UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-KT

☐ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

OR

☒ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from July 1, 2023 to December 31, 2023

Commission file number 001-35770

CONTANGO ORE, INC.
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**27-3431051** **(IRS Employer Identification No.)**
516 2nd Avenue, Suite 401 **Fairbanks, Alaska** (Address of principal executive offices)	**99701** **(Zip Code)**

(907) 888-4273
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	CTGO	NYSE American

Securities registered pursuant to Section 12(b) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 30, 2023, the aggregate market value of the registrant's common stock held by non-affiliates (based upon the closing sale price of such common stock as reported on the NYSE American) was $112,649,908. As of March 14, 2024, there were 9,602,906 shares of the registrant's common stock outstanding.

Documents Incorporated by Reference

The information required by Items 10, 11, 12, 13 and 14 of Part III has been omitted from this report and is incorporated by reference from the registrant's proxy statement or will be included in an amendment to this Transition Report on Form 10-KT, to be filed not later than 120 days after the close of its fiscal year.

CONTANGO ORE, INC.
TRANSITION REPORT ON FORM 10-KT
FOR THE PERIOD ENDED DECEMBER 31, 2023
TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements made in this report may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934, as amended. The words and phrases "should be", "will be", "believe", "expect", "anticipate", "estimate", "forecast", "goal" and similar expressions identify forward-looking statements and express expectations about future events. These include such matters as:

- The Company's financial position;
- Business strategy, including outsourcing;
- Meeting Company forecasts and budgets;
- Anticipated capital expenditures and the availability of future financing;
- Risk in the pricing or timing of hedges the Company has entered into for the production of gold and associated minerals;
- Prices of gold and associated minerals;
- Timing and amount of future discoveries (if any) and production of natural resources from the Peak Gold JV Property and the Company's other properties;
- Operating costs and other expenses;
- Cash flow and anticipated liquidity;
- The Company's ability to fund its business with current cash reserves based on currently planned activities;
- Prospect development;
- Operating and legal risks;
- New governmental laws and regulations; and
- Pending and future litigation.

Although the Company believes the expectations reflected in such forward-looking statements are reasonable, such expectations may not occur. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from future results expressed or implied by the forward-looking statements. These factors include among others:

- Ability to raise capital to fund capital expenditures and repayment of indebtedness;
- Ability to retain or maintain capital contributions to, and our relative ownership interest in the Peak Gold JV;
- Ability to influence management of the Peak Gold JV;
- Potential delays or changes in plans with respect to exploration or development projects or capital expenditures;
- Operational constraints and delays;
- Risks associated with exploring in the mining industry;
- Timing and successful discovery of natural resources;
- Availability of capital and the ability to repay indebtedness when due;
- Declines and variations in the price of gold and associated minerals; as well as price volatility for natural resources;
- Availability of operating equipment;
- Operating hazards attendant to the mining industry;
- Weather;
- Ability to find and retain skilled personnel;
- Restrictions on mining activities;
- Legislation that may regulate mining activities;

- Impact of new and potential legislative and regulatory changes on mining operations and safety standards;
- Uncertainties of any estimates and projections relating to any future production, costs and expenses (including changes in the cost of fuel, power, materials, and supplies);
- Timely and full receipt of sale proceeds from the sale of any of our mined products (if any);
- Stock price and interest rate volatility;
- Federal and state regulatory developments and approvals;
- Availability and cost of material and equipment;
- Actions or inactions of third parties;
- Potential mechanical failure or under-performance of facilities and equipment;
- Environmental and regulatory, health and safety risks;
- Strength and financial resources of competitors;
- Worldwide economic conditions;
- Impact of pandemics, such as the worldwide COVID-19 outbreak, which could impact the Peak Gold JV's and the Company's exploration schedule and operating activities;
- Expanded rigorous monitoring and testing requirements;
- Ability to obtain insurance coverage on commercially reasonable terms;
- Competition generally and the increasing competitive nature of the mining industry;
- Risk related to title to properties; and
- Ability to consummate strategic transactions.

You should not unduly rely on these forward-looking statements in this report, as they speak only as of the date of this report. Except as required by law, the Company undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events. See the information under the heading "Risk Factors" in this Form 10-KT for some of the important factors that could affect the Company's financial performance or could cause actual results to differ materially from estimates contained in forward-looking statements.

PART I

Item 1. BUSINESS

Overview

Contango ORE, Inc., (“Contango” or the “Company”) was formed on September 1, 2010 as a Delaware corporation, engages in exploration for gold ore and associated minerals in Alaska. The Company conducts its operations through three primary means:

- 30.0% membership interest in Peak Gold, LLC (the “Peak Gold JV”), which leases approximately 675,000 acres from the Tetlin Tribal Council and holds approximately 13,000 additional acres of State of Alaska mining claims (such combined acreage, the “Peak Gold JV Property”) for exploration and development, including in connection with the Peak Gold JV’s plan to mine ore from the Main and North Manh Choh deposits within the Peak Gold JV Property (“Manh Choh” or the “Manh Choh Project”);
- its wholly-owned subsidiary, Contango Lucky Shot Alaska, LLC (“LSA”) (formerly Alaska Gold Torrent, LLC), an Alaska limited liability company, which leases the mineral rights to approximately 8,600 acres of State of Alaska and patented mining claims for exploration from Alaska Hard Rock, Inc., which includes three former producing gold mines located on patented claims in the Willow Mining District about 75 miles north of Anchorage, Alaska (“Lucky Shot”, “Lucky Shot Property”, or the “Lucky Shot Project”) (See Note 8 to our Consolidated Financial Statements - Acquisition of Lucky Shot Property); and
- its wholly-owned subsidiary, Contango Minerals Alaska, LLC (“Contango Minerals”), which separately owns the mineral rights to approximately 145,280 acres of State of Alaska mining claims for exploration, including (i) approximately 69,780 acres located immediately northwest of the Peak Gold JV Property (the “Eagle/Hona Property”), (ii) approximately 14,800 acres located northeast of the Peak Gold JV Property (the “Triple Z Property”), (iii) approximately 52,700 acres of new property in the Richardson district of Alaska (the “Shamrock Property”) and (iv) approximately 8,000 acres located to the north and east of the Lucky Shot Property (the “Willow Property” and, together with the Eagle/Hona Property, the Triple Z Property, and the Shamrock Property, collectively the “Minerals Property”). The Company relinquished approximately 69,000 acres located on the Eagle/Hona Property in November 2022. The Company retained essentially all of the acreage where drilling work was performed in 2019 and 2021, and used sampling data to determine which acreage should be released.

The Lucky Shot Property and the Minerals Property are collectively referred to in this Transition Report on Form 10-KT as the “Contango Properties”.

The Company’s Manh Choh Project has commenced ore mining and stockpiling at the Fort Knox facility. All other projects are in the exploration stage.

The Company has been involved, directly and through the Peak Gold JV, in exploration on the Manh Choh Project since 2010, which has resulted in identifying two mineral deposits (Main and North Manh Choh) and several other gold, silver, and copper prospects. The other 70.0% membership interest in the Peak Gold JV is owned by KG Mining (Alaska), Inc. (“KG Mining”), an indirect wholly-owned subsidiary of Kinross Gold Corporation (“Kinross”). Kinross is a large gold producer with a diverse global portfolio and extensive operating experience in Alaska. The Peak Gold JV plans to mine ore from the Main and North Manh Choh deposits and then process the ore at the existing Fort Knox mining and milling complex located approximately 240 miles (400 km) away. Ore from the mine is to be trucked to Fort Knox for processing on public roadways in state-of-the-art trucks carrying legal loads. The use of the Fort Knox facilities is expected to accelerate the development of the Peak Gold JV Property and result in reduced upfront capital development costs, smaller environmental footprint, a shorter permitting and development timeline and less overall execution risk for the Peak Gold JV to advance the Main and North Manh Choh deposits to production. The Peak Gold JV has entered into an Ore Haul Agreement with Black Gold Transport, located in North Pole, Alaska to transport the run-of-mine ore from the Manh Choh Project to the Fort Knox facilities. Peak Gold JV has also entered into a contract with Kiewit Mining Group to provide contract mining and site preparation work at the Manh Choh Project. The Peak Gold JV will be charged a toll for using the Fort Knox facilities pursuant to a toll milling agreement by and between the Peak Gold JV and Fairbanks Gold Mining, Inc., which was entered into and became effective on April 14, 2023.

Kinross released a combined feasibility study for the Fort Knox mill and the Peak Gold JV in July 2022. Also, in July 2022, Kinross announced that its board of directors (the “Kinross Board”) made a decision to proceed with development of the Manh Choh Project. Effective December 31, 2022, CORE Alaska, LLC, a wholly-owned subsidiary of the Company (“CORE

Alaska"), KG Mining, and the Peak Gold JV executed the First Amendment to the Amended and Restated Limited Liability Company Agreement of the Peak Gold JV (as amended, the "A&R JV LLCA"). The First Amendment to the A&R JV LLCA provides that, beginning in 2023, the Company may fund its quarterly scheduled cash calls on a monthly basis. The Peak Gold JV management committee (the "JV Management Committee") has approved a budget for 2023, with cash calls totaling approximately $165.1 million, which was subsequently amended to $157.3 million of which the Company's share is approximately $47.2 million. As of December 31, 2023, the Company has funded $47.2 million of the 2023 budget. On May 15, 2023, the Peak Gold JV received approval of its Waste Management Plan, Plan of Operations, and Reclamation and Closure Plan from the State of Alaska Departments of Environmental Conservation and Natural Resources. Construction is essentially complete, on budget and on schedule for production in the second half of 2024. Mining activities are well underway including the commencement of ore mining and stockpiling. Transportation of ore to Fort Knox, where it will be processed, has commenced and will gradually increase throughout the first half of the year. Modifications to the Fort Knox mill continue to progress on schedule and on budget. Construction of the conveyors and associated buildings are planned for the first quarter along with interior piping and mechanical installations. The commissioning and operational readiness team is in place and preparing for pre-commissioning activities following the mechanical completion of each area. Kinross, on behalf of the Peak Gold JV, is also continuing its comprehensive community programs and prioritizing local economic benefits as it develops the project. All permitting activities are completed with all major permits received from both Federal and State permitting agencies. The Peak Gold JV believes that production is expected to commence at Manh Choh in the second half of 2024, with a mine plan that consists of two small, open pits that will be mined concurrently over 4.5 years.

At the Lucky Shot Property, in August 2023, the Company began executing a program to complete surface drilling on the Coleman segment of the Lucky Shot vein. The program was shut down in September 2023 due to challenging weather conditions.

On the Shamrock Property, the Company conducted soil and surface rock chip sampling during 2021. Follow up trenching and detailed geologic mapping is planned for the summer of 2024. At the Eagle/Hona Property, the Company carried out a detailed reconnaissance of the northern and eastern portions of the large claim block that had not previously been detail sampled. Due to the steep topography, a helicopter was used to execute the program safely. Follow up geologic mapping and sampling is planned for the summer of 2024.

Recent Developments and Other Information

During the period ended December 31, 2023, the Company moved its head office from 3700 Buffalo Speedway, Suite 925, Houston, Texas 77098 to 516 2nd Avenue, Suite 401, Fairbanks, Alaska 99701.

During the period ended December 31, 2023, the Company obtained office space in Vancouver, Canada and created a Canadian subsidiary, Contango Mining Canada, Inc. ("Contango Canada").

Change in Fiscal Year

On November 14 2023, the Company's board of directors approved a change in the Company's fiscal year end from June 30 to December 31, effective as of December 31, 2023. This decision was made to better align the Company's reporting period with the Peak Gold JV and its peer companies. As a result, this report on Form 10-K is a transition report and includes financial information for the transition period from July 1, 2023, through December 31, 2023. In this Transition Report on Form 10-K ("Transition Report"), we include financial results for the six months ended December 31, 2023, which are audited, compared to the financial results for the six months ended December 31, 2022, which are unaudited. See Item 8, Note 1 to our Consolidated Financial Statements for further information.

Manh Choh Ore Haul Proceedings

The Company is a 30% owner of the Peak Gold JV, which operates the Manh Choh mine near Tok, Alaska. Ore from the mine is to be trucked to the Fort Knox mill for processing on public roadways in state-of-the-art trucks carrying legal loads. Certain owners of vacation homes along the ore haul route and others claiming potential impact have organized a group to oppose the ore haul plan and disrupt the project. These efforts have included administrative appeals of certain state mine permits unrelated to ore haul. To date, those appeals have been unsuccessful. On October 20, 2023, the Committee for Safe Communities, an Alaskan non-profit corporation inclusive of this same group of objectors and formed for the purpose of opposing the project, filed suit in the Superior Court in Fairbanks, Alaska against the State of Alaska Department of Transportation and Public Facilities ("DOT"). The Complaint seeks injunctive relief against the DOT with respect to its oversight of Peak Gold's ore haul plan. The Complaint alleges that the DOT has approved a haul route and trucking plan that violates DOT regulations, DOT's actions have created an unreasonable risk to public safety constituting an attractive public nuisance, and DOT has aided and abetted the offense of negligent driving. On November 2, 2023, the plaintiff filed a motion for a preliminary injunction against the DOT and is seeking expedited consideration of its motion. If granted, the motion could impact Peak Gold's ore haul plans. On November 9, 2023, the Court denied the plaintiff's motion for expedited consideration. On November 15, 2023, the Court granted Peak Gold, LLC's motion to intervene. The plaintiff's motion for a preliminary injunction is fully briefed and awaiting decision by the Court. On December 15, 2023, the plaintiff filed a motion for a hearing on its motion for preliminary injunction, which has been fully briefed, and is awaiting decision by the Court. On January 15, 2024, Peak Gold and DOT jointly moved for judgment on the pleadings and to stay all discovery, which motions remain pending.

Underwriting Agreement

On July 24, 2023, the Company entered into an underwriting agreement (the "Underwriting Agreement") with Maxim Group LLC and Freedom Capital Markets (collectively, the "Underwriters"), relating to an underwritten public offering (the "Underwritten Offering") of 1,600,000 shares (the "Underwritten Shares") of the Company's common stock. All of the Underwritten Shares are being sold by the Company. The offering price of the Underwritten Shares was $19.00 per share, and the Underwriters agreed to purchase the Underwritten Shares from the Company pursuant to the Underwriting Agreement at a price of $17.77 per share (the "Purchase Price"), which includes a 6.5% Underwriters discount. The net proceeds from the Underwritten Offering were $28.2 million after deducting underwriting discounts and commissions and offering expenses.

Credit Facility

On May 17, 2023, the Company entered into a credit and guarantee agreement (the "Credit Agreement"), by and among CORE Alaska as the borrower, each of the Company, LSA, and Contango Minerals, as guarantors, each of the lenders party thereto from time to time, ING Capital LLC as administrative agent for the lenders, and Macquarie Bank Limited, as collateral agent for the secured parties. The Credit Agreement provides for a senior secured loan facility (the "Facility") of up to US$70 million, of which $65 million is committed in the form of a term loan facility and $5 million is uncommitted in the form of a liquidity facility. As of December 31, 2023, the Company has drawn $30 million on the term loan facility.

Outstanding amounts under the Facility will bear interest based on the three-month adjusted term Secured Overnight Financing Rate ("SOFR") plus (i) 6.00% per annum prior to the completion date for the Manh Choh Project and (ii) 5.00% per annum thereafter, which will be payable quarterly. The completion date is expected to occur after the first batch of Manh Choh ore is processed at the Fort Knox mill. The Facility will mature on December 31, 2026 and will be repaid via quarterly repayments over the life of the loan. The Credit Agreement contains representations and warranties and affirmative and negative covenants customary for credit facilities of this type, including customary events of default. The Company entered into amendments to the Credit Agreement extending the time for the Company to satisfy the remaining conditions to a second borrowing on the term loan facility, and satisfied such conditions as of the date of this filing.

On August 2, 2023, CORE Alaska, pursuant to an ISDA Master Agreement entered into with ING Capital Markets LLC (the "ING ISDA Master Agreement") and an ISDA Master Agreement entered into with Macquarie Bank Limited (the "Macquarie ISDA Master Agreement"), in accordance with its obligations under that certain Credit and Guarantee Agreement, by and among the Company, its subsidiaries, ING Capital LLC ("ING") and Macquarie Bank Limited ("Macquarie"), entered into a series of hedging agreements with ING and Macquarie for the sale of an aggregate of 124,600 ounces of gold at a weighted average price of $2,025 per ounce. The hedge agreements have delivery obligations beginning in July 2024 and ending in December 2026, and represent approximately 45% of the Company's interest in the projected production from the Manh Choh mine over the current anticipated life of the mine.

S-K 1300 Reports

On May 26, 2023, the Company completed a Technical Report Summary ("TRS"), prepared in accordance with subpart 1300 of Regulation S-K ("S-K 1300"), on the Manh Choh Project. The Manh Choh TRS summarizes the results of a preliminary economic assessment of the Peak Gold JV Property (a "Feasibility Study") and subsequent Feasibility Study economic update prepared by KG Mining. The mineral resource estimate set forth in the TRS represents an update as of December 31, 2022 to the April 2021 Manh Choh TRS.

On June 12, 2023, the Company completed a TRS, prepared in accordance with S-K 1300, on the Lucky Shot Project. The Lucky Shot TRS summarizes mineral resource estimates held by Contango at the Lucky Shot Project as of May 26, 2023.

Strategy

Partnering with strategic industry participants to expand future exploration work and mining operations. As of October 1, 2020, in conjunction with the transactions that established the current ownership interests in the Peak Gold JV (the "Kinross Transactions") and the signing of the A&R JV LLCA, KG Mining became the manager of the Peak Gold JV (the "Manager"). KG Mining may resign as Manager and can be removed as Manager for a material breach of the A&R JV LLCA, a material failure to perform its obligations as the Manager, a failure to conduct the Peak Gold JV operations in accordance with industry standards and applicable laws, and other limited circumstances. Except as expressly delegated to the Manager, the A&R JV LLCA provides that the JV Management Committee has exclusive authority to determine all management matters related to the Company. The JV Management Committee currently consists of one appointee designated by the Company and two appointees designated by KG Mining. The representatives designated by each member of the Peak Gold JV vote as a group, and in accordance with their respective membership interests in the Peak Gold JV. Except in the case of certain actions that require approval by unanimous vote of the representatives, the affirmative vote of a majority of the membership interests in the Peak Gold JV constitutes the action of the JV Management Committee.

Structuring incentives to drive behavior. The Company believes that equity ownership aligns the interests of the Company's executives and directors with those of its stockholders. As of December 31, 2023, the Company's directors and executives beneficially own approximately 16.8% of the Company's common stock.

Acquiring exploration properties. The Company anticipates from time to time acquiring additional properties in Alaska for exploration, subject to the availability of funds. The acquisitions may include leases or similar rights from Alaska Native corporations or may include filing Federal or State of Alaska mining claims by staking claims for exploration. Acquiring additional properties will likely result in additional expense to the Company for minimum royalties, minimum rents and annual exploratory work requirements. The Company is open to strategic partnerships or alliances with other companies as a means to enhance its ability to fund new and existing exploration and development opportunities.

Adverse Climate Conditions

Weather conditions affect the Company's and the Peak Gold JV's ability to conduct exploration activities and mine any ore from their respective properties. While the Company believes exploration, development work and any subsequent mining may be conducted year-round, the arctic climate limits many exploration and mining activities during certain seasons.

Competition

The Company currently faces strong competition for the acquisition of any new exploration-stage properties as well as extraction of any minerals in Alaska. Numerous larger mining companies actively seek out and bid for mining prospects as well as for the services of third-party providers and supplies, such as mining equipment and transportation equipment. The Company's competitors in the exploration, development, acquisition and mining business will include major integrated mining companies as well as numerous smaller mining and/or mineral exploration companies, many of which have significantly greater financial resources and in-house technical expertise. In addition, the Company will compete with others in efforts to obtain financing to explore our mineral properties.

Government Regulation

The Company and the Peak Gold JV's mineral exploration activities are generally affected by various laws and regulations, including environmental, conservation, tax and other laws and regulations relating to the exploration of minerals. Various federal and Alaskan laws and regulations often require permits for exploration activities and also cover extraction of minerals. In addition, the Tetlin Lease is located on land leased from the Tetlin Tribal Council. Federally recognized Native American tribes are independent governments, with sovereign powers, except to the extent those powers may have been limited by treaty or by the United States Congress. Such tribes maintain their own governmental systems and often their own judicial systems and have the right to tax, and to require licenses and to impose other forms of regulation and regulatory fees, on persons and businesses operating on their lands. As sovereign nations, federally recognized Native American tribes are generally subject only to federal regulation. States do not have the authority to regulate them, unless such authority has been specifically granted by Congress, and state laws generally do not directly apply to them and to activities taking place on their lands, unless they have a specific agreement or compact with the state or federal government allowing for the application of state law. The Company believes that the Peak Gold JV will continue to use its best efforts to ensure that it is in compliance with all applicable laws and regulations, but the denial of permits required to explore for or mine ore may prevent it from realizing any revenues arising from the presence of minerals on its properties.

Employees

As of the date of this report, the Company has six full-time employees. Rick Van Nieuwenhuyse, its President and Chief Executive Officer is responsible for the management of the Company. Brad Juneau serves as the Company's Chairman. Mike Clark is the Chief Financial Officer and Secretary of the Company and is responsible for the financial and accounting affairs of the Company. The Company also uses the services of independent consultants and contractors to perform various professional services, including land acquisition, legal, environmental and tax services. The Peak Gold JV is managed by Kinross and all permanent positions are filled with Kinross employees seconded over to the Peak Gold JV. In addition, the

Peak Gold JV utilizes the services of consultants and independent contractors to perform geological, exploration and drilling operation services and independent third-party engineering firms to evaluate any mineral resources identified.

Directors and Executive Officers

The following table sets forth the names, ages and positions of the Company's directors and executive officers as of the date of this report:

Name	Age	Position
Brad Juneau	64	Chairman
Rick Van Nieuwenhuyse	68	President, Chief Executive Officer, and Director
Mike Clark	42	Chief Financial Officer and Secretary
Joseph Compofelice	74	Director
Curtis Freeman	67	Director
Richard Shortz	79	Director

Brad Juneau. Mr. Juneau, the Company's co-founder, currently serves as the Company's Chairman and served as President and Chief Executive Officer of the Company from December 2012 to January 6, 2020. Mr. Juneau was first appointed President, Acting Chief Executive Officer and director in August 2012 when the Company's co-founder, Mr. Kenneth R. Peak received a medical leave of absence. Mr. Juneau was appointed Chairman of the Board in April 2013. Mr. Juneau is the sole manager of the general partner of Juneau Exploration L.P. ("JEX"), an oil and gas exploration and production company. Prior to forming JEX in 1998, Mr. Juneau served as Senior Vice President of Exploration for Zilkha Energy Company from 1987 to 1998. Prior to joining Zilkha Energy Company, Mr. Juneau served as Staff Petroleum Engineer with Texas International Company for three years, where his principal responsibilities included reservoir engineering, as well as acquisitions and evaluations. Prior to that, he was a production engineer with Enserch Corporation in Oklahoma City. Mr. Juneau holds a Bachelor of Science degree in Petroleum Engineering from Louisiana State University. Mr. Juneau previously served as a Director of Contango Oil & Gas from April 2012 to March 2014, and is currently a director of Talos Energy.

