VALLEYVIEW RESOURCES LTD.
Annual Financial Statements

For the years ended May 31, 2024 and 2023
(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Valleyview Resources Ltd.

Opinion

We have audited the financial statements of Valleyview Resources Ltd. (the "Company"), which comprise the statements of financial position as at May 31, 2024 and 2023, and the statements of loss and comprehensive loss, cash flows and changes in equity for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters, that in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management’s Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management’s Discussion and Analysis prior to the date of this auditor’s report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is David Goertz.

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DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

October 1, 2024

Valleyview Resources Ltd.
Statements of Financial Position
(Expressed in Canadian dollars)

As at	**May 31, 2024**	**May 31, 2023**
	$	**$**
Assets		
Current		
Cash	306,062	198,928
GST receivable	17,163	-
	323,225	198,928
Non-current		
Exploration and evaluation asset (Note 4)	244,790	64,298
Total Assets	**568,015**	**263,226**
Liabilities		
Current		
Accounts payable and accrued liabilities (Note 6 and 7)	199,448	46,681
Shareholders' Equity		
Share capital (Note 5)	667,239	251,232
Reserves (Note 5)	34,655	2,769
Accumulated deficit	(333,327)	(37,456)
Total Shareholders' Equity	368,567	216,545
Total Liabilities and Shareholders' Equity	**568,015**	263,226

Nature of operations and going concern – (Note 1)
Subsequent events – (Note 11)

APPROVED BY THE BOARD OF DIRECTORS ON OCTOBER 1, 2024

"Clayton Olson" Director *"Michael Blady"* Director

The accompanying notes are an integral part of these financial statements

Valleyview Resources Ltd.

Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

	Year ended May 31, 2024	Year ended May 31, 2023
	$	$
Operating Expenses		
Office	542	72
Management fees (Note 7)	36,000	-
Professional fees	247,329	34,762
Rent	12,000	-
Loss and comprehensive loss for the year	(295,871)	(34,834)
Basic and diluted loss per share	(0.03)	(0.10)
Weighted average number of shares outstanding		
Basic and diluted	8,510,959	696,538

The accompanying notes are an integral part of these financial statements

Valleyview Resources Ltd.
Statements of Cash Flows
(Expressed in Canadian dollars)

	Year ended May 31, 2024	Year ended May 31, 2023
	$	$
Operating activities		
Net loss	(295,871)	(34,834)
Changes in non-cash working capital items		
Accounts payable and accrued liabilities	126,832	34,762
GST receivable	(17,163)	-
Cash used in operating activities	(186,202)	(72)
Investing activities		
Exploration and evaluation asset	(104,557)	(55,000)
Cash used in investing activities	(104,557)	(55,000)
Financing activities		
Net proceeds from issuance of shares pursuant to private placements	62,500	254,000
Net proceeds from issuance of shares pursuant to Initial Public Offering	335,393	-
Cash provided by financing activities	397,893	254,000
Increase in cash	107,134	198,928
Cash - beginning	198,928	-
Cash - ending	306,062	198,928
Non-cash transactions:		
Exploration and evaluation expenditures in accounts payable	25,935	9,298
Shares issued for property	50,000	-

The accompanying notes are an integral part of these financial statements

Valleyview Resources Ltd.
Statements of Changes in Equity
(Expressed in Canadian dollars)

	Number of common shares #	Share capital $	Reserves $	Accumulated deficit $	Total $
Balance, May 31, 2022	1	1	-	(2,622)	(2,621)
Shares issued on incorporation (Note 5)	5,999,999	254,000	-	-	254,000
Issuance of finder's warrants (Note 5)	-	(2,769)	2,769	-	-
Loss for the year	-	-	-	(34,834)	(34,834)
Balance, May 31, 2023	6,000,000	251,232	2,769	(37,456)	216,545
Shares issued for cash, net of share issuance costs (Note 5)	5,750,000	366,007	31,886	-	397,893
Shares issued for property (Note 5)	1,000,000	50,000	-	-	50,000
Loss for the year	-	-	-	(295,871)	(295,871)
Balance, May 31, 2024	12,750,000	667,239	34,655	(333,327)	368,567

The accompanying notes are an integral part of these financial statements

1. Nature of operations and going concern

Valleyview Resources Ltd. (the "Company" or "Valleyview") was incorporated pursuant to the provisions of the Business Corporations Act of British Columbia on October 25, 2021. The Company's principal activity is the acquisition, exploration and development of mineral properties.

