

Financial Statements of

**PROBITY MINING 2024-II
SHORT DURATION FLOW-THROUGH
LIMITED PARTNERSHIP**

Period from commencement of operations on
October 25, 2024 to December 31, 2024



KPMG LLP

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INDEPENDENT AUDITOR'S REPORT

To the Limited Partners of the Probity Mining 2024-II Short Duration Flow-Through Limited Partnership

Opinion

We have audited the financial statements of the Probity Mining 2024-II Short Duration Flow-Through Limited Partnership ("the Partnership"), which comprise:

- the statement of financial position as at December 31, 2024;
- the statement of comprehensive income for the period from commencement of operations on October 25, 2024 to December 31, 2024;
- the statement of changes in net assets attributable to partners for the period from commencement of operations on October 25, 2024 to December 31, 2024;
- the statement of cash flows for the period from commencement of operations on October 25, 2024 to December 31, 2024; and
- and notes to the financial statements, including a summary of material accounting policy information (hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Partnership as at December 31, 2024 and its financial performance and its cash flows for the period from commencement of operations on October 25, 2024 to December 31, 2024 in accordance with IFRS Accounting 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 auditor's report.

We are independent of the Partnership 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.



Other Information

The General Partner is responsible for the other information. Other information comprises the information included in the Annual Management's Reports on Partnership Performance for the Partnership filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will 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 and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Annual Management's Reports on Partnership Performance for the Partnership filed with the relevant Canadian Securities Commissions as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

Responsibilities of the General Partner and Those Charged with Governance for the Financial Statements

The General Partner is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as the General Partner 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, the General Partner is responsible for assessing the Partnership'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 the General Partner either intends to liquidate the Partnership or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Partnership'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 the 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 Partnership's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the General Partner.
- Conclude on the appropriateness of the General Partner'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 Partnership'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 Partnership 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.
- 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.

A handwritten signature in black ink that reads 'KPMG LLP' with a horizontal line underneath.

Chartered Professional Accountants

Vancouver, Canada

March 25, 2025

Probity Mining 2024-II Short Duration Flow-Through Limited Partnership

Statement of Financial Position

As at December 31, 2024

Assets

Current assets:

Cash	\$	244,100
Tax refund receivable		5,010
Investments		11,235,973
		<u>11,485,083</u>

Liabilities

Current liabilities:

Accounts payable and accrued liabilities		246,539
Accrued Class P and General Partner allocation		4,838
		<u>251,377</u>

Class net assets attributable to Partners	\$	11,233,706
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Net assets attributable to Partners:

Class A – National	\$	5,664,097
Class A – British Columbia		844,371
Class A – Quebec		1,365,984
Class F – National		2,327,861
Class F – British Columbia		265,140
Class F – Quebec		766,233
Class P		10
General Partner		10
	\$	11,233,706

Partnership units outstanding (note 4):

Class A – National	628,239
Class A – British Columbia	96,000
Class A – Quebec	140,650
Class F – National	246,600
Class F – British Columbia	28,900
Class F – Quebec	75,500
Class P	1
General Partner	1

Net assets per unit attributable to Limited Partners (note 9):

Class A – National Class	\$	9.02
Class A – British Columbia		8.80
Class A – Quebec		9.71
Class F – National Class		9.44
Class F – British Columbia		9.17
Class F – Quebec		10.15
Class P		10.00
General Partner		10.00

See accompanying notes to financial statements.

Approved on behalf of the Board of Directors of the General Partner:

/s/ "Peter Christiansen" Director
Peter Christiansen

/s/ "Brent Larkan" Director
Brent Larkan

Probity Mining 2024-II Short Duration Flow-Through Limited Partnership

Statement of Comprehensive Income

Period from commencement of operations on October 25, 2024 to December 31, 2024

Income:

Unrealized appreciation of investments	\$	445,970
Tax refund		5,010
		<u>450,980</u>

Expenses (note 3):

Issue costs (note 3(a))		1,135,165
Legal Fees		70,127
Administrative fees		51,048
Audit fees		49,384
Fund Manager fees		38,850
Filing fees		11,572
Tax and compliance professional fees		9,776
Performance fees		4,838
Transfer agent fees		2,625
Custodian fees		2,205
Bank charges		484
Other Fees		110
		<u>1,376,184</u>

