



Unaudited Interim Condensed Consolidated Financial Statements

For the Nine Months Ended July 31, 2023

(Expressed in Canadian Dollars)

(Unaudited)



NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, "Continuous Disclosure Obligations", 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 interim consolidated financial statements of the Company have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company.

The Company's independent auditors have not performed a review of these unaudited interim consolidated financial statements in accordance with the standards established by the Canadian Institute of Chartered Professional Accountants for a review of interim financial statements by an entity's auditors.

COPPER FOX METALS INC.

Interim Condensed Consolidated Statements of Financial Position (Unaudited)

As at July 31

(Expressed in Canadian Dollars)

	Note	July 31, 2023	October 31, 2022
Assets			
<i>Current assets:</i>			
Cash and cash equivalents		\$ 260,665	\$ 132,192
Trade and other receivables	6e	171,822	42,066
Total Current Assets		432,487	174,258
<i>Non-current assets:</i>			
Deposits		11,845	12,278
Investments	4	339,808	289,883
Reclamation bond	6d, 6e	215,948	212,000
Exploration & evaluation assets	6	80,267,717	80,215,340
Property and equipment	7	42,503	30,677
Right-of-use asset	9	61,750	69,159
Total Assets		\$ 81,372,058	\$ 81,003,595
Liabilities and Shareholders' Equity			
<i>Current liabilities:</i>			
Trade and other payables		\$ 106,550	\$ 74,015
Promissory note - current	8	298,085	265,562
Office lease liability - current	9	12,221	12,221
Total Current Liabilities		416,856	351,798
<i>Non-current liabilities:</i>			
Decommissioning liabilities	10	421,000	421,000
Deferred tax liabilities	14	653,258	653,258
Promissory note - long term	8	-	326,132
Office lease liability - long term	9	118,602	127,595
Total Liabilities		1,609,716	1,879,783
<i>Shareholders' Equity:</i>			
Share capital	11	87,326,303	85,098,203
Shares to be issued	11	-	200,000
Share purchase warrants	11	2,979,913	2,979,913
Accumulated other comprehensive income		1,895,691	2,402,866
Reserves		15,823,771	15,823,771
Deficit		(28,263,336)	(27,380,941)
Total Shareholders' Equity		79,762,342	79,123,812
Total Liabilities and Shareholders' Equity		\$ 81,372,058	\$ 81,003,595
Reporting entity and nature of operations (Note 1)			
Commitment and contingent liability (Note 13)			
Subsequent event (Note 17)			

Approved on behalf of the Board of Directors on September 20, 2023

"J. Michael Smith"

J. Michael Smith, Director

"Elmer B. Stewart"

Elmer B. Stewart, Director

See Accompanying Notes to the Unaudited Interim Condensed Consolidated Financial Statements.

COPPER FOX METALS INC.
Interim Condensed Consolidated Statements of Loss and Comprehensive Loss (Unaudited)
Nine Months Ended July 31
(Expressed in Canadian Dollars)

	Note	Three Months Ended		Nine months Ended	
		July 31, 2023	July 31, 2022	July 31, 2023	July 31, 2022
Expenses:					
Administration	12	\$ 264,797	\$ 245,533	\$ 737,106	\$ 706,192
Depreciation, amortization and accretion	7, 9, 10	4,241	3,569	12,442	10,708
Professional fees	12	86,489	29,897	145,115	116,793
Interest and other income		(6,740)	(1,172)	(12,268)	(4,024)
Interest expense on promissory note		-	-	-	60,160
Net Loss		348,787	277,827	882,395	889,829
Other Comprehensive Loss:					
Foreign currency translation loss (gain)		455,156	54,931	557,100	(467,389)
Fair value adjustment of investments	4	66,566	499,249	(49,925)	433,689
Loss and Comprehensive Loss		\$ 870,509	\$ 832,008	\$ 1,389,570	\$ 856,129
Loss per share - basic and diluted		\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
Weighted average number of shares		549,302,163	524,185,496	539,840,661	524,185,496

See Accompanying Notes to the Unaudited Interim Condensed Consolidated Financial Statements.

