Consolidated Interim Financial Statements (unaudited)

For the three and six months ended February 29, 2024 and February 28, 2023

Expressed in Canadian Dollars

To the shareholders of Founders Metals Inc:

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

The accompanying unaudited condensed interim financial statements of Founders Metals Inc. for the three and six months ended February 29, 2024 and February 28, 2023, have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

Consolidated Interim Statements of Financial Position (Unaudited) Expressed in Canadian Dollars

As at	I	February 29 2024	August 31 2023
ASSETS			
Current Cash (note 6) Goods and services tax receivable Prepaids and deposits	\$	4,130,588 48,403 145,643	\$ 2,028,169 85,606 196,672
Non-current		4,324,634	2,310,447
Fixed Assets (note 3) Exploration and evaluation properties (note 4)		820,826 17,085,335	554,556 12,112,357
	\$	22,230,795	\$ 14,977,360
LIABILITIES			
Current			
Accounts payable and accrued liabilities (note 6)	\$	1,980,573 1,980,573	\$ 889,770 889,770
EQUITY			
Share capital (note 5) Option and warrant reserve Deficit		23,881,706 1,749,419 (5,380,903)	16,293,446 1,496,435 (3,702,291)
		20,250,222	14,087,590
	\$	22,230,795	\$ 14,977,360

Approved by the Board of Directors on April 29, 2024

Director (signed by) "Nicholas Stajduhar"

Director (signed by) "Colin Padget"

Consolidated Interim Statements of Loss and Comprehensive Loss (Unaudited) Expressed in Canadian Dollars

For the		Three months ended				Six months ended				
	Fe	b 29, 2024	F	eb 28, 2023	F	eb 29, 2024	Fe	eb 28, 2023		
Expenses										
Advertising and promotion	\$	236,844	\$	40,083	\$	456,908	\$	56,900		
General and administration		175,477		42,854		263,563		78,986		
Management fees		151,750		69,000		252,250		150,000		
Professional fees		95,435		18,944		124,072		47,438		
Regulatory and filing fees			79,653		11,886		126,540			21,165
Other income		(739,159)		(182,767)		(1,223,333)		(354,489)		
Interest income Foreign currency translation gain (loss) Share based compensation		67,879 (550) -		4,340 - -		87,706 (1,485) (541,500)		13,664 - -		
Net and comprehensive loss for the period	\$	(671,830)	\$	(178,427)	\$	(1,678,612)	\$	(340,825)		
Basic and diluted loss per common share	\$	(0.01)	\$	(0.01)	\$	(0.03)	\$	(0.01)		
Basic and diluted weighted average number of common shares outstanding	Ţ	58,243,209		26,217,000		53,718,414		26,217,000		

Consolidated Interim Statements of Changes in Equity (Unaudited) Expressed in Canadian Dollars

	Share capital	Option and warrant reserve	Deficit	Total equity
Balance at August 31, 2022	\$11,086,539	\$ 629,886	\$(1,840,037)	\$9,876,388
Net loss		-	(340,825)	(340,825)
Balance at February 28, 2023	\$11,086,539	\$ 629,886	\$(2,180,862)	\$9,535,563
Shares issued for cash	4,783,000	-	-	4,783,000
Shares issued for property	295,000	-	-	295,000
Share issuance costs	(74,694)	-	-	(74,694)
Share issuance costs – non-cash	(13,536)		-	(13,536)
Options issued	-	871,100	-	871,100
Options exercised	26,400	(12,400)	-	14,000
Warrants issued	-	13,536	-	13,536
Warrants exercised	190,737	(5,687)	-	185,050
Net loss		-	(1,521,429)	(1,521,429)
Balance at August 31, 2023	\$16,293,446	\$1,496,435	\$(3,702,291)	\$14,087,590
Shares issued for cash (note 5)	5,750,000	-	-	5,750,000
Share issuance costs (note 5)	(556,544)	-	-	(556,544)
Options issued (note 5)	-	541,500	-	541,500
Options exercised (note 5)	607,200	(285,200)	-	322,000
Warrants exercised (note 5)	1,787,604	(3,316)	-	1,784,288
Net loss		-	(1,678,612)	(1,678,612)
Balance at February 29, 2024	\$23,881,706	\$1,749,419	\$(5,380,903)	\$20,250,222