Decrease in net assets attributable to partners from operations	\$	(925,204)
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(Decrease) increase in net assets attributable to partners from operations per Class (note 8):

Class A – National	\$	(618,293)
Class A – British Columbia		(115,629)
Class A – Quebec		(40,516)
Class F – National		(138,139)
Class F – British Columbia		(23,860)
Class F – Quebec		11,233
Class P		-
General Partner		-

	\$	(925,204)
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(Decrease) increase in net assets attributable to partners from operations per unit (note 8):

Class A – National	\$	(0.98)
Class A – British Columbia		(1.20)
Class A – Quebec		(0.29)
Class F – National		(0.56)
Class F – British Columbia		(0.83)
Class F – Quebec		0.15
Class P		-
General Partner		-

Probity Mining 2024-II Short Duration Flow-Through Limited Partnership

Statements of Changes in Net Assets Attributable to Partners

Period from commencement of operations on October 25, 2024 to December 31, 2024

		Net assets attributable to partners, beginning of period	Proceeds from issuance	(Decrease) increase in net assets attributable to partners, from operations	Net assets attributable to partners, end of period
Class A – National	\$	-	\$ 6,282,390	\$ (618,293)	\$ 5,664,097
Class A – British Columbia		-	960,000	(115,629)	844,371
Class A – Quebec		-	1,406,500	(40,516)	1,365,984
Class F – National		-	2,466,000	(138,139)	2,327,861
Class F – British Columbia		-	289,000	(23,860)	265,140
Class F – Quebec		-	755,000	11,233	766,233
Class P		-	10	-	10
General Partner		-	10	-	10
	\$	-	\$ 12,158,910	\$ (925,204)	\$ 11,233,706

See accompanying notes to financial statements.

Probity Mining 2024-II Short Duration Flow-Through Limited Partnership

Statements of Cash Flows

Period from commencement of operations on October 25, 2024 to December 31, 2024

Cash provided by (used in):

Operating Activities

Decrease in net assets attributable to partners from operations	\$	(925,204)
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Items not involving cash:

Unrealized appreciation of investments		(445,970)
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Tax refund		(5,010)
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Change in non-cash balances

Accounts payable and accrued liabilities		246,539
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Accrued Class P and General Partner allocation		4,838
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		(1,124,807)
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Investing Activities

Purchase of investments		(10,790,003)
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Financing Activities

Proceeds from issuance of units		12,158,910
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Increase in cash during the period		244,100
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Cash, beginning of period		-
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Cash, end of period	\$	244,100
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See accompanying notes to financial statements.