The Company's corporate office is located at 503 – 905 Pender St. W, Vancouver, B.C. V6C 1L6.

The Company completed it's Initial Public Offering on March 28, 2024 and began trading its shares on the TSX Venture Exchange under the symbol VVR on April 2, 2024.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for the next twelve months. The Company may be unable to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on its ability to obtain necessary financing to meet its ongoing expenses and discharge its liabilities in the normal course of business. Although the Company has been successful in obtaining financing in the past, there can be no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These conditions indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Should the Company be unable to continue as a going concern, asset realization values may be substantially different from their carrying values. These financial statements do not give effect to adjustments that would be necessary to carrying values, and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of preparation

a) Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB') and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These annual financial statements were approved by the board of directors on October 1, 2024.

b) Basis of measurement

These financial statements have been prepared on the historical cost basis. In addition, these financial statements have been prepared using the accrual basis of accounting, except for the cash flow information.

c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the functional currency for the Company.

d) Use of estimates and judgments

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

2. Basis of preparation (continued):

d) Use of estimates and judgments (continued):

Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Significant judgments made by management in the process of applying accounting policies and that have the most significant effect on the amount recognized in the financial statements include capitalization of exploration assets and the application of the going concern assumption (Note3).

3. Material accounting policy information

These financial statements have been prepared using the following accounting policies:

Financial instruments

a) Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss at fair value through other comprehensive 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 if the Company has opted to measure them at FVTPL.

b) Measurement

Financial assets at FVTOCI

Elected investments in equity instruments 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 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 transaction costs are expensed in the statements of loss and 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 included in the statements of loss and comprehensive loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive loss.

3. Material accounting policy information (continued)

c) 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 and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss and comprehensive 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 profit or loss.

Exploration and evaluation asset

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. Costs incurred before the Company has obtained the legal rights to explore an area are expensed as incurred. Costs incurred once the Company has obtained the legal rights to explore an area are capitalized.

Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

From time-to-time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As such options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded at the time of the agreement. Option payments are recorded as property costs or recoveries when the payments are made or received.

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; and
- sufficient data exist to indicate that, although development in the specific area is likely to proceed, the carrying amount of 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.

3. Material accounting policy information (continued)

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.

Although the Company has taken steps that it considers adequate to verify title to exploration and evaluation assets which it has an interest in, these procedures do not guarantee the Company's title.

Impairment of non-financial assets

Non-financial assets, including exploration and evaluation assets, are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down to its recoverable amount. An impairment loss is charged to profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately in income or loss.

The recoverable amount is the higher of the fair value less costs of disposal and the value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows ("cash generating units" or "CGU"s). These are typically the individual properties or projects.

Reclamation provision

The Company recognizes a provision for statutory, contractual, constructive or legal obligations associated with decommissioning of mining operations and reclamation and rehabilitation costs arising when environmental disturbance is caused by the exploration or development of mineral properties, plant and equipment. Provisions for site closure and reclamation are recognized in the period in which the obligation is incurred or acquired, and are measured based on expected future cash flows to settle the obligation, discounted to their present value. The discount rate is a pre-tax rate that reflects current market assessments of the time value of money and risks specific to the liability.

When an obligation is initially recognized, the corresponding cost is capitalized to the carrying amount of the related asset in mine property, plant and equipment. These costs are depreciated on a basis consistent with the depreciation, depletion, and amortization of the underlying assets. The obligation is accreted over time for the change in its present value, with this accretion charge recognized as a finance expense in profit or loss. Additional environment disturbances or changes in reclamation costs will be recognized as additions to the corresponding assets and reclamation provision in the year in which they occur.