COPPER FOX METALS INC.
Interim Condensed Consolidated Statements of Changes in Equity (Unaudited)
Nine Months Ended July 31, 2023
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Shares to be Issued	Share Purchase Warrants	AOCI	Reserves	Deficit	Total Shareholders' Equity
<i>Balance as at October 31, 2021:</i>	524,185,496	\$ 85,065,803	\$ -	\$ 2,979,913	\$ 1,299,967	\$ 15,823,771	\$ (26,089,975)	\$ 79,079,479
Currency translation adjustment	-	-	-	-	467,389	-	-	467,389
Fair value adjustment of investments	-	-	-	-	(433,689)	-	-	(433,689)
Net loss for the period	-	-	-	-	-	-	(889,829)	(889,829)
Balance as at July 31, 2022	524,185,496	85,065,803	-	2,979,913	1,333,667	15,823,771	(26,979,804)	78,223,350
Warrants exercised	360,000	32,400	-	-	-	-	-	32,400
Shares to be issued pursuant to warrant exercise	-	-	200,000	-	-	-	-	200,000
Currency translation adjustment	-	-	-	-	951,701	-	-	951,701
Fair value adjustment of investment	-	-	-	-	117,498	-	-	117,498
Net loss for the period	-	-	-	-	-	-	(401,137)	(401,137)
Balance as at October 31, 2022	524,545,496	85,098,203	200,000	2,979,913	2,402,866	15,823,771	(27,380,941)	79,123,812
Warrants exercised	24,756,667	2,228,100	(200,000)	-	-	-	-	2,028,100
Currency translation adjustment	-	-	-	-	(557,100)	-	-	(557,100)
Fair value adjustment of investment	-	-	-	-	49,925	-	-	49,925
Net loss for the period	-	-	-	-	-	-	(882,395)	(882,395)
Balance as at July 31, 2023	549,302,163	\$ 87,326,303	\$ -	\$ 2,979,913	\$ 1,895,691	\$ 15,823,771	\$ (28,263,336)	\$ 79,762,342

See Accompanying Notes to the Unaudited Interim Condensed Consolidated Financial Statements.

COPPER FOX METALS INC.
Interim Condensed Consolidated Statements of Cash Flows (Unaudited)
Nine Months Ended July 31
(Expressed in Canadian Dollars)

	Nine months Ended	
	July 31, 2023	July 31, 2022
Operations:		
Net Loss	\$ (882,395)	\$ (889,829)
<u>Items not affecting cash and cash equivalents</u>		
Depreciation, amortization and accretion	12,442	10,708
Interest expense	15,289	76,500
<u>Changes in non-cash working capital:</u>		
Trade and other receivables	26,885	35,299
Trade and other payables	32,535	(67,612)
Cash and Cash Equivalents Used In Operating Activities	(795,244)	(834,934)
Investing:		
Mineral property expenditures	(727,514)	(854,245)
Property and equipment	(16,858)	-
Cash and Cash Equivalents Used In Investing Activities	(748,320)	(854,245)
Financing:		
Net proceeds from issuance of shares	2,028,100	-
Office lease payments	(24,282)	(22,259)
Promissory note payment	(330,000)	(340,000)
Cash and Cash Equivalents (Used In) Provided By Financing Activities	1,673,818	(362,259)
Change in cash and cash equivalents during the period	130,254	(2,051,438)
Translation effect of foreign currency	(1,781)	16,689
Cash and cash equivalents, beginning of period	132,192	2,646,608
Cash and Cash Equivalents, End of period	\$ 260,665	\$ 611,859

See Accompanying Notes to the Unaudited Interim Condensed Consolidated Financial Statements.

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

1. Reporting Entity and Nature of Operations

Copper Fox Metals Inc. (“**Copper Fox**” or the “**Company**”) was incorporated on February 27, 2004 under the Business Corporations Act of Alberta. On July 14, 2010 the Company transferred its registration from Alberta and became incorporated under the Business Corporations Act of British Columbia. The Company is engaged in the exploration for and development of copper mineral properties in Canada and the United States. Copper Fox’s shares trade on the TSX Venture Exchange (“**TSX.V**”) under the trading symbol **CUU** and effective September 7, 2021, the Company’s shares trade on the **OTCQX** under the symbol **CPFXF**. To date, the Company has not earned any revenue from these operations and is in the exploration and evaluation stage.

The Company maintains its head office at 340 – 12 Avenue SW, Suite 650, Calgary, Alberta. These consolidated financial statements include the accounts of the Company and the accounts of its subsidiaries. Copper Fox’s subsidiaries include:

- 100% ownership of Desert Fox Copper Inc., which was incorporated under the laws of British Columbia, Canada
 - 100% ownership of Desert Fox Minerals Co., which was incorporated under the laws of Arizona, USA.
 - 100% ownership of Desert Fox Sombrero Butte Co., which was incorporated under the laws of Arizona, USA
 - 100% ownership of Desert Fox Van Dyke Co., which was incorporated under the laws of Arizona, USA
 - 100% ownership of Desert Fox Mineral Mountain Co., which was incorporated under the laws of Arizona, USA
- 100% ownership of Northern Fox Copper Inc., which was incorporated under the laws of British Columbia, Canada

Going Concern

The recoverability of amounts shown for resource properties and related exploration and evaluation costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production or proceeds from the disposition thereof.

