HELIUS MINERALS LIMITED (FORMERLY ALTAN NEVADA MINERALS LIMITED)

CONSOLIDATED FINANCIAL STATEMENTS
(Expressed in US Dollars)

DECEMBER 31, 2023

Index

Corporate Directory

DIRECTORS

Evan Jones (Director/Chairman)
Christian Grainger
(CEO/Director/President)
Brian Cole (CFO/Director)
Matt Hardisty (Non-executive Director)
Sue He (Company Secretary)

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HHH

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MANAGEMENT RESPONSIBILITY FOR FINANCIAL INFORMATION

The accompanying consolidated financial statements and all other financial information included in this report are the responsibility of management. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Financial statements include certain amounts based on estimates and judgments. When alternative methods exist, management has chosen those it deems most appropriate in the circumstances to ensure that the consolidated financial statements are presented fairly, in all material respects.

Management maintains appropriate systems of internal control, consistent with reasonable cost, to give reasonable assurance that its assets are safeguarded, and the financial records are properly maintained.

The Board of Directors is responsible for ensuring that management fulfils its responsibilities for financial reporting and internal control. The Audit Committee, which is comprised of three Directors, a majority of whom are non-management and independent, meets with management to review the consolidated financial statements to satisfy itself that management is properly discharging its responsibility to the Directors, who approve the consolidated financial statements.

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

Evan Jones	Brian Cole
Chairman	Director, CFO

HELIUS MINERALS LIMITED (FORMERLY ALTAN NEVADA MINERALS LIMITED)
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT DECEMBER 31, 2023 AND 2022
(Expressed in US Dollars)

	31 December 2023	31 December 2022
	$	$
ASSETS		
Current		
Cash	260,879	17,107
Prepaid expenses and deposits	3,234	224
	264,113	17,331
Non-current Assets		
Exploration and evaluation assets (Note 4)	880,930	841,644
	880,930	841,644
Total Assets	1,145,043	858,975
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 5)	219,926	341,471
Due to related parties (Note 6)	242,964	256,465
Total Liabilities	462,890	597,936
Shareholders' Equity		
Share capital (Note 7)	7,423,291	6,675,263
Reserves (Note 7)	4,993,082	4,999,042
Deficit	(11,734,220)	(11,413,266)
Total Equity	682,153	261,039
Total Liabilities and Equity	1,145,043	858,975

Approved and authorized by the Board on April 26, 2024.

Evan Jones
Chairman

Brian Cole
Director, CFO

The accompanying notes are an integral part of these consolidated financial statements.

HELIUS MINERALS LIMITED (FORMERLY ALTAN NEVADA MINERALS LIMITED)
CONSOLIDATED STATEMENTS OF LOSS AND OTHER COMPREHENSIVE LOSS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in US Dollars)

	31 December 2023	31 December 2022
	$	$
INCOME		
Interest income	17	18
TOTAL INCOME	17	18
EXPENSES		
Consulting and management fees (Note 6)	209,031	122,128
Foreign exchange gain	(8,968)	(151)
Insurance	14,055	13,342
Interest expense	-	3,452
Office expenses	10,817	12,409
Professional fees	24,500	33,855
License fees	8,086	-
Rent (Note 6)	3,957	23,364
Transfer agent and filing fees	39,173	19,021
Travel and entertainment	33,340	2,838
Expected credit loss	-	15,062
TOTAL EXPENSES	333,991	245,320
NET LOSS BEFORE OTHER ITEM	(333,974)	(245,302)
OTHER ITEM		
Gain on debt settlement (Note 7)	13,020	-
NET LOSS BEFORE TAX	(320,954)	(245,302)
Income tax (expenses)/benefit	-	-
NET LOSS FOR THE YEAR	**(320,954)**	**(245,302)**
OTHER COMPREHENSIVE INCOME, NET OF TAX		
Items that may be reclassified to profit or loss		
Exchange differences on translation of foreign operations	(5,960)	5,510
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	**(326,914)**	**(239,792)**
Basic and diluted loss per common share	(0.01)	(0.02)
Weighted average number of common shares outstanding – Basic and diluted	23,298,958	13,929,095

The accompanying notes are an integral part of these consolidated financial statements.