Additional environment disturbances or changes in rehabilitation costs will be recognized as additions to the corresponding assets and rehabilitation liability in the year in which they occur. The Company has no material restoration, reclamation, rehabilitation or environmental obligation as the disturbance to date is minimal.

Cash and cash equivalents

Cash and cash equivalents include cash on hand readily convertible into a known amount of cash and can be redeemed at any time without penalties, and amounts held in trust. There are no cash equivalents as at May 31, 2024 and May 31, 2023.

3. Material accounting policy information (continued)

Share capital

The Company's common shares, and any future offerings of share warrants and options are classified as equity instruments. Incremental costs directly related to the issue of new shares or options are shown in equity as a deduction from the proceeds. For equity offerings of units consisting of a common share and warrant, when both instruments are classified as equity, the Company does not bifurcate the proceeds between the common share and the other equity instruments.

Income taxes

Income taxes comprises both current and deferred tax. Income tax is recognized in the statement of loss except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case the income tax is also recognized in other comprehensive income or directly in equity.

Current income taxes are the expected taxes payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to taxes payable in respect of previous years.

The Company accounts for potential future net tax assets which are attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and which are measured using tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be settled. When the future realization of income tax assets does not meet the test of being more likely than not to occur, no net asset is recognized.

Loss per share

Basic loss per share is calculated by dividing the net loss for the period available to common shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share reflect the potential dilution of securities that could share in earnings of an entity. Basic and diluted loss per share are the same for the periods presented. The Company uses the treasury stock method of calculating fully diluted earnings per share amounts, whereby any proceeds from the exercise of stock options or other dilutive instruments are assumed to be used to purchase common shares at the average market price during the period.

Critical judgments in applying accounting policies

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies with the most significant effect on the amounts recognized in the Company's financial statements are as follows:

a) *Going concern*

In preparing these financial statements on a going concern basis, as is disclosed in Note 1 of these financial statements, Management's critical judgment is that the Company will be able to meet its obligations and continue its operations for the next twelve months.

3. Material accounting policy information (continued)

b) *Impairment of exploration and evaluation assets*

Expenditures on exploration and evaluation assets are capitalized. The Company makes estimates and applies judgment about future events and circumstances in determining whether the carrying amount of an exploration and evaluation asset exceeds its recoverable amount. The recoverability of amounts shown as exploration and evaluation assets are dependent upon the discovery of economically recoverable reserves, the Company's ability to obtain financing to develop the properties, and the ultimate realization of profits through future production or sale of the properties. Management reviews the carrying values of its exploration and evaluation assets on an annual basis, or when an impairment indicator exists, to determine whether an impairment should be recognized. In making its assessment, management considers, among other things, exploration results to date and future exploration plans for a particular property. In addition, capitalized costs related to relinquished property rights are written off in the period of relinquishment. Capitalized costs in respect of the Company's exploration and evaluation assets may not be recoverable and there is a risk that these costs may be written down in future periods.

Key sources of estimation uncertainty

The preparation of financial statements requires that the Company's management make assumptions and estimates of effects of uncertain future events on the carrying amounts of the Company's assets and liabilities at the end of the reporting period. Actual results may differ from those estimates as the estimation process is inherently uncertain. Actual future outcomes could differ from present estimates and assumptions, potentially having material future effects on the Company's financial statements. Estimates are reviewed on an ongoing basis and are based on historical experience and other facts and circumstances. Revisions to estimates and the resulting effects on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

The significant assumptions about the future and other major sources of estimation uncertainty as at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of the Company's assets and liabilities are as follows:

Deferred income taxes

Deferred income tax assets and liabilities are measured using enacted or substantively enacted tax rates at the reporting date in effect for the period in which the temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates is recognized as part of the provision for income taxes in the period that includes the enactment date. The recognition of deferred income tax assets is based on the assumption that it is probable that taxable profit will be available against which the deductible temporary differences can be utilized.