The Company is currently exploring its mineral properties and managing its investment in the joint venture interest in the Schaft Creek project. During the nine months ended July 31, 2023, the Company incurred a net loss of \$882,395 (July 31, 2022 - \$889,829); the Company’s cash position at July 31, 2023 was \$260,665 (October 31, 2022 - \$132,192) and its working capital was \$15,631 (October 31, 2022 – working capital deficiency \$177,540). The Company concluded that the working capital held at July 31, 2023 was insufficient to fund the Company’s expenditures over the next twelve months and therefore, it completed a private placement in September 2023 (see Note 17).

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

1. Reporting Entity and Nature of Operations (continued)

The conditions described above indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Many factors influence the Company's ability to raise funds, and there is no assurance that the Company will be successful in obtaining the required financing for these or other purposes, including for general working capital. These consolidated financial statements do not contain any adjustments to the amounts that may be required should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of Presentation and Significant Accounting Policies

These interim condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern is dependent on obtaining additional financing through the issuance of common shares or obtaining joint venture or property sale agreements for one or more properties.

Statement of Compliance

These interim condensed consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" ("IAS 34") using accounting policies consistent with IFRS issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Preparation

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

The preparation of these interim condensed consolidated financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates. These interim condensed consolidated financial statements do not include all of the information required for full annual financial statements.

These interim condensed consolidated financial statements, including comparatives, have been prepared on the basis of IFRS standards that are published at the time of preparation.

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

3. Changes in Accounting Policies

New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for the January 31, 2023 reporting period. The Company has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

- Presentation of financial statements

An amendment to IAS 1 was issued in January 2020 and applies to annual reporting periods beginning on or after January 1, 2023. The amendment clarifies the criterion for classifying a liability as non-current relating to the right to defer settlement of a liability for at least 12 months after the reporting period.

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact on its results and financial position.

4. Investments

Liard Copper Mines Ltd.

Copper Fox directly owns 29,342 shares of Liard Copper Mines Ltd. (“**Liard**”), a private company incorporated in British Columbia, which represents approximately 1.55% of the issued and outstanding shares of Liard. These shares were originally recorded at a cost value of \$759,305 upon acquisition in two separate 2011 transactions.

During the year ended October 31, 2016, pursuant to a purchase of Liard shares by the Schaft Creek Joint Venture (“**SCJV**”), the Company determined that the value of the Liard shares purchased in 2011 were impaired by \$652,480 and were subsequently written down to the Fair Market Value (“**FMV**”) of \$106,825, which was referenced to a private sale of Liard shares in 2016 (Level 3 of the financial instruments – see Note 15). There were no similar transactions in 2017 - 2022, so the Company determined that the 2016 private sale is the best reference of the FMV of the Liard shares as of July 31, 2023. As such, there was no effect on other comprehensive loss for the nine months ended July 31, 2023 or the years ended October 31, 2022.

Copper Fox indirectly owns an additional 21.35% of the Liard shares owned by the SCJV with Teck Resources Limited (“**Teck**”). As these Liard shares are held within a trust account that the Company does not control, the 21.35% ownership of Liard is not reflected in the consolidated financial statements.

Liard holds a 30% Net Proceeds Interest in the Schaft Creek project, subject to certain terms and conditions.

District Copper Corporation

With the Company ceasing to have significant influence over District Copper (see Note 5), the Company’s 3,328,326 shares of District Copper are measured and presented at the observable market share price as at the date of the statements of financial position. As of July 31, 2023, these District Copper shares were valued at \$232,983 with a fair value adjustment of \$49,925 gain included in other comprehensive loss for the period ended July 31, 2023.

COPPER FOX METALS INC.*Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)***Nine Months Ended July 31, 2023** (Expressed in Canadian Dollars)

4. Investments (continued)

	October 31, 2022	July 31, 2023
Liard	\$ 106,825	\$ 106,825
District Copper	183,058	232,983
Total Investments:	\$ 289,883	\$ 339,808

5. Investment in Associate

As at October 31, 2021, the Company held a 23.87% interest in District Copper and retained control in District Copper, resulting in the Company accounting for its interest in District Copper as an Investment in Associate under the Equity Method of accounting.

Subsequent to October 31, 2021, the Company ceased to have significant influence in District Copper and only held an 18.24% interest. As such, effective November 1, 2021, the Company recorded its interest in District Copper as an Investment (see Note 4) and recognized a loss on derecognition of investment in associate of \$333,839 during the year ended October 31, 2022.

District Copper is publicly traded on the TSX:V and its principal place of business is British Columbia, Canada. The investment in associate was assessed for impairment indicators relating to the underlying assets of District Copper in accordance with IAS 36 and IFRS 6.