(Expressed in US Dollars)

	31 December 2023	31 December 2022
	$	$
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the year	(320,954)	(245,302)
Item not involving cash:		
Gain on debt settlement	(13,020)	-
Change in non-cash working capital items:		
Receivables	-	46,756
Prepaid expenses and deposits	(3,010)	7,002
Accounts payable and accrued liabilities	197,716	(6,188)
Due to/from related parties	(9,735)	167,518
Net cash used in operating activities	(149,003)	(30,214)
CASH FLOWS FROM INVESTING ACTIVITIES		
Exploration and evaluation assets	(39,286)	(38,789)
Refund of reclamation deposit	-	6,288
Net cash used in investing activity	(39,286)	(32,501)
CASH FLOWS FROM FINANCING ACTIVITY		
Proceeds from private placement, net of share issue costs	438,021	-
Net cash provided by financing activity	438,021	-
Change in cash for the year	249,732	(62,715)
Translation adjustment	(5,960)	5,510
Cash, beginning of year	17,107	74,312
CASH, END OF THE YEAR	260,879	17,107

Supplemental disclosure of cash flow information (Note 11)

The accompanying notes are an integral part of these consolidated financial statements.

HELIUS MINERALS LIMITED (FORMERLY ALTAN NEVADA MINERALS LIMITED)
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022
(Expressed in US Dollars)

	Number of Shares	Share Capital	Reserves	Deficit	Total Shareholders' Equity
	$	$	$	$	$
Balance at December 31, 2021	139,290,890	6,675,263	4,993,532	(11,167,964)	500,831
Loss for the year	-	-	-	(245,302)	(245,302)
Other comprehensive income	-	-	5,510	-	5,510
Total comprehensive loss	-	-	5,510	(245,302)	(239,792)
10 for 1 share consolidation (Note 7)	(125,361,795)	-	-	-	-
Balance at December 31, 2022	13,929,095	6,675,263	4,999,042	(11,413,266)	261,039
Loss for the year	-	-	-	(320,954)	(320,954)
Other comprehensive loss	-	-	(5,960)	-	(5,960)
Total comprehensive loss	-	-	(5,960)	(320,954)	(326,914)
Shares issued from private placement, net of share issue costs (Note 7)	20,000,000	748,028	-	-	748,028
Balance at December 31, 2023	33,929,095	7,423,291	4,993,082	(11,734,220)	682,153

The accompanying notes are an integral part of these consolidated financial statements.

1. NATURE AND CONTINUANCE OF OPERATIONS

Helius Minerals Limited (formerly Altan Nevada Minerals Limited or the "Company") and its subsidiaries (the "Group") is a mineral exploration company listed on the TSX Venture Exchange under the symbol "HHH" and engaged in the acquisition and exploration of exploration and evaluation assets in the United States. The Group's head office and registered address is 400 – 837 West Hastings St, Vancouver, V6C 3N6.

On October 18, 2023, the Company changed its name to Helius Minerals Limited listed on the TSX Venture Exchange under the symbol "HHH".

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Group will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. These consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Group be unable to continue operations.

The continuing operations of the Group are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future. In order for the Group to meet its liabilities as they fall due and payable and to continue its operations, the Group is currently solely dependent upon its ability to generate such financing. As at December 31, 2023, the Group has a working capital deficit of $198,777 (2022 - $580,605) and an accumulated deficit of $11,734,220 (2022 - $11,413,266). On July 24, 2023, the Group closed a non-brokered private placement of 20,000,000 shares at a price of C$0.05 per share for gross proceeds of up to C$1,000,000. The Group has received a letter of financial support of up to $100,000 (AUD 150,000) over the next twelve months from the date of signed from the Chairman Evan Jones, and Director, Brian Cole.