Accounting standards issued but not yet effective

There are no accounting pronouncements with future effective dates that are applicable or are expected to have a material impact on the Company's annual financial statements.

(Expressed in Canadian dollars)

4. Exploration and evaluation assets

On March 16, 2023, the Company entered into an option agreement with Nexus Uranium Corp. ("Nexus Uranium") to acquire a 100% interest, subject to a 2% Net Smelter Return Royalty ("NSR"), in the three claim blocks comprising the 9,900 hectare Fraser Lake copper property by making payments of 3,000,000 shares and committing to exploration expenditures totalling $300,000. Under the terms of the Option Agreement, Valleyview can earn an initial 51% interest through the issuance of 1,000,000 shares (issued) and incurring $100,000 in exploration expenditures (incurred) within the first 12 months. An additional 49% interest can be earned through the issuance of an additional 2,000,000 shares and by incurring $200,000 in additional exploration expenditures within 18 months of acquiring the initial 51% ownership. Nexus Uranium will retain a 2% NSR, of which 1% can be repurchased for $2,000,000 in cash. Following the acquisition of the initial 51%, if Valleyview elects to not acquire the remaining 49% interest, both companies shall form a standard joint venture based on pro-rata ownership.

The Company's exploration properties consist of 21 contiguous mineral title claims, namely the Fraser Lake Property, located northwest of Prince George, British Columbia, Canada.

	Fraser Lake Property $	Total $
Acquisition costs		
Balance, May 31, 2022 and 2023	-	-
Issuance of shares	50,000	50,000
Balance, May 31, 2024	50,000	50,000
Exploration costs		
Balance, May 31, 2022	-	-
Geologist fees	46,872	46,872
Field expenses	10,049	10,049
Travel and accommodation	7,377	7,377
Balance, May 31, 2023	64,298	64,298
Assays	23,127	23,127
Field expenses	36,327	36,327
Geologist fees	53,250	53,250
Travel and accommodation	17,788	17,788
Balance, May 31, 2024	194,790	194,790
Total, May 31, 2023	64,298	64,298
Total, May 31, 2024	244,790	244,790

The Option Agreement has the following terms:

Date	Cash	Shares	Exploration Expenditures
Year 1 Anniversary Date	-	1,000,000	$100,000 within 12 months of the Agreement Date
18 months after exercise of Initial Option	-	2,000,000	$200,000
Total	**-**	**3,000,000**	**$300,000**

(Expressed in Canadian dollars)

5. Share capital

a) Authorized share capital: Unlimited common shares without par value.

As at May 31, 2024, the Company had 1,935,000 common shares in escrow.

b) Issued share capital:

i. On March 2, 2023, the Company issued 1,150,000 common shares as seed capital, at a price of $0.01 per common share, for proceeds of $11,500.

ii. On May 15, 2023, the Company issued 4,850,000 units at a price of $0.05 per unit, for proceeds of $242,500. Each unit consists of one common share and one warrant at a price of $0.10 per share for a period of 60 months from the date of issuance.

In addition, the Company also issued an aggregate of 75,000 finders' warrants to eligible finders, with the finders' warrants having the same terms and conditions as the warrants. The fair value of the finders' warrants was estimated to be $2,769 calculated using the Black-Scholes Option Pricing Model and the following assumptions:

	May 15, 2023
Exercise price	$0.10
Risk-free dividend rate	3.08%
Expected life of warrants	5
Dividend rate	0.00%
Annualized volatility	114%

iii. On August 15, 2023, the Company issued 1,250,000 units at a price of $0.05 per unit, for proceeds of $62,500. Each unit consists of one common share and one warrant exercisable at $0.10 per share for a period of 60 months from the date of issuance.

iv. On September 8, 2023, the Company issued 1,000,000 shares to Nexus Uranium as a condition of the option agreement signed on March 16, 2023. Upon the issuance of these shares, the Company met the initial earn-in requirements granting a 51% interest in the Fraser Lake property (Note 4).