Probity Mining 2024-II Short Duration Flow-Through Limited Partnership

Schedule of Investment Portfolio

As at December 31, 2024

	Number of shares	Average cost \$	Fair value \$	Net assets %
Canadian equities mining*:				
1844 Resources Inc. (QC FT)	5,000,000	175,000	125,000	1.11
Appia Rare Earths & Uranium Corp. (NC FT)	2,916,667	350,000	218,750	1.95
Brixton Metals Corp. (BC FT)	6,666,667	600,000	400,000	3.56
Brunswick Exploration Inc. (QC FT)	1,304,348	300,000	208,696	1.86
Canadian Critical Minerals Inc. (BC FT)	6,000,000	300,000	210,000	1.87
Canadian Gold Corp. (NC FT)	1,000,000	190,000	150,000	1.34
Canadian Gold Resources Ltd. (QC FT)	1,333,334	400,000	346,667	3.09
Canterra Minerals Corp. (NC FT)	4,166,667	500,000	416,667	3.71
Cantex Mine Development Corp. (NC FT)	4,000,000	600,000	460,000	4.09
Decade Resources Ltd. (BC FT)	5,000,000	250,000	200,000	1.78
E-Power Resources Inc. (QC FT)	1,562,500	125,000	101,563	0.90
Fathom Nickel Inc. (NC FT)	5,000,000	200,000	150,000	1.34
First Tellurium Corp. (BC FT)	1,428,572	200,000	171,429	1.53
Greenridge Exploration Inc. (NC FT)	454,546	400,001	450,001	4.01
Juggernaut Exploration Ltd. (BC FT)	3,529,412	300,000	229,412	2.04
LaFleur Minerals Inc. (QC FT)	1,000,000	400,000	300,000	2.67
Nine Mile Metals Ltd. (NC FT)	4,571,429	160,000	102,857	0.92
Ongold Resources Ltd. (NC CMETC FT)	384,616	250,001	288,462	2.57
Ongold Resources Ltd. (NC METC FT)	384,616	250,001	288,462	2.57
Opus One Gold Corp. (QC FT)	4,545,455	250,000	181,818	1.62
Prosper Gold Corp. (BC FT)	1,818,182	200,000	154,545	1.38
PTX Metals Inc. (NC FT)	1,428,572	200,000	175,000	1.56
Q Precious and Battery Metals Corp. (QC FT)	2,000,000	200,000	170,000	1.51
Q-Gold Resources Ltd. (NC FT)	1,875,000	300,000	262,500	2.34
Quetzal Copper Corp. (BC FT)	1,764,706	300,000	247,059	2.20
Renegade Gold Inc. (NC FT)	1,666,667	300,000	275,000	2.45
Romios Gold Resources Inc. (BC FT)	1,666,667	50,000	16,667	0.15
Saga Metals Corp. (NC FT)	975,610	400,000	341,464	3.04
Saga Metals Corp. (QC FT)	697,675	300,000	244,186	2.17
Sirios Resources Inc. (QC FT)	5,714,286	400,000	285,714	2.54
Sun Summit Minerals Corp. (BC FT)	2,068,966	300,000	289,655	2.58
Tower Resources Ltd. (BC FT)	5,333,334	800,000	800,000	7.12
Troy Minerals Inc. (BC FT)	416,667	100,000	66,667	0.59
Troy Minerals Inc. (QC FT)	416,667	100,000	66,667	0.59
Vanadiumcorp Resource Inc. (QC FT)	875,000	140,000	140,000	1.25
Volt Carbon Technologies Inc. (QC FT)	6,666,667	200,000	233,333	2.08
Ximen Mining Corp (BC FT)	3,750,000	300,000	281,250	2.50
Total equities		\$ 10,790,003	\$ 9,049,491	80.58

Probity Mining 2024-II Short Duration Flow-Through Limited Partnership

Schedule of Investment Portfolio (continued)

As at December 31, 2024

	Number of warrants	Average cost \$	Fair value \$	Net assets %
Canadian warrants mining*:				
1844 Resources Inc. (QC)				
(expiry 30 December, 2026; strike price \$0.05)	2,500,000	-	38,166	0.34
Appia Rare Earths & Uranium Corp. (NC)				
(expiry 31 December, 2025; strike price \$0.15)	2,916,667	-	50,432	0.45
Brixton Metals Corp. (BC)				
(expiry 22 November, 2026; strike price \$0.12)	3,333,333	-	36,436	0.32
Canadian Gold Resources Ltd (QC)				
(expiry 27 December, 2026; strike price \$0.40)	666,667	-	144,043	1.28
Decade Resources Ltd (BC)				
(expiry 3 December, 2026; strike price \$0.08)	5,000,000	-	122,909	1.09
E-Power Resources Inc. (QC)				
(expiry 24 December, 2029; strike price \$0.12)	781,250	-	45,433	0.40
Fathom Nickel Inc. (NC)				
(expiry 23 December, 2027; strike price \$0.07)	2,500,000	-	51,423	0.46
Greenridge Exploration Inc. (NC)				
(expiry 19 December, 2027; strike price \$1.15)	227,273	-	91,028	0.81
Juggernaut Exploration Ltd (BC)				
(expiry 21 November, 2025; strike price \$0.12)	3,529,412	-	52,487	0.47
LaFleur Minerals Inc. (QC)				
(expiry 20 December, 2026; strike price \$0.55)	1,000,000	-	278,063	2.48
Nine Mile Metals Ltd. (NC)				
(expiry 27 December, 2029; strike price \$0.05)	4,571,429	-	94,971	0.85
Q Precious & Battery Metals Corp. (QC)				
(expiry 19 December, 2026; strike price \$0.12)	1,000,000	-	81,230	0.72
Q-Gold Resources Ltd. (NC)				
(expiry 27 December, 2026; strike price \$0.20)	937,500	-	108,375	0.96
Quetzal Copper Corp. (BC)				
(expiry 24 December, 2026; strike price \$0.25)	882,353	-	56,843	0.51
Romios Gold Resources Inc. (BC)				
(expiry 27 December, 2029; strike price \$0.05)	1,666,667	-	15,870	0.14
Saga Metals Corp. (NC)				
(expiry 23 December, 2026; strike price \$0.50)	487,805	-	91,252	0.81
Saga Metals Corp. (QC)				
(expiry 23 December, 2026; strike price \$0.50)	348,837	-	65,256	0.58
Sun Summit Minerals Corp. (BC)				
(expiry 20 December, 2026; strike price \$0.145)	1,034,483	-	109,154	0.97
Tower Resources Ltd (BC)				
(expiry 9 December, 2026; strike price \$0.25)	2,666,667	-	226,013	2.01
Vanadiumcorp Resource Inc. (QC)				
(expiry 20 December, 2027; strike price \$0.20)	875,000	-	133,877	1.19
Volt Carbon Technologies Inc. (QC)				
(expiry 23 December, 2026; strike price \$0.05)	3,333,333	-	71,649	0.64
Ximen Mining Corp. (BC)				
(expiry 30 December, 2027; strike price \$0.12)	3,750,000	-	221,572	1.96
Total warrants		-	\$ 2,186,482	19.44