These balances totaling $221,189 payable to current and former directors and companies associated with them, these parties have agreed not to call on these balances to the detriment of the Group's going concern position, refer to Note 6 for details. The balance totaling $41,586 payable to companies, the parties have agreed not to call on these balances to the detriment of the going concern position, refer to Note 5 for details. The Group is seeing additional funding in coming year in order to finance its planned expenditure in the next twelve months from the date of signing these financial statements.

Accordingly, the Directors believe that the going concern basis of preparation of the financial report remains appropriate after taking into account the above matters. However, the existence of the above financial conditions constitutes a material uncertainty which may cast significant doubt as to the ability of the Group to continue as going concern and to meet its obligations as they fall due and payable and accordingly, the appropriateness of the use of accounting principles applicable to a going concern.

There can be no assurance that the Group will be able to continue to raise funds in which case the Group may be unable to meet its obligations. Should the Group be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the consolidated statements of financial position. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset amounts and classification of liabilities that might be necessary should the Group be unable to continue in existence.

2. BASIS OF PRESENTATION

Statement of compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). For the purposes of preparing the consolidated financial statements, the Company is a for-profit entity.

2. BASIS OF PRESENTATION (cont'd…)

Statement of compliance (cont'd…)

In the year ended December 31, 2023, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the IASB and IFRIC that are relevant to the Group and effective for the current annual reporting period. As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Group and therefore, no material change is necessary to Group's accounting policies.

The Directors have also reviewed all Standards and Interpretations in issue effective in future annual reporting periods and not yet adopted for the year ended December 31, 2023. As a result of this review the Directors have determined that there is no material impact of the Standards and Interpretations in issue not yet adopted on the Group.

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments measured at fair value. All dollar amounts presented are in US dollars unless otherwise specified. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. These consolidated financial statements were authorized for issue by the Board of Directors on April 26, 2024.

3. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Altan Nevada Holdings Ltd., Altan Rio (US) Inc. and Altan Nevada Minerals (Aust) Pty Ltd. All inter-company transactions and balances have been eliminated upon consolidation.

The consolidated financial statements include the financial statements of Helius Minerals Limited. (formerly Altan Nevada Minerals Limited.) and its subsidiaries listed in the following table:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
Altan Nevada Holdings Limited	Canada	100%	Holding company
Altan Rio (US) Inc.	US	100%	Project exploration
Altan Nevada Minerals (Aust) Pty Ltd	Australia	100%	Holding company

Foreign currency translation

The functional currency of an entity is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and Altan Nevada Holdings Limited is the Canadian dollar. The functional currency of Altan Rio (US) Inc. is the US dollar. The functional currency of Altan Nevada Minerals (Aust) Pty Ltd is the Australian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in *IAS 21, The Effects of Changes in Foreign Exchange*. The presentation currency adopted is US dollars.

Accordingly, the accounts of the Company, Altan Nevada Holdings Limited and Altan Nevada Minerals (Aust) Pty Ltd are translated into US dollars as follows:

- all of the assets and liabilities are translated at the rate of exchange in effect on the date of the consolidated statement of financial position;
- revenues and expenses are translated at the exchange rate approximating those in effect on the date of the transactions; and
- exchange gains and losses arising from translation are included in accumulated other comprehensive income/loss.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Foreign currency translation (cont'd…)

Transactions in currencies other than the functional currency of the Company are recorded at exchange rates prevailing on the dates of the transactions. At year end, monetary assets and liabilities are translated at the rate in effect on the date of the consolidated statement of financial position. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on transactions are included in the consolidated statement of loss and comprehensive loss.

Use of estimates

Critical Judgments

The preparation of the consolidated financial statements requires management to make judgments regarding the going concern of the Group as previously discussed in Note 1, as well as the determination of functional currency. The functional currency is the currency of the primary economic environment in which an entity operates and has been determined for each entity within the Group. The functional currency for the Company and its subsidiaries has been determined as disclosed above.