Rick Van Nieuwenhuyse. Mr. Van Nieuwenhuyse was appointed to serve as President and Chief Executive Officer of the Company effective January 6, 2020. He previously served as President and Chief Executive Officer of Trilogy Metals Inc. from January 2012. Between May 1999 and January of 2012, he served as the President and Chief Executive Officer of NOVAGOLD Resources, Inc. He served as the Vice President of Exploration for Placer Dome from 1990 to 1997. Mr. Van Nieuwenhuyse holds a Candidature degree in Science from Université de Louvain, Belgium and a Masters of Science degree in Geology from the University of Arizona.

Mike Clark. Mr. Clark was appointed to serve as Chief Financial Officer and Secretary on January 1, 2024. Previously Mr. Clark served as Executive Vice President - Finance of the Company from July 11, 2023 to December 31, 2023. Prior to working with Contango, Mr. Clark served as Chief Financial Officer of Alexco Resource Corp., from December 2014 until its acquisition by Hecla Mining Company in September 2022. Mr. Clark has spent over 18 years in the mining sector, all of it in executive management roles. Mr. Clark is a Chartered Professional Accountant and holds a Bachelor of Technology in Accounting degree from the British Columbia Institute of Technology.

Joseph Compofelice. Mr. Compofelice has been a director of the Company since its inception. From January 1, 2014 to December 31, 2023, Mr. Compofelice had been an Operating Partner at White Deer Energy, a private equity firm that targets investments in the energy business. Mr. Compofelice served as Chairman and CEO of Axios Industrial Services, LLC a portfolio company of White Deer from 2019 until 2023. Mr. Compofelice served as Managing Director of Houston Capital Advisors, a boutique financial advisory, mergers and acquisitions investment service from January 2004 to December 2013. Mr. Compofelice served as Chairman of the Board of Directors of Trico Marine Service, a provider of marine support vessels serving the international natural gas and oil industry, from 2004 to 2010 and as its Chief Executive Officer from 2007 to 2010. Mr. Compofelice was President and Chief Executive Officer of Aquilex Services Corp., a service and equipment provider to the power generation industry, from October 2001 to October 2003. From February 1998 to October 2000, he was Chairman and Chief Executive Officer of CompX International Inc., a provider of components to the office furniture, computer and transportation industries. From March 1994 to May 1998 he was Chief Financial Officer of NL Industries, a chemical producer, Titanium Metals Corporation, a metal producer and Tremont Corp. Mr. Compofelice received his Bachelor of Science from California State University at Los Angeles and his Masters of Business Administration from Pepperdine University.

Curtis Freeman. Mr. Freeman has been a director of the Company since 2022. Mr. Freeman is a U.S. Certified Professional Geologist and a licensed geologist in the State of Alaska as well as a member of several professional organizations. Since forming Avalon Development ("Avalon") in 1985, Mr. Freeman and his crews have conducted mineral exploration throughout Alaska as well as in the Yukon, the western United States, Central America, South America, New Zealand and

Africa. He has consulted for numerous major and junior mining companies and he and his team of professionals have been credited with a number of gold, copper, silver, nickel, platinum group, and rare metal discoveries in Alaska and other parts of the world. Mr. Freeman was Project Manager for the Manh Choh Project from its acquisition by the Company's predecessor in 2008 through 2019. Mr. Freeman and his team were responsible for the discovery of the Manh Choh Project deposits as well as identification of other known mineral prospects in the area. Mr. Freeman also is a Director of American Copper Development Corporation, a TSXV-listed company. Mr. Freeman also is a Founding Director and former President of Valhalla Metals Inc. and is President of Anglo Alaska Gold Corp., both private Alaska-domiciled companies involved in VMS and gold exploration, respectively. Mr. Freeman also serves on the Technical Advisory Boards of Canadian publicly-listed Metallic Minerals, Group Ten Metals and Granite Creek Copper. Mr. Freeman earned his Bachelor's degree in Geology in 1978 from the College of Wooster, Ohio and his Master's Degrees in Economic Geology in 1980 from University of Alaska – Fairbanks.

Richard Shortz. Mr. Shortz has been a director of the Company since 2016. Mr. Shortz is President and Chief Executive Officer of Pavia Capital, LLP, a family office investment company. Mr. Shortz served as a Partner of Morgan, Lewis & Bockius LLP, an international law firm ("Morgan Lewis") from 1995 through September 2016 and as a Partner with Jones Day Reavis & Pogue LLP, another international law firm, from 1983 through 1994. He previously was an executive of Tosco Corporation, an independent oil and gas company, from 1973 through 1983 where he became Senior Vice President, General Counsel and Secretary. Mr. Shortz has extensive experience in corporate finance, mergers and acquisitions and corporate governance, regularly advising both public and private energy companies. While a Partner at Morgan Lewis, Mr. Shortz served as Chairman of the firm's Energy Group and a member of its Board of Directors. Mr. Shortz received a Bachelor of Science degree in Accounting from Indiana University in 1967 and a Juris Doctor degree from Harvard Law School in 1970.

The Board is responsible for managing the Company, in accordance with the provisions of the Company's bylaws and certificate of incorporation and applicable law. The number of directors which constitutes the Board is established by the Board, subject to a minimum of three and a maximum of seven directors. Except as otherwise provided by the bylaws for filling vacancies on the Company's Board, the Company's directors are elected at the Company's annual meeting of stockholders and hold office until their respective successors are elected, or until their earlier resignation or removal. The Company's executive officers are elected annually by the Board and serve until their successors are duly elected and qualified or until their earlier resignation or removal. There are no family relationships between the Company's directors or executive officers.

On January 1, 2024, Leah Gaines stepped down from her position as Vice President, Chief Financial Officer, Chief Accounting Officer, Treasurer and Secretary of Contango.

Corporate Offices

The Company currently leases office space at 516 2nd Avenue, Suite 401, Fairbanks, Alaska 99701.

Code of Ethics

The Company has adopted a Code of Ethics for all of its employees. A copy of our Code of Ethics is filed as an Exhibit to this Form 10-KT and is also available on the Company's website at www.contangoore.com.

Available Information

You may read and copy all or any portion of this Transition Report on Form 10-KT, quarterly reports on Form 10-Q and current reports on Form 8-K, as well as any amendments and exhibits to those reports, without charge at the office of the SEC in Public Reference Room, 100 F Street NE, Washington, DC, 20549. Information regarding the operation of the public reference rooms may be obtained by calling the SEC at 1-800-SEC-0330. In addition, filings made with the SEC electronically are publicly available through the SEC's website at http://www.sec.gov, and at the Company's website at http://www.contangoore.com. This Transition Report on Form 10-KT, including all exhibits and amendments, has been filed electronically with the SEC.

Item 1A. RISK FACTORS

In addition to other information set forth elsewhere in this Form 10-KT, you should carefully consider the following factors when evaluating the Company. An investment in the Company is subject to risks inherent in the mining business as an exploration stage company. The value of an investment in the Company may decrease, resulting in a complete loss of your investment. The risk factors below are not all inclusive. Additional risks and uncertainties not currently known to us, or that we currently deem to be immaterial, may also impair or adversely affect our business, financial condition or results of operation.

Risks related to global economic instability, including global supply chain issues, inflation and fuel and energy costs may affect the Company's business.

Periods of global economic volatility create market uncertainty, which negatively affects the mining and minerals sectors in general. Many industries, including the mining industry, are impacted by these market conditions. Global financial conditions remain subject to sudden and rapid destabilizations in response to economic shocks. A slowdown in the financial markets or other economic conditions including but not limited to global supply chain issues, inflation, rising interest rates, fuel and energy costs, business conditions, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth. Future economic shocks may be precipitated by a number of causes, including a continued rise in the price of oil and other commodities, the volatility of metal prices, geopolitical instability (including events such as the war in Ukraine and Gaza), terrorism, pandemics, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. In such an event, the Company's operations and financial condition could be adversely impacted.

Prices and availability of commodities consumed or used in connection with exploration and development and mining, such as natural gas, diesel, oil and electricity, also fluctuate, and these fluctuations affect the costs of operations. These fluctuations can be unpredictable, can occur over short periods of time and may have a material adverse impact on the Company's operating costs or the timing and costs of various projects.

Kinross has management and operational control of the Manh Choh Project and the Peak Gold JV Property.

KG Mining is the Manager of the Peak Gold JV and has appointed two of the three designates to the JV Management Committee. The Company has appointed one designate to the JV Management Committee. KG Mining has a 70.0% membership interest in the Peak Gold JV, in accordance with the A&R JV LLCA, and, therefore, will continue to have the right to appoint two designates to the JV Management Committee with the Company appointing one designate. The affirmative vote of a majority of designates will determine most decisions of the JV Management Committee, including the approval of programs and budgets and the expenditure of the Peak Gold JV's investments, which will include the level of expenditures. As a result, Kinross, through KG Mining has discretion regarding the use and allocation of funds for further exploration of the Peak Gold JV Property. The Company has limited ability to influence the decision of KG Mining in its capacity as Manager, or as the party controlling the majority of the JV Management Committee.

Failure to proportionately fund the operations of the Peak Gold JV or to elect not to contribute to an approved program and budget or contributes less than our proportionate membership interest could reduce the Company's interest in the Peak Gold JV.

Pursuant to the terms of the A&R JV LLCA, the Company and KG Mining are required to jointly fund the operations of the Peak Gold JV in proportion to their respective membership interests in that company. If a member elects not to contribute to an approved program and budget or contributes less than its proportionate membership interest, its percentage membership interest will be reduced. The Company's ability to contribute funds sufficient to retain its membership interests in the Peak Gold JV may be limited. To date, neither the Company nor the Peak Gold JV has generated any revenue from mineral sales or operations. In the future, the Peak Gold JV may generate revenue from a combination of mineral sales and other payments resulting from any commercially recoverable minerals from the Manh Choh Project. The Peak Gold JV currently does not have any recurring source of revenue, and its only source of cash inflows is contributions received from KG Mining and the Company. The Company currently does not have any recurring source of revenue at this time. As a result, the Company's ability to contribute funds to the Peak Gold JV and retain its membership interest will depend on its ability to fund its proportionate share of costs from existing cash on hand, to draw down additional debt from its existing Facility or to raise capital or arrange additional financing. The ability of the Company to raise capital or arrange financing in the future will depend, in part, on the prevailing capital market conditions and the mining results achieved at the Manh Choh Project, as well as the market price of metals. The Company cannot be certain that capital or financing will be available to the Company on acceptable terms, if at all. If the Company were unable to fund its contributions to the approved programs and budgets for the Peak Gold JV, its membership interest in the Peak Gold JV would be diluted.

Further capital raising and financing by the Company may include issuances of equity, instruments convertible into equity (such as warrants) or various forms of debt. The Company has issued common stock and other instruments convertible into equity in the past and cannot predict the size or price of any future issuances of common stock or other instruments convertible into equity, and the effect, if any, that such future issuances and sales will have on the market price of the Company's securities. Any additional issuances of common stock or securities convertible into, or exercisable or exchangeable for, common stock may ultimately result in dilution to the holders of common stock, dilution in any future earnings per share of the Company and may have a material adverse effect upon the market price of the common stock of the Company.

The JV Management Committee has approved a budget for 2023, with cash calls totaling approximately $165.1 million, which was subsequently amended to $157.3 million, of which the Company's share is approximately $47.2 million. As of December 31, 2023, the Company has funded $47.2 million of the 2023 budget. If the Company elects not to, or is unable to contribute its proportionate share of the remaining budget, its interest in the Peak Gold JV will be reduced.

There can be no assurance that Kinross will continue to fund the Peak Gold JV to continue exploration work.

Pursuant to the A&R JV LLCA, there is no requirement that Kinross contribute any future amounts to the Peak Gold JV to continue exploration work, and the Company will have limited funds to continue exploration of the Peak Gold JV Property, if Kinross, through KG Mining, fails to contribute additional amounts to the Peak Gold JV.

Kinross has far greater technical and financial resources than the Company.

Kinross is a large gold producer with a diverse global portfolio and extensive operating experience in Alaska. As of December 31, 2023, Kinross had a market capitalization of approximately $7.4 billion. Because of its vastly superior technical and financial resources, Kinross may adopt budgets and work programs for the Peak Gold JV that the Company will be unable to fund in the time frame required, and its interest in the Peak Gold JV may be substantially diluted.

The A&R JV LLCA restricts the Company's right to transfer or encumber its interests in the Peak Gold JV.

The A&R JV LLCA contains certain limitations on transferring or encumbering interests in the Peak Gold JV including any transfer that would cause termination of the Peak Gold JV as a partnership for Federal income tax purposes except none of the restrictions limit the transfer of any capital stock of the Company.

The price of gold is volatile and market fluctuations in the prices of minerals could adversely affect the Company's and Peak Gold JV's business.

Gold prices are affected by many factors beyond the Company's control, including:

- U.S. dollar strength or weakness, speculation and global currency values;
- interest rates;
- inflation or deflation;
- speculation;
- the price of products that incorporate gold;
- global and regional supply and demand and;
- exploration, production, and processing costs;
- available transportation capacity;
- U.S. and global political and economic conditions;
- domestic and foreign tax policy; and
- other factors.

A significant decline in the price of gold may result in the Company having to reassess the feasibility of its projects and could negatively affect the value of the Manh Choh Project and the Company's securities.

Additionally, increases in metal prices tend to encourage an increase in additional expenditures related to mining exploration, development, and construction. During past expansions, demand for and the cost of contract exploration, development and construction services and equipment have increased as well. Increased demand for and cost of services and equipment could cause project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increased potential for scheduling difficulties and cost increases due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development, or construction costs, result in project delays, or both. There can be no assurance that increased costs may not adversely affect our development of our properties in the future.

The Company's ability to successfully execute its business plan is dependent on its ability to obtain adequate financing.

The Company's business plan, which includes drilling and developing the Peak Gold JV's exploration prospects, requires substantial capital expenditures. The Company's ability to raise capital is dependent on many factors, including the status of various capital and industry markets at the time it seeks such capital. Accordingly, the Company cannot be certain that future financing will be available to us on acceptable terms, if at all. In the event additional capital resources are unavailable, the Company may be unable to fund expenditures by the Peak Gold JV for exploration and development activities or be forced to sell all or some portion of its interest in the Peak Gold JV in an untimely fashion or on less than favorable terms.

The Company's continued viability depends on commercial production of the Peak Gold JV Property and the exploration, permitting, development and commercial production of the Company's other properties.

Until recently, the Company and the Peak Gold JV have conducted only exploration activities. Although the Peak Gold JV recently commenced mining operations at the Manh Choh Project, commercial production is not expected to begin until the second half of 2024. The Company's ability to become profitable will be dependent on the receipt of revenues from the extraction of minerals greater than operational expenses. The Company and the Peak Gold JV have conducted exploration and development of the Peak Gold JV Property and the Company's other properties at a loss since inception, and they will continue to incur losses unless and until such time as one of the properties enters into commercial production and generates sufficient revenues to fund its continuing operations. The amounts and timing of expenditures will depend on the progress of ongoing exploration, the results of consultants' analysis and recommendations, the rate at which operating losses are incurred, and other factors, many of which are beyond the Company's control. Whether any mineral deposits discovered would be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, market prices for the minerals, and governmental regulations. If the Company or the Peak Gold JV cannot commercially produce ore, the Company and the Peak Gold JV may never become profitable.

The Company and the Peak Gold JV may never recover minerals in commercial quantities.

Although the Manh Choh Project contains indicated and inferred resources, as well as probable reserves, and the Lucky Shot Project contains indicated and inferred resources, none of the Company's properties have any "proven" reserves, as defined by S-K 1300. Notwithstanding any estimates, evaluations or measurements contained in the Manh Choh TRS or the Lucky Shot TRS, there can be no assurance that commercially feasible quantities of minerals can be recovered from the Manh Choh Project or Lucky Shot Project. Mineral exploration is highly speculative in nature, involves many risks and is frequently non-productive. Unusual or unexpected geologic formations and the inability to obtain suitable or adequate machinery, equipment or labor are risks involved in the conduct of exploration programs. If the Company does not establish proven reserves, or if the Peak Gold JV is unable to recover minerals in commercial quantities, they might be required to curtail or suspend operations, in which case the market value of the Company's common stock will decline, and you might lose all of your investment.

The Peak Gold JV Property is located in the remote regions of Alaska and exploration activities may be limited by weather and limited access and existing infrastructure.

The Peak Gold JV is focused on the exploration of its properties in the State of Alaska. The arctic climate limits many exploration and mining activities during certain seasons. In addition, the remote location of the properties may limit access and increase exploration expense. Higher costs associated with exploration activities and limitation on the annual periods in which the Peak Gold JV can carry on exploration activities might increase the costs and time associated with our planned exploration activities and could negatively affect the value of the Peak Gold JV Property and the Company's securities.

Concentrating capital investment in the Peak Gold JV Property in the State of Alaska increases exposure to risk.

The Company and the Peak Gold JV have focused their capital investments in exploring for gold and associated mineral prospects on the Peak Gold JV Property in the State of Alaska. Because of this concentration in a limited geographic area, the success and profitability of our operations may be disproportionately exposed to regional factors relative to competitors that have more geographically dispersed operations.

The Company will rely on the accuracy of the estimates in reports provided to the Company by the Peak Gold JV's Manager and outside consultants and engineers.

The Company has no in-house mineral engineering capability, and therefore will rely on the accuracy of reports provided to it by the Peak Gold JV's Manager and independent third-party consultants. If those reports prove to be inaccurate, the Company's financial reports could have material misstatements. Further, the Company will use the reports of such independent consultants in its financial planning. If the reports prove to be inaccurate, we may also make misjudgments in its financial planning.

Exploration activities involve a high degree of risk, and exploratory drilling activities may not be successful.

The Company's future success will largely depend on the success of exploration drilling programs. Exploration drilling activities involves numerous risks, including the significant risk that no commercially marketable minerals will be discovered. The mining of minerals and the manufacture of mineral products involves numerous hazards, including:

- Ground or slope failures;
- Pressure or irregularities in formations affecting ore or wall rock characteristics;
- Equipment failures or accidents;
- Adverse weather conditions;
- Compliance with governmental requirements and laws, present and future;
- Shortages or delays in the availability and delivery of equipment; and
- Lack of adequate infrastructure, including access to roads, electricity and available housing.

Poor results from drilling activities could materially and adversely affect the Company's future cash flows and results of operations.

Underground exploration and mining operations are subject to unique risks.

We are currently conducting exploratory work, and expect to undertake future mining operations, at the Lucky Shot Property. Such operations involve underground activities. The exploration for minerals, mine construction and mining operations in an underground mine involve a high level of risk and are often affected by hazards outside of our control. Some of these risks include, but are not limited to, underground fires or floods, fall-of-ground accidents, seismic activity and unexpected geological formations or conditions including noxious fumes or gases, and because of the location, avalanches. The occurrence of one or more of these events in connection with our exploration, mine construction, or production activities may result in the death of, or personal injury to, our employees, other personnel or third parties, the loss of mining equipment, damage to or destruction of mineral properties or production facilities, monetary losses, deferral or unanticipated fluctuations in production, environmental damage and potential legal liabilities, all of which may adversely affect our reputation, business, prospects, results of operations and financial condition.

The Company and the Peak Gold JV cannot provide assurance that the title to their properties will not be challenged.

The Company, through its wholly-owned subsidiaries, Contango Minerals and LSA, owns the mineral rights to approximately 153,180 acres of State of Alaska unpatented mining claims for gold ore exploration, and the Peak Gold JV holds approximately 13,000 acres of State of Alaska unpatented mining claims in addition to the Tetlin Lease (described below). Unpatented mining claims are unique property interests in that they are subject to the paramount title of the State of Alaska and the rights of third parties to the use of the surface within their boundaries, and are generally considered to be subject to greater title risk than other real property interests. The rights to deposits of minerals lying within the boundaries of the unpatented state claims are subject to Alaska Statues 38.05.185 - 38.05.280, and are governed by Alaska Administrative Code 11 AAC 86.100 - 86.600. The validity of all State of Alaska unpatented mining claims is dependent upon inherent uncertainties and conditions.

The Peak Gold JV leases approximately 675,000 acres for exploration and development pursuant to the Tetlin Lease with the Tetlin Tribal Council. The Company retained title lawyers to conduct a preliminary examination of title to the mineral interest prior to executing the Tetlin Lease. The Peak Gold JV conducted a title examination prior to the assignment of the Tetlin Lease to the Peak Gold JV and performed certain curative title work. In addition, in connection with the assignment of the Tetlin Lease from the Company to the Peak Gold JV, the Company and the Native Village of Tetlin entered into an Estoppel and Agreement and a Stability Agreement, which were approved by the Tetlin Tribal Council and the Native Village of Tetlin members and renewed on September 29, 2020 in connection with the Contango Transactions described in "Item 2 Property Summary" (the "Tetlin Agreements"). The Tetlin Agreements approved the assignment of the Tetlin Lease to the Peak Gold JV and, among other things, confirmed the validity and effectiveness of the Tetlin Lease.

We cannot provide assurance that title to our properties will not be challenged. We or the Peak Gold JV, as applicable, may not have, or may not be able to obtain, all necessary surface rights to develop a property. Title insurance is generally not available for mineral properties and our and the Peak Gold JV's ability to ensure that we or the Peak Gold JV, as applicable, have obtained a secure claim to individual mining properties may be severely constrained. Our and the Peak Gold JV's mineral properties may be subject to prior unregistered agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, our ability to continue to explore and develop the property may be subject to agreements with other third parties including agreements with native corporations and first nations groups.

A deficiency in title or claims by a third party may not be curable. It does happen, from time to time, that the title to a property is defective, having been obtained in error from a person who is not the rightful owner of the mineral interest desired. In these circumstances, the Company or the Peak Gold JV, as applicable, might not be able to proceed with exploration of its properties or might incur costs to remedy a defect. This could result in our not being compensated for our prior expenditures relating to the property. It might also happen, from time to time, that the Company or the Peak Gold JV might elect to proceed with mining work despite any such deficiency or claim.

The Tetlin Lease was executed with a Native American tribe for the exploration of gold ore and associated minerals. The enforcement of contractual rights against Native American tribes with sovereign powers may be difficult.

