RICHMOND MINERALS INC.

UNAUDITED CONDENSED INTERIM

CONSOLIDATED FINANCIAL STATEMENTS

PERIODS ENDED FEBRUARY 29, 2024 AND FEBRUARY 28, 2023

NOTICE TO READER

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 unaudited condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants Canada for a review of interim financial statements by an entity's auditor.

Management Responsibility

The accompanying unaudited condensed interim consolidated financial statements of Richmond Minerals Inc. (the "Company") are the responsibility of the Board of Directors.

The unaudited condensed interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the Company's audited financial statements as at May 31, 2023, with any changes described in these unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the Statement of Financial Position date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") appropriate in the circumstances. Management has established processes, which are in place to provide sufficient knowledge to support management representations that it has exercised reasonable diligence that the unaudited condensed interim consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited condensed interim consolidated financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

/s/ Franz Kozich	/s/ Philip Chong
President and CEO	CFO

Toronto, Canada
April 29, 2024

Consolidated Statements of Financial Position

(In Canadian dollars)

As at:	Note	February 29, 2024	May 31, 2023
ASSETS			
Current			
Cash	4	$ 201,204	$ 13,793
Marketable securities	5	98	398
HST receivable		31,436	4,978
Deposits and prepaid expenses		10,820	6,820
		243,558	25,989
Non-current			
Equipment	6	1,498	1,747
Mineral properties	7	3,192,103	2,979,262
Investment	8	275,274	-
		3,468,875	2,981,009
		$ 3,712,433	$ 3,006,998
LIABILITIES			
Current			
Accounts payable and accrued liabilities	11	$ 200,719	$ 151,772
Loan payable		-	100,000
Flow-through share liability		36,801	36,801
Provision for indemnification of flow through share subscribers	13	210,000	210,000
		447,520	498,573
Non-current			
Advances received in private placement		315,000	-
		762,520	498,573
SHAREHOLDERS' EQUITY			
Share capital	9	18,676,064	18,679,301
Contributed surplus	9	2,655,903	2,630,166
Deficit		(18,382,054)	(18,801,042)
		2,949,913	2,508,425
		$ 3,712,433	$ 3,006,998

/s/ Franz Kozich	/s/ Philip Chong
Director	Chief Financial Officer

Accompanying notes form an integral part of these unaudited condensed interim consolidated financial statements.

Interim Consolidated Statements of Comprehensive Loss

(In Canadian dollars)

	Note	Three months ended February 29, 2024	Three months ended February 28, 2023	Nine months ended February 29, 2024	Nine months ended February 28, 2023
Expenses					
Management fees	11	$ 15,000	$ 10,800	$ 40,733	$ 32,400
Professional fees	11	4,460	8,649	35,781	21,649
Regulatory fees		3,968	358	36,050	14,412
Administrative and general		3,988	6,783	21,317	24,583
Interest and bank charges		298	240	11,039	240
Depreciation		79	97	249	306
		27,793	26,927	145,169	93,590
Other income (expenses)					
Gain on disposal of mineral properties		-	-	643,736	-
Loss on sale of investment		(864)	-	(50,348)	-
Fair value adjustment of marketable securities and investment		89,186	(102)	(28,136)	(461)
Foreign exchange loss		(639)	-	(1,095)	-
		87,683	(102)	564,157	(461)
Net income (loss) before income tax		**59,890**	**(27,029)**	**418,988**	**(94,051)**
Income tax		-	-	-	503
Net income (loss) and comprehensive income (loss)		$ 59,890	$ (27,029)	$ 418,988	$ (93,548)
Earnings (loss) per share					
Basic and diluted		$0.002	($0.001)	$0.015	($0.003)
Weighted average number of shares outstanding					
Basic and diluted		28,358,880	28,160,268	28,354,594	28,066,259

Accompanying notes form an integral part of these unaudited condensed interim consolidated financial statements.