Key Sources of Estimation Uncertainty

Significant estimates made by management affecting our consolidated financial statements include:

Deferred Tax Assets & Liabilities

The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Group's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Group's ability to utilize future tax deductions changes, the Group would be required to recognize more or fewer deferred tax assets, and deferred income tax provisions or recoveries could be affected.

Recoverability of Exploration & Evaluation Assets

The Group is in the process of exploring and evaluating its exploration and evaluation assets and has not yet determined whether the properties contain mineral reserves that are economically recoverable. The recoverability of the amounts shown for exploration and evaluation assets are dependent upon the existence of economically recoverable mineral reserves, the ability of the Group to obtain necessary financing to complete the development of those mineral reserves and upon future production or proceeds from the disposition thereof.

Exploration and evaluation assets

Before legal rights to explore a property have been acquired, costs are expensed as incurred. The Group records exploration and evaluation asset interests, which consist of the right to explore for mineral deposits, at cost. The Group records deferred exploration costs, which consist of costs attributable to the exploration of exploration and evaluation asset interests, at cost. All direct and indirect costs relating to the acquisition and exploration of these exploration and evaluation asset interests are capitalized on the basis of specific claim blocks until the exploration and evaluation asset interests to which they relate are placed into production, the exploration and evaluation asset interests are disposed of through sale or where management has determined there to be an impairment. If an exploration and evaluation asset interest is abandoned, the exploration and evaluation asset interests and deferred exploration costs will be written off to operations in the period of abandonment.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Exploration and evaluation assets (cont'd…)

At each reporting period, the capitalized costs are reviewed on a property-by-property basis to consider if there is any impairment on the subject property. Management's determination for impairment is based on: 1) whether the Group's exploration programs on the exploration and evaluation asset interests have significantly changed, such that previously identified resource targets are no longer being pursued; 2) whether exploration results to date are promising and whether additional exploration work is being planned in the foreseeable future; or 3) whether remaining lease terms are insufficient to conduct necessary studies or exploration work.

The recorded cost of exploration and evaluation asset interests is based on cash paid and the assigned value of share consideration issued (where shares are issued) for exploration and evaluation asset interest acquisitions and exploration costs incurred. The recorded amount may not reflect recoverable value, as this will be dependent on future development programs, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Group to bring its projects into production.

Financial instruments

Classification

The Group classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Group determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Group's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Group has opted to measure them at FVTPL. All of the Group's financial assets and liabilities are classified as and measured at amortized cost.

Measurement

Financial assets at FVTOCI
Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL
Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed through profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded through profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTOCI, any changes associated with the Group's own credit risk will be recognized in other comprehensive income (loss).

Impairment of financial assets at amortized cost

The Group recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

At each reporting date, the Group measures the loss allowance for the financial asset at an amount equal to the lifetime

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Impairment of financial assets at amortized cost (cont'd…)

expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset's credit risk has not increased significantly since initial recognition, the Group measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Group shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets
The Group derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities
The Group derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

The Group's financial assets and liabilities are classified as follows:

	Classification
Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost
Receivables	Amortized cost
Loan payable	Amortized cost

Financial instruments measured at fair value are summarized into the following fair value hierarchy as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3: Inputs for the assets or liabilities that are not based on observable market data.

The carrying values of financial assets and financial liabilities approximate their fair values due to the short-term nature of these instruments.

Impairment of long-lived assets

At the end of each reporting period, the Group's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's-length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount. is determined for the cash-generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount,

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Impairment of long-lived assets (cont'd…)

but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years.

A reversal of an impairment loss is recognized immediately in profit or loss.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the asset and liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the consolidated statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Loss per share

Basic loss per share is calculated using the weighted-average number of shares outstanding during the year.

Dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year.

Existing stock options and share purchase warrants have not been included in the computation of diluted loss per share as to do so would be anti-dilutive. Accordingly, basic and diluted loss per share are the same for the periods presented.