Federally recognized Native American tribes are independent governments with sovereign powers, except as those powers may have been limited by treaty or the United States Congress. Such tribes maintain their own governmental systems and often their own judicial systems and have the right to tax, and to require licenses and to impose other forms of regulation and regulatory fees, on persons and businesses operating on their lands. As sovereign nations, federally recognized Native American tribes are generally subject only to federal regulation. States do not have the authority to regulate them, unless such authority has been specifically granted by Congress, and state laws generally do not directly apply to them and to activities taking place on their lands, unless they have a specific agreement or compact with the state or Federal government allowing for the application of state law. The Tetlin Lease provides that it will be governed by applicable federal law and the law of the State of Alaska. The Company and the Tetlin Tribal Council entered into a Stability Agreement, dated October 2, 2014, that was assigned by the Company to the Peak Gold JV. However, no assurance may be given that the choice of law clause in the Tetlin Lease or the agreements with the Tetlin Tribal Council in the Stability Agreement will be enforceable.

Federally recognized Native American tribes also generally enjoy sovereign immunity from lawsuit similar to that of the states and the United States federal government. In order to sue a Native American tribe (or an agency or instrumentality of a Native American tribe), the Native American tribe must have effectively waived its sovereign immunity with respect to the matter in dispute. Moreover, even if a Native American tribe effectively waives its sovereign immunity, there exists an issue as to the forum in which a lawsuit can be brought against the tribe. Federal courts are courts of limited jurisdiction and generally do not have jurisdiction to hear civil cases relating to matters concerning Native American lands or the internal affairs of Native American governments. Federal courts may have jurisdiction if a federal question is raised by the lawsuit, which is unlikely in a typical contract dispute. Diversity of citizenship, another common basis for federal court jurisdiction, is not generally present in a suit against a tribe because a Native American tribe is not considered a citizen of any state. Accordingly, in most commercial disputes with tribes, the jurisdiction of the federal courts, may be difficult or impossible to obtain. The Tetlin Lease contains a provision in which the Tetlin Tribal Council expressly waives its sovereign immunity to the limited extent necessary to permit judicial review in the courts in Alaska of certain issues affecting the Tetlin Lease and the Stability Agreement contains, among other things, agreement that any disputes under the Tetlin Lease will be submitted to the jurisdiction of the federal and state courts.

We may not be able to grow successfully through future acquisitions or successfully manage future growth.

We may actively pursue the acquisition of exploration, development and production assets consistent with our growth strategy. From time to time, we may also acquire securities of or other interests in companies with respect to which we may enter into acquisitions or other transactions. Acquisition transactions involve inherent risks, including but not limited to:

- Accurately assessing the value, strengths, weaknesses, contingent and other liabilities, and potential profitability of acquisition;
- Unanticipated costs;
- Diversion of management's attention from existing business;
- Integrating the acquired business or property;
- Decline in the value of acquired properties or companies; and
- Unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the acquisition.

We may not be able to identify attractive acquisition opportunities or successfully acquire identified targets or successfully integrate assets or companies we acquire. Furthermore, competition for acquisition opportunities may escalate, increasing our cost of making acquisitions or causing us to refrain from making acquisitions. We may also be limited in our ability to generate capital or incur indebtedness in connection with or to fund future acquisitions.

Our inability to make acquisitions of properties or companies or to realize the anticipated benefits of any acquisition of properties or companies could have a material adverse effect on our financial condition.

Competition in the mineral exploration industry is intense, and the Company is smaller and has a much more limited operating history than most of its competitors.

The Company will compete with a broad range of mining companies with far greater resources in their exploration activities. Several mining companies concentrate drilling efforts on one type of mineral and thus may enjoy economies of scale and other efficiencies. However, the Company's drilling strategies currently include exploring for gold ore and associated minerals. As a result, the Company may not be able to compete effectively with such companies. Most competitors have substantially greater financial resources and in-house technical expertise than the Company. These competitors may be able to evaluate, bid for and purchase a greater number of properties and prospects than the Company can. In addition, most competitors have been operating for a much longer time than the Company has and have substantially larger staffs. Processing of gold and associated minerals requires complex and sophisticated processing technologies. The Company has no experience in the minerals processing industry. Because of the Company's limited operating history, the Company has limited insight into trends that may emerge and affect its business. The Company may make errors in predicting and reacting to relevant business trends and will be subject to the risks, uncertainties and difficulties frequently encountered by early-stage companies.

Our business depends on the continued contributions made by Rick Van Nieuwenhuyse, as our key executive officer, whose loss could have a material adverse effect on our business.

Our success is dependent upon the continued contributions made by our President and Chief Executive Officer, Rick Van Nieuwenhuyse. We rely on his extensive experience in the mining industry when we are developing new products and services. The Company has no "Key Man" insurance to cover the resulting losses in the event that any of our officers or directors should die or resign.

If Mr. Nieuwenhuyse cannot serve the Company or is no longer willing to do so, the Company may not be able to find alternatives in a timely manner or at all. This would likely result in a severe damage to our business operations and would have an adverse material impact on our financial position and operational results. To continue as a viable operation, in such a situation, the Company might have to recruit and train replacement personnel at a higher cost. Additionally, if Mr. Nieuwenhuyse joins our competitors or develops similar businesses that are in competition with the Company or the Peak Gold JV, our business may also be negatively impacted.

Our future success depends on our ability to attract and retain qualified long-term management, administrative, geology, and database management personnel. We have a great need for qualified talent, but we may not be successful in attracting, hiring, developing, and retaining the talent required for our success.

The Peak Gold JV is subject to complex laws and regulations, including environmental regulations that can adversely affect the cost, manner or feasibility of doing business.

The Peak Gold JV's exploratory mining operations are subject to numerous laws and regulations governing its operations and the discharge of materials into the environment, including the Federal Mine Safety and Health Act of 1977, Federal Clean Water Act, Clean Air Act, Endangered Species Act, and CERCLA. Federal initiatives are often also administered and enforced through state agencies operating under parallel state statutes and regulations. Failure to comply with such rules and regulations could result in substantial penalties and have an adverse effect on the Peak Gold JV. These laws and regulations may, among other things:

- Impose stringent health and safety standards on numerous aspects of the Peak Gold JV's operations;
- Require that the Peak Gold JV obtain permits before commencing mining work;
- Restrict the substances that can be released into the environment in connection with mining work;
- Impose obligations to reclaim land in order to minimize long term effects of land disturbance; and
- Limit or prohibit mining work on protected areas.

Under these laws and regulations, the Peak Gold JV could be liable for personal injury and clean-up costs and other environmental and property damages, as well as administrative, civil and criminal penalties. The Company and the Peak Gold JV maintain only limited insurance coverage for sudden and accidental environmental damages. Accordingly, the Peak Gold JV may be subject to liability, or it may be required to cease production from properties in the event of environmental damages. Compliance with environmental laws and regulations and future changes in these laws and regulations may require significant capital outlays, cause material changes or delays in the Peak Gold JV's current and planned operations and future activities and reduce the profitability of operations. It is possible that future changes in these laws or regulations could increase operating costs or require capital expenditures in order to remain in compliance. Any such changes could have an adverse effect on the Peak Gold JV's business, financial condition and results of operations.

Regulations and pending legislation governing issues involving climate change could result in increased operating costs, which could have a material adverse effect on our business.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to various climate change interest groups and the potential impact of climate change. Legislation and increased regulation regarding climate change, including mandatory reductions in energy consumption or emissions of greenhouse gases, could impose significant costs on us and the Peak Gold JV, including costs related to energy requirements, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Given the emotion, political significance and uncertainty around the impact of climate change and how it should be dealt with, we cannot predict how legislation and regulation will affect our or the Peak Gold JV's financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by us or other companies in our industry could harm our reputation. The potential physical impacts of climate change on our and the Peak Gold JV's operations are highly uncertain, and would be particular to the geographic circumstances in areas in which we operate. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. These impacts may adversely impact the cost, production and financial performance of our operations and the operations of the Peak Gold JV.

Opposition to our operations and those of the Peak Gold JV from local stakeholders or non-governmental organizations could have a material adverse effect on us.

There is an increasing level of public concern relating to the effect of mining production on its surroundings, communities, and environment. Local communities and non-governmental organizations ("NGOs"), some of which oppose resource development, are often vocal critics of the mining industry. While we and the Peak Gold JV seek to operate in a environmentally and socially responsible manner, opposition to extractive industries or our operations specifically or adverse publicity generated by local communities or NGOs related to extractive industries, or our operations specifically, could have an adverse effect on our reputation and financial condition or our relationships with the communities in which we operate. As a result of such opposition or adverse publicity, we or the Peak Gold JV may be unable to obtain or maintain permits necessary for our operations or to continue operations as planned or at all.

The Peak Gold JV may be unable to obtain, maintain or renew permits necessary for the exploration, development or operation of any mining activities, which could have a material adverse effect on its business, financial condition or results of operation.

The Peak Gold JV must obtain, maintain or renew a number of permits that impose strict conditions, requirements and obligations relating to various environmental and health and safety matters in connection with its current and future operations. As such, the Peak Gold JV may be required to conduct environmental studies, collect and present data to governmental authorities and the general public pertaining to the potential impact of its current and future operations upon the environment and take steps to avoid or mitigate the impact. The permitting rules are complex and have tended to become more stringent over time. Accordingly, permits required for mining work may not be issued, maintained or renewed in a timely fashion or at all, or may be conditioned upon restrictions which may impede its ability to operate efficiently. The failure to obtain, maintain, or renew certain permits or the adoption of more stringent permitting requirements could have a material adverse effect on its business, its plans of operation, and properties in that the Peak Gold JV may not be able to proceed with its exploration, development or mining programs.

Anti-takeover provisions of the Company's certificate of incorporation, bylaws and Delaware law could adversely affect a potential acquisition by third parties.

On September 23, 2020, the Company adopted a limited duration stockholder rights agreement (the "Rights Agreement"). In connection therewith, the Board adopted an amendment to accelerate the expiration of the Company's prior rights agreement to September 23, 2020. The Rights Agreement, as amended, has remained in effect since its initial approval. Pursuant to the Rights Agreement, the Board declared a dividend of one preferred stock purchase right for each share of the Company's common stock held of record as of October 5, 2020. The Rights Agreement is designed to deter coercive takeover tactics and to prevent an acquirer from gaining control of the Company without offering a fair price to all of the Company's stockholders. The existence of the Rights Agreement, however, could have the effect of making it more difficult for a third party to acquire a majority of Company's outstanding common stock, and thereby adversely affect the market price of the Company's common stock.

In addition, the Company's certificate of incorporation, bylaws and the Delaware General Corporation Law contain provisions that may discourage unsolicited takeover proposals. These provisions could have the effect of inhibiting fluctuations in the market price of the Company's common stock that could result from actual or rumored takeover attempts, preventing changes in the Company's management or limiting the price that investors may be willing to pay for shares of common stock. Among other things, these provisions:

- Limit the personal liability of directors;
- Limit the persons who may call special meetings of stockholders;
- Prohibit stockholder action by written consent;
- Establish advance notice requirements for nominations for election of the Board and for proposing matters to be acted on by stockholders at stockholder meetings;
- Require us to indemnify directors and officers to the fullest extent permitted by applicable law; and
- Impose restrictions on business combinations with some interested parties.

The Company's common stock is thinly traded.

As of December 31, 2023, there were approximately 9.5 million shares of the Company's common stock outstanding, with directors and officers beneficially owning approximately 16.8% of the common stock. The Company's common stock is quoted on the NYSE American under the symbol "CTGO". Although the Company's common stock is quoted on the NYSE American and trading volumes have increased over the last few months, the trading has historically been irregular and with low volumes and therefore the market price of its common stock may be difficult to ascertain. Since the Company's common stock is thinly traded, the purchase or sale of relatively small common stock positions may result in disproportionately large increases or decreases in the price of the Company's common stock.

The Company does not intend to pay dividends in the foreseeable future.

For the foreseeable future, the Company intends to retain any earnings to finance the development of its business, and the Company does not anticipate paying any cash dividends on its common stock. Any future determination to pay dividends will be at the discretion of the Board of Directors and will be dependent upon then-existing conditions, including our operating results and financial condition, capital requirements, contractual restrictions, business prospects and other factors that the Board considers relevant. Accordingly, investors must rely on sales of their common stock after any price appreciation, which may never occur, as the only way to realize a return on their investment.

We face risks related to health epidemics and other outbreaks, including the recent spread of COVID-19 or novel coronavirus, or fear of such an event.

Our business could be adversely affected by a widespread outbreak of contagious disease, such as the outbreak of the 2019 novel strain of coronavirus, causing a contagious respiratory disease known as COVID-19. If a significant portion of our workforce, or the Peak Gold JV's workforce becomes unable to work or travel to our operations or the Peak Gold JV's operations, due to illness or state or federal government restrictions (including travel restrictions and "shelter-in-place" and similar orders restricting certain activities that may be issued or extended by authorities), we, or the Peak Gold JV, may be forced to reduce or suspend operations at one or more properties, which could reduce exploration activities and development projects and impact liquidity and financial results. To the extent future health pandemics adversely affect our business and financial results, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section, including, but not limited to, risks related to commodity prices and commodity markets, commodity price fluctuations, our ability to raise additional capital, information systems and cyber security and risks relating to operations, impacts of governmental regulations, availability of infrastructure and employees and challenging global financial conditions.

Our insurance will not cover all of the potential risks associated with mining operations.

Our business, and the business of the Peak Gold JV, is subject to a number of risks and hazards generally, including adverse environmental conditions, environmental or industrial accidents, labor disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena, such as inclement weather conditions, floods, hurricanes and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to our properties or the property of others, delays in construction or mining, monetary losses, and possible legal liability.

Although the Company and the Peak Gold JV maintain insurance to protect against certain risks in such amounts as we or the Peak Gold JV, as applicable, consider reasonable, such insurance will not cover all the potential risks associated with a mining company's operations. We and the Peak Gold JV may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as loss of title to mineral property, environmental pollution, or other hazards as a result of exploration and production, is not generally available to us or to other companies in the mining industry on acceptable terms. We or the Peak Gold JV might also become subject to liability for pollution or other hazards which may not be insured against or which we may elect not to insure against because of premium costs or other reasons. Losses from these events may cause us to incur significant costs that could have a material adverse effect on our financial performance and results of operations.

The Company is dependent upon information technology systems, which are subject to disruption, cyber-attacks, damage, failure and risks associated with implementation and integration.

The Company is dependent upon information technology systems in the conduct of its operations. Our information technology systems are subject to disruption, damage or failure from a variety of sources, including computer viruses, security breaches, cyber-attacks, natural disasters and defects in design. Cybersecurity incidents, in particular, are evolving and include, malicious software, attempts to gain unauthorized access to data and other electronic security breaches that could lead to disruptions in systems, unauthorized release of confidential or otherwise protected information and the corruption of data. The Company believes that it has implemented appropriate measures to mitigate potential risks. However, given the unpredictability of the timing, nature and scope of information technology disruptions, the Company could be subject to manipulation or improper use of its systems and networks or financial losses from remedial actions, any of which could have a material adverse effect on its financial condition and results of operations.

Item 1B. UNRESOLVED STAFF COMMENTS

None.

Item 1C. CYBERSECURITY

The Company has partnered with IT Directorship to evaluate the cyber risk and IT control capabilities within the enterprise. The goal is to increase cyber-resilience and cyber-threat response preparedness. Cyber policies, procedures and practices are extended to all third-party vendors and appropriately communicated to both management and the Board by way of strategic cyber incident tabletop exercises and quarterly board IT governance reporting. Any material risks identified from cyber security threats will be communicated to the management team which will evaluate and manage the risk. Although to-date the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that the Company will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access remain an area of attention.

Item 2. PROPERTIES

Overview

Information concerning the Company's mining properties in this Form 10-KT have been prepared in accordance with the requirements of S-K 1300, which first became applicable to the Company for the year ended June 30, 2022. These requirements differ significantly from the previously applicable disclosure requirements of SEC Industry Guide 7. Among other differences, S-K 1300 requires the Company to disclose its mineral resources, in addition to its mineral reserves, both in the aggregate and for each of the Company's individually material mining properties.

As used in this Form 10-KT, the terms "mineral resource," "measured mineral resource," "indicated mineral resource," "inferred mineral resource," "mineral reserve," "proven mineral reserve" and "probable mineral reserve" are defined and used in accordance with S-K 1300. Under S-K 1300, mineral resources may not be classified as "mineral reserves" unless the determination has been made by a qualified person ("Qualified Person"), as defined in S-K 1300, that the mineral resources can be the basis of an economically viable project. Readers are specifically cautioned not to assume that any part or all of the mineral deposits (including any mineral resources) in these categories will ever be converted into mineral reserves. If mineral reserves are established on the Company's project, there is no guarantee that mining of those mineral reserves will be economically viable for the Company.

Readers are also cautioned that, except for that portion of mineral resources classified as mineral reserves, mineral resources do not have demonstrated economic value. Inferred mineral resources are estimates based on limited geological evidence and sampling and have a too high of a degree of uncertainty as to their existence to apply relevant technical and economic factors likely to influence the prospects of economic extraction in a manner useful for evaluation of economic viability. Estimates of inferred mineral resources may not be converted directly to a mineral reserve and it cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. A significant amount of exploration must be completed in order to determine whether an inferred mineral resource may be upgraded to a higher category. Therefore, readers are cautioned not to assume that all or any part of an inferred mineral resource exists, that it can be the basis of an economically viable project, or that it will ever be upgraded to a higher category. Likewise, readers are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be converted to mineral reserves. See "Part I. Item 1A Risk Factors" of this Form 10-KT.

The information that follows is derived, for the most part, from, and in some instances is an extract from, the Manh Choh TRS as of May 12, 2023 and the Lucky Shot TRS as of May 26, 2023, both of which were prepared by Sims Resources LLC, the Company's Qualified Person. The Manh Choh TRS and Lucky Shot TRS were prepared in compliance with the Item 601(b)(96) and S-K 1300. Portions of the following information are based on assumptions, qualifications and procedures that are not fully described herein. Reference should be made to the full text of the Manh Choh TRS and Lucky Shot TRS, filed as Exhibits 96.1 and 96.2, respectively, to this Form 10-KT and incorporated herein by reference.

Property Summary

On January 8, 2015, the Company and a subsidiary of Royal Gold, Inc. ("Royal Gold") formed the Peak Gold JV and the Company contributed its leasehold interest in a mineral lease with the Native Village of Tetlin whose governmental entity is the Tetlin Tribal Council ("Tetlin Tribal Council") for the exploration of minerals near Tok, Alaska on a currently estimated 675,000 acres (the "Tetlin Lease") to the Peak Gold JV. In addition to the Tetlin Lease, the Peak Gold JV also holds approximately 13,000 additional acres of State of Alaska mining claims for the exploration of gold and associated minerals (together with the Tetlin Lease, the "Peak Gold JV Property"). As of December 31, 2023, the Company held a 30.0%

membership interest, and KG Mining held a 70.0% membership interest in and operates the Peak Gold JV. The Peak Gold JV Property contains the Main and North Manh Choh deposits (the “Manh Choh Project”), which the Company currently considers its only material property.

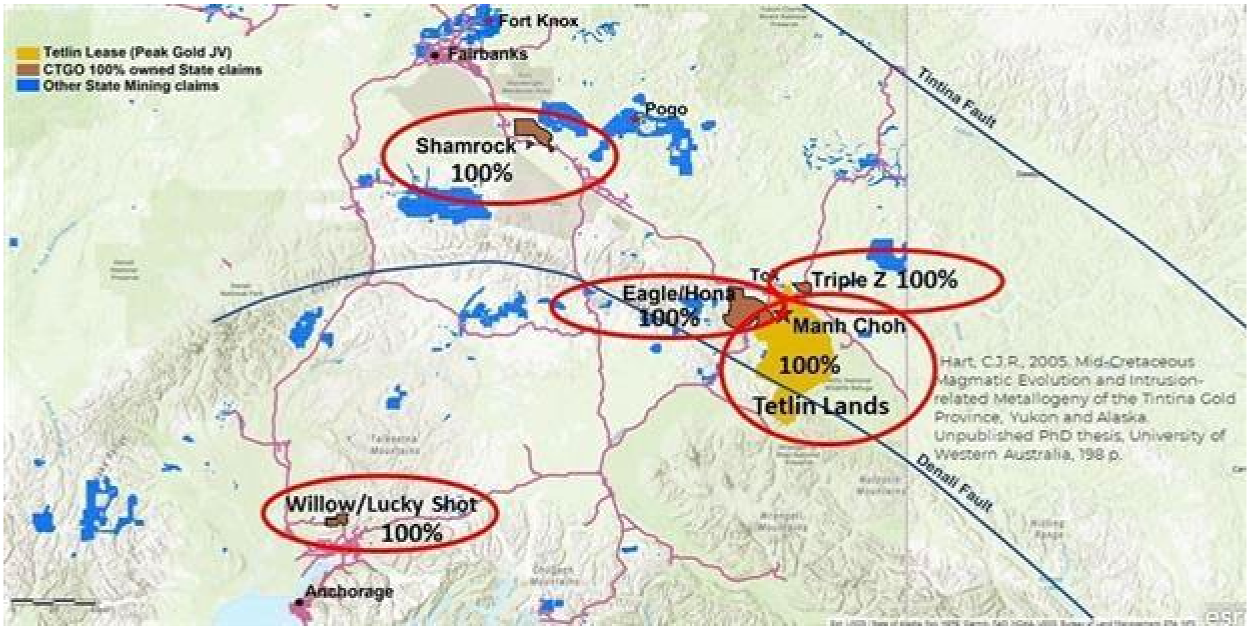
The Company also separately owns the mineral rights to approximately 153,880 acres of State of Alaska and patented mining claims for exploration through its wholly-owned subsidiaries LSA (consisting of the Lucky Shot Property) and Contango Minerals (consisting of the Eagle/Hona, Triple Z, and Shamrock prospects and additional state mining claims in the Willow Mining District), and has begun allocating more annual resources to exploration of those properties and other new opportunities.

The Company believes that it and the Peak Gold JV hold good title to their respective properties, in accordance with standards generally accepted in the mineral industry. As is customary in the mineral industry, the Company conducted only a preliminary title examination at the time it entered into the Tetlin Lease. The Peak Gold JV conducted a title examination prior to the assignment of the Tetlin Lease to the Peak Gold JV and performed certain curative title work.

