire one common share at a price of \$0.05 for a period of 24 months following the date hereof.

The issue date fair value of the warrants and finder's warrants were estimated at \$265,104 and \$11,128, respectively using the Black Scholes option pricing model with the following weighted average assumptions: stock price \$0.0428; expected dividend yield of 0%; expected volatility of 100% (based on a blended historical volatility of the Company and industry averages); risk-free interest rate of 3.31%, and an expected life of 2 years.

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

8. Share capital (continued)

Stock options

The Company has adopted an incentive stock option plan (the “Plan”) which was approved at the Company’s Annual General Meeting on July 5, 2018. The essential elements of the Plan provide that the aggregate number of common shares of the Company’s capital stock issuable pursuant to options granted under the Plan may not exceed 10% of the total number of issued and outstanding shares on a non-diluted basis. Options granted under the Plan may have a maximum term of ten years. The exercise price of options granted under the Plan will not be less than the market price of the common shares (defined as the last closing market price of the Company’s common shares immediately preceding the issuance of a news release announcing the granting of the options), or such other price as may be agreed to by the Company and accepted by the TSX Venture Exchange.

A summary of the status of the Company’s stock option plan as of September 30, 2024 and December 31, 2023 is provided below. Changes during the periods then ended were as follows:

	Number of Options	Weighted Average Exercise price
Stock options outstanding December 31, 2022	2,050,000	\$ 0.10
Granted	200,000	0.05
Expired	(1,850,000)	0.10
Stock options outstanding at December 31, 2023 and September 30, 2024	400,000	\$ 0.05

During the year ended December 31, 2023, the Company granted 200,000 stock options for the purchase of 200,000 shares at a price of \$0.05 per share for a period of five years from the date of grant, which vested immediately. The total fair value of the stock options granted was \$3,180.

The following table summarizes information about the stock options outstanding and exercisable at September 30, 2024:

Expiry Date	Exercise Price	Number of Options Outstanding	Number of Exercisable Options	Average Remaining Life (Years)
December 7, 2026	\$0.05	200,000	200,000	2.69
January 23, 2028	\$0.05	200,000	200,000	3.82
	\$0.05	400,000	400,000	3.25

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

8. Share capital (continued)

The fair values of options granted during the years ended December 31, 2023 were estimated at the grant date using the Black-Scholes option pricing model with the following weighted average assumptions:

	2023
Expected annual volatility	96.1%
Risk-free interest rate	2.97%
Expected life	5
Stock price	\$0.025
Expected dividend yield	0%
Estimated forfeitures	0%

In estimating the fair value of options issued using the Black-Scholes option pricing model, the Company is required to make assumptions. The expected volatility assumption is based on the historical volatility of the Company's common shares price on the TSX Venture Exchange. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company uses historical data to estimate option exercise, forfeiture, and employee termination within the valuation model. The Company has historically not paid dividends on its common shares.

Warrants

Warrants outstanding	Number	Weighted Average Exercise Price
Balance at December 31, 2022	31,198,815	0.11
Expired	(27,638,815)	0.11
Balance at December 31, 2023	3,560,000	0.10
Expired	(3,560,000)	0.10
Warrants Granted	38,414,289	0.10
Finder's warrants Granted	1,490,182	0.05
Balance at September 30, 2024	39,904,471	0.10

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

9. Related party transactions and balances

Key management personnel are officers and directors, or their related parties, who hold positions in the Company and its subsidiaries, that result in these officers and directors having control or significant influence over the financial or operating policies of those entities. These include the members of the Board, current and former Chief Executive Officers, Presidents, Chief Financial Officers and the Chief Operating Officers.

The following transacted with the Company in the reporting year.

Transactions with key management personnel

The aggregate value of transactions with key management personnel being directors and key management personnel were as follows:

Compensation	Nine months ended September 30,	
	2024	2023
Short term benefits, including consulting, management and director fees	\$ 235,500	\$ 235,500
Investor relations	24,000	36,000
Share-based compensation (see note 8)	-	3,180
Total	\$ 259,500	\$ 274,680

During the nine months ended September 30, 2024, four directors and an officer of the Company advanced \$470,000 to the Company as a loan payable, see Note 7. These loans and accrued interest of \$33,907 were also settled via units of the Company during the nine months September 30, 2024.

At September 30, 2024 and December 31, 2023, the due to related parties included amounts due to officers or directors of the Company as follows:

Related party balances payable	September 30, 2024	December 31, 2023
	\$	\$
Outstanding amount due within one year		
With respect to advances on expenses from related party	460	33,160
With respect to management fees	79,245	747,276
With respect to loans payable	-	-
	\$ 79,705	\$ 780,436

The amounts due to related party are non-interest bearing and unsecured.

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

10. Supplemental cash flow information

Nine months ended September 30	2024	2023
Cash received (paid) for interest	\$ 14	\$ -

11. Segmented information

The Company's activities are all in the one industry segment of exploration and evaluation property acquisition, exploration and development.

Net loss by geographical segment are as follows:

	Mali	Namibia	Canada	Total
For the nine months ended September 30, 2024				
Net loss for the period	\$ 40,909	\$ 710,462	\$ 686,345	\$ 1,437,716
For the nine months ended September 30, 2023				
Net loss for the period	\$ 43,656	\$ -	\$ 427,187	\$ 470,843

12. Capital disclosures and financial risk management

The Company includes cash and cash equivalents, issued common shares and accumulated deficit in the definition of capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of its mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financing to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed.

The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the three and nine months ended September 30, 2024 and 2023. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than those of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of September 30, 2024, the Company believes it is not compliant with the policies of the TSXV.

Financial risk management:

The Company is exposed in varying degrees to a variety of financial instrument-related risks.

Credit risk:

The Company is exposed to credit risk by holding cash and cash equivalents. This risk is minimized by holding the investments in large Canadian financial institutions. The Company has minimal accounts receivable exposure in the form of refundable GST due from the Canadian government.

GREAT QUEST GOLD LTD.

(Formerly Great Quest Fertilizer Ltd.)

Notes to the condensed interim consolidated financial statements

(Expressed in Canadian dollars – Unaudited)

For the three and nine months ended September 30, 2024 and 2023

12. Capital disclosures and financial risk management (continued)

Currency risk:

The Company's functional currency is the Canadian dollar. There is foreign exchange risk to the Company as some of its exploration and evaluation property interests and resulting commitments are located in Mali and Namibia. Management monitors its foreign currency balances and makes adjustments based on anticipated needs for currencies. The Company does not engage in any hedging activities to reduce its foreign currency risk.

As at September 30, 2024, the Company was exposed to currency risk through the following monetary assets and liabilities in Mali FCFA:

Cash	\$	Canadian\$ equivalent 5,051
Foreign exchange rate at September 30, 2024		<u>0.0022</u>

Based on the net exposures at September 30, 2024, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the Mali FCFA would not have a material impact on the Company's net loss.

Interest rate risk:

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash and cash equivalents is relatively unaffected by changes in short term interest rates. The income earned on certain bank accounts is subject to the movements in interest rates. The Company's loans payable have a fixed interest rate.

Price risk:

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

Liquidity risk:

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company had a net working capital of \$124,464 at September 30, 2024 (December 31, 2023 – net working capital deficiency of \$1,104,509). Accounts payable are due in 30 days.

13. Commitments and contingencies

The Company's exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company is party to certain management contracts. The Company is committed to payments upon termination of approximately \$74,000 pursuant to the terms of these contracts. As a triggering event has not taken place, these amounts have not been recorded in these consolidated financial statements. The minimum commitments under these contracts due within one year are \$74,000.

See also Note 6.