COPPER FOX METALS INC.*Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)***Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)****6. Exploration and Evaluation Assets**

	Balance October 31, 2022	Additions	Balance July 31, 2023
<i>Arizona Properties:</i>			
<u>Van Dyke Project</u>			
Acquisition of property rights	\$ 2,585,093	\$ -	\$ 2,585,093
Technical analysis	7,106,126	246,960	7,353,086
Licenses and permits	56,029	-	56,029
Foreign exchange	1,859,982	(414,534)	1,445,448
Total Van Dyke Project	11,607,230	(167,574)	11,439,656
<u>Sombrero Butte Project</u>			
Acquisition of property rights	1,006,239	-	1,006,239
Technical analysis	1,243,411	29,317	1,272,728
Licenses and permits	64,466	-	64,466
Foreign exchange	407,114	(96,582)	310,532
Total Sombrero Butte Project	2,721,230	(67,265)	2,653,965
<u>Mineral Mountain Project</u>			
Technical analysis	1,013,819	310,025	1,323,844
Foreign exchange	42,121	(43,771)	(1,650)
Total Mineral Mountain Project	1,055,940	266,254	1,322,194
Total Arizona Properties	15,384,400	31,415	15,415,814
<i>British Columbia Properties:</i>			
<u>Schaft Creek</u>			
Acquisition of property rights	3,053,755	-	3,053,755
Technical analysis	62,221,476	1,310	62,222,786
Licenses and permits	106,623	-	106,623
BC Mineral Exploration Tax Credit	(3,575,505)	-	(3,575,505)
Total Schaft Creek	61,806,349	1,310	61,807,659
<u>Eaglehead</u>			
Property acquisition	1,131,694	-	1,131,694
Technical analysis	1,651,897	176,293	1,828,190
Reclamation obligation	241,000	-	241,000
BC Mineral Exploration Tax Credit	-	(156,641)	(156,641)
Total Eaglehead	3,024,591	19,652	3,044,243
Total British Columbia Properties	64,830,940	20,962	64,851,902
Total Mineral Properties	\$ 80,215,340	\$ 52,377	\$ 80,267,717

COPPER FOX METALS INC.*Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)***Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)****6. Exploration and Evaluation Assets (continued)**

	Balance October 31, 2021	Additions	Balance October 31, 2022
<i>Arizona Properties:</i>			
<u>Van Dyke Project</u>			
Acquisition of property rights	\$ 2,585,093	\$ -	\$ 2,585,093
Technical analysis	6,902,941	203,185	7,106,126
Licenses and permits	56,029	-	56,029
Foreign exchange	798,032	1,061,950	1,859,982
Total Van Dyke Project	10,342,095	1,265,135	11,607,230
<u>Sombrero Butte Project</u>			
Acquisition of property rights	1,006,239	-	1,006,239
Technical analysis	1,082,595	160,816	1,243,411
Licenses and permits	64,466	-	64,466
Foreign exchange	162,902	244,212	407,114
Total Sombrero Butte Project	2,316,202	405,028	2,721,230
<u>Mineral Mountain Project</u>			
Technical analysis	886,933	126,886	1,013,819
Foreign exchange	(50,203)	92,324	42,121
Total Mineral Mountain Project	836,730	219,210	1,055,940
Total Arizona Properties	13,495,027	1,889,373	15,384,400
<i>British Columbia Properties:</i>			
<u>Schaft Creek</u>			
Acquisition of property rights	3,053,755	-	3,053,755
Technical analysis	62,182,617	38,859	62,221,476
Licenses and permits	106,623	-	106,623
BC Mineral Exploration Tax Credit	(3,575,505)	-	(3,575,505)
Total Schaft Creek	61,767,490	38,859	61,806,349
<u>Eaglehead</u>			
Property acquisition	1,022,822	108,872	1,131,694
Technical analysis	868,691	783,206	1,651,897
Reclamation obligation	241,000	-	241,000
Total Eaglehead	2,132,513	892,078	3,024,591
Total British Columbia Properties	63,900,003	930,937	64,830,940
Total Mineral Properties	\$ 77,395,030	\$ 2,820,310	\$ 80,215,340

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

6. Exploration and Evaluation Assets (continued)

(a) Schaft Creek Joint Venture

Copper Fox's primary asset is a 25% direct and indirect working interest in the Schaft Creek Joint Venture ("SCJV"). The SCJV holds two main assets: i) the Schaft Creek copper-gold-molybdenum-silver project located in northwestern British Columbia and ii) an 85.41% equity interest in Liard Copper Mines Ltd. Liard holds a 30% Net Proceeds Interest in the Schaft Creek project subject to certain terms and conditions. Royal Gold, Inc. holds a 3.5% Net Proceeds Interest in certain mineral claims which are part of the SCJV.

Teck is the operator of the SCJV and is responsible for, in addition to other obligations, \$60 million in milestone payments (\$20 million received) and funding of the first \$60 million in pre-production expenditures. As of July 31, 2023, Teck has funded approximately \$29 million towards the Schaft Creek project since mid-2013. After the first \$60 million has been funded by Teck, the pre-production expenditures would be split based on the ownership percentage, with Copper Fox's remaining two cash milestone payments (\$40 million) being applied against first if pre-production costs exhaust the two cash milestone payments, Teck will further assist the Company by providing loans, as necessary, without dilution to the Company's 25% joint venture interest (Note 13).