The following table outlines the land ownership of the three legal entities that own mineral rights in Alaska: the Company's 30% ownership of the Peak Gold JV (through CORE Alaska; LSA; and Contango Minerals; each as of December 31, 2023:

Property	Location	Commodities	Claims	Estimated Acres	Type
Peak Gold JV (30.0% Interest):					
Tetlin Lease	Eastern Interior	Gold, Copper, Silver	—	675,000	Lease
Tetlin-Tok	Eastern Interior	Gold, Copper, Silver	129	10,400	State Mining Claims
Eagle	Eastern Interior	Gold, Copper, Silver	30	2,600	State Mining Claims
			159	688,000	
LSA (Leased from Alaska Hard Rock Inc.) (100% Interest):					
Lucky Shot	South Central	Gold	58	7,900	State Mining Claims
Lucky Shot	South Central	Gold	46	700	Patented Mining Claims
			104	8,600	
Contango Minerals (100% Interest):					
Eagle/Hona	Eastern Interior	Gold, Copper, Silver	450	69,780	State Mining Claims
Triple Z	Eastern Interior	Gold, Copper, Silver	95	14,800	State Mining Claims
Shamrock	Eastern Interior	Gold, Copper, Silver	361	52,700	State Mining Claims
Willow	South Central	Gold	69	8,000	State Mining Claims
			975	145,280	
		TOTALS:	1,238	841,880	

Below is a map showing the location of the Peak Gold JV Property and the Contango Properties, including the ownership percentage for the rights associated with each property held by the Peak Gold JV or the Company, as applicable, and the nature of each interest:



Below are the coordinates of the Peak Gold JV Property and the Contango Properties:

Property	Latitude*	Longitude*
Shamrock	64.397	(146.532)
Eagle/Hona	63.209	(143.44)
Manh Choh	62.947	(142.627)
Triple Z	63.364	(142.49)
Lucky Shot	61.776	(149.411)
Willow	61.802	(149.232)

* Lat/Long (NAD83)

Mining operations at the Manh Choh Project have begun, with commercial production expected in the second half of 2024. The Contango Properties are all currently in the exploration stage and are not currently producing. Besides the Lucky Shot Project, which had historic production from late 1920s until 1942, none of the Company's properties have ever been commercially produced.

Acquisition of Exploration and Mining Rights

Exploration and mining rights in Alaska may be acquired in the following manners: public lands, private fee lands, unpatented Federal or State of Alaska mining claims, patented mining claims, and tribal lands. The primary sources for acquisition of these lands are the United States government, through the Bureau of Land Management and the United States Forest Service, the Alaskan state government, tribal governments, and individuals or entities who currently hold title to or lease government and private lands.

Tribal lands are those lands that are under control by sovereign Native American tribes. Areas that show promise for exploration and mining can be leased from or joint ventured with the tribe controlling the land, including land constituting the Tetlin Lease.

The State of Alaska government owns public lands. Mineral resource exploration, development and production are administered primarily by the State of Alaska's State Department of Natural Resources. Ownership of the subsurface mineral estate, including alluvial and lode mineral rights, can be acquired by staking a 40-acre or 160-acre mining claim, which right is granted under Alaska Statute Sec. 38.05.185 to 38.05.275, as amended. The State of Alaska continues to own the surface estate, subject to certain rights of ingress and egress owned by the claimant, even though the subsurface can be controlled by a claimant with a right to extract through claim staking. A mining claim is subject to annual assessment work requirements, the payment of annual rental fees and royalties due to the State of Alaska after commencement of commercial production. Both private fee-land and unpatented mining claims and related rights, including rights to use the surface, are subject to permitting requirements of federal, state, tribal and local governments.

Current Mining Activity

The Peak Gold JV's Manh Choh mine is now actively mining from an open pit. The ore is currently being transported and stockpiled at the Fort Knox mill for future processing. Other than the former-producing mines located on the Lucky Shot Property (described below), which are not currently active, there are no existing mines on any of the other Contango Properties. The Company is developing an underground mine at Lucky Shot by enhancing underground access for exploration and development drilling. The Company has not determined the type of mine that may be established in the future at its other exploration stage properties (Eagle-Hona, Triple Z and Shamrock) in connection with any possible mineral production.

Summary of Mineral Resources

A mineral resource is a concentration or occurrence of material of economic interest in or on the Earth's crust in such form, grade or quality, and quantity that there are reasonable prospects for economic extraction. A mineral resource is a reasonable estimate of mineralization, taking into account relevant factors such as cut-off grade, likely mining dimensions, location or continuity that, with the assumed and justifiable technical and economic conditions, is likely to, in whole or in part, become economically extractable. It is not merely an inventory of all mineralization drilled or sampled.

Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no guarantee that all or any part of the mineral resource will be converted into mineral reserves. Confidence in the estimate of inferred mineral resources is insufficient to allow the meaningful application of technical and economic parameters.

Manh Choh Project

The mineral resources at the Manh Choh Project are contained within two deposits: Manh Choh North and Manh Choh South. They were developed using a computer-based block model based on drill hole assay information and geologic interpretation of the mineralization boundaries. Mineral resources were estimated using the block model and open pit design software to establish the component of the deposit with reasonable prospects for economic extraction. The Mineral resource block model and estimate were prepared by Kinross Technical Services (KTS) and reviewed by the Qualified Person. The model was based on validated drilling data available through June 2021. Additional drilling has been completed on the property outside of the resource area.

The tables below summarize the mineral reserve and resource estimates for the Manh Choh Project effective December 31, 2022 on both a: (i) Peak Gold, LLC 100% ownership basis and (ii) Contango ORE 30% attributable ownership basis.

Peak Gold, LLC Reserves 100% Ownership

Category	Tonnage (000 t)	Grade (g/t Au)	Contained Metal (000 oz Au)	Grade (g/t Ag)	Contained Metal (000 oz Ag)
Proven	—	—	—	—	—
Probable	3,936	7.9	997	13.6	1,719
Total Proven + Probable	**3,936**	**7.9**	**997**	**13.6**	**1,719**

Contango ORE Reserves 30% Attributable Ownership

Category	Tonnage (000 t)	Grade (g/t Au)	Contained Metal (000 oz Au)	Grade (g/t Ag)	Contained Metal (000 oz Ag)
Proven	—	—	—	—	—
Probable	1,181	7.9	299	13.6	516
Total Proven + Probable	**1,181**	**7.9**	**299**	**13.6**	**516**

Notes:

1. The definitions for mineral reserves in S-K 1300 were followed for mineral reserves.
2. Mineral reserves were estimated at long term prices of $1,300/oz Au and $17/oz Ag.
3. Mineral reserves are reported at an economic cut-off that varies by process cost and metallurgical recovery, approximately equivalent to 2.50 g/t Au.

4. Mineral reserve estimates incorporate dilution built in during the re-blocking process and assume 100% mining recovery
5. Mineral reserves are reported in dry metric tonnes.
6. Numbers may not total due to rounding.

The Qualified Person is not aware of any risk factors associated with, or changes to, any aspects of the modifying factors such as mining, metallurgical, infrastructure, permitting, or other relevant factors that could materially affect the mineral reserve estimate.

Peak Gold, LLC Resources 100% Ownership (Exclusive of Reserves)

Category	Tonnage (000 t)	Grade (g/t Au)	Contained Metal (000 oz Au)	Grade (g/t Ag)	Contained Metal (000 oz Ag)
Measured	—	—	—	—	—
Indicated	846	2.4	66	9.3	251
Total Measured + Indicated	**846**	**2.4**	**66**	**9.3**	**251**
Inferred	21	3.8	3	9.2	6

Contango Resources 30% Ownership (Exclusive of Reserves)

Category	Tonnage (000 t)	Grade (g/t Au)	Contained Metal (000 oz Au)	Grade (g/t Ag)	Contained Metal (000 oz Ag)
Measured	—	—	—	—	—
Indicated	254	2.4	20	9.3	75
Total Measured + Indicated	**254**	**2.4**	**20**	**9.3**	**75**
Inferred	6	3.8	1	9.2	2

Notes:

1. The definitions for mineral resources in S-K 1300 were followed for mineral resources.
2. Mineral resources are reported exclusive of mineral reserves.
3. Mineral resources are estimated using long term prices of US$1,600/oz Au price and US$22/oz Ag price.
4. Mineral resources are reported using un-diluted Au and Ag grades.
5. Mineral resources are reported within constraining pit shells.
6. Mineral resources that are not mineral reserves do not have demonstrated economic viability.
7. Mineral resources are reported in dry metric tonnes.
8. Numbers may not total due to rounding.

The estimates of mineral resources may be materially affected if mining, metallurgical, or infrastructure factors change from those currently anticipated at the Manh Choh Project. Although the Qualified Person had a reasonable expectation that the majority of inferred mineral resources could be upgraded to indicated or measured resources with continued exploration, estimates of inferred mineral resources have significant geological uncertainty and it should not be assumed that all or any part of an inferred mineral resource will be converted to the measured or indicated categories.

Lucky Shot Project

The mineral resources at the Lucky Shot Project are contained within two deposits: Lucky Shot and Coleman. They were developed using a computer-based block model based on drill hole assay information and geologic interpretation of the mineralization boundaries. Mineral resources were estimated using the block model and underground shapes created in Leapfrog software at a 3.0 g/t Au cut off grade to establish the areas of the deposit with reasonable prospects for economic extraction. The mineral resource block model and estimate were prepared by the Qualified Person. The model was based on validated drilling data available through February 2023.

The tables below summarize the mineral resource estimates for the Lucky Shot Project effective as of May 26, 2023:

Category	Tonnage (000 t)	Grade (g/t Au)	Contained Metal (000 oz Au)
Measured	—	—	—
Indicated	226	14.5	105
Total Measured + Indicated	**226**	**14.5**	**105**
Inferred	82	9.5	25

Notes:

1. The mineral resources were estimated as of May 26, 2023 by the Qualified Person, under the definitions for mineral resources in S-K 1300.
2. Mineral resources are estimated using long term prices of US$1,600/oz Au price.
3. Mineral resources are reported using un-diluted Au grades.
4. Mineral resources are reported as contained within 3.0 g/t Au underground shapes applying a 3.0m min. width at a 4.3 g/t COG
5. Mineral resources that are not mineral reserves do not have demonstrated economic viability. There are no mineral reserves for the Lucky Shot Project
6. Mineral resources are reported in dry metric tonnes.
7. Numbers may not total due to rounding.
8. Mineral resources are reported on a 100% ownership basis.

Peak Gold JV Property

Location of and Access to the Peak Gold JV Property

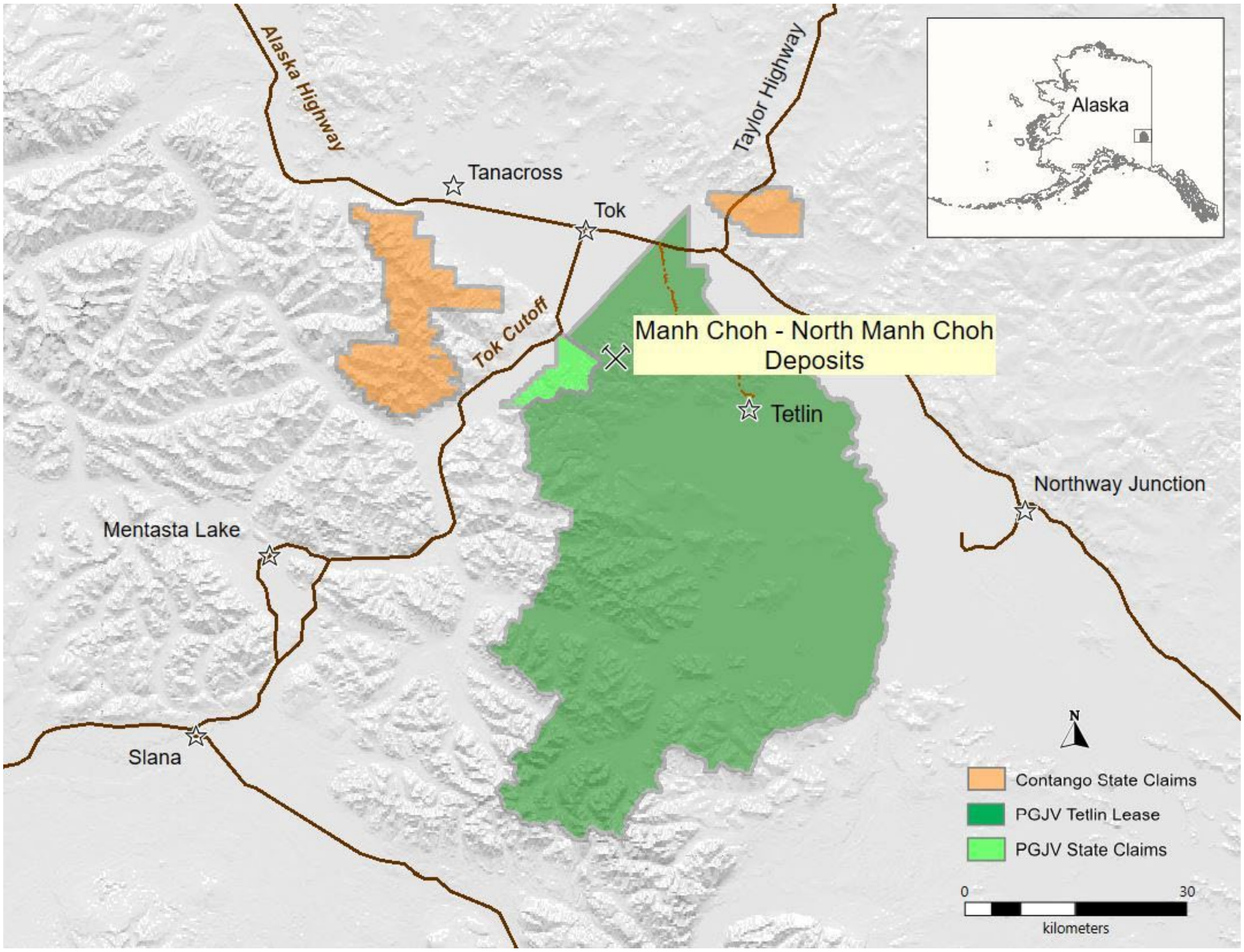
The Peak Gold JV Property is located in the Tetlin Hills and Mentasta Mountains of eastern interior Alaska, 200 miles (300 kilometers) southeast of the city of Fairbanks, 12 miles (20 kilometers) southeast of Tok, Alaska and 90 miles from the Alaska-Canada border. The Tetlin Lease covers an area of 675,000 acres measuring approximately 50 miles (80 kilometers) north-south by 37 miles (60 kilometers) east-west. In addition to the Tetlin Lease, the property includes nearly 13,000 acres of contiguous state claims on its northwestern border. There are many roads and ATV accessible trails within the property, though all are private. The property is bordered to the north and east by the Alaska Highway and the Tok Cutoff Highway along its western edge. The road-accessible Manh Choh deposit is located 9 miles (15 kilometers) south of the Alaska Highway in the northwestern portion of the Tetlin Lease, covering an area approximately 0.5 mile by 0.5 mile situated just north of VABM Tetlin (elev 3,345 feet ASL). The deposit is 250 miles (400 kilometers) from the Fort Knox Milling Complex.

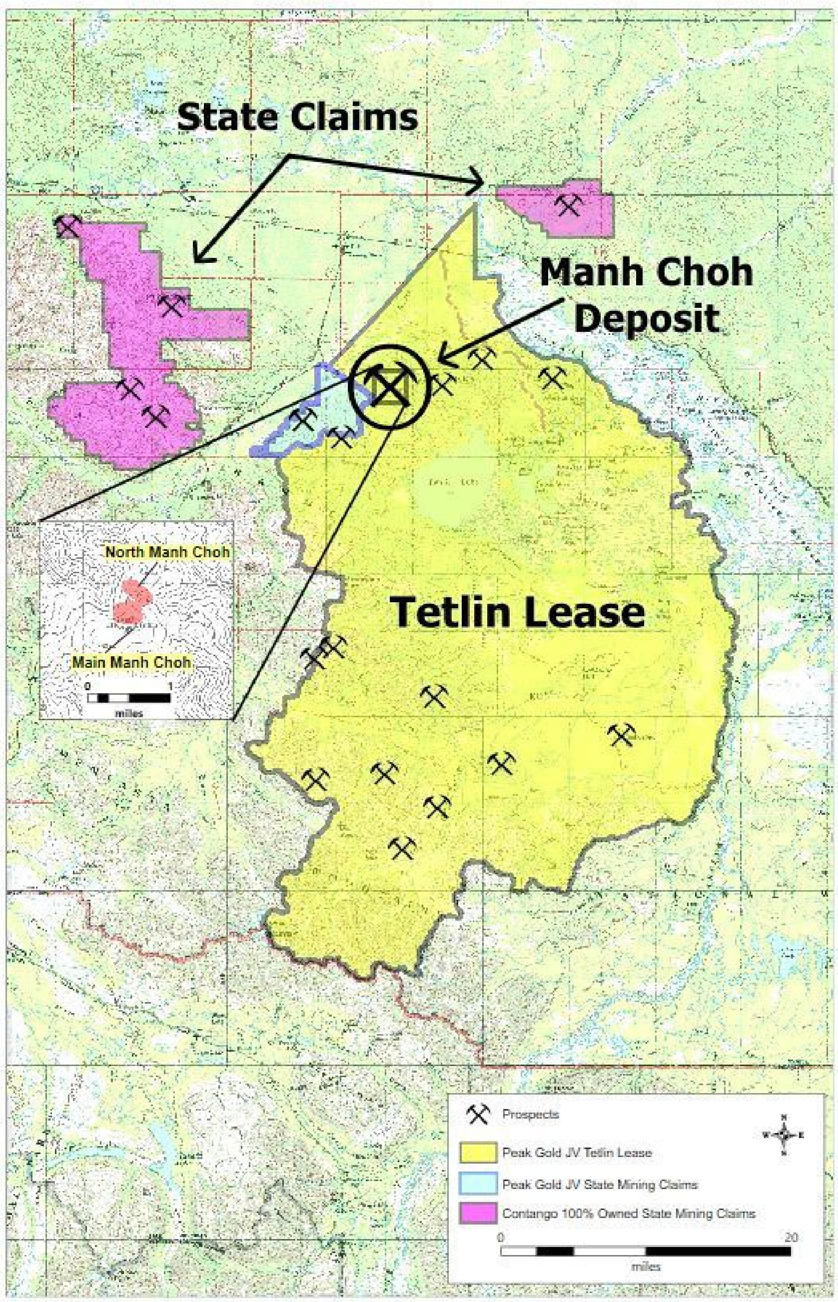
The Peak Gold JV Property is accessible via road connected to the Alaska Highway and via helicopter. The 23-mile long Tetlin Village Road is an all-weather gravel road connecting the village with the town of Tok on the Alaska Highway. The majority of our Peak Gold JV Property is accessible only via helicopter, although many winter trails exist in the Tetlin Hills and Mentasta Mountains in the northern and southwestern parts of the properties, respectively. Winter trails link Tetlin Village to the village of Old Tetlin and continue south to the Tetlin River airstrip, a 1,500 foot long unmaintained gravel strip located in the Tetlin River Valley. Winter trails also provide access to the Tuck Creek valley from the village of Mentasta on the Tok Cutoff Highway.

Two seasonal dirt roads have been permitted and constructed to allow surface access to the Chief Danny gold-copper-silver prospect in the northern Tetlin Hills. Both of these roads begin along the Tetlin Village Road and extend to the Chief Danny project and access to both roads is controlled by gates at their junction with the Tetlin Village Road.

The paved Alaska Highway passes near the northern edge of the Peak Gold JV Property as does the southern terminus of the Taylor Highway where it joins the Alaska Highway at Tetlin Junction. The 23-mile long Tetlin Village Road provides year-round access to the northern Tetlin Hills, linking Tetlin Village to the Alaska Highway. Buried electrical and fiber-optic communications cables follow this road corridor and link Tetlin Village to the Tok power and communications grid. The Tok public electric facility is capable of generating up to 2 megawatts of power, and the nearest high capacity public electric facilities to the Peak Gold JV Property are in Delta Junction, 107 miles northwest of the Peak Gold JV Property and Glennallen, 138 miles southwest of the Peak Gold JV Property. The Company does not have any plant or equipment at the Peak Gold JV Property, and relies on contractors for the Peak Gold JV to perform work. The Company does not believe the Peak Gold JV Property was explored for minerals prior to exploration activities of the Company and the Peak Gold JV.

The maps below depicts the Peak Gold JV Property and the State of Alaska mining claims owned by the Company:





Tetlin Lease

JEX entered into the Tetlin Lease with the Tetlin Tribal Council, effective as of July 15, 2008. In November 2010, the Tetlin Lease was assigned to the Company and in January 2015, the Tetlin Lease was assigned to the Peak Gold JV. The Tetlin Lease's current term extends to July 5, 2028, and for so long thereafter as the Peak Gold JV continues conducting exploration or mining operations on the Tetlin Lease.

The Peak Gold JV was required to spend $350,000 per year annually until July 15, 2018 in exploration costs pursuant to the Tetlin Lease. Exploration expenditures to date under the Tetlin Lease have satisfied this work commitment requirement for the full lease term, through 2028, because exploration funds spent in any year in excess of $350,000 are credited toward future years' exploration cost requirements. The Tetlin Lease also provides that the Peak Gold JV will pay the Tetlin Tribal Council a production royalty ranging from 3.0% to 5.0% should the Peak Gold JV deliver to a purchaser on a commercial basis precious or non-precious metals derived from the properties under the Tetlin Lease. The Company had previously paid the Tetlin Tribal Council $225,000 in exchange for reducing the production royalty payable to them by 0.75%. These payments lowered the production royalty to a range of 2.25% to 4.25%. The Tetlin Tribal Council had the option to increase its production royalty by (i) 0.25% by payment to the Peak Gold JV of $150,000, (ii) 0.50% by payment to the Peak Gold JV of $300,000, or (iii) 0.75% by payment to the Peak Gold JV of $450,000. The Tetlin Tribal Council exercised the option to increase its production royalty by 0.75% by payment to the Peak Gold JV of $450,000 on December 31, 2020. In lieu of a cash payment, the $450,000 will be credited against future production royalty and advance minimum royalty payments due by the Peak Gold JV to the Tetlin Tribal Council under the lease once production begins.

Until such time as production royalties begin, the Peak Gold JV will pay the Tetlin Tribal Council an advance minimum royalty of approximately $75,000 per year, plus an inflation adjustment. Additionally, the Peak Gold JV will pay Royal Gold a production royalty of 3.0% should it deliver to a purchaser on a commercial basis gold or associated minerals derived from the Tetlin Lease.

Exploration & Development Overview

To date, our exploration activity has been concentrated on the Peak Gold JV Property, with such activity undertaken by the Peak Gold JV. The Peak Gold JV plans to mine ore from the Manh Choh Project on the Peak Gold JV Property, and then process ore at the existing Fort Knox milling complex located approximately 400 km away, as further described below. As of December 31, 2023, the Company has contributed approximately $74.9 million to the Peak Gold JV.