Consolidated Interim Statements of Cash Flows (unaudited) Expressed in Canadian Dollars

For the six months ended	February 29 2024	F	ebruary 28 2023
Operating activities	2024		2023
Net loss for the period	\$ (1,678,612)	\$	(340,825)
Items not affecting cash:			
Share based compensation	541,500		
	(1,137,112)		(340,825)
Changes in non-cash working capital:			
Goods and services tax receivable	(48,403)		266,741
Prepayments and receivables	136,635		(63,923)
Accounts payable and accrued liabilities	(497,497)		59,598
Cash used in operating activities	(1,546,377)		(78,409)
Investing activities			
Equipment	(313,126)		-
Exploration and evaluation property exploration acquisition, net (note 4)	(136,680)		(492,331)
Exploration and evaluation property exploration expenditures, net (note 4)	(3,201,142)		(312,854)
Cash used in investing activities	(3,650,948)		(805,185)
Financing activities			
Proceeds from private placements (note 5)	5,750,000		-
Proceeds from options exercised (note 5)	322,000		-
Proceeds from warrants exercised (note 5)	1,784,288		-
Cash share issuance costs (note 5)	(556,544)		
Cash provided by financing activities	7,299,744		-
Net increase (decrease) in cash	2,102,419		(883,594)
Cash, beginning of the period	2,028,169		969,590
Cash, end of the period	\$ 4,130,588	\$	85,996

As at February 29, 2024, \$nil (February 28, 2023 - \$49,417) of acquisition and \$1,588,300 (February 28, 2023 - \$31,399) of exploration and evaluation property expenditures are included in accounts payable and accrued liabilities.

During the period ended February 29, 2024, the Company capitalized amortization of \$46,856 (February 28, 2023 - \$5,609) as exploration and evaluation expenditures to the exploration and evaluation properties.

Notes to the Consolidated Interim Financial Statements (Unaudited)
For the three and six months ended February 29, 2024 and February 28, 2023
Expressed in Canadian Dollars

1. Nature of operations

Founders Metals Inc. ("Founders" or the "Company") was incorporated under the Canada Business Corporations Act on April 6, 2000. The Company's common shares are listed for trading on the TSX Venture Exchange under the trading symbol "FDR", on the Frankfurt Stock Exchange under the trading symbol "9DLO", and on the OTCQX Markets under the trading symbol "FDMIF". The address of the Company's corporate office and principal place of business is 250 Southridge NW, Suite 300, Edmonton, AB, T6H 4M9. The Company's registered office is Suite 780 - 1111 West Hastings Street, Vancouver, BC V6E 2J3. The Company's principal business is to explore and develop the gold and mineral exploration Antino Gold Project located in Suriname.

Founders is a Canadian exploration company with properties in North and South America. The Company focuses on acquiring and advancing gold projects in the Guiana Shield. Its flagship asset is the 20,000 ha Antino Gold Project in Suriname. The Antino Gold Project is in the exploration stage and, based on information to date, does not yet have economically recoverable reserves. The recoverability of the amounts shown on the balance sheets for the mineral property and related deferred costs is dependent upon the existence of economically recoverable reserves, maintaining beneficial interest in the property and the underlying mining claims, obtaining the necessary regulatory approvals and permits, the ability to obtain the necessary financing to fulfill its obligations as they arise, the ability to complete the development of the claims, and achieving profitable production or the proceeds from the disposition of the property.

2. Basis of presentation

These condensed interim financial statements of the Company comply with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

These interim financial statements were authorized for issue by the Board of Directors of the Company on April 29, 2024.