Interim Consolidated Statements of Cash Flows

(In Canadian dollars)

	Nine Months Ended	
	February 29, 2024	**February 28, 2023**
Cash provided by (used in):		
Operating activities:		
Net income (loss) for the period	$ 418,988	$ (93,548)
Add (deduct): Items not requiring an outlay of cash		
Loss on sale of investments	50,348	-
Gain on disposal of mineral properties	(643,736)	-
Depreciation	249	306
Fair value adjustment of marketable securities and investment	28,136	461
Reversal of flow-through liability	-	(503)
Changes in non - cash operating working capital:		
Deposits and prepaid expenses	(4,000)	4,161
HST receivable	(26,458)	-
Amounts receivable	-	15,393
Accounts payable and accrued liabilities	48,946	(15,804)
	(127,527)	(89,534)
Investing activities:		
Proceeds from disposal of mineral properties	217,145	-
Proceeds from sale of investment	73,134	-
Expenditures on mineral properties	(190,341)	(6,168)
	99,938	(6,168)
Financing activities:		
Repayment of loan payable	(100,000)	-
Advances received in private placement	315,000	
	215,000	-
Increase (decrease) in cash	187,411	(95,702)
Cash, beginning of period	13,793	101,645
Cash, end of period	$ 201,204	$ 5,943
Non-cash transactions		
Shares issued for mineral properties	$ 22,500	$ -

Accompanying notes form an integral part of these unaudited condensed interim consolidated financial statements.

Interim Consolidated Statements of Shareholders' Equity
(In Canadian dollars)

	Number of Common Shares	Share Capital	Contributed Surplus	Deficit	Total
Balance, May 31, 2022	**141,647,501**	**$ 18,741,537**	**$ 2,567,930**	**$ (18,641,892)**	**$ 2,667,575**
Net loss and comprehensive loss	-	-	-	(93,548)	(93,548)
Consolidation of shares	(113,318,621)	-	-	-	-
Warrants expired	-	(72,150)	72,150	-	-
Balance, February 28, 2023	**28,328,880**	**$ 18,669,387**	**$ 2,640,080**	**$ (18,735,440)**	**$ 2,574,027**
Balance, May 31, 2023	**28,328,880**	**$ 18,679,301**	**$ 2,630,166**	**$ (18,801,042)**	**$ 2,508,425**
Issuance of shares for mineral property	150,000	22,500	-	-	22,500
Net income and comprehensive income	-	-	-	418,988	418,988
Consolidation of shares	(120,000)	-	-	-	-
Warrants expired		(25,737)	25,737		-
Balance, February 29, 2024	**28,358,880**	**$ 18,676,064**	**$ 2,655,903**	**$ (18,382,054)**	**$ 2,949,913**

Accompanying notes form an integral part of these unaudited condensed interim consolidated financial statements.

1. Nature of Operations and Going Concern

Richmond Minerals Inc. (the "Company") was incorporated under the laws of the Province of Ontario and is listed on the TSX Venture Exchange under symbol (RMD). The Company's head office and primary place of business is located at 120 Adelaide Street West, Suite 2500, Toronto, ON, CA, M5H 1T1.

These unaudited condensed interim consolidated financial statements of the Company were authorized for issue in accordance with a resolution of the directors on April 29, 2024.

The Company is engaged in base and precious metal mining and related activities, including exploration and development in Northern Ontario and Quebec. The Company, directly and through joint ventures, is in the process of exploring its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable.

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, under which material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern must be disclosed. As at February 29, 2024, the Company continues to be dependent upon its ability to obtain sufficient working capital from external financing to meet the Company's liabilities as they become payable. The Company has a working capital deficit at period end in the amount of $203,962 and has accumulated losses since inception in the amount of $18,382,054. The Company's ability to continue as a going concern and to realize the carrying value of its assets and discharge its liabilities is dependent on the discovery of economically recoverable mineral reserves, the ability of the Company to obtain necessary financing to fund its operations, and the future production or proceeds from developed properties. These unaudited condensed interim consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of operations, and at amounts different from those in these unaudited condensed interim consolidated financial statements. These adjustments could be material.

2. Significant Accounting Policies

(i) Statement of Compliance

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's most recently issued Annual Report which includes information necessary or useful to understanding the Company's business and financial statement presentation. In particular, the Company's significant accounting policies were presented in Note 3 of the consolidated financial statements for the year ended May 31, 2023, and have been consistently applied in the preparation of these condensed interim consolidated financial statements.

These unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis except for certain financial assets which are recorded at fair value. In addition, these unaudited condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

(ii) Basis of Consolidation

The unaudited condensed interim consolidated financial statements of the Company include the accounts of its wholly owned subsidiaries 2743718 Ontario Inc., which hold the Company's Austrian mineral property.

3. New Accounting Pronouncements

Amendment to IAS 1, Presentation of Financial Statements - Classification of Liabilities as Current or Non-Current- In January 2020 and October 2022, the IASB issued amendments to paragraphs 69-76 of IAS 1 to clarify the requirements for classifying liabilities as current or non-current. The amendments specify that the conditions which exist at the end of a reporting period are those which will be used to determine if a right to defer settlement of a liability exists. The amendments also clarify the situations that are considered a settlement of a liability. The amendments are effective January 1, 2024, with early adoption permitted.

The amendments must be applied retrospectively in accordance with IAS 8 Accounting Policies, *Changes in Accounting Estimates and Errors*. The Company is in the process of assessing the impact the amendments may have on future financial statements and plans to adopt the new standard retrospectively on the required effective date.

4. Cash held for future exploration

Of the cash held by the Company at February 29, 2024, there is a balance to be spent on Canadian Exploration Expenditures (“CEE”) in the amount of $98,761 (May 31, 2023: $98,761) from flow-through financings in the previous years.

5. Marketable securities

The Company had an investment in the following public company marketable securities which have been classified as Fair Value through Profit and Loss (“FVTPL”).

	February 29, 2024		May 31, 2023	
	# shares	Fair Value	# shares	Fair Value
Integra Resources Corp.	102	$ 97	256	$ 397
Bitrush Corp.	580,000	1	580,000	1
		$ 98		$ 398

During the current period, a loss in the amount of $300 was recognized on the adjustment of FVTPL financial instruments to market.

6. Equipment

Equipment:

Cost	Balance at May 31, 2023	Additions, net	As at February 29, 2024
Furniture and equipment	$ 30,459	$ -	$ 30,459
Accumulated depreciation			
Furniture and equipment	(28,712)	(249)	(28,961)
Net book value	$ 1,747	$ (249)	$ 1,498

7. Mineral Properties

The following is a summary of the Company's exploration and evaluation properties:

	February 29, 204	**May 31, 2023**
Opening balance	$ 2,979,262	$ 2,873,152
Current period deferred expenditures	190,341	106,110
Shares issued for mineral claims	22,500	-
Balance end of period	$ 3,192,103	$ 2,979,262

	February 29, 2024	**May 31, 2023**
Swayze Area, Porcupine Mining (a)	$ 2,117,130	$ 2,028,451
Oberzeiring (b)	941,619	915,085
Carinthia/Salzburg (c)	35,726	35,726
Rollo Township (d)	97,628	-
	$ 3,192,103	$ 2,979,262

(a) The Company holds 100% interest in a group of 139 contiguous unpatented mineral claims and 50% interest in 35 claims ("Ridley Lake Property") located in the Swayze Area, Porcupine Mining Division, Ontario.

(b) During the previous years, the Company acquired 100% interest in a group of 99 contiguous mineral claims located near the town of Oberzeiring in the province of Styria, Austria. The original cost of the acquisition was 40,000,000 shares of the Company issued at a value of $0.02 per share or $800,000 in total.

(c) During the fiscal year ended May 31, 2023, the Company acquired 100% interest in 10 exploration properties totaling 554 exploration licenses located in the Carinthia and Salzburg areas of Austria. The original cost of the acquisition was $29,087.84.

(d) The Company acquired mineral claims in the Rollo Township area of Ontario for 150,000 pre-consolidation common shares of the Company. The Claims are contiguous with Richmond's Ridley Lake Property.

(e) During the fiscal year ended May 31, 2023, the Company acquired 245 exploration licences located in the Wildbachgraben, Klementkogel and Bretstein areas of Austria which are considered prospective for lithium occurrences. Aditionally, 219 exploration licences were acquired in the Lower Austria region which are considered prospective for graphite. The cost of the acquisitions were $0 as the licences were acquired through map staking.