The Peak Gold JV released a feasibility study in July 2022. Also, in July 2022, Kinross announced that the Kinross Board made a decision to proceed with development of the project. According to information released by Kinross, aggregate capital expenditures for the Peak Gold JV to execute the development plan will be approximately $189 million, including $30 million for the purchase the highway ore transport fleet, resulting in approximately $64.6 million in capital contributions attributable to the Company's 30% interest. Average All-in Sustaining Costs (AISC) for the Company are estimated at $1,116 per Au eq. oz. (which includes the Fort Knox Toll processing costs), which would result in a margin of over an $750 per ounce at current gold prices. The Manh Choh camp and road access to the mine site are complete and all mining equipment is on site and mining has commenced. The mining activity consists of mostly pre-stripping the waste material and stockpiling any ore in preparation for transportation to the Fort Knox mill for processing. First production is expected to commence at Manh Choh during the second half of 2024, with a mine plan that consists of two small, open pits that will be mined concurrently over 4.5 years. Kinross, on behalf of the Peak Gold JV, is also continuing its comprehensive community programs and prioritizing local economic benefits as it develops the project. All permitting activities are completed with all major permits received from both Federal and State permitting agencies.

In connection with the Manh Choh Project, Peak Gold JV plans to mine ore from the Main and North Manh Choh deposits and then transport the ore to the Kinross-owned Fort Knox operation located 250 highway miles (400 km) from the Peak Gold JV Property where the ore will be processed at the existing Fort Knox mining and milling complex. The use of the Fort Knox mill is expected to accelerate the development of the Peak Gold JV Property and result in significantly reduced upfront capital development costs, smaller environmental footprint, a shorter permitting and development timeline and less overall execution risk for the Peak Gold JV Property. Peak Gold JV is committed to a $4.7 million exploration program in 2024.

Geology

The exploration effort on the Tetlin Lease for the Manh Choh Project has resulted in identifying two prospective mineral deposits (Main and North Manh Choh) and several other gold and copper prospects following drilling programs begun in 2011. Surface, bedrock, and stream sediment data on the Tetlin Lease as well as on the Eagle, Hona and Tok state of Alaska claims adjacent to the Tetlin Lease have been gathered during the summer exploration programs. There was no exploration program in 2014 or 2020. While probable mineral reserves have been reported for the Manh Choh Project, mineral reserves have not been reported on any of the other targets on the Peak Gold JV Property. There has been no recorded past placer or lode mining on Peak Gold JV Property, and the Company and the Peak Gold JV are the only entities known to have conducted drilling operations on the Peak Gold JV Property.

The majority of the Peak Gold JV Property is hosted within the Yukon-Tanana Terrane ("YTT"), a regionally extensive package of metamorphic rocks. Rocks of the YTT on the Peak Gold JV Property consist primarily of more deformed, higher temperature metamorphic rocks on the northern third of the project and less deformed, lower temperature metamorphic rocks to the south. Country rocks on the Peak Gold JV Property are intruded by granitic rocks that have not been well mapped. Large-scale structural features within the Peak Gold JV Property are closely tied to movements along the Tintina-Kaltag and Denali-Farewell fault systems, two continental-scale faults between which are a series of district and prospect-scale northeast, northwest and east-west structures. Limited exposures in the northern half of the property make identification of these structures difficult. Prospect to hand-sample scale folding has been noted throughout the project area.

Although alpine glaciation has affected elevations above 4,500 feet on the southern edge of the Peak Gold JV Property, most of the Peak Gold JV Property escaped Pleistocene continental glaciation. However, due to its proximity to continental glaciers to the north and east, the Peak Gold JV Property was covered by a variable thickness of wind-blown silt ranging up to 10 meters thick. This extremely fine-grained, metal-barren silt effectively masks the geochemical signature of underlying bedrock containing gold-copper-silver mineralization. Following deposition of this silt layer, the Peak Gold JV Property was subject to an extensive period of surface weathering, which now extends 200-300 feet below surface.

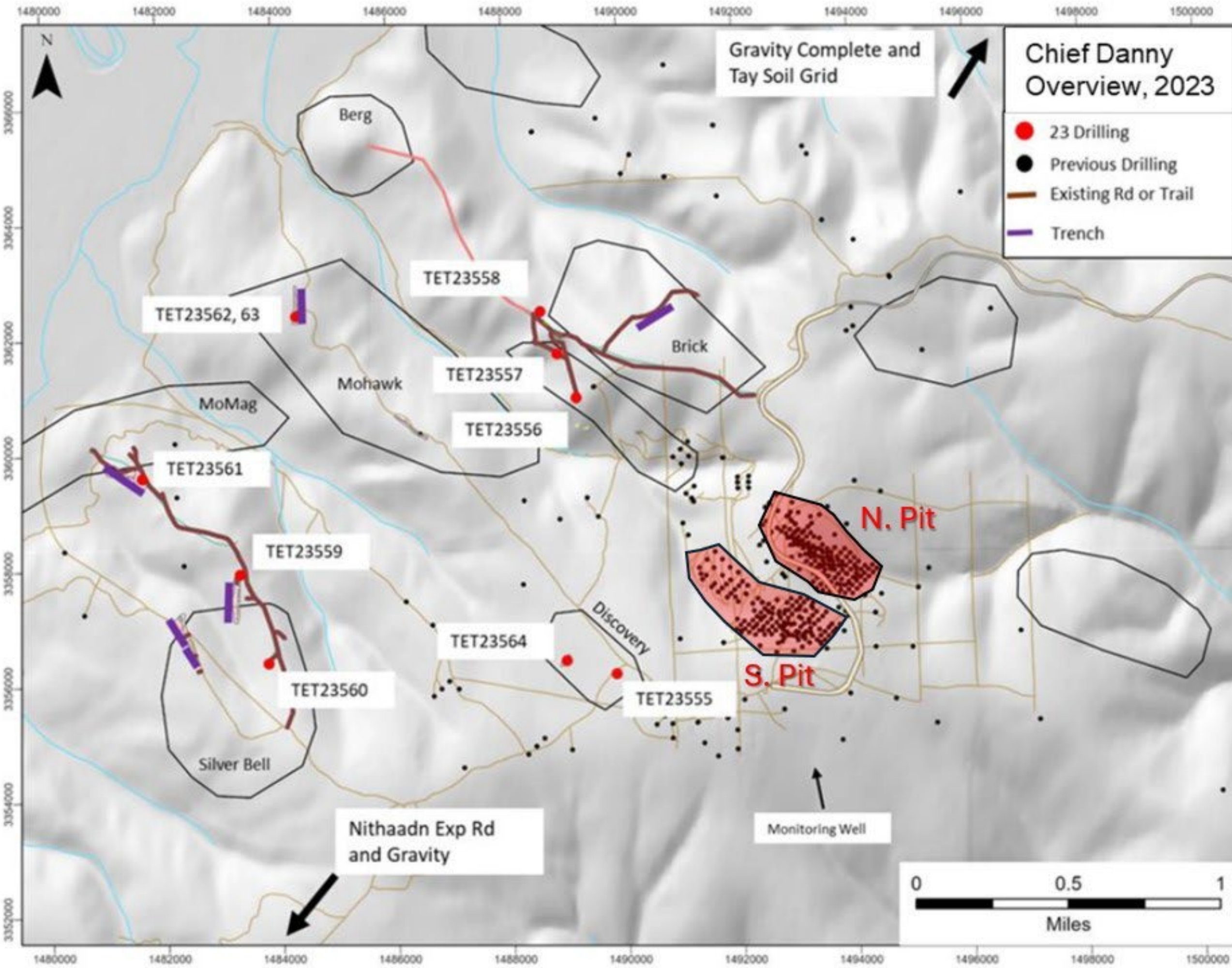
From a regional perspective, the Peak Gold JV Property is located in the Tintina Gold Belt in rocks that are highly prospective for gold deposits as well as porphyry copper-molybdenum-gold deposits. These two genetically different types of mineralization overlap in eastern Interior Alaska and the western Yukon Territory and are host to dozens of known prospects, deposits and active mines. In addition, rocks on the southern edge of the Peak Gold JV Property are prospective for nickel-copper-platinum group element deposits. Prior to its discovery in 2009, the style of mineralization discovered on the Chief Danny prospect on the Peak Gold JV Property was unknown in Interior Alaska. Diamond drilling results which began in 2011 have revealed the presence of a distinctive suite of elements and minerals at the Main Manh Choh, North Manh Choh and Discovery Zones that do not match the typical characteristics of gold deposits of the Tintina Gold Belt but do share several diagnostic characteristics of gold-copper-silver skarn deposits, possibly as part of a larger porphyry copper-molybdenum-gold system. "Skarn" is a term that refers to a distinctive class of mineral deposits formed where limestone-bearing rocks are intruded by hot, fluid-bearing granitic rocks. The Main Manh Choh and North Manh Choh Zones mineralization most closely resembles the gold-sulfide skarns mined at the Fortitude deposit in the Battle Mountain Mining District of central Nevada.

Exploration Activity and Targets

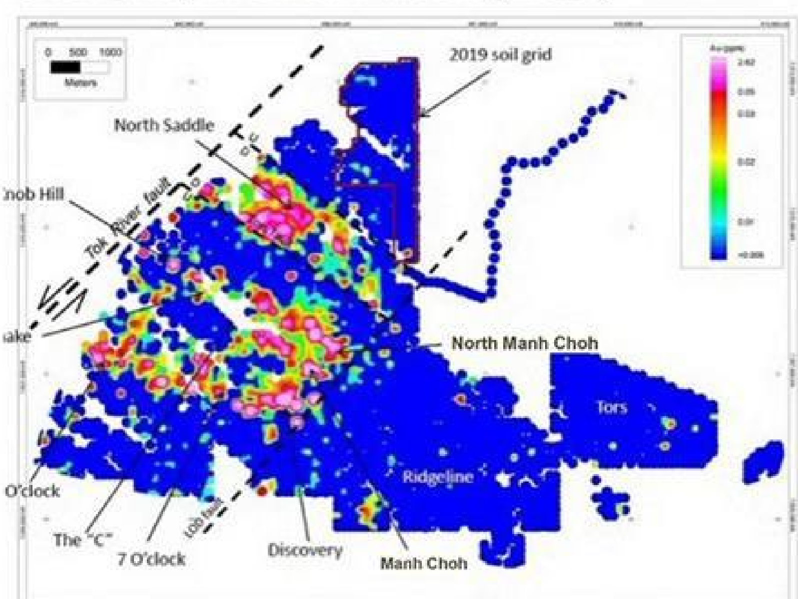
Chief Danny Prospect Area. The Chief Danny Prospect Area currently is the most advanced exploration target on the Peak Gold JV Property and is comprised of several distinct mineralized areas: the Main Manh Choh Zone, Discovery Zone, West Peak Zone, North Manh Choh Zone, Saddle Zone and the 7 O'clock area. The Chief Danny prospect was discovered during rock, stream sediment and pan concentrate sampling in 2009 and since then has been explored using top of bedrock soil auger sampling, trenching, ground IP geophysics, airborne magnetic and resistivity surveys and core drilling. Results from this work indicate the presence of a zoned metal-bearing system consisting of a gold-copper-iron enriched core covering six square miles at Chief Danny South (includes Main Manh Choh, Discovery, West Peak, and North Manh Choh) and a fault-offset arsenic-gold enriched zone to the north covering three square miles at the Saddle Zone. The Company has conducted extensive drilling on the Main Manh Choh, North Manh Choh, and West Peak Zones. The Company has also conducted some environmental base line studies on the areas surrounding the Chief Danny prospect, as well as airborne magnetic and resistivity programs. From 2009 through December 31, 2023, the Company conducted field-related exploration work at the Chief Danny Prospect, including collecting the following samples:

Year	Program	Core Samples	Rock Samples	Soil Samples	Pan Con Samples	Stream Silt Samples	Core (feet)	IP/Geophysics (kilometers)	Trenching (feet)
2009	Chief Danny	—	958	33	94	11	—	—	2,330
2010	Chief Danny	—	613	760	668	795	—	14	—
2011	Chief Danny	1,267	20	688	—	—	8,057	3,957	—
2012	Chief Danny	5,223	82	1,029	—	—	36,006	—	—
2013	Chief Danny	8,970	14	1,406	85	278	47,081	2,414	—
2014	Chief Danny	—	—	—	—	—	—	—	—
2015	Chief Danny	8,352	133	—	—	—	46,128	—	—
2016	Chief Danny	10,450	21	694	—	—	67,336	24	—
2017	Chief Danny	11,864	112	975	408	408	59,347	48	—
2018	Chief Danny	2,973	402	63	45	9	20,307	80	—
2019	Chief Danny	1,575	839	1,563	18	—	10,079	1,049	—
2020	Chief Danny	—	—	—	—	—	4,575	—	—
2021	Chief Danny	—	—	—	—	—	33,010	—	—
2022	Chief Danny	1,260	493	1,681	—	584	8,983	—	—
2023	Chief Danny	—	27	313	—	—	2,308	—	4,100
	Total	51,934	3,714	9,205	1,318	2,085	343,217	7,586	6,430

Drill and Trench locations for Chief Danny Area

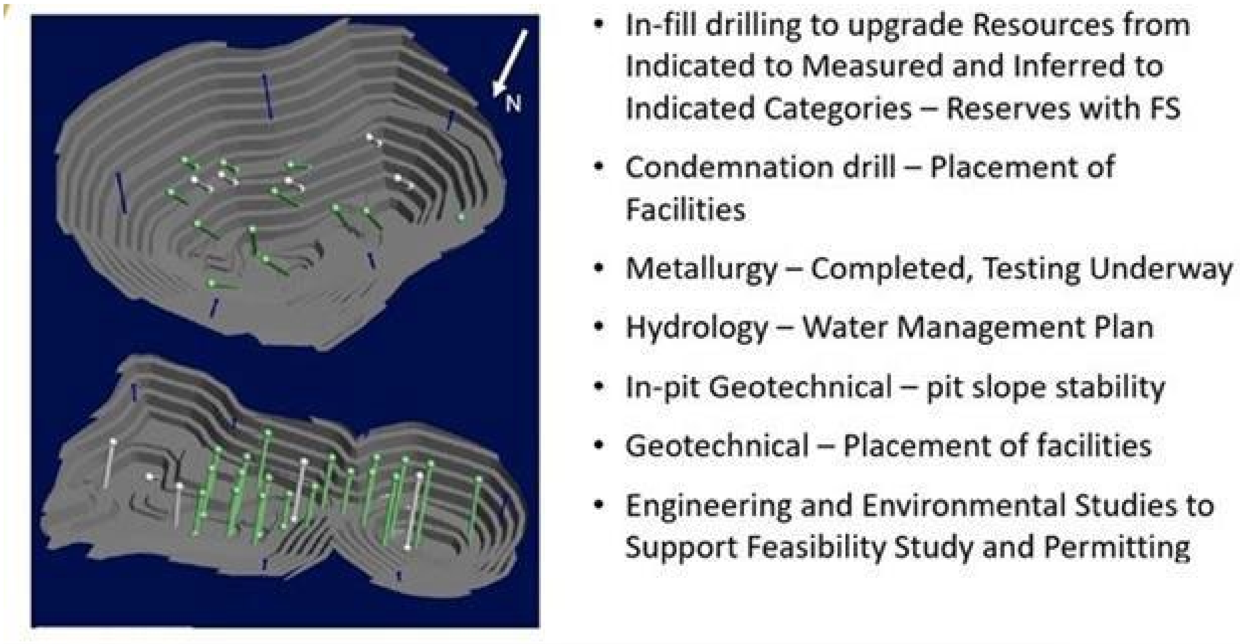


Chief Danny Area: Gold in Soils (thru 2019)



- Gold in soils at Manh Choh display clear northwest-trending patterns that mimic current resources
- The trend from Discovery to 8 O'clock is either arcuate or created by numerous D3-age NE-trending faults with apparent left lateral offset
- The North Saddle gold anomaly appears to be located in a graben bounded by the Tors fault on the south and another subparallel D2-age northwest trending fault to the north
- The southeastern limits of all of the gold in soil trends is abruptly cut off by the D3-age northeast trending Line of Death (LOD) fault.
- Motion on LOD fault in uncertain but likely some left lateral motion and possibly down on SE side of LOD

The image below shows the approximate location of in-fill, geotechnical, hydrological and metallurgical drill holes during the $18 million 2021 Peak Gold JV program. The objective of the program was to advance the feasibility study and permitting for the Main and North Manh Choh deposits.



2023 Drilling Program. The Peak Gold JV started drilling for the 2023 drilling program in July 2023. Drilling continued through August 2023. The 2023 drilling plan focused northwest of the current deposits on undrilled under-explored areas. Construction of access and trenching related to the 2023 drilling program and sampling of the remaining 2022 geotechnical drillholes were completed.

2022 Drilling Program. The 2022 drilling program included exploration drilling with a total of 6,493 feet (1,979 meters) in nine drill holes and geotechnical drilling with a total of 2,491 feet (759 meters) in eight drill holes. No significant results were reported.

Sampling, Geochemical Analysis and Security

All samples from the 2020, 2021, and 2022 programs were prepared and analyzed by ALS Minerals. Receipt and sample preparation was performed at their facilities in Fairbanks, Alaska, and Whitehorse, Yukon. A third-party expeditor was contracted to move the samples from Tok to the ALS Minerals sample preparation facilities, in Fairbanks, Alaska and Whitehorse, Yukon. Pulps samples were analyzed at both the Reno, Nevada, and Vancouver, British Columbia laboratories. Analytical work consisted of; gold by fire assay, with an atomic absorption (“AA”) finish, gold by fire assay with gravimetric finish, for all assays greater than 5 ppm Au, multi-element determination for 34 elements by 4-acid digest and inductively coupled plasma-atomic emission spectroscopy (“ICP-AES”). A subset of samples were selected for carbonate determination, by perchloric acid and coulometric titration. Samples were collected at the leased warehouse in Tok, Alaska.

During 2020 and 2021, prior to shipping, reverse circulation and drill core samples staff inserted blanks and standards at a rate of 5% and collected field duplicates at a rate of 3% of total sample volume. ALS Minerals collected and analyzed 0.5% of samples as crush duplicates and 2% of samples as pulp duplicates, per the sample preparation procedures. Blank material was sourced of Brown’s Hill Quarry Basalt. Certified reference material (“CRM”) for gold were sourced from OREAS, as prepackaged 60g satchets. For the 23 different CRM materials used, the gold concentration, ranged from 0.016 ppm to 7.66 ppm Au. The quality assurance/quality control procedure was completed by Kinross staff.

During 2022, prior to shipping drill core samples, staff inserted blanks and standards at a rate of 5%, collected field duplicates at a rate of 2% of total primary sample volume. ALS Minerals collected and analyzed 4% of samples as pulp duplicates, per the sample preparation procedures. Blank material was sourced of Brown’s Hill Quarry Basalt. Certified reference material (CRM) for gold were sourced from OREAS, as prepackaged 60g satchets. For the 12 different CRM materials used, the gold concentration, ranged from 0.34 ppm to 4.16 ppm Au. The quality assurance/quality control procedure was completed by Kinross staff.

Community Affairs

In April 2015, the Peak Gold JV entered into a Community Support Agreement (as amended, the "Support Agreement") with the Tetlin Village for a one-year period, which has been extended multiple times. Under the most recent extension, dated January 1, 2024, the Peak Gold JV will provide payments to the Tetlin Village four times during the year for an aggregate amount of $100,000 per year through January 1, 2026. The Support Agreement defines agreed uses for the funds and auditing rights regarding use of funds. In addition, the Peak Gold JV supports the Tetlin Village in maintenance of the village access road, which is used by the Peak Gold JV in furtherance of the Manh Choh Project.

Lucky Shot Property

Location of and Access to the Lucky Shot Property

The Lucky Shot Property, acquired by the Company through its acquisition of LSA in August 2021, covers three former producing gold mines in the Willow Mining District located in the southern Talkeetna Mountains of south central Alaska and covering an area of approximately 175 square kilometers. The three former mines include the Coleman, Lucky Shot and War Baby mines, located along a continuous low angle structural zone occupied by a series high-grade quartz vein hosting free gold and minor sulfide and telluride mineralization. The Lucky Shot Property consists of a mine site located 180 kilometers (112 miles) north of Anchorage, Alaska, and a processing site located about 48 kilometers (30 miles) west of the mine site, on the Parks Highway. The Lucky Shot Property includes 725 acres of patented mining claims and 7,865 acres of State of Alaska mining claims totaling approximately 8,590 acres which cover three former producing gold mines in the Willow Mining District located in south central Alaska. The claim block is an irregular shape measuring up to 6 miles east-west and up to 2.5 miles north-south. Elevations of the property range from approximately 2,600 feet ASL along Craigie Creek to peaks at Bullion Mountain (5,100 feet ASL) and Lucky Shot Ridge (4,880 feet ASL). Infrastructure in the area is excellent with road access between the mine site and plant site via unsealed secondary road, sealed two-lane highway, and the four-lane Parks Highway connecting Anchorage and Fairbanks.

Geology

The Willow Creek Mining District straddles the margin of a granodiorite batholith that forms the Talkeetna Mountains and is bounded on the south by the Castle Mountain fault system. The Lucky Shot vein system was determined to be continuous from the War Baby to the Coleman across the project area – a distance of approximately 1.6 kms (1 mile), with two high-angle faults structures segmenting the vein into three blocks (i.e. the Coleman block, Lucky Shot block and War Baby block). A third fault structure further east was determined to separate the War Baby block from drilling that intersected the vein structure in what is known as the Murphy block – extending the known vein structure another 600 meters (~2,000 feet) further east. Between the Coleman and War Baby mines the vertical and lateral offset is a few meters up to tens of meters which allowed historic mining to continue across faults in a near-continuous manner. This similar magnitude of vertical and lateral displacement is defined as an oblique-slip fault and is typical of a transpressional structural environment. District geologic mapping shows that the Castle Mountain fault is a major regional strike slip fault and that the Hatcher Pass Fault is a sympathetic fault that places a thick section of Cretaceous schists up against a rigid body made up of the late Cretaceous Willow Creek batholith. The Company believes the contact environment between these two disparate lithologies is an ideal location for low angle, listric fault-controlled quartz vein hosted gold deposits, characteristic of the Willow district.

The three historic mines at the Coleman, Lucky Shot and War Baby properties are controlled by a continuous low angle, listric fault zone occupied by a series of quartz veins and sheared breccia zones from 1 meter wide up to several meters in width. The veins are hosted by a granodiorite composition intrusive rock which is part of the Willow Creek batholith described above. The quartz veins are central to a broader alteration zone that extends tens of meters adjacent to the veins and consists of sericite, chlorite, albite, leucoxene, and ankerite/siderite. The quartz veins contain native gold, pyrite, arsenopyrite, tetrahedrite-tennantite, sphalerite, galena, and various telluride minerals (coloradoite and nayagite have been identified).