These condensed interim financial statements are presented in Canadian Dollars, unless otherwise noted and have been prepared on a historical cost basis. The Canadian dollar is the functional and presentation currency of the Company.

Notes to the Consolidated Interim Financial Statements (Unaudited) For the three and six months ended February 29, 2024 and February 28, 2023 Expressed in Canadian Dollars

3. Fixed Assets

Cost	Equipment	Vehicles	Total
Balance, August 31, 2022	\$ -	\$ 62,840	\$ 62,840
Additions	530,000	53,793	583,793
Disposition	-	-	-
Balance, August 31, 2023	\$ 530,000	\$ 116,633	\$ 646,633
Additions	103,169	209,957	313,126
Disposition	-	-	-
Balance, February 29, 2024	\$ 633,169	\$ 326,590	\$ 959,759
Accumulated Depreciation			
Balance, August 31, 2022	\$ -	\$ 25,450	\$ 25,450
Depreciation	26,500	40,127	66,627
Disposition	-	-	-
Balance, August 31, 2023	\$ 26,500	\$ 65,577	\$ 92,077
Depreciation	32,790	14,066	46,856
Disposition	-	-	-
Balance, February 29, 2024	\$ 57,290	\$ 79,643	\$ 138,933
Carrying Amounts			
As of August 31, 2022	\$ -	\$ 37,390	\$ 37,390
As of August 31, 2023	\$ 503,500	\$ 51,056	\$ 554,556
As of February 29, 2024	\$ 573,879	\$ 246,947	\$ 820,826

During the year ended August 31, 2023, the Company purchased field equipment and vehicles for a total of \$583,793 and recorded amortization of \$66,627 which was capitalized to exploration and evaluation properties. As at February 29, 2024, the Company purchased additional field equipment and vehicles for a total of \$313,126 and recorded amortization of \$46,856 which was capitalized to exploration and evaluation properties.

Notes to the Consolidated Interim Financial Statements (Unaudited)
For the three and six months ended February 29, 2024 and February 28, 2023
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4. Exploration and evaluation properties

Antino Gold Project

The Antino Gold Project is a resource definition stage gold exploration project located in southeastern Suriname, within the Guiana Shield Gold Belt. The project is approximately 275 km from the capital city of Paramaribo and is accessible by air to the Antino Camp airstrip or by barge along the Maroni/Lawa River bordering French Guiana. The 238 square kilometer property holds Rights to the Exploitation of Gold (Suriname mining titles), and all necessary permits for exploration, drilling, and mining have been obtained.

On March 21, 2023, the Company completed the acquisition (the "Acquisition") from Orea Mining Corp. ("Orea") of the option (the "Option") to acquire up to 75% of the Antino Gold Project (the "Project") in Suriname from Nana Resources N.V. Pursuant to an assignment agreement (the "Assignment Agreement") signed on March 17, 2023, Orea assigned to the Company all of its option, rights, and obligations pursuant to an existing option agreement (the "Option") with Nana Resources N.V. ("Nana") dated March 16, 2022 to acquire up to 75% of the shares in the capital of Lawa Gold N.V. ("Lawa") which is the registered owner of 100% of the Project (the "Assignment"). To acquire the Option, the Company paid Orea \$500,000 cash and issued 1,000,000 common shares of the Company.

The Option to acquire up to 75% ownership of the Project and become operator of the Project under the Assignment Agreement and Option Agreement is completed in three stages:

- a) Option to acquire an initial 51% interest in the Project within three years of the Commencement Date by:
 - making cash payments totaling USD 1,650,000;
 - issuing common shares of the Company having a value of \$323,000;
 - incurring a minimum of USD 6,000,000 in exploration expenses; and
 - completing a geological technical report prepared in accordance with National Instrument 43-101, containing a minimum of 500,000 oz Au in any category.