(b) Van Dyke Project

In 2012, Copper Fox acquired 100% of the Van Dyke copper project located in Miami, Arizona. Acquisition costs were \$500,000 in cash to Bell Copper Corporation, \$1,499,400 (US\$1,500,000) to the Vendors (owners of the Van Dyke project) and assumption of obligations in respect of the Van Dyke project, subject to certain amended terms and conditions. The Vendors retained a 2.5% Net Smelter Return ("NSR") production royalty from the Van Dyke deposit. As of July 31, 2023, Copper Fox has incurred \$11,439,656 (US\$8,692,307) in expenditures on Van Dyke.

(c) Sombrero Butte Project

In 2012, Copper Fox acquired the rights, provided all option payments are made when due, to 100% of Bell Copper's Sombrero Butte property located 44 miles northeast of Tucson, Arizona. Acquisition costs were \$500,000 in cash and an assumption of Bell Copper's remaining option obligation on the property of \$599,760 (US\$600,000). In 2016, Copper Fox re-negotiated the continuing obligation on the property to a US\$40,000 annual payment. In October 2021, the Company made its final US\$40,000 payment and now holds an undivided 100% interest in the Sombrero Butte property. As of July 31, 2023, Copper Fox has incurred \$2,653,965 (US\$2,016,589) in expenditures on Sombrero Butte.

(d) Mineral Mountain Project

In 2015, Copper Fox established the Mineral Mountain copper project which is located 20 miles east of Florence, Arizona and is 100% wholly owned. As of July 31, 2023, the Company has incurred \$1,322,194 (US\$ 1,004,655) in expenditures on Mineral Mountain and has a \$3,948 reclamation bond (US\$3,000) on this project.

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

6. Exploration and Evaluation Assets (continued)

(e) Eaglehead Project

In February 2020, Northern Fox Copper Inc. (“Northern Fox”), a wholly owned subsidiary of the Company, entered into an agreement with District Copper to purchase the Eaglehead project for \$1,200,000 (\$200,000 paid initially and \$340,000 paid in April 2022 (see below)), the assumption by Northern Fox of reclamation bonds of \$212,000 and the reservation of a 0.5% net smelter return royalty for District Copper on any future production. Northern Fox has the option to purchase 50% of the 0.5% NSR from District Copper, exercisable from the date of the agreement and up to two years from the date of commencement of production of the project for \$1,000,000. In March 2021, the Company received the Mines Act Permit from the BC Ministry of Energy and Mines which allowed the Company to proceed with paying the \$212,000 reclamation bond and complete the purchase agreement to acquire the Eaglehead project. The remaining \$1 million will be paid to District Copper in three annual instalments of \$340,000 (paid in April 2022), \$330,000 (paid in April 2023) and \$330,000, respectively, on each anniversary following the closing on April 19, 2021 (see Note 8 Promissory Note). The Company also recorded \$241,000 as a decommissioning liability for the Eaglehead project as of July 31, 2023 (Note 10).

In addition to the NSR from District Copper, certain claims under the Eaglehead project are subject to NSRs and a net milling royalty (the “Royalties”). Individually, the Royalties range from 2% to 2.5%. The Company has the right to purchase from 1% to 1.5% of each of the Royalties for purchase prices ranging from \$1,000,000 to \$2,000,000. As of July 31, 2023, the Company has incurred \$3,044,243 in expenditures on Eaglehead, including a BC mineral exploration tax credit of \$156,641 to be received by the Company that is included in the trade and other receivables.

COPPER FOX METALS INC.*Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)***Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)****7. Property and Equipment**

	Buildings	Computer Equipment	Furniture & Equipment	Heavy Equipment	Amount
Cost					
At October 31, 2020, 2021, and 2022	\$ 137,250	\$ 82,544	\$ 46,887	\$ 173,332	\$ 440,013
Additions	-	-	-	16,858	16,858
At July 31, 2023	\$ 137,250	\$ 82,544	\$ 46,887	\$ 190,190	\$ 456,871
Depreciation					
At October 31, 2021	107,722	80,861	44,709	171,644	404,936
Additions	2,953	505	435	507	4,400
At October 31, 2022	\$ 110,675	\$ 81,366	\$ 45,144	\$ 172,151	\$ 409,336
Additions	1,993	265	262	2,513	5,033
At July 31, 2023	\$ 112,668	\$ 81,631	\$ 45,406	\$ 174,664	\$ 414,369
Net Book Value					
At October 31, 2022	\$ 26,575	\$ 1,178	\$ 1,743	\$ 1,181	\$ 30,677
At July 31, 2023	\$ 24,582	\$ 913	\$ 1,481	\$ 15,527	\$ 42,503

8. Promissory Note

In connection with the Eaglehead project acquisition (see Note 6), Northern Fox Copper is required to make a \$1,000,000 payment to District Copper in three annual instalments of \$340,000 (paid in April 2022), \$330,000 (paid in April 2023) and \$330,000, respectively, on each anniversary following closing on April 19, 2021. The Promissory Note is secured by a general security agreement and is registered against Northern Fox Copper's assets.