The mines located in the Lucky Shot Property have historically produced minerals prior to their shut down in 1942 due to the World War II effort, after which little happened on the property until the 1980s when Enserch Exploration conducted an exploration program which included soil sampling, drilling, and underground exploration. The property was subsequently explored by several other entities before the Company acquired the property in 2021.

Exploration Plan

The Company has established access to the underground workings of the Lucky Shot tunnel in order to drill what it believes to be the down-dip extension of the Lucky Shot and Coleman mines. The Company has now refurbished and extended the Enserch tunnel to a total of 2,405 feet. The Company has completed twenty -nine holes that have each intersected what it believes to be the Lucky Shot vein and all assays have been received. Two panels of drill holes were drilled from the Western Drift in a fan pattern from underground, seven holes were drilled from near the face of the end of the Enserch Tunnel and 10 holes were drilled from the East and West Ballrooms.

Contango Minerals Properties

Compared to the exploration activities conducted to date on the Peak Gold JV Property and the Lucky Shot Property, the Company, through its subsidiaries, has performed significantly less exploration work on the mining claims wholly owned by Contango Minerals, consisting of the Triple Z, Eagle/Hona, Shamrock, and Willow projects, all of which remain in the exploration stage. Field work on the Eagle/Hona and Shamrock prospects began in July 2021.

Triple Z Prospect

The Triple Z claims were originally staked in 2009 and the claim block expanded in 2011, and again in 2019, with the claim block now covering an area of approximately 14,800 acres immediately adjacent to the Alaska Highway to the south and west, and the Taylor Highway to the north and east. The center of the Triple Z claim block is located 15 miles northeast of the Manh Choh deposit and 5 miles northeast of Tetlin Junction, where the Taylor Highway intersects the Alaska Highway. The claims cover an area of 14,810 acres with elevations ranging from 2,000 to 3,200 feet ASL. The property, including prospects known locally as the Triple Z, Dennis, Ladue, Asarco and Tok, covers an irregular area measuring up to 4 miles north-south by 8 miles east-west. An ATV-accessible trail leads from the Taylor Highway to the center of the claim block where drilling was conducted in 2012.

The area was identified as prospective for porphyry copper-gold-silver-molybdenum mineralization based on regional government sponsored stream sediment sampling. Surface rock (82 samples) and soil samples (115 samples) were collected in 2009. Follow up auger soil sampling completed between 2009 and 2011 identified a large-scale copper-gold-silver-molybdenum anomaly centered along a low-profile ridge with little to no outcrop. An airborne magnetic and resistivity survey conducted over the area in 2011 showed a coincident magnetic low and resistivity high (classic porphyry signatures) over the geochemically anomalous area. A follow up Induced Polarization (“IP”) survey conducted in 2019 across four orthogonal lines and outlined multiple IP anomalies broadly coincident with the soil and mag/resistivity anomalies. Drilling was completed in 2012 (before the IP survey) with six core holes drilled to depths ranging from 230 meters (755 feet) to 380 meters (1,246 feet). Holes 1202 and 1204 encountered several zones of anomalous copper, gold and silver.

The Company has exploration targets that have not yet been drilled because the Company was waiting for a land transfer to be completed between the Bureau of Land Management and the State of Alaska, which included a highly prospective drill-ready target. As of January 2024, the land transfer has been completed and all of the Triple Z property is open to exploration. Preparation for the land transfer took several years and included the State of Alaska conducting a topographic survey to re-establish survey boundaries that were destroyed due to wildfires. The survey completed in 2021,was required to complete the land transfer from the Federal government to the State of Alaska. With completion of the land transfer, the Company anticipates drill permits will be approved by the State Department of Natural Resources in the spring of 2024. An exploratory drill program is anticipated to begin in 2024.

Eagle/Hona Prospect

The Eagle/Hona property is located west side of the Tok Cutoff Highway, approximately 15 miles northwest of the Manh Choh deposit. This block of State of Alaska mining claims covers an area of 69,780 acres, measuring up to 17 miles north-south by up to 10 miles east-west. It includes prospects known by the names Hona, Noah, Natahona, Eagle and Mt. Neuberger. The property is currently accessible only via helicopter but portions of the claim block are less than a mile from the State maintained all-season Tok Cutoff Highway, which leads to the Glenn Highway route to Anchorage, and about a mile south of the State maintained all-season Alaska Highway. The claim block elevations range from 1,800 to 6,742 feet above sea level, and includes VABM Lookout, the summit of Mt. Neuberger, and VABM Hona.

During exploration and discovery of the Manh Choh deposit in 2012, it was recognized that the same stratigraphy that hosts the Manh Choh deposit likely exists west of the Tok River, with a left lateral offset along the Tok River fault. Staking of the first set of claims on the Eagle/Hona property ensued and the claim block was expanded over the next several years. Prior to Contango's interest, there had been limited historic work in the area. Examination of reconnaissance stream sediment and pan concentrate samples collected by federal government agencies in the 1970s revealed widespread copper and arsenic (pathfinder elements for gold) anomalies within the area now covered by the Eagle claims. There was no gold analysis in the original government sampling. Kennecott Exploration staked and explored at the Hona prospect in 1997 and completed 3 core holes (885m of drilling) in 1998. Drill core from this program, now owned by Kinross, was borrowed in 2017 for relogging and handheld Niton XRF scanning. Two of the three drill holes showed mostly schist lithologies hosting detectable gold and anomalous elements indicative of Manh Choh style mineralization. The third drill hole showed mostly intrusive lithologies, also with anomalous gold.

Contango's exploration on the Eagle/Hona property began in 2013 with a reconnaissance-level stream sediment and pan concentrate sampling program conducted over most of the southern portion of the Eagle claims. This effort identified a large target area on the property of over 10 kilometers along a northwest corridor where every creek draining the northeast slope showed strongly anomalous gold and arsenic. Exploration of the Hona prospect began in 2015 when a rock sample collected from the Hona prospect returned 3.99 gpt gold with anomalous silver, arsenic, bismuth, copper and cobalt. The mineralization was hosted in quartz mica schist with arsenopyrite veins composing up to 10% of the rock. This metal suite, Au-As-Bi-Co-Cu, is identical to the skarn assemblage at the Manh Choh and North Manh Choh deposits and suggests the Hona mineralization may be related to a system similar to that which generated the Manh Choh deposits.

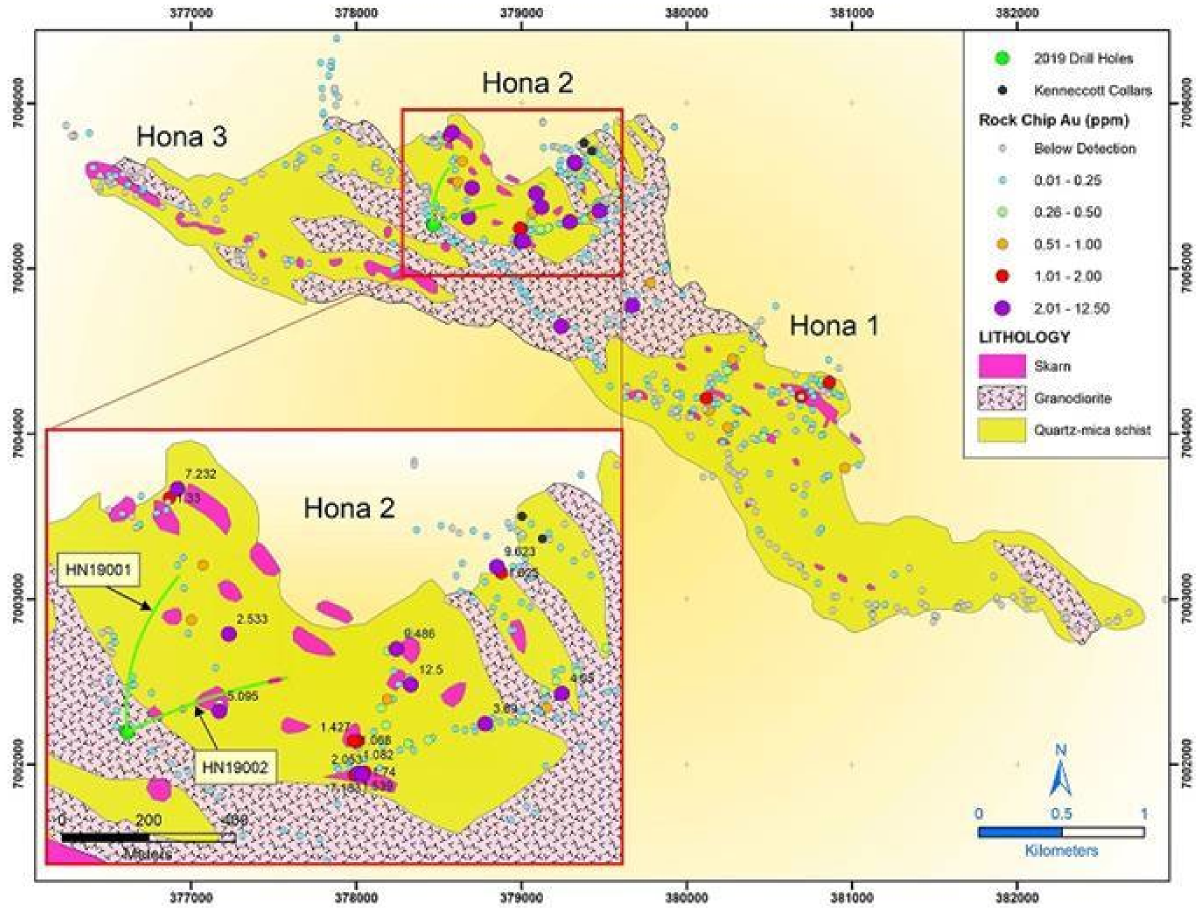
Additional follow-up and expanded sampling programs, geologic mapping, and geophysical surveys took place on the Eagle/Hona property in 2017, 2019, and 2021. To date, 2,823 rock samples (including 97 trench samples), 528 pan concentrate samples, and 640 stream sediment samples have been collected on the property and 1136.5 square kilometers of airborne geophysical data has been collected. In 2019, two core holes were drilled at the Hona 2 target for a total of 1,301 meters of drilling.

Exploration efforts on the Eagle/Hona property have delineated three large areas with anomalous gold ± arsenic ± copper. Gold, arsenic and copper values in steam sediment samples range up to 377 ppb, 161 ppm and 412 ppm, respectively. Gold, arsenic and copper values in pan concentrates range up to 9,929 ppb, 803 ppm and 206 ppm, respectively. The first target area corresponds to the Hona prospect location and is distinguished by extremely high gold, arsenic and copper in pan concentrates and stream sediments, with pans showing anomalous values at locations where stream gradients are too high for alluvial gold accumulations, suggesting mineralization is nearby, in outcrop and at current weathering surface. The second target area lies west of the Hona prospect and includes much of the upper portion of Natohona Creek. Possibly continuous with the Hona mineralization, this area is characterized by anomalous arsenic and copper, with gold in pans located in low-gradient areas of streams, suggesting significant travel from source. The third target area is the largest on the Eagle/Hona property and is defined by extremely high arsenic with gold in pan concentrates running along a 10km northwest-southeast swath on the NE side of Mt. Neuberger, where every creek draining the northeast slope shows anomalous gold-arsenic signatures.

Gold mineralization at Eagle/Hona is thought to be intrusive-related, although mineralization discovered in 2019 near the Hona prospect is largely hosted in calc-schist and greenstone peripheral to the Hona intrusive complex. Intrusive gold mineralization has been genetically linked to a series of Late Cretaceous granodiorite and granodiorite porphyry plugs and associated intrusive breccias, which on the adjacent Hona prospect returned argon 40/39 ages of 71 to 75 Ma, overlapping mineralization and intrusive ages from the Manh Choh area.

Results from each of the previous exploration programs has shown positive results, though development of the Eagle/Hona property is still in the early stages. Follow-up geologic mapping and sampling is planned for the near future.

The map below depicts the location of the two core holes drilled at the Hona 2 target along with rock chip sampling results and surface geology.



Significant Drill Intercepts from the 2019 Program. Sample intervals are calculated using 0.5 grams per tonne (g/t) lower cut off for gold with no internal waste less than cutoff grade that is greater than 3 meters in thickness. Intercepts shown are drill intercept lengths. True width of mineralization is unknown. The grade cutoff for gold (Au) is 0.5 g/t; for silver (Ag) is 10 g/t; and for copper (Cu) is 0.1%. The following table summarizes the significant drilling results obtained for the complete 2019 Program:

DrillHole	Zone	From (meters)	To (meters)	Interval (meters)	Au_g/t	Au_opt	Ag_g/t	Cu %
HN19001	Hona 2	32.00	35.05	3.05	1.01	0.029	1.4	0.027
HN19001	Hona 2	436.17	440.89	4.72	0.80	0.023	—	0.025
HN19001	Hona 2	452.78	460.71	7.93	0.88	0.026	0.4	0.034
HN19002	Hona 2	224.33	227.38	3.05	0.59	0.017	—	0.012
HN19002	Hona 2	339.09	342.29	3.20	1.23	0.036	1.3	0.046
HN19002	Hona 2	369.27	373.56	4.29	0.55	0.016	—	0.028
HN19002	Hona 2	396.85	399.04	2.19	0.93	0.027	1.7	0.024
HN19002	Hona 2	445.24	446.53	1.29	3.05	0.089	0.8	0.029
HN19002	Hona 2	612.65	629.67	17.02	0.41	0.012	5.4	0.333

Shamrock Prospect

In early 2021, the Company staked the Shamrock prospect in the Richardson Mining District located in central Alaska right along the Alaska Highway corridor. These claims lie in the heart of the Richardson Mining District, located in central interior Alaska. Several exploration targets are located within the claim block, including the Shamrock, Banner and Hilltop prospects. The State of Alaska mining claims cover approximately 52,700 acres with elevations ranging from approximately 1,000 feet ASL to 3,023 feet ASL at VABM Buck. The claim block is an irregular shape measuring up to 15 miles east-west and up to 6.2 miles north-south. The location of the Shamrock claims is approximately 50 miles south of Fairbanks, Alaska along the Richardson Highway. The property can be accessed via two unpaved roads off the Richardson Highway at milepost

292.5 and milepost 314. The project area is cut by several unpaved roads and ATV trails, providing access to the interior of the property. The Shamrock claims are located 62 miles from Pogo and 75 miles from Fort Knox with outstanding infrastructure and access, including a high-voltage power line running along the north and south boundaries, as well as the Alaska Pipeline corridor trending ESE and WNW along the northern boundary.

The property includes a total of 361 Alaska state mining claims covering approximately 52,700 acres and gives the Company a dominant land position in the Richardson district (see the map below). The property has excellent infrastructure being right along the Alaska Highway and adjacent to the Trans Alaska Pipeline with several gravel roads and ATV trails providing good access to entire property. In addition, a high-voltage power line traverses along the southern property boundary. This electrical grid provides power to the Pogo gold mine operated by Northern Star Resources Limited which produced approximately 175,000 ounces of gold in 2020 and is located approximately 50 miles to the northeast of the Shamrock property. During the 2021 field season, field crews collected 835 soil samples using a power auger and 75 surface rock chip samples. Follow up trenching and detailed geologic mapping is planned for the summer of 2024.

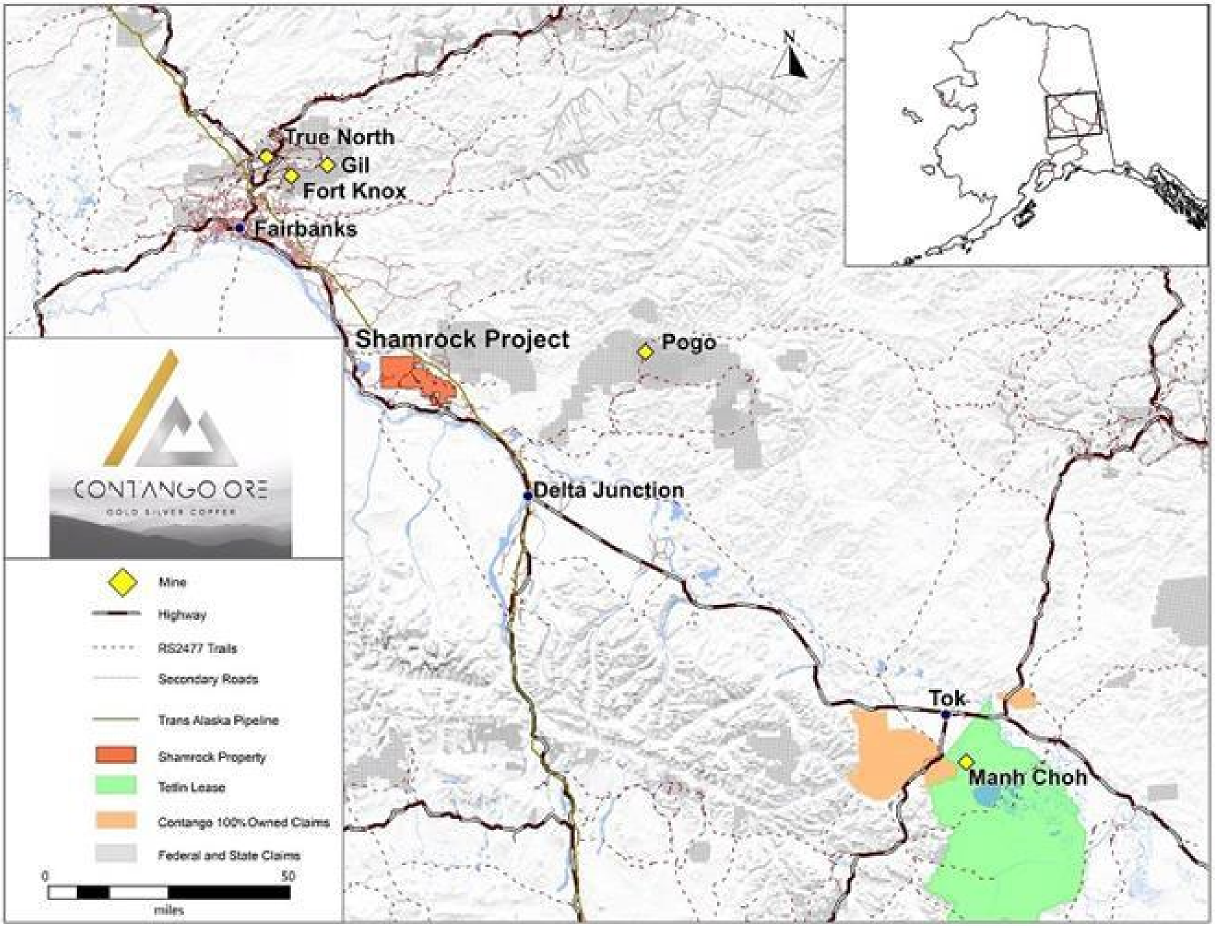
Placer gold was discovered in the Richardson District on Tenderfoot Creek in 1905 and alluvial mining has continued intermittently until as recently as 2010. The Richardson District produced over 100,000 ounces of gold since the early 1900s. The Richardson District is characterized by gentle slopes and broad, alluvium-filled valleys. The area is unglaciated but largely overlain by windblown loess, generally a few meters in thickness but locally up to 50 meters thick.

The Shamrock prospect is underlain by a series of metamorphic schists and gneisses that make up the Lake George Subterrane of the more broadly distributed Yukon Tanana Terrane across interior Alaska and the Yukon, which is host to a number of large gold deposits. Peak metamorphism occurred around 110 million years ago. Retrograde metamorphism resulted in cooling, gneiss dome formation and a transition from ductile deformation of the metamorphic fabric to brittle deformation, as well as a series of low-angle shears across the region. Mid- Cretaceous extension resulted in regional uplift and denudation of the metamorphic gneiss domes. Post-uplift plutonic activity often occurs along the margins of these domes where zones of extreme thinning are common. Two ages of intrusive activity are noted at 105 Ma and 85 Ma. Both mid-Cretaceous intrusive rocks are genetically related to lode gold mineralization.

There are three types of gold deposit types that the Company plans to explore for on the Shamrock prospect: (1) Gold in the low angle quartz veins characterized as “Pogo Type” mineralization; (2) Intrusive Related Gold deposits (“IRG”) associated with igneous intrusions where they intersect deep seated crustal structures; and (3) high level rhyolite intrusive dikes associated clay and silica alteration which occurs in the Democrat and Banner Dikes areas of the property.

The Shamrock prospect was previously owned by Coeur Mining, who inherited the property as a result of acquiring Northern Empire Resource, which also owned the Sterling Gold Project located in Nevada. The Richardson property (as it was referred to by Coeur Mining) was non-core, and the claims were dropped in 2020. Based on historic activity, there are a number of well-defined soil anomalies with limited drilling that remain under-explored.