As at the date of these condensed interim financial statements, the Company has made cash payments in the amount of USD 100,000, issued 1,475,000 common shares at a price of \$0.20 and incurred exploration expenditures of approximately USD 4,800,000 on the Antino Gold Project.

- b) Option to acquire an additional 19% interest in the Project, for a total of 70%, within two years of completion of the First Option Stage by:
 - making cash payments totaling USD 1,500,000;
 - issuing common shares of the Company having a value of \$19,000;
 - incurring a minimum of USD 10,000,000 in exploration expenses; and
 - completing a preliminary economic assessment technical report prepared in accordance with National Instrument 43-101.

In the event that the Company does not proceed with the completion of the Second Option Stage, the Company will transfer its interest in the Project back to the optionor.

- c) Option to acquire an additional 5% in the Project, for a total of 75%, within three years of completion of the Second Option Stage by:
 - incurring a minimum of USD 10,000,000 in exploration expenses; and
 - completing a bankable feasibility study prepared in accordance with National Instrument 43-101.

Notes to the Consolidated Interim Financial Statements (Unaudited)
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4. Exploration and evaluation properties (continued)

Antino Gold Project (continued)

Upon successful earn-in of the Project, the Company and the optionor, Nana, will form a joint venture with the objective of accelerating the project into commercial production.

Elmtree Gold Project

On February 26, 2021, the Company acquired the Elmtree Gold Project, a mineral exploration property comprised of two mineral exploration properties respectively comprised of 24 and 25 contiguous mineral claims totaling 1,063,326 hectares in northeast New Brunswick. To acquire the property, the Company paid \$350,000 cash to the vendor and issued 14,000,000 common shares of the Company with an estimated fair value of \$0.45 per share for a total consideration of \$6,650,000. The vendor retains a 2% net smelter royalty. The Company also paid an arm's length third party a finders' fee of 200,000 common shares of the Company with an estimated fair value of \$0.45 per share. Transaction costs of \$27,103 are included in acquisition cost. On completion of this transaction, the four vendors of the property became the directors of the Company.

Summary of costs

Total costs incurred by the Company on is Exploration and Evaluation Properties are summarized as follows:

	Elmtree	Antino Gold	Total
Balance, August 31, 2023	\$ 9,304,595	\$ 2,807,762	\$ 12,112,357
Acquisition	-	136,680	136,680
Airborne and geophysical survey	-	452,301	452,301
Amortization	-	46,856	46,856
Assays and analysis	-	441,275	441,275
Drilling	-	1,281,463	1,281,463
Fieldwork	-	1,152,395	1,152,395
Freight	-	228,020	228,020
Geological consulting	6,000	744,635	750,635
Overhead and management fees	2,110	160,745	162,855
Project development	-	5,338	5,338
Rentals	-	86,664	86,664
Travel and support	 -	228,496	228,496
Balance, February 29, 2024	\$ 9,312,705	\$ 7,7772,630	\$ 17,085,335

Notes to the Consolidated Interim Financial Statements (Unaudited)
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5. Share capital

a) Common shares

The Company's articles authorize an unlimited number of common shares without par value and an unlimited number of preferred shares.

A summary of changes in common share capital in the period is as follows:

	Number of shares	Amount		
Balance at August 31, 2023	47,790,750	\$ 16,293,446		
Shares issued for cash	7,187,501	5,750,000		
Options exercised	920,000	607,200		
Warrants exercised	3,122,625	1,787,604		
Share issuance costs		(556,544)		
Balance at February 29, 2024	59,020,876	\$ 23,881,706		

On November 28, 2023, the Company closed a private placement by issuing 7,187,500 common shares of the Company at a price of \$0.80 per common share for aggregate gross proceeds of \$5,750,000 (the "Offering"). In connection with the Offering, the Company paid a cash fee of \$345,000 and a cash finder's fee of \$3,000.