7. Mineral Properties (Continued)

On June 27, 2023, the Company sold all the rights, title and interest in the Bretstein-Lachtal, Klementkogel, and Wildbachgraben Projects consisting of 245 exploration licences for the consideration of $250,000 Australian, 2,000,000 fully paid ordinary shares of European Lithium Limited (“EUR”) and 2,000,000 unlisted options of EUR exercisable at $0.12 each which expire 3 years from the date of issue. The Company recorded a gain of $643,736 during the period for this transaction.

8. Investments

Investments represent 814,512 fully paid ordinary shares of European Lithium Limited (“EUR”) and 2,000,000 unlisted options of EUR exercisable at $0.12 each which expire 3 years from the date of issue.

9. Shareholders’ Equity

(i) Share capital and contributed surplus

Authorized: Unlimited number of common shares with no par value

Issued and outstanding common shares consist of the following:

	February 29, 2024	**May 31, 2023**
Beginning of the period	28,328,880	141,647,501
Share issue for mineral claims	150,000	-
Consolidation of shares	(120,000)	(113,318,621)
End of period	28,358,880	28,328,880

During the current period, the Company issued 150,000 pre-consolidation common shares from the acquisition of nine mineral exploration claims in the Rollo Township area, and consolidated its existing issued and outstanding common shares on the basis of five pre-consolidation common shares for one post-consolidated common shares. After the consolidation the Company has 28,358,880 common shares issued and outstanding.

(ii) Stock Options

The Company’s Stock Option Plan (“the “Plan”) provides for the issuance of a maximum of 10% of the issued and outstanding common shares at an exercise price equal or greater than the market price of the Company’s common shares on the date of the grant to directors, officers, employees and consultants to the Company. The option period for options granted under the Plan is for a maximum period of 5 years. Options granted may vest over certain time periods within the option period, which will limit the number of options that may be exercised.

Each stock option is exercisable into one common share of the Company at the price specified in the terms of the option.

9. Shareholders' Equity (Continued)

The following table summarizes information about the stock options outstanding and exercisable:

	February 29, 2024		May 31, 2023	
	Number of units	**Weighted average exercise price**	**Number of units**	**Weighted average exercise price**
Balance at beginning of period	1,820,000	$0.50	1,820,000	$0.50
Granted during the period	-	-	-	
Balance at end of period	**1,820,000**	**$0.50**	**1,820,000**	**$0.50**
Units exercisable at the end of the period	**1,820,000**	**$0.50**	**1,820,000**	**$0.50**

The following table summarizes share units outstanding at the end of period:

Exercise Price	Number of Options	Expiry Date	Weighted Average Remaining Life
$0.50	1,820,000	18-May-25	1.22

(iii) Warrants

The following table summarizes information about the warrants outstanding and exercisable:

	February 29, 2024		May 31, 2023	
	Number of units	**Weighted average exercise price**	**Number of units**	**Weighted average exercise price**
Balance at beginning of period	235,167	$ 0.50	593,500	$0.50
Issued	-	-	-	-
Expired during the period	(235,167)	0.5	(358,333)	0.50
Balance at end of period	**-**	**$ -**	**235,167**	**$ 0.50**

10. Financial Instruments Risk Management

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, market risk and interest rate risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company is exposed to credit risk due to the nature of the collectible accounts.

On February 29, 2024, and May 31, 2023, the Company does not have any allowance for doubtful accounts.

Liquidity risk

Liquidity risk is the risk that the Company cannot meet its financial obligations associated with financial liabilities in full. The primary source of liquidity is net operating income, which is used to finance working capital and capital expenditure requirements, and to meet the Company's financial obligations associated with financial liabilities. Given the Company's present financial situation liquidity risk at the Company is considered high.

Additional sources of liquidity are debt and equity financing, which is used to fund additional operating and other expenses and retire debt obligations at their maturity.

The Company's approach to managing liquidity risk is to ensure that it will have sufficient cash to meet liabilities when due. All of the Company's financial liabilities have contractual maturities of less than one year and are subject to normal trade terms. The Company's ability to continue operations and fund its business is dependent on management's ability to secure additional debt or equity financing. It is anticipated that the Company will continue to rely on debt or equity financing to meet its ongoing working capital requirements. At period end, the Company has a working capital deficiency in the amount of $203,962 and therefore liquidity risk is considered high.