Share-based compensation

The Group accounts for stock options granted to directors, officers and employees at the fair value of the options granted. The fair value of options granted is recognized as a share-based payment expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves to share capital.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized in the statement of loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Share-based compensation (cont'd…)

Stock options granted to non-employees are measured at the fair value of goods or services rendered or at the fair value of the instruments issued, if it is determined that the fair value of the goods or services received cannot be reliably measured.

Future reclamation costs

The Group recognizes liabilities for legal or constructive obligations associated with the retirement of the Group's exploration and evaluation assets and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the year incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

The Group's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The increase in the provision due to the passage of time is recognized as finance expense.

Comprehensive loss

Comprehensive loss consists of loss and other comprehensive loss and represents the change in shareholders' equity which results from transactions and events from sources other than the Group's shareholders. The Group's translation of its financial results to United States dollars is the only item currently affecting comprehensive loss for the periods presented.

Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A lease liability is recognized at the commencement of the lease term at the present value of the lease payments that are not paid at that date. At the commencement date, a corresponding right-of-use asset is recognized at the amount of the lease liability, adjusted for lease incentives received, retirement costs and initial direct costs. Depreciation is recognized on the right-of-use asset over the lease term. Interest expense is recognized on the lease liabilities using the effective interest rate method and payments are applied against the lease liability.

Issued capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new shares or options for the acquisition of a new business are not included in the cost of acquisition as part of the purchase consideration.

(Expressed in US Dollars)

4. EXPLORATION AND EVALUATION ASSETS

	December 31, 2023	December 31, 2022
	$	$
Costs carried forward in respect of:		
Exploration and evaluation phase - at cost		
Balance at beginning of year	841,644	808,746
Expenditure incurred, net of cost recoveries	39,286	39,186
Derecognition of amounts capitalized in relation to reclamation obligation	-	(6,288)
Total exploration and evaluation expenditure	**880,930**	**841,644**
Total expenditure incurred and carried forward in respect of specific projects -		
Montelle Project	46,840	32,284
Venus Project	772,259	757,703
Yellow Cone Project	61,831	51,657
Total exploration and evaluation expenditure	**880,930**	**841,644**

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristics of many mineral claims. The Group has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, title to all of its interests are in good standing. The exploration and evaluation assets in which the Group has committed to earn an interest are located in the United States.

The recoupment of costs carried forward in relation to areas of interest in the exploration and evaluation phase is dependent on the successful development and commercial exploitation or sale of the respective areas of interest.

The terms and commitments of the Group with respect to its exploration and evaluation assets are subject to change if and when the Group and its partners mutually agree to new terms and conditions.

As at December 31, 2023, there's no reclamation deposits and obligation for the period.

As at December 31, 2023, the estimated reclamation costs were reduced by $Nil (2022 - $6,288).

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Advances payable are amounts owing to non-related parties. There were no specific terms of interest or repayment on these amounts and they are non-interest bearing and unsecured.

	December 31, 2023	December 31, 2022
	$	$
Accounts Payable[(i)(ii)]	177,922	291,802
Accrued Liabilities	37,522	45,187
Other payables	4,482	4,482
Total Accounts Payable and Accrued Liabilities	219,926	341,471

[(i)]At December 31, 2023, there was amounts payable to the companies controlled by the former CFO of $18,373 (2022 - $18,395). The former CFO has agreed not to call on this balance to the detriment of the Group's going concern position.
[(ii)]At December 31, 2023, there were amounts payable of $23,213 (2022 - $23,233), the parties have agreed not to call on this balance to the detriment of the Group's going concern position.