Escrowed common shares

Upon closing of the transaction on February 26, 2021, 14,049,867 common shares of the Company are subject to a Tier 2 Value Escrow Agreement. Under the Tier 2 Value Escrow Agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on the dates that are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. As of the date of these condensed interim financial statements, 2,107,480 common shares remained in escrow.

b) Stock options

The Company has a stock option plan (the "Plan") for directors, officers, employees, and consultants. The Plan provides for the issuance of incentive options to acquire up to a total of 10% of the issued and outstanding common shares of the Company. The exercise price of each option shall not be less than the minimum prescribed amount allowed under the TSX. The options can be granted for a maximum term of 5 years with vesting provisions determined by the Company.

A summary of stock option activity in the periods is as follows:

	Number of options	Weighted average exercise price		
Outstanding options, August 31, 2023	4,107,000	\$	0.41	
Issued	950,000		0.80	
Exercised	(920,000)		0.35	
Outstanding options, February 29, 2024	4,137,000	\$	0.51	

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Notes to the Consolidated Interim Financial Statements (Unaudited)
For the three and six months ended February 29, 2024 and February 28, 2023
Expressed in Canadian Dollars

5. Share capital (continued)

b) Stock options (continued)

A summary of stock options outstanding and exercisable is as follows:

Expiry Dates	Exercise Price	Number of options	February 29, 2024 Remaining contractual life (years)	Exercise Price	Number of options	August 31, 2023 Remaining contractual life (years)
March 4, 2026	\$ 0.50	1,175,000	2.0	\$ 0.50	1,175,000	2.5
December 1, 2026	0.75	162,000	2.8	0.75	162,000	3.3
April 24, 2028	0.35	1,850,000	4.2	0.35	2,770,000	4.7
October 4, 2028	0.80	950,000	4.6	-	-	<u>-</u>
	\$ 0.51	4,137,000	3.6	\$ 0.41	4,107,000	4.0

On October 4, 2023, the Company granted stock options to acquire up to an aggregate 950,000 common shares of Company under the Plan, vesting immediately upon grant. The stock options are exercisable at a price of \$0.80 per common share and have an expiry date of October 4, 2028 or earlier in accordance with the terms of the Plan. The estimated fair value of these options of \$541,500, or \$0.57 per option, has been recorded as share-based compensation expense during the period ended February 29, 2024 and as an increase to option and warrant reserve, and was calculated using the Black-Scholes Option Pricing Model using the following grant-date assumptions: weighted average grant date stock price \$0.75; expected life, 5 years; expected volatility, 100%; risk-free rate, 4.33%; expected dividends, 0%. The expected volatility was determined by reference to the historical volatility of companable public companies. The options were issued with an exercise price equal to the quoted market price of the Company's common shares on the date of issuance.

c) Warrants

The Following is a summary of the changes in the Company's warrants during the periods:

	Number of warrants	Weighted average exercise price		
Outstanding warrants, August 31, 2023	14,684,123	\$	0.54	
Exercised	(3,122,625)		0.59	
Outstanding warrants, February 29, 2024	11,561,498	\$	0.53	

Notes to the Consolidated Interim Financial Statements (Unaudited)
For the three and six months ended February 29, 2024 and February 28, 2023
Expressed in Canadian Dollars

5. Share capital (continued)

c) Warrants (continued)

A summary of the warrants outstanding and exercisable is as follows:

			February 29, 2024 Remaining				August 31, 2023 Remaining
Expiry Dates	Exercise Price	Number of warrants	contractual life (years)	Ex	ercise Price	Number of warrants	contractual life (years)
24,00			(705)				(700.0)
February 26, 2025	0.75	5,276,998	1.0	\$	0.75	7,176,998	1.5
March 31, 2025	0.35	6,233,750	1.1		0.35	7,395,000	1.6
March 21, 2025	0.20	50,750	1.1		0.20	112,125	1.6
	\$ 0.53	11,561,498	1.0	\$	0.54	14,684,123	1.5

d) Restricted Share Units

On April 28, 2023, the Company granted 2,575,000 RSUs to Eligible Persons of the Company under its RSU Plan, which will not vest until April 28, 2024.