v. On March 28, 2024, the Company announced the closing of its initial public offering (IPO), pursuant to which it issued 4,500,000 shares at a price of $0.10 per share, for gross proceeds of $450,000. In connection with the offering, the company paid a cash commission of $36,000, a corporate finance fee $35,000 and additional share issuance costs of $43,606. In addition, an aggregate of 360,000 non-transferable compensation warrants were issued. Each compensation warrant is exercisable into one common share of the Company at a price of $0.10 per share for a period of 60 months from the date of issuance. The fair value of the finders' warrants was estimated to be $31,886 calculated using the Black-Scholes Option Pricing Model and the following assumptions:

	March 28, 2024
Exercise price	$0.10
Risk-free dividend rate	3.51%
Expected life of warrants	5
Dividend rate	0.00%
Annualized volatility	137%

(Expressed in Canadian dollars)

5. Share capital (Continued)

c) Warrants

The Company's warrants outstanding as at May 31, 2024 and the changes for the periods then ended are as follows:

	Number	Weighted average exercise price $
Balance as at May 31, 2022	-	-
Issued – Private placement	4,850,000	0.10
Issued – Finders' warrants	75,000	0.10
Balance as at May 31, 2023	4,925,000	0.10
Issued – Private placement	1,250,000	0.10
Issued – Initial Public Offering	360,000	0.10
Balance as at May 31, 2024	6,535,000	0.10

At May 31, 2024, the following warrants are outstanding:

Expiry Date	Number of regular warrants	Weighted average exercise price $	Weighted average years outstanding
May 15, 2028	4,925,000	0.10	3.96
August 15, 2028	1,250,000	0.10	4.21
March 28, 2029	360,000	0.10	4.83
Total	6,535,000	0.10	4.53

6. Accounts payable and accrued liabilities

	May 31, 2024 $	May 31, 2023 $
Accounts payable	51,134	30,681
Accrued liabilities	148,314	16,000
	199,448	46,681

(Expressed in Canadian dollars)

7. Related party transactions

The Company's related parties consist of the Company's directors and officers, and any companies associated with them. Transactions with related parties for goods and services are made on normal commercial terms.

The remuneration of key management personnel, comprised of the directors of the Company, executives and non-executives and officers of the Company, during years ended May 31, 2024 and 2023 was as follows:

	May 31, 2024	May 31, 2023
	$	$
Management fees - CEO	24,000	-
Management fees - CFO	12,000	-
Total	**36,000**	**-**

As at May 31, 2024, accounts payable includes $25,200 owing to the CEO of the Company.

- During the fiscal year ended May 31, 2023, the Company issued 1,150,000 shares to directors and officers of the Company for proceeds of $11,500.
- During the fiscal year ended May 31, 2023 to September 01, 2024, Joel Leonard, the Chief Executive Officer concurrently held an executive position at Nexus Uranium. The Company entered into an option agreement with Nexus Uranium as per Note 4. This option agreement was approved by the Board of Directors of both the Company and Nexus Uranium.

8. Financial instruments

Classification of financial instruments

The Company's financial instruments consist of cash and accounts payable. Cash is classified at fair value through profit or loss ("FVTPL") and accounts payable at amortized cost.

The classification of the financial instruments as well as their carrying values as at May 31, 2024 is shown in the table below:

At May 31, 2024	Assets – FVTPL	Liabilities – Amortized cost	Total
	$	$	$
Financial assets			
Cash	306,062	-	306,062
Total financial assets	306,062	-	306,062
Financial liabilities			
Accounts payable	-	51,134	51,134
Total financial liabilities	-	51,134	51,134

The fair values approximate the carrying values due to their short-term nature.

Financial and capital risk management

The Company thoroughly examines the various financial instruments and risks to which it is exposed and assesses the impact and likelihood of those risks. These risks include foreign currency risk, interest rate risk, credit risk, and liquidity risk. Where material, these risks are reviewed and monitored by the Board of Directors. The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies.