Probity Mining 2024-II Short Duration Flow-Through Limited Partnership

Schedule of Investment Portfolio (continued)

As at December 31, 2024

	Average cost \$	Fair value \$	Net assets %
Total portfolio of investments	10,790,003	11,235,973	100.02
Cash	-	244,100	2.17
Other net liabilities	-	(246,367)	(2.19)
Net assets attributable to Partners (100%)	\$ 10,790,003	\$ 11,233,706	100.00

* As at December 31, 2024, these securities are restricted by the issuer from trading. The restrictions range from 2 to 4 months. See accompanying notes to financial statements.

PROBITY MINING 2024-II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

1. Formation and purpose of the Partnership:

Probity Mining 2024-II Short Duration Flow-Through Limited Partnership (the “Partnership”) was formed on July 17, 2024 as a limited partnership under the laws of the Province of British Columbia, Canada and commenced operations on October 25, 2024. The address of the Partnership’s registered office is Suite 530, 355 Burrard Street, Vancouver, British Columbia V6C 2G8. The general partner of the Partnership is Probity 2024-II Management Corp. (the “General Partner”) whose ultimate parent is Probity Capital Corporation. The Partnership consists of seven classes of limited partnership units, National Class (“NC”) A and F; British Columbia (“BC”) Class A and F; Quebec Class (“QC”) A and F; and Class P (collectively, the “Units”). The Units are identical to each other, except for the fees applicable to each class. The principal purpose of the Partnership is to provide Limited Partners with a tax-assisted investment in a portfolio of flow-through shares of resource issuers engaged in mining sector for capital appreciation and profits. Management’s intention is that an investment in the Partnership will provide all classes of A and F Limited Partners exposure to a portfolio (the “Portfolio”) comprising primarily shares of resource issuers that qualify as “flow-through shares” for the purposes of the Income Tax Act (Canada) (the “ITA”) pursuant to which the resource issuer agrees to incur and renounce to the Partnership “Canadian exploration expense” (as defined in the ITA) (“CEE”).

The General Partner delegates certain investment advisory responsibilities to Qwest Investment Fund Management Ltd. (the “Manager”).

Under the limited partnership agreement (the “Partnership Agreement”) between the General Partner and each of the Limited Partners (together, the “Partners”), dated July 17, 2024 for each Portfolio, ordinary income is allocated among the Partners on the following basis:

- (i) firstly, pro rata to the Partners holding units of that Class the amount (if any) by which:
 - (a) the aggregate Ordinary Losses in respect of the Class Portfolio allocated to the particular Partners in prior Fiscal Years; exceeds
 - (b) the aggregate Ordinary Income in respect of the Class Portfolio allocated to the particular Partners in prior Fiscal Years;
- (ii) secondly, to the General Partner 0.01% of the remaining unallocated Ordinary Income in respect of the Class Portfolio;
- (iii) thirdly, pro rata to the particular Partners the lesser of:
 - (a) the remaining unallocated Ordinary Income in respect of the Class Portfolio; and
 - (b) the amount (if any) by which:

PROBITY MINING 2024-II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

1. Formation and purpose of the Partnership (continued):

(iii) thirdly, pro rata to the particular Partners the lesser of (continued):

(A) the aggregate Subscription Price paid for the Class to which the Class Portfolio relates; exceeds

(B) the total of:

- the Ordinary Income in respect of the Class Portfolio allocated to the particular Partners in the Fiscal Year; and
- the aggregate Ordinary Income in respect of the Class Portfolio allocated to the particular Partners in prior Fiscal Years;

(iv) fourthly, the balance of the unallocated Ordinary Income in respect of the Class Portfolio shall be allocated as follows:

- (a) 30% to the holders of the Class P Units pro rata; and
- (b) 70% to the particular Partners pro rata.