	October 31, 2022	July 31, 2023
Beginning balance	\$ 822,822	\$ 591,694
Promissory note	(340,000)	(330,000)
Discount on promissory note	-	36,391
Accretion on promissory note	108,872	-
	591,694	298,085
Less current portion	265,562	298,085
Non-current portion	\$ 326,132	-

The remaining minimum future promissory note payments are as follows:

	Amount
Fiscal 2024	330,000

COPPER FOX METALS INC.*Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)***Nine Months Ended July 31, 2023** *(Expressed in Canadian Dollars)***9. Right of Use Asset and Office Lease Liability**

The Company has a lease agreement for its headquarter office in Alberta. Upon transition to IFRS 16, the Company recognized the following right-of-use asset and lease liability.

Right-of-Use Asset

	Office Lease
<u>Cost</u>	
At October 31, 2021	\$ 98,779
Additions for the year	-
At October 31, 2022	98,779
Additions for the period	-
At July 31, 2023	\$ 98,779
<u>Depreciation</u>	
At October 31, 2021	\$ 19,743
Additions for the year	9,877
At October 31, 2022	29,620
Additions for the period	7,409
At July 31, 2023	\$ 37,029
<u>Net Book Value</u>	
At October 31, 2022	\$ 69,159
At July 31, 2023	\$ 61,750

Depreciation of right-of-use asset is calculated using the straight-line method over the remaining lease term.

Office Lease Liability

	October 31, 2022	July 31, 2023
Beginning balance - Adjustment on initial adoption of IFRS 16	\$ 147,854	\$ 139,816
Lease payments made	(29,678)	(24,282)
Interest expense on lease liability	21,640	15,289
	139,816	130,823
Less current portion	12,221	12,221
Non-current portion	\$ 127,595	\$ 118,602

COPPER FOX METALS INC.*Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)***Nine Months Ended July 31, 2023** (Expressed in Canadian Dollars)**9. Right of Use Asset and Office Lease Liability (continued)**

The remaining minimum future lease payments, excluding estimated operating costs, for the term of the lease including assumed renewal periods are as follows:

	Amount
Fiscal 2023	8,094
Fiscal 2024	32,376
Fiscal 2025 and onwards	161,880

10. Decommissioning Liability

The Company's decommissioning liabilities relate to its share of reclamation and closure costs for the Schaft Creek property and Eaglehead property. The total decommissioning liability for each property is based on the Company's proportion of estimated future costs necessary to reclaim the property and facilities.

The Company estimated the net present value of its share of the decommissioning liability of Schaft Creek to be \$180,000 as at July 31, 2023 (October 31, 2022 - \$180,000) based on an undiscounted and inflated future liability of \$180,000 (October 31, 2022 - \$180,000).

The Company estimated the decommissioning liability of Eaglehead to be \$241,000 as at July 31, 2023 (October 31, 2022 - \$241,000).

	Schaft Creek	Eaglehead	Total
<u>At October 31, 2021</u>	\$ 180,000	\$ 241,000	\$ 421,000
Addition	-	-	-
Accretion	-	-	-
Revisions	-	-	-
At October 31, 2022 and July 31, 2023	\$ 180,000	\$ 241,000	\$ 421,000

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

11. Share Capital

Authorized

Authorized share capital consists of an unlimited number of common shares and an unlimited number of first and second preferred shares, without par value, of which no preferred shares have been issued.

During the period ended July 31, 2023, the Company incurred the following shares issuances:

- 24,756,667 warrants were exercised for net proceeds of \$2,228,100.

During the year ended October 31, 2022, the Company incurred the following shares issuances:

- 360,000 warrants were exercised for net proceeds of \$32,400.

Warrants

As of July 31, 2023, the warrants outstanding are as follows:

	Number of Warrants
At October 31, 2022	24,756,667
Additions, exercises or expiries:	
Warrants exercised	(24,756,667)
At July 31, 2023	-

As of October 31, 2022, the warrants outstanding are as follows:

	Number of Warrants
At October 31, 2021	25,116,667
Additions, exercises or expiries:	
Warrants exercised	(360,000)
At October 31, 2022	24,756,667

The breakdown of the warrants outstanding is as follows:

Number of Warrants Outstanding	Warrant Exercise Price (\$)	Warrants Exercisable as of July 31, 2023	Warrant Expiry Date
-	0.09 - 0.12	-	March 26, 2024
-	0.09 - 0.12	-	April 24, 2024
-		-	

Stock Option Plan

As of the September 16, 2021 Annual General Meeting ("AGM"), the Company no longer holds a stock option plan.