8. Financial instruments (Continued)

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Discussions of risks associated with financial assets and liabilities are detailed below:

a) Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a cash loss due to the fluctuation in interest rates is limited as the Company's liabilities are non-interest bearing. The Company considers this risk to be low.

b) Credit risk
Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company considers credit risk with respect to its cash to be low as cash is mainly held through large Canadian financial institutions.

c) Liquidity risk
Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. The Company manages its liquidity risk by continuously monitoring forecasted and actual cash flows, as well as anticipated investing and financing activities. Accounts payable and accrued liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company has current assets of $323,225 to settle current liabilities of $199,448 as at May 31, 2024.

d) Commodity price risk
Commodity price risk is the risk that the value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

9. Management of capital

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

The capital structure of the Company consists of equity attributable to common shareholders, comprised of issued capital and deficit.

The Company maintains and adjusts its capital structure based on changes in economic conditions and the Company's planned requirements. The Company may adjust its capital structure by issuing new equity, issuing new debt, or acquiring or disposing of assets, and controlling the capital expenditures program. The Company is not subject to externally imposed capital requirements.

The Company does not have a source of revenue. As such, the Company is dependent on external financing to fund its activities. In order to pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management reviews its capital management policies on an ongoing basis. The Company is not subject to any externally imposed capital requirements.

(Expressed in Canadian dollars)

10. Income tax

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	Year ended May 31, 2024	Year ended May 31, 2023
Loss for the period	(295,871)	(34,834)
Canadian statutory income tax rate	27%	27%
Expected income tax (recovery)	(79,800)	(9,405)
Share issuance costs	(25,300)	-
Other	(64,800)	-
Change in unrecognized deductible temporary differences	169,900	9,405
Total income tax expense (recovery)	$ -	$ -

The significant components of the Company's deferred tax assets and liabilities are as follows:

	May 31, 2024	May 31, 2023
Deferred Tax Assets:		
Non-capital losses	$ 97,000	$ 10,113
Share issuance costs	34,000	-
Exploration and evaluation asset	62,000	13,000
	193,000	23,113
Unrecognized deferred tax assets	(193,000)	(23,113)
Net deferred tax assets	$ -	$ -

11. Subsequent Events

a) On August 19, 2024, the Company entered into a definitive agreement to acquire Shift Rare Metals Inc. ("Shift") by way of a three-cornered amalgamation. As part of this acquisition, Valleyview will acquire Shift's uranium and vanadium exploration properties located in northwestern Colorado, specifically the Coyote Basin and Red Wash claims. Under the terms of the acquisition agreement, Valleyview will issue 11,000,000 post-split common shares and pay US$250,000 to the shareholders of Shift. Additional consideration includes the issuance of further shares and cash payments tied to the completion of milestones, including the issuance of a technical report and mineral resource estimate. Valleyview also agreed to facilitate a loan of up to US$650,000 to Shift, part of which will be advanced by the Company.

   In connection with this acquisition, Valleyview announced plans to conduct a share split of its outstanding common shares. The split will be conducted on the basis of 1.5 new common shares for each existing common share. The stock split is subject to approval by the TSX Venture Exchange.

   Valleyview also plans to raise gross proceeds of no less than $7,000,000 through a financing of post-split common shares at a minimum price of $0.30 per share.

11. Subsequent Events (continued)

b) The Company received gross proceeds of $300,000 from the exercise of 3,000,000 warrants. Each warrant was exercised at a price of $0.10 per share, resulting in the issuance of 3,000,000 common shares.

c) On August 14, 2024, the Company incorporated 1496946 B.C. Ltd., a wholly owned subsidiary.

d) On September 3, 2024, the Company announced the granting of 1,250,000 stock options to its directors and officers, exercisable at $0.15 per share for a five-year term. These options are subject to a one-year vesting schedule, with 25% vesting on the grant date and the remaining options vesting in equal portions every three months thereafter.