These financial statements were authorized for issue by the Board of Directors of the General Partner on March 25, 2025.

2. Material accounting policy information:

The following is a summary of material accounting policy information used by the Partnership:

(a) Basis of preparation and statement of compliance:

These financial statements have been prepared in compliance with IFRS Accounting Standards.

(b) Basis of measurement:

These financial statements have been prepared on a historical cost basis except for investments which are measured at fair value.

(c) Functional currency and presentation currency:

The statement of financial position is presented in Canadian dollars, which is the Partnership's functional and presentation currency.

PROBITY MINING 2024-II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

2. Material accounting policy information (continued):

(d) Financial instruments:

(i) Recognition and measurement:

Financial instruments are required to be classified into one of the following categories: amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). All financial instruments are measured at fair value on initial recognition. Measurement in subsequent periods depends on the classification of the financial instrument. Transaction costs are included in the initial carrying amount of financial instruments except for financial instruments classified as FVTPL in which case transaction costs are expensed as incurred.

Financial assets and financial liabilities are recognized initially on the trade date, which is the date on which the Partnership becomes a party to the contractual provisions of the instrument. The Partnership derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position only when the Partnership has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

A financial asset is measured at amortized cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

A financial asset is measured at FVOCI if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. On initial recognition the Partnership may irrevocably elect to measure financial assets that otherwise meet the requirements to be measured at amortized cost or at FVOCI as at FVTPL when doing so eliminates or significantly reduces a measurement or recognition inconsistency.

PROBITY MINING 2024-II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

2. Material accounting policy information (continued):

(d) Financial instruments (continued):

(ii) Fair value through profit and loss:

Financial assets are not reclassified subsequent to their initial recognition, unless the Partnership changes its business model for managing financial assets, in which cases all affected financial assets are reclassified on the first day of the first reporting period following the change in business model.

The Partnership has not classified any of its financial assets as FVOCI.

A financial liability is generally measured at amortized cost, with exceptions that may allow for classification as FVTPL. These exceptions include financial liabilities that are mandatorily measured at fair value through profit or loss, such as derivatives liabilities. The Partnership may also, at initial recognition, irrevocably designate a financial liability as measured at FVTPL when doing so results in more relevant information.

The Partnership classifies investments as FVTPL. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Partnership uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Partnership's policy is to recognize transfers into and out of the fair value hierarchy levels as of the beginning of the period of the transfer.

The fair value of financial assets and liabilities that are not traded in an active market, including non-publicly traded derivative instruments, is determined using valuation techniques. Valuation techniques also include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and others commonly used by market participants and which make the maximum use of observable inputs. Should the value of the financial asset or liability, in the opinion of the Manager, be inaccurate, unreliable or not readily available, the fair value is estimated on the basis of the most recently reported information of a similar financial asset or liability.

PROBITY MINING 2024-II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

2. Material accounting policy information (continued):

(d) Financial instruments (continued):

(iii) Amortized cost:

Financial assets and liabilities classified as amortized cost are recognized initially at fair value plus any directly attributable transaction costs. Subsequent measurement is at amortized cost using the effective interest method, less any impairment losses.

The Partnership classifies cash, accounts payable and accrued liabilities as amortized cost.

The effective interest method is a method of calculating the amortized cost of a financial asset or liability and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

The Partnership recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Regular way purchases and sales of financial assets are recognized on the trade date.

(e) Income recognition:

Realized gains and losses on disposal of financial assets at fair value through profit or loss and unrealized gains and losses in the value of financial assets at fair value through profit or loss are reflected in the statement of comprehensive income and calculated on an average cost basis. Upon disposal of an investment, previously recognized unrealized gains and losses are reversed, so as to recognize the full realized gain or loss in the period of disposition. Interest is recorded on an accrual basis. All costs directly attributable to operating activities are expenses as incurred.