(Expressed in US Dollars)

6. RELATED PARTY TRANSACTIONS

The Group entered into the following transactions with related parties:

a) During the year ended December 31, 2023, the Group paid or accrued consulting fees of $11,556 (2022 - $16,193) to Kerry Griffin, former interim CEO of the Group. As of December 31, 2023, an amount of $5,920 (2022 - $18,476) was owing to Kerry Griffin, former interim CEO of the Group. Kerry Griffin has agreed not to call on this balance to the detriment of the Group's going concern position.
b) During the year ended December 31, 2023, the Group paid or accrued consulting fees of $66,915 (2022 - $Nil) to Christian Grainger, current CEO of the Group. As of December 31, 2023, an amount of $62,122 (2022 - $Nil) was owing to Christian Grainger, director, current president, and CEO of the Group. Christian Grainger has agreed not to call on this balance to the detriment of the Group's going concern position.
c) During year ended December 31, 2023, the Group paid or accrued fees of $43,171 (2022 - $17,544) to Evan Jones, $4,648 (2022 - $17,544) to Matt Hardisty, and $13,893 (2022 - $33,831) to Brian Cole for a total of $61,174 (2022 - $68,919) to current directors of the Group. The Company also paid or accrued fees of $3,984 (2022 - $17,544) to John Jones, former chairman and director of the Group.
d) During the year ended December 31, 2023, the Group paid rental fees of $3,957 (2022 - $15,850) to a company controlled by John Jones, former chairman of the Group.
e) As of December 31, 2023, an amount of $90,859 (2022 - $135,591) was owing to John Jones, former chairman of the Group and a company controlled by him. John Jones has agreed not to call on this balance to the detriment of the Group's going concern position.
f) As of December 31, 2023, an amount of $35,844 (2022 - $36,033) was owing to Evan Jones, director, current chairman and former CEO of the Group. Evan Jones has agreed not to call on this balance to the detriment of the Group's going concern position.
g) As of December 31, 2023, an amount of $21,775 (2022 - $17,033) was owing to Matt Hardisty, a director of the Group.
h) As of December 31, 2023, an amount of $26,444 (2022 - $49,332) was owing to a company controlled by Brian Cole, director and CFO of the Group. Brian Cole has agreed not to call on this balance to the detriment of the Group's going concern position.
i) During the year ended December 31, 2023, a total of $260,556 (C$344,976) owing to related parties were settled through shares (Note 7).

These transactions were incurred in the normal course of operations. The payables are non-interest bearing and due on demand. All related parties as noted above have agreed not to call on any balances to the detriment of the Group's going concern position.

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Group as a whole. The Group has determined that key management personnel consist of executive and non-executive members of the Group's Board of Directors and corporate officers. The remuneration of directors and other members of key management personnel during the years ended December 31, 2023 and 2022 are as follows:

	2023 $	2022 $
Management and consulting fees	144,169	102,657

(Expressed in US Dollars)

7. EQUITY

Authorized share capital

The Company is authorized to issue an unlimited number of common and preferred voting shares without nominal or par value.

Issued share capital

On March 15, 2022, the Company consolidated its share capital at a ratio of one post consolidation share for every 10 pre-consolidation shares.

On July 24, 2023, the Company closed its non-brokered private placement of 20,000,000 common shares of the Company at a price of C$0.05 per common share for aggregate gross proceeds of $748,028 (C$1,000,000). Of which, 8,014,420 common shares were for debt settlement for fair value of $310,007. A gain on debt settlement of $13,020 was recognized in the consolidated statement of loss and other comprehensive loss.

	Number of shares	$
Balance at December 31, 2021	139,290,890	6,675,263
10 for 1 share consolidation	(125,361,795)	-
Balance at December 31, 2022	13,929,095	6,675,263
Shares issued from private placement	20,000,000	748,028
Balance at December 31, 2023	33,929,095	7,423,291

The comparative loss per share has been restated for the impact of the 10 for 1 share consolidation.

Reserves

Reserves have historically been established and increased by the issue of warrants and stock options and recording of foreign currency translation movements.