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

12. Related Party Transactions

Copper Fox

During the nine months ended July 31, 2023, legal fees included in professional fees of \$120,068 (July 31, 2022 - \$24,608) were paid to Farris LLP (“Farris”). As at July 31, 2023, included in trade and other payables to Farris was \$66,566 (October 31, 2022 - \$13,272). One of the partners at Farris is a member of Copper Fox’s Board.

As of July 31, 2023, included in trade and other payables to Pacific Opportunity Capital Ltd. (“POC”) was \$5,775 (October 31, 2022 - \$5,250). The Chief Financial Officer of the Company is the president of POC.

As of July 31, 2023, included in trade and other receivables to Copper Fox was \$Nil (October 31, 2022 - \$20,791) due from District Copper.

As at July 31, 2023, included in promissory note was \$330,000 (October 31, 2022 – \$660,000) owed to District Copper (Note 8).

Key Management Compensation

The remuneration of the CEO, CFO, directors, and those persons having authority and responsibility for planning, directing and controlling activities of the Company for the period are as follows:

	July 31, 2022	July 31, 2023
Directors fees included in Administration	\$ 3,000	\$ 1,500
Salaries and consulting fees included in Administration and Exploration and evaluation assets	279,500	272,267
Total	\$ 282,500	\$ 273,767

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

13. Commitment and Contingent Liability

Schaft Creek Joint Venture

Teck holds a 75% interest and the Company holds a 25% interest in the SCJV (Note 6), and Teck is the operator of the SCJV. Management of the SCJV is made up of two representatives from Teck and the Company with voting proportional to their equity interests.

Under the SCJV agreement, Teck is required to make three cash milestone payments to the Company: (i) \$20 million upon entering into the agreement (received), (ii) \$20 million upon a production decision approving mine construction, and (iii) \$20 million upon completion of construction of mine facilities.

The SCJV agreement provides that Teck and the Company are each responsible for their pro-rata share of project costs in accordance with their interests, except that Teck is solely responsible for the first \$60 million in pre-production costs. As of July 31, 2023, Teck has funded approximately \$29 million towards the Schaft Creek project since mid-2013. If pre-production costs exceed \$60 million, the Company's pro rata share of such costs will be set off against the two remaining cash milestone payments (totaling \$40 million) payable by Teck to the Company. If pre-production costs exhaust the two cash milestone payments, Teck will further assist the Company by providing loans, as necessary, without dilution to the Company's 25% joint venture interest.

Once a production decision has been made, Teck will make an irrevocable offer to the Company:

- (i) to use all reasonable commercial efforts to arrange project equity and debt financing for at least 60% of project capital costs or such portion as Teck determines is commercially available on reasonable terms at the relevant time, and
- (ii) to fund by way of loans to the Company, the Company's pro rata share of project capital costs not covered by project debt financing at the Prime Rate plus 2%, if requested by the Company, without dilution to the Company's 25% joint venture interest.

The Company must notify Teck within 60 days after Teck's offer as to whether it accepts Teck's offer or whether it will arrange for its own financing.

Contingent liability

The Company filed certain tax filings under the Voluntary Disclosure Program ("VDP") with the Canada Revenue Agency ("CRA"). It is estimated that the penalties and arrears interest would be insignificant. Accordingly, these penalties and arrears interest have been disclosed as a contingent liability, and not recognized as a liability or provision.

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

14. Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, trade and other receivables, deposits, investments, trade and other payables, promissory note and office lease liability. The estimated fair value of cash and cash equivalents, amounts receivable, deposits and accounts payable approximate their carrying value due to the immediate or relatively short period to maturity. The Company's investment in District Copper shares is measured at fair value using Level 1 inputs while the Company's investment in Liard is measured at fair value using Level 3 inputs. The Company's investment in Liard consists of unlisted equity instruments (common shares of Liard). The determination of fair value by management was based on the most recent transaction of the underlying company (Note 4). The Company performed a sensitivity analysis on the carrying value of its Level 3 asset and noted that a 20% decrease would result in \$21,365 decrease in fair value. The fair values of office lease liability and promissory note are initially recorded at fair value and subsequently carried at amortized cost using rates comparable to market interest rates.

Determination of Fair Value

The Company classifies the fair value of its financial instruments measured at fair value according to the following hierarchy, based on the number of observable inputs used to value the instrument:

- *Level 1* – observable inputs such as quoted prices in active markets.
- *Level 2* – inputs, other than the quoted market prices in active markets, which are observable, either directly and/or indirectly, and
- *Level 3* – unobservable inputs for the asset or liability in which little or no market data exists, therefore requiring an entity to develop its own assumptions. The Company's direct investment in Liard is carried every year at fair value and is a Level 3 instrument.