The map below shows the location of the Shamrock Prospect:

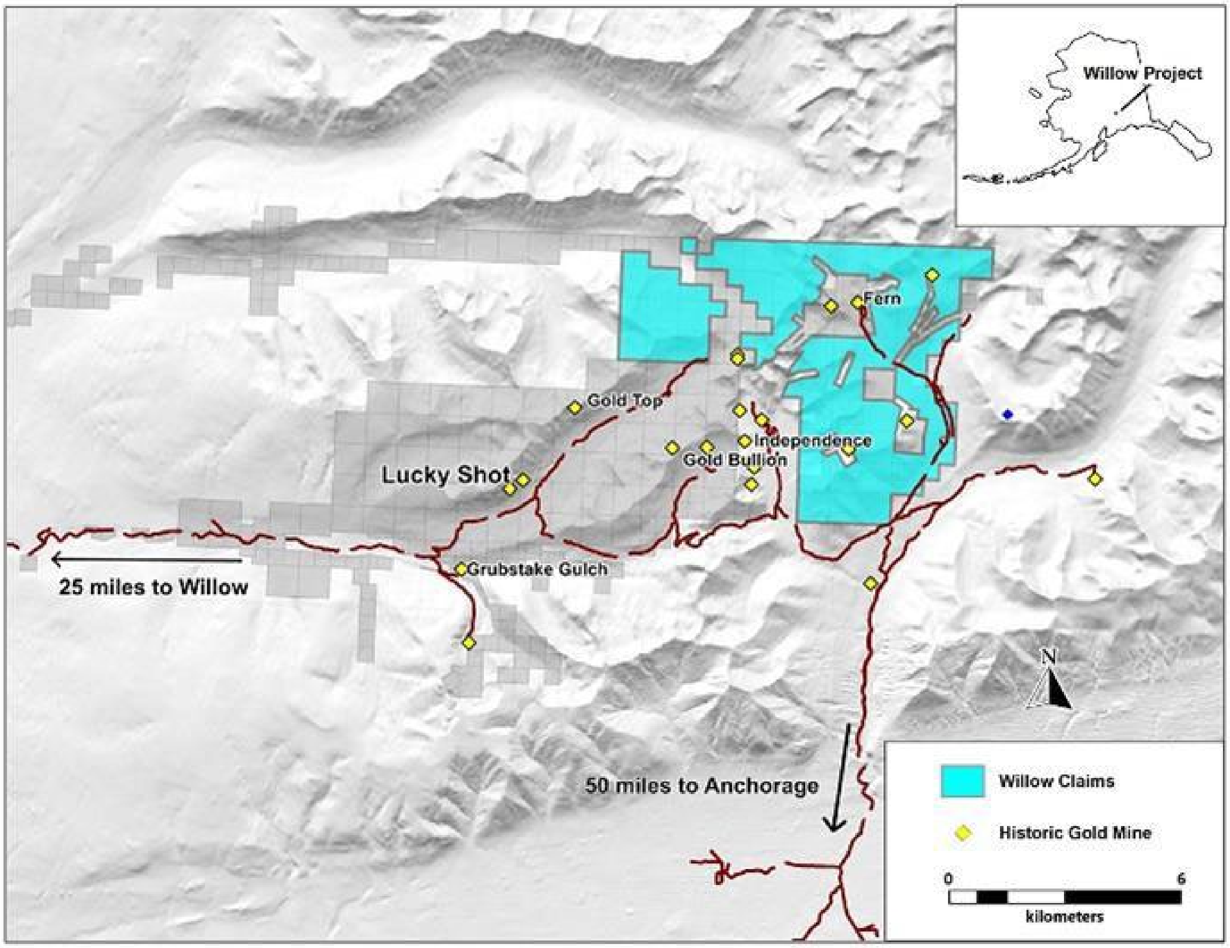


Willow Prospect

The Willow claim block was staked by the Company in August of 2021. The claims are located 168 kilometers (104.5 miles) north of Anchorage, Alaska, with a processing site located about 60 kilometers (37 miles) west of the claim block, on the Parks Highway. The property includes 8,000 acres of State of Alaska mining claims surrounding and including many historic gold mines and prospects. The claim block is an irregular shape measuring up to 5.5 miles east-west and up to 4.3 miles north-south. Elevations in the claim block range from about 2,000 feet ASL along Archangel Creek to 5,440 feet ASL at Murphy Ridge and The Pinnacle. The Willow claims can be accessed from the Willow Fishhook Road via Archangel Road, along the eastern side of the claim block, and Gold Chord Road on the west side. Infrastructure in the area is excellent with road access between the claim block and plant site via unsealed secondary road, sealed two-lane highway, and the four-lane Parks Highway connecting Anchorage and Fairbanks.

The Willow claims cover a number of historically active mines in the Willow Mining District that were all mandated to shut down as a result of the War Act in 1942. Very little exploration work has occurred since that time. The Company plans to conduct geologic mapping, geochemical sampling and geophysical surveys to identify potential exploration drill targets to find additional gold resources. Given the Willow claims' location adjacent to the Lucky Shot Property, the Company treats these claims as an addition to, and expansion of, the Lucky Shot Property for purposes of its planned exploration activities.

The map below shows the location of the Willow Prospect:



Environmental Regulation and Permitting

Peak Gold JV Property

The Company believes that it and the Peak Gold JV are currently operating in compliance with all environmental regulations. Peak Gold LLC holds a bond with the State of Alaska in the amount of $63,507,000 to provide reclamation of the site to the original environmental functionality. All permits, plans and approvals were in hand May 15, 2023 to begin facility construction and mine production. Early works road construction was started in Q3 2022 and required an Alaska Corps of Engineers wetlands permit and an Alaska Mining Permit Application.

Major Permits in hand include:

1. Alaska Mining Permit Application (APMA)#2626 covering exploration drilling activities on the Tetlin Lease. This permit now extends through December 31, 2025.
2. U.S. Army Corps of Engineers CWA §404 Wetlands Permit (POA-2013-00286) issued September 2, 2022 (expiration September 30, 2027) with accompanying Alaska Department of Conservation CWA §401 Water Quality Certification issued August 29, 2022 (expiration September 30, 2027).
3. Alaska Department of Natural Resources (ADNR) Reclamation and Closure Plan Approval (F20232626RPA) issued May 15, 2023 (expiration May 15, 2028).
4. Alaska Department of Environmental Conservation (ADEC) Waste Management Permit (2023DB0001) issued May 15, 2023 (expiration May 15, 2028).
5. Alaska Department of Environmental Conservation (ADEC) Air Emissions Title 1 Minor Air Permit (AQ1616MSS01 Rev.1) issued July 12, 2022 (no expiration date).

Lucky Shot Property

Hard Rock Exploration Permits and Temporary Water Use Permits covering planned activities on the Lucky Shot Property were issued by the Alaska Department of Natural Resources to the Company and consist of the following multi-year permits (the “State Permits”):

1. Alaska Hard Rock Exploration and Reclamation Permit #3003 covering exploration drilling activities on the Lucky Shot Property. This permit is effective through December 31, 2026. Each year during the term of the permit, the Company will submit a reclamation statement detailing reclamation actions taken and a letter of intent to do reclamation for the following year.
2. Alaska Temporary Water Use Permit F2021-118. The permit expires December 31, 2026. These water use authorizations are specific to Alaska Hard Rock Exploration permit #3003.
3. Driveway Permit #27495 issued by the State of Alaska Department of Transportation and Public Facilities.

Shamrock Prospect

Hard Rock Exploration Permits and Temporary Water Use Permits covering planned activities on the Shamrock Prospect were issued by the Alaska Department of Natural Resources to the Company and consist of the following multi-year permits (the “State Permits”):

1. Alaska Hard Rock Exploration and Reclamation Permit #2849 covering exploration drilling activities on the Buck State Mining Claims. This permit now extends through December 31, 2025. Each year during the term of the permit, the Company will submit a reclamation statement detailing reclamation actions taken and a letter of intent to do reclamation for the following year.
2. Alaska Temporary Water Use Permit F2021-083, allowing a seasonal average water use of 21,600 gallons per day during the period June 1 to October 31. The permit expires December 31, 2025. These water use authorizations are specific to Alaska Hard Rock Exploration permit #2849.
3. Alaska Department of Fish & Game (ADF&G), Habitat Division issued the Fish Habitat Permit FH21-III-0147 for activities associated with F212849 on June 16, 2021. The Fish Habitat Permit will expire on December 31, 2025.

Triple Z Prospect

Hard Rock Exploration Permit covering some planned activities on the Triple Z Property was issued by the Alaska Department of Natural Resources to the Company and consists of the following multi-year permits (the “State Permits”):

1. Alaska Hard Rock Exploration and Reclamation Permit #2246 covering exploration some drilling activities on the Triple Z Property. The permit is in the process of being amended to include additional lands made available for exploration as a result of the land transfer. This permit is effective through December 31, 2024. Each year during the term of the permit, the Company will submit a reclamation statement detailing reclamation actions taken and a letter of intent to do reclamation for the following year.
2. Alaska Department of Fish & Game (ADF&G), Habitat Division issued the Fish Habitat Permit FH20-III-0063 for activities associated with F212849 on June 16, 2021. The Fish Habitat Permit will expire on December 31, 2025.

The State Permits were issued to Contango Minerals Alaska, LLC to cover its access road, drill pad and core drilling impacts. Reclamation of surface disturbance, if any, associated with our exploration activities is conducted concurrently where required.

Additional Permit Conditions

Any future mining operations undertaken by the Company or the Peak Gold JV are subject to local, state, tribal, and federal regulation governing environmental quality and pollution control, including air quality standards, greenhouse gas, waste management, reclamation and restoration of properties, plant and wildlife protection, cultural resource protection, handling and disposal of radioactive substances, and employee health and safety. Extraction of mineral ore is subject to stringent environmental, health, and safety regulation by state and federal authorities, including the United States Environmental Protection Agency (“EPA”), and may also be subject to additional regulation of local and tribal authorities. Such regulation can increase the cost of planning, designing, constructing, installing and operating mining facilities or otherwise delay, limit or prohibit planned operations.

Significant fines and penalties may be imposed for failure to comply with environmental laws. Some environmental laws provide for joint and several strict liability for remediation of releases of hazardous substances. In addition, the Company and the Peak Gold JV may be subject to claims alleging personal injury or property damages as a result of alleged exposure to hazardous substances or other environmental impacts.

The Federal Mine Safety and Health Act of 1977 and regulations promulgated thereunder, and the State of Alaska Department of Labor and Workforce Development, impose a variety of health and safety standards on numerous aspects of employee working conditions related to mineral extraction and processing operations, including the training of personnel, operating procedures and operating equipment. In addition, the Company and the Peak Gold JV may be subject to additional state and local mining standards. The Company believes that it and the Peak Gold JV currently are in compliance with applicable mining standards; however, the Company cannot predict whether changes in standards or the interpretation or enforcement thereof will have a material adverse effect on the Company's or the Peak Gold JV's business, financial condition or otherwise impose restrictions on its ability to conduct mining operations.

A typical time frame for baseline environmental studies and permitting for a gold mine in Alaska may take more than a decade. There are numerous state and federal permits and authorizations required from many different state and federal agencies. Federal legislation and regulations adopted and administered by the EPA and other governmental or tribal authorities, Forest Service, Bureau of Land Management, Fish and Wildlife Service, Mine Safety and Health Administration, and other federal agencies, legislation such as the CWA, Safe Drinking Water Act, CAA, National Environmental Policy Act, Migratory Bird Treaty Act, Endangered Species Act, RCRA and CERCLA and various laws and regulations administered by the State of Alaska including the Alaska Department of Fish and Game, the Alaska Department of Environmental Conservation, Alaska Department of Transportation and Public Facilities and the Alaska Department of Natural Resources, have a direct bearing on exploration and mining operations conducted in Alaska. The scope, breadth and complexity of these regulations make the process for preparing and obtaining approval of a plan of operations much more time-consuming, expensive, and uncertain. The Alaska Department of Natural Resources coordinates the permitting of mining operations in the State of Alaska, has developed a process to integrate federal, state and local government requirements to obtain mine permits, and also provides an opportunity for public comment. Plans of operation will be required to include detailed baseline environmental information and address how detailed reclamation performance standards will be met. In addition, all activities for which plans of operation are required will be subject to a new standard of review by the U.S. Bureau of Land Management, which must make a finding that the conditions, practices or activities do not cause substantial irreparable harm to significant scientific, cultural, or environmental resource values that cannot be effectively mitigated.

CERCLA, also known as the "superfund" law, and analogous state laws impose liability, regardless of fault or the legality of the original conduct, on certain classes of persons that contributed to the release of a "hazardous substance" into the environment. These persons include the current or previous owner and operator of a site where a hazardous substance has been disposed and persons who disposed or arranged for the disposal of a hazardous substance at a site, or transported a hazardous substance to a site for disposal. CERCLA also authorizes the EPA and, in some cases, private parties to take actions in response to threats to the public health or the environment and to seek recovery from such responsible classes of persons of the costs of such an action. The Company's and the Peak Gold JV's mining operations may generate wastes that fall within CERCLA's definition of "Hazardous Substances", and, thus, subject the Company or the Peak Gold JV to CERCLA liability.

Finally, environmental, social, and governance ("ESG") goals and programs, which typically include extralegal targets related to environmental stewardship, social responsibility, and corporate governance, have become an increasing focus of investors, stockholders and activists across many industries. While reporting on ESG metrics remains voluntary, access to capital and investors is likely to favor companies with robust ESG programs in place. In addition, if ESG metrics and/or reporting become mandatory, the Company's and the Peak Gold JV's costs of planning, designing, constructing, operating, and maintaining their mining facilities and associated operations and the costs of their compliance obligations in connection with those facilities and operations could increase.

Item 3. LEGAL PROCEEDINGS

The Company is a 30% owner of the Peak Gold JV, which operates the Manh Choh mine near Tok, Alaska. Ore from the mine is to be trucked to the Fort Knox mill for processing on public roadways in state-of-the-art trucks carrying legal loads. Certain owners of vacation homes along the ore haul route and others claiming potential impact have organized a group to oppose the ore haul plan and disrupt the project. These efforts have included administrative appeals of certain state mine permits unrelated to ore haul. To date, those appeals have been unsuccessful. On October 20, 2023, the Committee for Safe Communities, an Alaskan non-profit corporation inclusive of this same group of objectors and formed for the purpose of opposing the project, filed suit in the Superior Court in Fairbanks, Alaska against the State of Alaska Department of Transportation and Public Facilities ("DOT"). The Complaint seeks injunctive relief against the DOT with respect to its oversight of Peak Gold's ore haul plan. The Complaint alleges that the DOT has approved a haul route and trucking plan that violates DOT regulations, DOT's actions have created an unreasonable risk to public safety constituting an attractive public nuisance, and DOT has aided and abetted the offense of negligent driving. On November 2, 2023, the plaintiff filed a motion for a preliminary injunction against the DOT and is seeking expedited consideration of its motion. If granted, the motion could impact Peak Gold's ore haul plans. On November 9, 2023, the Court denied the plaintiff's motion for expedited consideration. On November 15, 2023, the Court granted Peak Gold, LLC's motion to intervene. The plaintiff's motion for a preliminary injunction is fully briefed and awaiting decision by the Court. On December 15, 2023, the plaintiff filed a motion for a hearing on its motion for preliminary injunction, which has been fully briefed, and is awaiting decision by the Court. On January 15, 2024, Peak Gold and DOT jointly moved for judgment on the pleadings and to stay all discovery, which motions remain pending.

Item 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The common stock is traded on the NYSE American under the symbol "CTGO". The NYSE American quotations reflect inter-dealer prices, without retail mark-up, mark-down, or commission, and may not represent actual transactions.

As of March 14, 2024, there were 9,602,906 shares of common stock outstanding held by approximately 72 registered stockholders.

The Company does not intend to declare or pay any dividends and currently intends to retain any available funds generated by its operations for the development and growth of its business. It does not currently anticipate paying any cash dividends on its outstanding shares of common stock in the foreseeable future. Any future decision to pay dividends on its common stock will be at the discretion of its Board and will depend on its financial condition, results of operations, capital requirements, and other factors the Board may deem relevant.

Unregistered Sales of Equity Securities

May 2023 Warrant Exercise

In May 2023, the Company offered the holders of its December 2022 Warrants and January 2023 Warrants with an original exercise price of $25.00, (collectively, "the Original Warrants") the opportunity to exercise those warrants at the reduced exercise price of $22.00 (the "Modified Warrants") and receive shares of common stock, par value $0.01 per share of Contango ORE, Inc. by paying the reduced exercise price in cash and surrendering the original warrants on or before May 9, 2023. A total of 313,000 Original Warrants were exercised resulting in total cash to the Company of $6.9 million (the "Warrant Exercise Proceeds") and the issuance of 313,000 shares of Company common stock upon such exercise. Such shares of common stock were issued in reliance on an exemption from registration under the Securities Act, pursuant to Section 4(a)(2) thereof.

Proceeds from the exercise of the warrants were used for working capital purposes and for funding future obligations of the Company. In connection with the accelerated exercise of the December 2022 Warrants and January 2023 Warrants, the Company agreed to issue new warrants to purchase shares of Company common stock at $30.00 per share to the exercising holders in the amount of the respective December 2022 Warrants and January 2023 Warrants that were exercised by such holders. As a result, the Company has issued new warrants to purchase 313,000 shares of Company common stock (the "May 2023 Warrants"). Consistent with the accounting guidance for modifications of a freestanding equity-classified warrant as a part of an equity offering, the Company recorded the excess in fair value of the modified warrants over the Original Warrants as an equity issuance cost, of approximately $383,000. The fair value of the modified warrants and the original warrants were calculated as of May 9, 2023 with the following weighted average assumptions used: (i) risk-free interest rate of 4.81%; (ii) expected life of 1 year; (iii) expected volatility of 42.5%; and (iv) expected dividend yield of 0%. The May 2023 Warrants were classified within equity and the proceeds from the capital raise were allocated to the May 2023 warrants based on their relative fair value. The fair value of each of the May 2023 Warrants was estimated as of the date of grant using the Black-Scholes option-pricing model (Level 2 of the fair value hierarchy) with the following weighted average assumptions used: (i) risk-free interest rate of 4.81%; (ii) expected life of 1.5 year; (iii) expected volatility of 43.7%; and (iv) expected dividend yield of 0%.

Item 6. RESERVED

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the financial statements and the related notes and other information included elsewhere in this report.

Overview

The Company engages in exploration for gold, silver, and copper ores in Alaska. The Company's largest asset is a 30.0% membership interest in Peak Gold, LLC, which leases approximately 675,000 acres from the Tetlin Tribal Council and owns approximately 13,000 State of Alaska mining claims for exploration and development through its wholly-owned subsidiary, CORE Alaska. The Company's wholly-owned subsidiary, Contango Minerals, owns 100% interest in the mineral rights to approximately 84,580 acres of State of Alaska mining claims located north and northwest of the Manh Choh Project. The Company is actively working to acquire additional properties in Alaska for exploration. The acquisitions may include leases or similar rights from Alaska Native corporations or may include filing Federal or State of Alaska mining claims by staking claims for exploration.

At Contango's 30% owned Manh Choh Project, of which Kinross is the operator, construction is essentially complete, on budget and on schedule for production in the second half of 2024. Mining activities are well underway including the commencement of ore mining and stockpiling. Transportation of ore to the Fort Knox mill, where it will be processed, has commenced and will gradually increase throughout the first half of the year. Modifications to the Fort Knox mill continue to progress on schedule and on budget. Construction of the conveyors and associated buildings are planned for the first quarter along with interior piping and mechanical installations. The commissioning and operational readiness team is in place and preparing for pre-commissioning activities following the mechanical completion of each. Neither the Company nor the Peak Gold JV has commenced producing commercially marketable minerals. To date, neither the Company nor the Peak Gold JV has generated any revenue from mineral sales or operations. Neither the Company nor the Peak Gold JV has any recurring source of revenue. The Company has secured funding through debt arrangements to fund the capital requirements towards the Peak Gold JV. The Company's ability to continue as a going concern is dependent on the Company's ability to raise capital to fund future exploration and working capital requirements. In the future, the Company and the Peak Gold JV may generate revenue from a combination of mineral sales and other payments resulting from any commercially recoverable minerals from the Manh Choh Project. The Company does not expect the Peak Gold JV to generate revenue from mineral sales prior to mid-2024. If the Company's properties or the Manh Choh Project fails to contain any proven reserves, the Company's ability to generate future revenue, and the Company's results of operations and financial position, would be materially adversely affected. Other potential sources of cash, or relief of demand for cash, include external debt, the sale of shares of the Company's stock, joint ventures, or alternative methods such as mergers or sale of our assets. No assurances can be given, however, that the Company will be able to obtain any of these potential sources of cash. The Company will need to generate significant revenues to achieve profitability and the Company may never do so.

Results of Operations

Claim Rentals Expense. Claim rental expense primarily consists of State of Alaska rental payments and annual labor payments. We recognized claim rental expense of $0.3 million for the six month period ended December 31, 2023 compared to $0.5 million for fiscal year ended June 30, 2023, and $0.6 million for fiscal year ended June 30, 2022. Claim rental expense decreased for the year ended December 31, 2023 because the Company relinquished approximately 69,000 acres located on the Eagle/Hona prospect in November 2022.

Exploration Expense. Exploration expense for the six month period ended December 31, 2023 was $1.8 million, compared to $7.9 million for fiscal year ended June 30, 2023 and $8.5 million for fiscal year ended June 30, 2022. The current period expense primarily relates to the surface exploration program at the Lucky Shot Property. The prior year exploration expense relates to spending on our 100% owned state claims on the Eagle/Hona and Shamrock Property, as well as exploration activity on our Lucky Shot Property. Other than a minor amount of surface exploration work completed, the Lucky Shot property remained on care and maintenance from January 2023 through December 2023.

General and Administrative Expense. General and administrative expense for the six month period ended December 31, 2023 was $6.8 million compared to $9.1 million and $10.3 million for fiscal years ended June 30, 2023 and June 30, 2022, respectively. The Company's general and administrative expense primarily relates to professional fees, payroll and benefit related fees, retention and severance fees, and stock-based compensation expense. The stock-based compensation expense for six month period ended December 31, 2023 was $1.6 million compared to $2.9 million for fiscal year ended June 30, 2023 and $4.0 million for fiscal year ended June 30, 2022.

Loss from Equity Investment in the Peak Gold JV. The loss from the Company's equity investment in the Peak Gold JV for the six month period ended December 31, 2023 was $6.3 million, compared to $21.1 million for fiscal year ended June 30, 2023 and $3.7 million for fiscal year ended June 30, 2022. Pursuant to the terms of the A&R JV LLCA, the Company and KG Mining are required to jointly fund the joint venture operations in proportion to their membership interests in the Peak Gold JV to avoid dilution. The Company invested $34.4 million in the Peak Gold JV during the six month period ended December 31, 2023 compared to $21.1 million during fiscal year ended June 30, 2023, and $3.7 million during fiscal year ended June 30, 2022. At September 30, 2023, the Company's cumulative investment exceeded the cumulative losses and recognized $4.3 million in suspended losses in addition to the 30% share of the Peak Gold JV net loss. The portion of the cumulative loss that exceeds the Company's cumulative investment will be suspended and recognized against earnings, if any, from the Company's investment in the Peak Gold JV in future periods. The suspended losses for the period from inception to December 31, 2023 is nil.

Interest Expense. On May 17, 2023, the Company entered into a credit and guarantee agreement for a senior secured loan facility for up to $70 million (the "Credit Agreement"). On April 26, 2022, the Company closed on a $20,000,000 unsecured convertible debenture to QRC. In connection with the closing of the Credit Agreement, the Company entered into an amendment to the convertible debenture that raised the stated interest rate from 8% to 9%. The debenture currently bears interest at 9% per annum, payable quarterly, with 7% paid in cash and 2% paid in shares of common stock of the Company (See Note 15 to our Consolidated Financial Statements for discussion on both debt arrangements). The six month period ended December 31, 2023 interest expense of $2.4 million includes expense related to the convertible debenture with QRC, and interest expense related to the Company's draw-downs of $30.0 million on the Credit Facility. The June 30,2023 interest expense of $2.0 million related to a full year of interest expense related to the convertible debenture with QRC and interest expense related to the $10.0 million draw-down on the Credit Facility. The June 30, 2022 interest expense of $0.3 million primarily includes the accrued interest related to the convertible debenture for approximately one quarter.

Unrealized loss on derivative contracts. On August 2, 2023, CORE Alaska, a subsidiary of the Company, pursuant to an ISDA Master Agreement entered into with ING Capital Markets LLC (the "ING ISDA Master Agreement") and an ISDA Master Agreement entered into with Macquarie Bank Limited (the "Macquarie ISDA Master Agreement"), in accordance with its obligations under that certain Credit and Guarantee Agreement, by and among the Company, its subsidiaries, ING Capital LLC and Macquarie Bank Limited, entered into a series of hedging agreements with ING Capital LLC and Macquarie Bank Limited for the sale of an aggregate of 124,600 ounces of gold at a weighted average price of $2,025 per ounce. During the six month period ended December 31, 2023 the Company had an unrealized loss on derivative contracts of $23,417,781. This non-cash loss was driven by an increase in forward gold price as at December 31, 2023 compared to the contracted price. The Company did not enter into any derivative contracts for fiscal years ended June 30, 2023 and 2022.