(f) Allocation of income and expenses and realized and unrealized capital gains and losses:

Income and expenses incurred in connection with the Partnership's operations and realized and unrealized gains or losses that are not directly attributable to a particular class of units are allocated between Class A - National Class, Class A - British Columbia, Class A – Quebec, Class F - National Class, Class F - British Columbia, Class F – Quebec units in accordance with the Partnership Agreement dated July 17, 2024 and as outlined in note 1.

(g) Income taxes:

Since the Partnership is an unincorporated business, the liability for income taxes is that of the partners and not the Partnership. Accordingly, no provision for income taxes for the Partnership has been made in these financial statements. These financial statements do not include the Limited Partners' information.

For income tax purposes, the adjusted cost base of flow-through shares is reduced by the amount of Eligible Expenditures renounced to the Partnership. Upon disposition of such shares, a capital gain will result and be allocated to the Limited Partners based upon their proportionate share of the Partnership.

PROBITY MINING 2024-II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

2. Material accounting policy information (continued):

(h) Net assets attributable to partners:

The Partnership Agreement between the General Partner and each of the Limited Partners dated July 17, 2024 imposes a contractual obligation for the Partnership to deliver a pro rata share of its net assets to the partners on termination of the Partnership. Based on the terms of the Partnership Agreement, the General Partner and Limited Partners are both considered to have an interest in the residual net assets of the Partnership; however, they are not considered to have identical contractual obligations. Consequently, the net assets attributable to Limited Partners and General Partner are classified as liabilities in the financial statements.

The Partnership's obligation for net assets attributable to partners is presented at the redemption amount, which is the residual amount of assets of the Partnership after deducting all of its liabilities.

(i) Increase in net assets attributable to partners from operations per Partnership unit:

Increase in net assets attributable to limited partners from operations per Partnership unit is determined by dividing the net increase in net assets attributable to limited partners from operations by the weighted average number of limited partnership units outstanding during the reporting period.

(j) Accounting estimates and judgments:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses during the reporting period. Actual results could differ from those reported and the differences could be material. The following paragraphs discuss the most significant accounting estimates and judgments that the Partnership has made in preparing its financial statements:

(i) Fair value measurement of securities not quoted in an active market:

The fair value of warrants is determined using a valuation model such as the Black-Scholes model. Key estimates underlying this model include implied volatility and time value factors. The fair value determined may not equal the eventual settlement amount.

(ii) Classification and measurement of investments and application of the fair value option:

In classifying and measuring financial instruments held by the Partnership, the Investment Manager is required to make significant judgments about whether or not the business of the Partnership is to manage its portfolio of investments and evaluate performance on a fair value basis and that the portfolio of investments is neither held to collect contractual cash flows nor held both to collect contractual cash flows and to sell financial assets. The most significant judgments made include assessing and determining the appropriate business model that enables the decision that the Partnership's investments are classified as FVTPL.

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Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

3. Expenses of the Partnership:

(a) Issue costs:

Issue costs are expenses of the offering of the Units of the Partnership which include the costs of creating and organizing the Partnership. Issue costs include certain costs as outlined in the offering memorandum such as agents' fee, legal, audit, regulatory filing and printing. Issue costs are presented gross in the Statement of Comprehensive Income. Issue costs for the period from October 25, 2024 to December 31, 2024 is as follows:

December 31, 2024	Issue costs associated with issuance of units
Class A – National Class	\$ 662,275
Class A – British Columbia	98,806
Class A – Quebec	150,316
Class F – National Class	158,356
Class F – British Columbia	18,813
Class F – Quebec	46,599
	<u>\$ 1,135,165</u>

(b) Operating expenses:

The Partnership pays all of the expenses of the operations and carrying on of its business, including legal and audit fees, interest, administrative costs relating to the cost of financial and other reports, and compliance with all applicable laws, regulations and policies. The General Partner is reimbursed for all reasonable out-of-pocket costs and expenses that are incurred by the General Partner on behalf of the Partnership in the ordinary course of business or other costs and expenses incidental to acting as general partner so long as the General Partner is not in default of its obligations.

4. Partners' interest:

The interest of the Limited Partners in the Partnership is divided into an unlimited number of Units. The Partnership is authorized to issue a maximum of 5,000,000 Units.

All the limited partnership Units have equal rights and privileges, including equal participation in any distribution made by each respective class and the right to one vote at any meeting of the Limited Partners.