The Company's activities expose it to a variety of financial risks, which arise because of its exploration, development, production, and financing activities. These include:

- Credit risk
- Market risk
- Liquidity 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 contractual obligations and arises principally from the Company's receivables from partners and tax authorities. The maximum exposure to credit risk at July 31, 2023 is \$171,822 (October 31, 2022 - \$42,066).

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

14. Financial Instruments (continued)

Market Risk

Market risk is the risk that changes in market conditions, such as commodity prices, foreign exchange rates and interest rates will affect the Company's income or the value of its financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while maximizing the Company's return.

Foreign Currency Exchange Rate Risk

Foreign currency exchange rate risk is the risk that the fair value of future cash flows will fluctuate because of changes in foreign exchange rates. During the nine months ended July 31, 2023 the Company was involved with preliminary exploration activities in the United States. As such, the Company is exposed to fluctuations in the United States dollar exchange rates compared to Canadian dollar exchange rates. A 5% strengthening or weakening of the US dollar would have significant impact on the total assets and the net losses of the Company.

Due to its US activities, the Company has an exposure to foreign currency exchange rates. The carrying values of US dollar denominated monetary assets and liabilities are subject to foreign exchange risk.

As at July 31, 2023, the Company had \$145,993 in US denominated cash balances.

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates.

As of July 31, 2023, the Company is exposed only on its cash balances.

Commodity Price Risk

Commodity price risk is the risk that future cash flows will fluctuate because of changes in commodity prices.

Commodity prices for minerals are impacted by the relationship between the Canadian dollar and United States dollar as well as the global economic events that dictate levels of supply and demand.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company's financial liabilities consist of trade and other payables, office lease liability (current portion) and promissory note (current portion). Trade and other payables consist of invoices payable to trade suppliers for office, field operating activities and capital expenditures. The Company processes invoices within a normal payment period of approximately 30 days. Office lease liability relates to the Company's office space in Calgary, Alberta. Lease payments are due on a monthly basis. Promissory note consists of the 2024 payment with respect to the Company's Eaglehead project.

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 (Expressed in Canadian Dollars)

14. Financial Instruments (continued)

Trade and other payables have contractual maturities of less than one year. The Company maintains and monitors a certain level of cash flow which is used to finance all operating and capital expenditures.

15. Capital Management

The Company considers its capital structure to consist of share capital and warrants. The Company manages its capital structure and adjusts it, based on the funds available to the Company, to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management.

The mineral properties in which the Company currently has an interest in are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. Additional sources of funding, which may not be available on favourable terms, if at all, include share equity and debt financings; equity, debt or property level joint ventures; and sale of interests in existing assets. To carry out the planned exploration and development and pay for operating expenses, the Company will spend its existing working capital and raise additional amounts as needed. 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 nine months ended July 31, 2023. The Company is not subject to externally imposed capital requirements. The Company's investment policy is to invest its surplus cash in highly liquid short-term interest-bearing investments; all held within major Canadian financial institutions.

16. Geographic Segments

	Nine months Ended		Three Months Ended	
	July 31, 2022	July 31, 2023	July 31, 2022	July 31, 2023
<i>Net Loss:</i>				
Canada	\$ 876,445	\$ 860,167	\$ 273,558	\$ 343,768
United States	13,384	22,228	4,269	5,019
Totals	\$ 889,829	\$ 882,395	\$ 277,827	\$ 348,787

	October 31, 2022	July 31, 2023
<i>Current Assets:</i>		
Canada	\$ 148,786	\$ 240,350
United States	25,472	192,137
<i>Non-Current Assets:</i>		
Canada	65,432,660	65,507,964
United States	15,396,677	15,431,607
Totals Assets	\$ 81,003,595	\$ 81,372,058

COPPER FOX METALS INC.

Notes to the Interim Condensed Consolidated Financial Statements (Unaudited)

Nine Months Ended July 31, 2023 *(Expressed in Canadian Dollars)*

17. Subsequent Event

On September 8, 2023, the Company closed a non-brokered private placement, raising aggregate gross proceeds of \$1,878,010 through the sale of 9,390,050 units (“Units”) at a price of \$0.20 per Unit. Each Unit consisted of one common share of the Company and one-half common share purchase warrant. Each whole warrant entitle the holder to purchase one common share for a two-year term, for an exercise price of \$0.25 during the first 12-month period after the closing of the offering and \$0.30 during the subsequent 12-month period after the closing of the offering. In the event that the 20-day volume weighted average price of the common shares listed on the TSX Venture Exchange is above \$0.30 in the first 12-month period after the closing of the offering, or \$0.35 during the subsequent 12-month period, the expiry date of the warrants will be accelerated to any date or dates, as the case maybe, that is 30 days after the first date such threshold is met.