	December 31, 2023 $	December 31, 2022 $
Elapsed warrants and options	5,000,269	4,847,563
Outstanding options (b)	-	152,706
Share-based payments reserve	5,000,269	5,000,269
Foreign currency translation reserve	(7,187)	(1,227)
Total Reserves	4,993,082	4,999,042

(Expressed in US Dollars)

7. EQUITY (cont'd…)

a) Share purchase and agents' warrants

Warrants outstanding are as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance at December 31, 2021	53,126,013	C$0.08
10 for 1 share consolidation	(47,813,412)	-
Expired	(3,062,601)	C$1.00
Balance at December 31, 2023 and 2022	2,250,000	C$0.50

Exercise Price	Outstanding Warrants December 31, 2023	Average Remaining Contractual Life (Year)	Expiry Date
C$0.50	2,250,000	0.91	November 27, 2024

b) Stock options

The Group has established a stock option plan (the "Plan") for directors, employees, and consultants of the Group. From time to time, shares may be reserved by the Board, in its discretion, for options under the Plan, provided that at the time of the grant, the total number of shares so reserved for issuance by the Board shall not exceed the greater of 10% of the issued and outstanding listed shares (on a non-diluted basis) as at the date of grant. Options are non-assignable and may be granted for a term not exceeding that permitted by the Exchange, currently ten years. All stock options issued are subject to vesting terms.

Options issued to officers and/or consultants might be subjected to a vest term depending on date of grant and nature of service. At December 31, 2023, a total of 1,392,910 options were reserved under the option plan with 250,000 options outstanding.

	Number of Warrants	Weighted Average Exercise Price
Balance at December 31, 2021	3,500,000	C$0.10
10 for 1 share consolidation	(3,150,000)	-
Expired	(100,000)	C$1.00
Balance at December 31, 2023 and 2022	250,000	C$1.00

Exercise Price	Outstanding Options December 31, 2023	Exercisable Options December 31, 2023	Average Remaining Contractual Life (Year)	Expiry Date
C$1.00	250,000	250,000	0.59	August 1, 2024

There were no options issued during the years ended December 31, 2023 and 2022.

8. SEGMENT INFORMATION

The Group operates in one business segment, the exploration of exploration and evaluation assets. The Group's exploration activities are centralized whereby management of the Group is responsible for business results and the everyday decision-making. The Group's operations therefore are segmented on a geographic basis.

All of the Group's reclamation bond and exploration and evaluation assets are located in the United States as outlined in Note 4.

9. CAPITAL MANAGEMENT

The Group manages its capital structure and makes adjustments to it, based on the funds available to the Group, in order to support the acquisition, exploration and development of exploration and evaluation assets. In the management of capital, the Group includes components of equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Group's management to sustain future development of the business. The properties in which the Group currently has an interest are in the exploration stage; as such the Group is dependent on external financing to fund activities. In order to carry out any future exploration and pay for administrative costs, the Group will spend its existing working capital and raise additional funds as needed. The Group will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. The Group is not subject to any externally imposed capital requirements.

There were no changes to the Group's capital management approach during the years ended December 31, 2023 and 2022.

10. FINANCIAL INSTRUMENTS

The Group is exposed to varying degrees to a variety of financial instrument related risks:

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Group's cash is held at a large Canadian financial institution and a large Australian financial institution and its reclamation bonds are held at the BLM. The Group has no investment in asset backed commercial paper. The Group's receivables consist of sales tax receivable due from the Government of Canada and due from related parties. The Group believes it has no significant credit risk.

Liquidity Risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2023, the Group had a cash balance of $260,879 (2022 - $17,107) to settle current liabilities of $462,890 (2022 - $597,936). As disclosed in Note 1, the Group will need to raise additional funds to meet its obligations as they become due. The Group is exposed to liquidity risk.

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices and foreign currency fluctuations.

10. FINANCIAL INSTRUMENTS (cont'd…)

a) *Interest Rate Risk*
The Group has cash balances. The Group's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Group periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

b) *Foreign Currency Risk*
The Group is exposed to foreign currency risk on fluctuations related to cash, receivables, due to/from related parties, accounts payable and accrued liabilities and advances payable that are denominated in Canadian dollars. The Group does not believe it is exposed to significant foreign currency risk.

c) *Price Risk*
The Group is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Group's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Group closely monitors commodity prices of gold and copper, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Group.