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Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

4. Partners' interest (continued):

Issued and outstanding:

The Partnership issued 1,215,891 Partnership Units (628,239 units of Class A - National Class, 96,000 units of Class A - British Columbia, 140,650 units of Class A – Quebec, 246,600 units of Class F - National Class, 28,900 units of Class F - British Columbia, 75,500 units of Class F – Quebec, 1 unit of Class P and 1 unit of General Partner) at a subscription price of \$10 per Unit for a total of \$12,158,910. All Units issued were outstanding as at December 31, 2024.

Pursuant to the Partnership Agreement, the General Partner contributed \$10 to the capital of the Partnership.

5. Fair value measurement:

The following table illustrates the classification of the Partnership's investments within the fair value hierarchy as at December 31, 2024. The three levels of the fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 - Inputs that are not based on observable market data.

There were no financial instruments that were transferred between levels of the fair value hierarchy during the period ended December 31, 2024.

	Level 1	Level 2	Level 3	Total
Assets:				
Equities	\$ 9,049,491	-	-	\$ 9,049,491
Warrants	-	\$ 2,186,482	-	\$ 2,186,482
	\$ 9,049,491	\$ 2,186,482	-	\$ 11,235,973

All fair value measurements above are recurring. The carrying values of other financial instruments approximate their fair values due to their short-term nature.

The Manager is responsible for performing the fair value measurements included in the financial statements of the Partnership, including Level 3 measurements. The Manager has engaged SGGG Fund Services Inc. ("SGGG") to value the net assets of the Partnership on a weekly basis including pricing of Level 1 and Level 2 investments. SGGG obtains pricing from a third-party pricing vendor. The Partnership's overall market positions are monitored on a weekly basis by the Manager. The Manager ensures the accuracy of the NAV calculation, prepared by SGGG, by reviewing the NAV on a weekly basis.

PROBITY MINING 2024-II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

5. Fair value measurement (continued):

The Partnership's equity positions are classified as Level 1 when the security is actively traded and reliable prices are observable. Certain equities do not trade frequently or have resale restrictions and therefore observable prices may not be available. In such cases, fair value is determined using an observable market date (e.g., transactions for similar securities of the same issuer) and the fair value is classified as Level 2, unless the determination of fair value requires significant unobservable data, in which case the measurement is classified as Level 3.

Certain equity investments held at December 31, 2024 were subject to a hold period and could not be freely traded at the valuation date. The valuation is based on trade activity of identical securities of the same issuer and have been classified as Level 2 in the fair value hierarchy as a result of the trade restriction specific to the units held by the Partnership.

As at December 31, 2024, the level 2 warrants of \$2,186,482 have been valued using the Black-Scholes valuation method.

6. Financial instruments risk management:

The Partnership's activities expose it to a variety of financial instrument risks including market risk (price risk, interest rate risk and currency risk), credit risk, concentration risk and liquidity risk.

The Partnership's overall risk management strategy focuses on the unpredictability of performance of early-stage public resource investments and seeks to minimize potential adverse effects on the Partnership's financial performance.

(a) Market risk:

Price risk:

The Partnership's investments are exposed to market price risk due to changing market conditions for equities as well as specific industry changes in the mining sector, such as changes in commodity prices and the level of market demand as well as any changes to the tax environment in which the investee entities operate. All investments in equity securities have an inherent risk of loss of capital.

The maximum risk resulting from investments is determined by the fair value of the financial instruments. The Manager seeks to manage market risks by careful selection of securities prior to making an investment in an early-stage company and by regular ongoing monitoring of the investment performance of the individual investee companies. The Manager also sets thresholds on individual investments to mitigate the risk of exposure to any one investment. The Partnership's overall market positions are monitored on a monthly basis by the Partnership's Manager.

The Partnership's overall exposure is managed by investment restrictions which include a requirement for investments to be invested in resource issuers that are listed on a stock exchange.

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Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

6. Financial instruments risk management (continued):

(a) Market risk (continued):

Price risk (continued):

As at December 31, 2024, the Partnership's market risk is impacted directly by changes in equity prices and indirectly by changes in minerals and other commodity prices. The immediate impact on equities of a 10% increase or decrease in the fair value of investments would be approximately \$904,949.

Interest rate risk:

The monetary financial assets and liabilities of the Partnership are non-interest bearing. Consequently, the Partnership has no significant direct exposure to interest rate risk.