Market risk

The Company's marketable securities and investment are classified as fair value through profit or loss and are subject to changes in the market prices. They are recorded at fair value in the Company's financial statements, based on the closing market value at the end of the period for each security included. The Company's exposure to market risk is not considered to be material.

The Company has no significant exposure at February 29, 2024 and May 31, 2023, to interest rate risk through its financial instruments as there are no significant balances payable, which accrue interest.

Currency risk

The Company is exposed to currency risks arising from fluctuations in foreign exchange rates primarily the Euro. As at February 29, 2024, the Company has accounts payable denominated in Euro of €51,727. Based on the net exposures as at February 29, 2024, assuming that all other variables remain constant, a +/- 5% change in the Canadian dollar against the Euro would result in an increase/decrease in net loss of approximately $3,800.

11. Related Party Transactions

The Company's related parties include its joint venture partners, key management and their close family members, and others as described below. Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually settled in cash.

The Company had the following transactions and balances with its related parties:

The remuneration of directors and other members of key management personnel were as follows:

	February 29, 2024	February 29, 2023
Management and consulting fees	$ 53,400	$ 38,364
Professional fees charged to mineral properties	2,500	73,955
	$ 55,900	**$ 112,319**
Balances		
Payable	$ 86,545	$ 39,413
(Prepaid)	$ (6,500)	$ -

Amounts due from and to the related parties, are a result of transactions with entities controlled by shareholders, officers or directors of the Company and joint ventures. These amounts are non-interest bearing, unsecured and not subject to specific terms of repayment unless stated.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

12. Capital Management

The Company considers its capital structure to consist of share capital, contributed surplus, options and warrants. The Company manages its capital structure and makes adjustments to it, in order to have the funds available to support the acquisition, exploration and development of 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.

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 quarter ended February 29, 2024 and the Company is not subject to externally imposed capital requirements.

The Company's capital for the reporting periods is summarized as follows:

	February 29, 2024	May 31, 2023
Share capital	$ 18,676,064	$ 18,679,301
Contributed surplus	2,655,903	2,630,166
Deficit	(18,382,054)	(18,801,042)
	$ 2,949,913	**$ 2,508,425**

13. Provision for indemnification of Flow-through Share subscribers

As at December 31, 2019, the Company was committed to incur $494,600 in qualifying Canadian exploration expenditures prior to December 31, 2019, pursuant to two 2018 private placements for which flow-through share proceeds had been received by the Company and then renounced to Ontario subscribers effective December 31, 2018.

The Company incurred actual qualifying expenditures of $242,059 in 2018 and 2019, leaving a shortfall of $252,541 as at December 31, 2019. Accordingly, effective December 31, 2019, the Company recorded (in other expenses and current liabilities) a $210,000 provision for the estimated cost to indemnify flow-through share subscribers for their expected personal income tax reassessments by Canada Revenue Agency attributable to each subscriber's proportionate share of the shortfall. The indemnifications are provided for in the underlying subscription agreements for the private placements. The governmental audit/reassessment process may be lengthy; therefore, it may be several months or longer before the Company's final liability is exigible.

The Company has made the following assumptions in estimating the subscriber indemnification provision:

- Ontario subscribers have a combined personal income tax rate of 53.53% and are eligible for both the federal 15% and the provincial 5% investment tax credits; and,
- Subscribers will be assessed two year's interest on reassessed amounts.

The Company has also accrued the estimated Federal Part XII.6 tax is included in the provision.

14. Segmented information

The Company is operating in one industry segment, junior exploration and evaluation, but operates geographically in two countries, Canada and Austria. The breakdown by region is as follows:

As at February 29, 2024:

Country	Cash	Mineral Properties	Other assets	Payables	Profit (Loss)
Canada	$ 201,204	$ 2,214,758	$ 319,126	$ 447,520	$ 418,988
Austria	-	977,345	-	-	-
	$ 201,204	$ 3,192,103	$ 319,126	$ 447,520	$ 418,988

15. Subsequent events

On March 20, 2024, the Company completed a non-brokered private placement of common shares at a price of $0.05 per share, for gross proceeds of $340,000 and issued 6,800,000 common shares.

The Company also completed a share for debt transaction with two related parties of the Company settling an aggregate debt of $52,725. The Company issued 1,054,507 common shares to satisfy such debts at a deemed price per share of $0.05.