6. Financial instruments and risk management

Fair value of financial instruments

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement.

The three levels of hierarchy are:

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

The Company's cash and cash equivalents are classified as Level 1, whereas accounts receivable and prepayments, and accounts payable and accrued liabilities are classified as Level 2. As at February 29, 2024, the Company believes that the carrying values of cash, accounts payable and accrued liabilities approximate their fair values because of their nature and relatively short maturity dates or durations.

Financial instruments risk

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counter party limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Notes to the Consolidated Interim Financial Statements (Unaudited)
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7. Financial instruments and risk management (continued)

Credit risk

Credit risk is defined as the risk of loss associated with counterparty's inability to fulfill its payment obligations. The maximum exposure to credit risk is the carrying amount of the Company's financial assets.

Liquidity risk

Liquidity risk is defined as the risk that the Company will not be able to settle its obligations as they come due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds available to meet its short-term business requirements by taking into account the anticipated cash expenditures for its exploration and other operating activities, and its holding of cash and cash equivalents. The Company will pursue further equity or debt financing as required to meet its commitments. There is no assurance that such financing will be available or that it will be available on favourable terms.

As at February 29, 2024, the Company's financial liabilities consist of its accounts payable and accrued liabilities, which are all current obligations.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. As many of the transactions associated with the Antino Gold Project are conducted in US dollars, the Company is thus exposed to foreign currency exchange risk on these transactions.

As at February 29, 2024, the Company held payables of \$1,115,582 denominated in US dollars. A 10% change in the US dollar exchange rate would result in a \$151,558 impact on foreign exchange gains or losses.

Classification of financial instruments

Financial assets included in the statement of financial position are as follows:

	F	ebruary 29, 2024	August 31 2023
Financial assets at amortized cost			
Cash	\$	4,130,588	\$ 2,028,169
Goods and services tax receivable		48,403	85,606
	\$	4,178,991	\$ 2,113,775
Financial liabilities included in the statement of financial position are as follows:	F	ebruary 29, 2024	August 31 2023
Financial liabilities at amortized cost			
Accounts payable and accrued liabilities	\$_	1,980,573	\$ 889,770
			889,770

Notes to the Consolidated Interim Financial Statements (Unaudited)
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7. Financial instruments and risk management (continued)

The Company monitors its equity as capital.

The Company's objectives in managing its capital are to maintain a sufficient capital base to support its operations and to meet its short-term obligations and at the same time preserve inventor's confidence and retain the ability to seek out and acquire new projects of merit. The Company is not exposed to any externally imposed capital requirements.

8. Related party transactions

Unless otherwise noted, related party transactions were incurred in the normal course of operations and are measured at the amount established and agreed upon by the related parties. The Company incurred and paid fees to directors and officers for management and professional services as follows:

For the six months ended	February 29, 2024	February 28, 2023
Management fees paid to key management and directors Management fees paid to companies controlled by directors,	\$ 190,000	\$ 150,000
officers - capitalized to exploration and evaluation assets	54,000	64,000
	\$ 244,000	\$ 214,000

9. Subsequent events

Subsequent to February 29, 2024, a total of 2,498,750 warrants with exercise price ranging from \$0.35 to \$0.75 were exercised for proceeds of \$994,563. Additionally, 820,000 options with exercise price between \$0.35 and \$0.80 were exercised for proceeds of \$373,250.

On March 1, 2024, 2,107,480 common shares were released from escrow (see note 5(a)).

On March 4, 2024, the Company granted 1,600,000 stock options to certain directors, officers, and consultants of the Company. The stock options are exercisable at \$1.56 per share with a 5-year term and vest immediately. The Company also granted 2,700,000 restricted share units (RSUs) to certain directors, officers, and consultants of the Company under its RSU Plan with vesting over a period of 12 to 36 months.