Currency risk:

The monetary financial assets and liabilities of the Partnership are all denominated in Canadian dollars. Consequently, the Partnership has no significant direct exposure to currency risk.

(b) Credit risk:

The Partnership has exposure to credit risk, which is the risk that a counterparty will be unable to pay amounts in full when due.

Credit risk associated with cash is minimized by ensuring that these balances are held by high-quality financial institutions.

The Partnership is exposed to counterparty risk from the potential failure of the issuer of the warrants to settle its exercised warrants. The maximum risk of loss from counterparty risk to the Partnership is the fair value of the contracts. The Partnership considers the effects of counterparty risk when determining the fair value of its investments in warrants.

When the Partnership trades in listed or unlisted securities which are settled upon delivery, the risk of default is considered minimal since delivery of securities is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The Partnership only transacts with reputable brokers with a high credit rating.

The Manager monitors the Partnership's credit position regularly, and the board of directors of the General Partner reviews it on a periodic basis.

(c) Concentration risk:

Concentration risk arises as a result of the concentration of exposures within the same category, whether it is geographical location, product type, industry sector or counterparty type. The Partnership's investments are entirely in Canadian companies involved in the mining sector, and as a result, the Partnership is exposed to a concentration of risk related to these holdings.

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Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

6. Financial instruments risk management (continued):

(d) Liquidity risk:

The Partnership is a closed-end partnership and therefore it does not have exposure to early redemptions of Partnership units. There is no market for units of the Partnership and it is unlikely that any public market will develop through which units may be sold. The Partnership's Level 1 investments are subject to four-month resale restrictions from the date of purchase. The Partnership holds sufficient cash to cover operating expenses and issue costs due in this period. The General Partner intends to implement a liquidity alternative. It is anticipated that this will be the sale of the Partnership's assets for cash whereupon the proceeds shall be distributed to Limited Partners, pro rata, up to and upon the dissolution of the Partnership.

At December 31, 2024, all of the Partnership's financial liabilities were due within 30 days of the statement of financial position date, with the exception of net assets attributable to partners which mature at the end of the life of the Partnership or at the liquidation date.

The Partnership manages liquidity risk by maintaining sufficient liquid cash resources and investing the Partnership's assets in investments which are traded in an active market and can be readily disposed of when liabilities become due.

7. Capital risk management:

Units issued and outstanding are considered to be capital of the Partnership. The Partnership does not have any internally or externally imposed restrictions on its capital.

8. Decrease in net assets attributable to partners:

The decrease in net assets attributable to Limited Partners per Partnership Unit for the period ended December 31, 2024.

December 31, 2024	(Decrease) increase in net assets attributable to to partners, from operations	Weighted average of units outstanding during the period	(Decrease) increase in net assets attributable to partners, from operations per unit
Class A – National Class	\$ (618,293)	628,239	\$ (0.98)
Class A – British Columbia	(115,629)	96,000	(1.20)
Class A – Quebec	(40,516)	140,650	(0.29)
Class F – National Class	(138,139)	246,600	(0.56)
Class F – British Columbia	(23,860)	28,900	(0.83)
Class F – Quebec	11,233	75,500	0.15
Class P	-	1	-
General Partner	-	1	-

PROBITY MINING 2024-II SHORT DURATION FLOW-THROUGH LIMITED PARTNERSHIP

Notes to Financial Statements

For the period from commencement of operations on October 25, 2024 to December 31, 2024

9. Comparison of IFRS Accounting Standards Net Assets per Unit and Transactional Net Assets per Unit:

The table below provides a reconciliation of Net Assets per Unit under IFRS Accounting Standards ("IFRS net assets") and Transactional Net Assets per Unit. IFRS net assets includes Black-Scholes adjustments to the value of warrants held, whereas the Transactional net assets does not require such adjustments.

December 31, 2024	Transactional Net Assets	Adjustment	IFRS Net Assets
Class A – National Class	\$ 7.42	\$ 1.60	\$ 9.02
Class A – British Columbia	7.02	1.78	8.80
Class A – Quebec	7.23	2.48	9.71
Class F – National Class	7.77	1.67	9.44
Class F – British Columbia	7.32	1.85	9.17
Class F – Quebec	7.60	2.55	10.15
Class P	10.00	-	10.00
General Partner	10.00	-	10.00