Sensitivity Analysis

The Group operates in the United States and is exposed to risk from changes in the Canadian dollar and Australian dollar. A simultaneous 10% fluctuation in the Canadian dollar and Australian dollar against the US dollar would affect accumulated other comprehensive income (loss) for the period by approximately $4,965 (2022 - $34,569).

11. SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION

As at December 31, 2023, the Group had $6,915 (2022 - $18,205) in exploration and evaluation costs in accounts payable.

12. CONTINGENT LIABILITIES

There are no contingent liabilities as at December 31, 2023 (2022 - $Nil).

13. INCOME TAXES

The reconciliation of income tax provision completed at statutory rates to the reported income tax provisions is as follows:

	2023	**2022**
	$	**$**
Loss for the year	(320,954)	(245,302)
Expected income tax (recovery) at 27%	(86,658)	(66,232)
Change in statutory, foreign tax, foreign exchange and other	44,620	(31,138)
Share issue cost	(6,361)	(5,361)
Change in unrecognized deductible temporary differences	48,399	102,731
Income tax expense	-	-

(Expressed in US Dollars)

13. INCOME TAXES (cont'd…)

The significant components of the group's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	December 31, 2023	December 31, 2022
	$	$
Non-capital losses available for future periods	5,503,062	5,469,657

Tax attributes are subject to review, and potential adjustment, by tax authorities.

14. SUBSEQUENT EVENT

On February 20, 2024, the Company issued 250,000 options to director Matt Hardisty, 250,000 options to director Brian Cole, 600,000 options to director Evan Jones, 750,000 options to director Christian Grainger, and 450,000 options to officers and consultants of the Company. The options have an exercise price of C$0.15 and will expire on February 20, 2026.

INDEPENDENT AUDITOR'S REPORT
To the Members of Helius Minerals Limited (formerly Altan Nevada Minerals Limited)

Report on the Audit of the Financial Report

Opinion

We have audited the financial report of Helius Minerals Limited ("the Company") and its controlled entities ("the Group"), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial report of the Group presents fairly, in all material respects, the consolidated financial position of the Group as at 31 December 2023, and its consolidated financial performance and consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ('IFRS').

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report.

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ('IESBA Code') together with the ethical requirements that are relevant to our audit of the financial report in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

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

Key Audit Matters

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

In addition to the matter described in the *Material Uncertainty Related to Going Concern*, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
Carrying amount of exploration and evaluation assets Refer to Note 4	
At 31 December 2023, the Group had capitalised exploration and evaluation assets of $880,930 (2022: $841,644). In accordance with IFRS 6 *Exploration for and Evaluation of Mineral Resources*, the Group accounting policy is to capitalise all exploration expenditure. Our audit focussed on the Group's assessment of the carrying amount of its exploration and evaluation assets. We considered this to be a key audit matter because this is one of the significant assets of the Group and is important for the users' understanding of the financial statements.	Our audit procedures included but were not limited to the following: - We obtained an understanding of the key processes associated with management's review of the exploration and evaluation asset carrying values; - We obtained evidence that the Group has current rights to tenure of its areas of interest; - We considered the existence of any indicators of impairment; - We examined the exploration budget and discussed with management the nature of planned ongoing activities; - We enquired with management, reviewed TSX announcements and minutes of Directors' meetings to ensure that the Group had not decided to discontinue exploration and evaluation at its areas of interest; and - We examined the disclosures made in the financial report.

Information Other than the Financial Report and Auditor's Report Thereon

The directors are responsible for the other information. The other information comprises the Management's Discussion and Analysis (MD&A), but does not include the financial report and our auditor's report thereon.

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

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

We obtained the MD&A prior to the date of our audit report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with International Financial Reporting Standards and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is 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 International Standards on Auditing 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 this financial report.

As part of an audit in accordance with the International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, 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 Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' 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 Group'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 report 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

HLB Mann Judd

HLB Mann Judd
Chartered Accountants

Perth, Western Australia
26 April 2024

David Healy

D B Healy
Partner