Liquidity and Capital Resources

As of December 31, 2023, the Company had approximately $15.7 million of cash.

The Company's primary cash requirements have been for general and administrative expenses, capital calls from the Peak Gold JV for the Manh Choh Property, and exploration expenditures on the Lucky Shot Property. The Company's sources of cash have been from common stock offerings, the issuance of the $20 million unsecured convertible debenture to QRC, and the draw downs on the Credit Facility, which has capacity for up to $70 million.

The JV Management Committee has proposed a significant budget to complete and start the operations of the Manh Choh mine. Specifically, the JV Management Committee approved a budget for 2023, with cash calls totaling approximately $165 million, which was subsequently amended to $157.3 million of which the Company's share is approximately $47.2 million, and approved a budget for the first quarter of 2024, with cash calls totaling approximately $51.5 million, of which the Company's shares is approximately $15.5 million. As of December 31, 2023, the Company has funded $47.2 million towards the 2023 budget as actuals have come in lower than the budget. This budget primarily relates to completion of the Manh Choh camp, mine access road construction, earthworks, general construction and installation, pre-production stripping, etc. The Company is required to make capital contributions of 30% of the budgeted amounts when cash calls are received from the Peak Gold JV or face the possible dilution of its interest in the Peak Gold JV.

The Company's cash needs going forward will primarily relate to capital calls from the Peak Gold JV, exploration of the Contango Properties, repayment of debt and related interest and general and administrative expenses of the Company. The JV Management Committee has proposed a significant budget to complete and start the operations of the Manh Choh mine, which is anticipated to begin production during the second half of 2024. As of December 31, 2023, the Company has funded its capital calls to the Peak Gold JV totaling $47.2 million, of which $30 million was funded from the secured credit facility. In 2024 it is anticipated that there will be a further $28.8 million of capital calls to the Peak Gold JV to reach production, of which $15.5 million has been funded by the Company. The Company believes it has sufficient capital to reach production at the Manh Choh mine, with the cash it has on hand and the $27.5 million of available room on the secured credit facility. Although there can be no guarantee that the Peak Gold JV will distribute funds back to the Company, the Company believes it is probable to receive the anticipated distributions from the Peak Gold JV and maintain sufficient liquidity to meet its working capital requirements, including repayment obligations of approximately $21 million on the secured credit facility, through the first quarter of 2025. Failure to pay the current debt obligations will result in an event of default and the debt would be due immediately or callable. If the Company elects to not fund a portion of its cash calls to the Peak Gold JV, its membership interest in the Peak Gold JV would be diluted. If the Company's interest in the Peak Gold JV is diluted, the Company may not be able to fully realize its investment in the Peak Gold JV. Also, if no additional financing is obtained, the Company may not be able to fully realize its investment in the Contango Properties. The Company has limited financial resources and the ability of the Company to refinance current debt or arrange additional financing in the future will depend, in part, on the prevailing capital market conditions, the results achieved at the Peak Gold JV Property, as well as the market price of metals. The Company cannot be certain that financing will be available to the Company on acceptable terms, if at all.

Further financing by the Company may include issuances of equity, instruments convertible into equity (such as warrants) or various forms of debt. The Company has issued common stock and other instruments convertible into equity in the past and cannot predict the size or price of any future issuances of common stock or other instruments convertible into equity, and the effect, if any, that such future issuances and sales will have on the market price of the Company's securities. Any additional issuances of common stock or securities convertible into, or exercisable or exchangeable for, common stock may ultimately result in dilution to the holders of common stock, dilution in any future earnings per share of the Company and may have a material adverse effect upon the market price of the common stock of the Company.

Off-Balance Sheet Arrangements

None.

Critical Accounting Estimates

The discussion and analysis of the Company's financial condition and results of operations is based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. The Company has identified below the critical accounting estimates that are of particular importance to the portrayal of our financial position and results of operations and which require the application of significant judgment by management. Actual results may differ from these estimates under different assumptions or conditions.

Contingent Considerations. Contingent consideration in asset acquisitions payable in the form of cash is recognized when payment becomes probable and reasonably estimable, unless the contingent consideration meets the definition of a derivative, in which case the amount becomes part of the asset acquisition cost when acquired. Contingent consideration payable in the form of a fixed number of the Company's own shares is measured at fair value as of the acquisition date and recognized when the issuance of the shares becomes probable. Upon recognition of the contingent consideration payment, the amount is included in the cost of the acquired asset or group of assets. The Company carries a liability for contingent consideration related to the acquisition of LSA. In estimating the fair value of the contingent consideration at each reporting period, the Company makes estimates regarding the probability and timing of reaching the milestones associated with payment of the consideration, as well as the weighted average cost of capital used to discount the liability to its present value as of the balance sheet date. The estimate of the fair value of the contingent consideration is sensitive to changes in any one of these estimates.

Derivative Instruments. The Company utilizes derivative instruments in order to manage exposure to risks associated with fluctuating commodity prices. The Company recognizes all derivatives as either assets or liabilities, measured at fair value, and recognizes changes in the fair value of derivatives in current earnings. The Company performed a sensitivity analysis on this estimate based on a 10% change on the forward gold price which could result in an increase or decrease of $25.9M on the fair value of the derivative instrument. The Company has elected to not designate any of its positions under the hedge accounting rules. Accordingly, these derivative contracts are mark-to-market and any changes in the estimated values of derivative contracts held at the balance sheet date are recognized in unrealized (loss) gain on derivative contracts, net in the Consolidated Statements of Operations as unrealized gains or losses on derivative contracts. Realized gains or losses on derivative contracts will be recognized in (Loss) gain on derivative contracts, net in the Consolidated Statements of Operations.

Recently Issued Accounting Pronouncements. See Part II. Item 8. "Financial Statements and Supplementary Data" and "Note 4 - Summary of Significant Accounting Policies" of this Transition Report on Form 10-KT.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements and supplemental information required to be filed under Item 8 of Form 10-K are presented on pages 55 through 86 of this Form 10-KT.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. As required by Rule 13a-15(b) of the Exchange Act, under the supervision and with the participation of our management, including our President and Chief Executive Officer and Chief Financial and Accounting Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act as of December 31, 2023. Our disclosure controls and procedures are designed to provide reasonable assurance that the information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based on that evaluation, management concluded that the Company's disclosure controls and procedures were effective as of December 31, 2023 at the reasonable assurance level.

Management's Report on Internal Control Over Financial Reporting. The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). Our internal control system was designed to provide reasonable assurance to our management and the Board regarding the preparation and fair presentation of published financial statements. As of December 31, 2023, under the supervision and with the participation of the Company's management, including the President and Chief Executive Officer and Chief Financial and Accounting Officer, the Company conducted an evaluation of the effectiveness of its internal control over financial reporting based on the framework in *2013 Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on the Company's evaluation under the framework in *2013 Internal Control-Integrated Framework,* the Company's management concluded that its internal control over financial reporting was effective as of December 31, 2023.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Changes in Internal Control Over Financial Reporting. There have been no changes in our internal control over financial reporting that occurred during the six month period ended December 31, 2023 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting. We may make changes in our internal control procedures from time to time in the future.

This Transition Report on Form 10-KT does not include an attestation report from Moss Adams LLP, the Company's independent registered public accounting firm, regarding internal control over financial reporting. Management's report was not subject to attestation by Moss Adams, LLP, pursuant to SEC rules that permit the Company to provide only management's report in this Transition Report on Form 10-KT.

Item 9B. OTHER INFORMATION

None.

Item 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not Applicable.

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Item 10 of Part III has been omitted from this report and is incorporated by reference from the registrant's proxy statement, or will be included in an amendment to this Transition Report on Form 10-KT, to be filed not later than 120 days after the close of its fiscal year.

Item 11. EXECUTIVE COMPENSATION

The information required by Item 11 of Part III has been omitted from this report and is incorporated by reference from the registrant's proxy statement, or will be included in an amendment to this Transition Report on Form 10-KT, to be filed not later than 120 days after the close of its fiscal year.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 12 of Part III has been omitted from this report and is incorporated by reference from the registrant's proxy statement, or will be included in an amendment to this Transition Report on Form 10-KT, to be filed not later than 120 days after the close of its fiscal year.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by Item 13 of Part III has been omitted from this report and is incorporated by reference from the registrant's proxy statement, or will be included in an amendment to this Transition Report on Form 10-KT, to be filed not later than 120 days after the close of its fiscal year.

Item 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by Item 14 of Part III has been omitted from this report and is incorporated by reference from the registrant's proxy statement, or will be included in an amendment to this Transition Report on Form 10-KT, to be filed not later than 120 days after the close of its fiscal year.

PART IV

Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Schedules:

The consolidated financial statements of the Company are set forth in pages 55 through 86 of this Form 10-KT. The financial statements of the Peak Gold JV, are included as an exhibit to this Form 10-KT. No other financial statement schedules have been filed since they are either not required, not applicable, or the information is otherwise included.

(b) Exhibits:

The following is a list of exhibits filed as part of this Form 10-KT. Where so indicated by a footnote, exhibits, which were previously filed, are incorporated herein by reference.

Exhibit Number	Description
2.1	Purchase Agreement, dated as of September 29, 2020, by and among CORE Alaska, LLC, Contango ORE, Inc. and Skip Sub, Inc. (Filed as Exhibit 2.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on October 6, 2020).
3.1	Certificate of Incorporation of Contango ORE, Inc. (Filed as Exhibit 3.1 to Amendment No. 2 to the Company's Registration Statement on Form 10, as filed with the Securities and Exchange Commission on November 26, 2010).
3.2	Certificate of Amendment to Certificate of Incorporation of Contango ORE, Inc. (Filed as Exhibit 3.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on December 17, 2020).
3.3	Bylaws of Contango ORE, Inc. (Filed as Exhibit 3.2 to Amendment No. 2 to the Company's Registration Statement on Form 10, as filed with the Securities and Exchange Commission on November 26, 2010).
3.4	Amendment No. 1 to the Bylaws of Contango ORE, Inc. (Filed as Exhibit 3.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on October 21, 2021).
4.1	Form of Certificate of Contango ORE, Inc. common stock (Filed as Exhibit 4.1 to the Company's quarterly report on Form 10-Q for the three months ended September 30, 2013, as filed with the Securities and Exchange Commission on November 14, 2013).
4.2	Certificate of Designation of Series A Junior Preferred Stock of Contango ORE, Inc. (Filed as Exhibit 3.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on December 21, 2012).
4.3	Certificate of Elimination of Series A Junior Participating Preferred Stock of Contango ORE, Inc. (Filed as Exhibit 3.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on September 24, 2020).
4.4	Certificate of Designations of Series A-1 Junior Participating Preferred Stock of Contango ORE, Inc. (Filed as Exhibit 3.2 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on September 24, 2020).
4.5	Rights Agreement, dated September 23, 2020 between Contango ORE, Inc. and Computershare Trust Company. N.A. as Rights Agent (Filed as Exhibit 4.2 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on September 24, 2020).
4.6	Amendment No. 1 to Rights Agreement, dated as of September 22, 2021, between Contango ORE, Inc. and Computershare Trust Company. N.A.as Rights Agent (Filed as Exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on September 22, 2021.
4.7	Amendment No. 2 to Rights Agreement, dated as of August 31, 2022, between Contango ORE, Inc. and Computershare Trust Company. N.A. as Rights Agent (Filed as Exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on September 2, 2022).
4.8	Amendment No. 3 to Rights Agreement, dated as of September 13, 2023, between Contango ORE, Inc. and Computershare Trust Company. N.A. as Rights Agent.
4.9	Registration Rights Agreement dated October 23, 2017, among Contango ORE, Inc. and the several purchasers named therein (Filed as Exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on October 26, 2017).
4.10	Registration Rights Agreement dated November 10, 2017, among Contango ORE, Inc. and the investors named therein (Filed as Exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on November 16, 2017).

4.11	Registration Rights Agreement dated as of June 17, 2021, by and between Contango ORE, Inc. and the Purchaser named therein (Filed as Exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on June 21, 2021).
4.12	Registration Rights Agreement dated as of August 24, 2021, by and between the Company and CRH Funding II Pte. Ltd. (Filed as Exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on August 25, 2021).
4.13	Form of Convertible Debenture (Filed as Exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on April 13, 2022).
4.14	Form of Registration Rights Agreement dated as of December 23, 2022 (Filed as Exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on December 23, 2022).
4.15	Form of Registration Rights Agreement dated as of January 19, 2023 (Filed as Exhibit 4.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on January 19, 2023).
4.16	Description of Securities.*
10.1	Form of 2010 Equity Compensation Plan (Filed as Exhibit 10.3 to Amendment No. 2 to the Company's Registration Statement on Form 10, as filed with the Securities and Exchange Commission on November 26, 2010).
10.2	Contribution Agreement, dated as of November 1, 2010, between Contango Oil & Gas Company and Contango ORE, Inc. (Filed as Exhibit 10.4 to Amendment No. 2 to the Company's Registration Statement on Form 10, as filed with the Securities and Exchange Commission on November 26, 2010).
10.3	Separation and Distribution Agreement, dated as of September 29, 2020, by and among Peak Gold, LLC, Contango Minerals Alaska, LLC, Contango ORE, Inc., CORE Alaska, LLC, Royal Gold, Inc. and Royal Alaska, LLC (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on October 6, 2020).
10.4	Option to Purchase State Mining Claims, dated as of September 29, 2020, by and between Contango Minerals Alaska, LLC and Peak Gold, LLC (Filed as Exhibit 10.2 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on October 6, 2020).
10.5	Stock Purchase Agreement dated as of June 14, 2021, by and between Contango ORE, Inc. and the Purchaser named therein (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on June 21, 2021).
10.6	Stock Purchase Agreement dated as of June 17, 2021, by and between Contango ORE, Inc. and the Purchaser named therein (Filed as Exhibit 10.2 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on June 21, 2021).
10.7	Master Agreement, by and between Contango ORE, Inc. and Royal Gold, Inc.. dated September 29, 2014 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on October 2, 2014).
10.8	Management Services Agreement by and between Contango ORE, Inc. and Juneau Exploration effective October 1, 2016 (Filed as Exhibit 10.20 to the Company's quarterly report on Form 10-Q for the three months ended September 30, 2016, as filed with the Securities and Exchange Commission on November 10, 2016).
10.9	Amended and Restated Management Services Agreement by and between Contango ORE, Inc. and Juneau Exploration L.P., dated November 20, 2019 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on November 21, 2019).
10.10	Second Amended and Restated Management Services Agreement, dated as of December 11, 2020, between Contango ORE, Inc. and Juneau Exploration, L.P. (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on December 17, 2020).
10.11	Contango ORE, Inc. Amended and Restated 2010 Equity Compensation Plan (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on November 16, 2017).
10.12	First Amendment to the Contango ORE, Inc. Amended and Restated 2010 Equity Compensation Plan.† Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on November 20, 2019).
10.13	Peak Gold, LLC Limited Liability Company Agreement, dated as of January 8, 2015, between CORE Alaska, LLC and RG Alaska, LLC (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on January 8, 2015).
10.14	Amended and Restated Limited Liability Company Agreement of Peak Gold, LLC, dated as of October 1, 2020, by and between CORE Alaska, LLC and Skip Sub, Inc. (Filed as Exhibit 10.3 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on October 6, 2020).

10.15 Amendment No. 1 to the Peak Gold, LLC Limited Liability Company Agreement, dated as of November 10, 2017 between CORE Alaska, LLC and Royal Alaska, LLC (Filed as Exhibit 10.4 to the Company's quarterly report on Form 10-Q for the three months ended December 31, 2017, as filed with the Securities and Exchange Commission on November 30, 2018).

10.16 Amendment No. 2 to the Peak Gold, LLC Limited Liability Company Agreement, dated as of January 18, 2019 between CORE Alaska, LLC and Royal Alaska, LLC (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on January 25, 2019).

10.17 Retention Agreement dated February 6, 2019 between Contango ORE, Inc. and Brad Juneau † (Filed as Exhibit 10.3 to the Company's quarterly report on Form 10-Q for the three months ended December 31, 2018, as filed with the Securities and Exchange Commission on February 7, 2019).

10.18 Retention Agreement dated February 6, 2019 between Contango ORE, Inc. and Leah Gaines † (Filed as Exhibit 10.4 to the Company's quarterly report on Form 10-Q for the three months ended December 31, 2018, as filed with the Securities and Exchange Commission on February 7, 2019).

10.19 Form of Amendment to Retention Agreement, between Contango ORE, Inc. and each officer or employee party thereto † (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on February 11, 2020).

10.20 Offer Letter to Rick Van Nieuwenhuyse, dated January 6, 2020.† (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on January 10, 2020).

10.21 First Amendment to Offer Letter to Rick Van Nieuwenhuyse, dated December 11, 2020. † (Filed as Exhibit 10.3 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on December 17, 2020).

10.22 Incentive Stock Option Agreement between Contango ORE, Inc. Rick Van Nieuwenhuyse, dated January 6, 2020 † (Filed as Exhibit 10.2 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on January 10, 2020).

10.23 Restricted Stock Option Award Agreement between Contango ORE, Inc. Rick Van Nieuwenhuyse, dated January 9, 2020 † (Filed as Exhibit 10.3 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on January 10, 2020).

10.24 Form of Restricted Stock Award Agreement † (Filed as Exhibit 10.4 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on December 17, 2020).

10.25 Retention Payment Agreement dated June 10, 2020, between Contango ORE, Inc. and Rick Van Nieuwenhuyse. † (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on June 12, 2020).

10.26 Contango ORE, Inc. Short Term Incentive Plan, for the benefit of Rick Van Nieuwenhuyse, dated June 10, 2020. † (Filed as Exhibit 10.2 to the Company's current report on Form 8-K/A, as filed with the Securities and Exchange Commission on June 22, 2020).

10.27 Membership Interest Purchase and Sale Agreement dated as of August 24, 2021, by and between the Company and CRH Funding II Pte. Ltd. (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on August 25, 2021).

10.28 Secured Promissory Note dated as of August 24, 2021, by the Company to the order of CRH Funding II Pte. Ltd. (Filed as Exhibit 10.2 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on August 25, 2021).

10.29 Pledge Agreement dated as of August 24, 2021, by the Company in favor of CRH Funding II Pte. Ltd. (Filed as Exhibit 10.3 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on August 25, 2021).

10.30 Investment Agreement, dated April 9, 2022, by and between the Company and QRC. (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on April 13, 2022).

10.31 Form of Investor Rights Agreement (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on April 13, 2022).

10.32 Form of Subscription Agreement dated as of December 23, 2022 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on December 23, 2022).

10.33 Form of Warrant dated as of December 23, 2022 (Filed as Exhibit 10.2 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on December 23, 2022).

10.34 Form of Subscription Agreement dated as of January 19, 2023 (Filed as Exhibit 10.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on January 19, 2023).

10.35 Form of Warrant dated as of January 19, 2023 (Filed as Exhibit 10.2 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on January 19, 2023).

10.36 Credit and Guarantee Agreement, dated May 17, 2023, by and among the Borrower, the Guarantors, each of the lenders party hereto from time to time, the administrative agent and the collateral agent (Filed as Exhibit 10.1 to the Company current report on Form 8-K, as filed with the Securities and Exchange Commission on May 19, 2023).

10.37 Amendment No. 1 to the Credit and Guarantee Agreement, dated July 17, 2023, by and among the Borrower, the Guarantors, each of the lenders party hereto from time to time, the administrative agent and the collateral agent (Filed as Exhibit 10.2 to the Company's quarterly report on Form 10-Q for the three months ended November 30, 2023, as filed with the Securities and Exchange Commission on November 14, 2023).

10.38 Amendment No. 2 to the Credit and Guarantee Agreement, dated August 15, 2023, by and among the Borrower, the Guarantors, each of the lenders party hereto from time to time, the administrative agent and the collateral agent (Filed as Exhibit 10.6 to the Company's quarterly report on Form 10-Q for the three months ended November 30, 2023, as filed with the Securities and Exchange Commission on November 14, 2023).

10.39 Amendment No. 3 to the Credit and Guarantee Agreement, dated December 31, 2023, by and among the Borrower, the Guarantors, each of the lenders party hereto from time to time, the administrative agent and the collateral agent.*

10.40 Controlled Equity Offering℠ Sales Agreement, dated June 8, 2023, by and between the Company and Cantor Fitzgerald & Co. (Filed as Exhibit 1.1 to the Company current report on Form 8-K, as filed with the Securities and Exchange Commission on June 8, 2023).

10.41 Employment Agreement, dated July 11, 2023 between Michael Clark and the Company † (Filed as Exhibit 10.1 to the Company current report on Form 8-K, as filed with the Securities and Exchange Commission on July 17, 2023).

10.42 Underwriting Agreement by and among Contango Ore, Inc., Maxim Group LLC, and Freedom Capital Markets, dated July 24, 2023 (Filed as Exhibit 1.1 to the Company current report on Form 8-K, as filed with the Securities and Exchange Commission on July 26, 2023).

10.43 Retention Agreement, dated August 4, 2023 between Leah Gains and the Company † (Filed as Exhibit 10.1 to the Company current report on Form 8-K, as filed with the Securities and Exchange Commission on August 4, 2023).

10.44 ISDA Master Agreement, dated May 17, 2023, between ING and Core Alaska (Filed as Exhibit 10.1 to the Company current report on Form 8-K, as filed with the Securities and Exchange Commission on August 8, 2023).

10.45 ISDA Master Agreement, dated May 17, 2023, between Macquarie and Core Alaska (Filed as Exhibit 10.2 to the Company current report on Form 8-K, as filed with the Securities and Exchange Commission on August 8, 2023).

10.46 2023 Omnibus Incentive Plan (Incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement on Schedule 14A filed October 4, 2023).

14.1 Code of Ethics (Filed as Exhibit 14.1 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2012, as filed with the Securities and Exchange Commission on September 11, 2012).

14.2 Corporate Code of Business Conduct and Ethics of Contango ORE, Inc. (Filed as Exhibit 14.1 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on December 17, 2020).

21.1 List of Subsidiaries.*

23.1 Consent of Moss Adams LLP, Independent Registered Public Accounting Firm.*

23.2 Consent of Moss Adams LLP, Independent Auditor for the Audited Financial Statements of Peak Gold, LLC as of December 31, 2023.*

31.1 Section 302 CEO Certification. *

31.2 Section 302 CFO Certification. *

32.1 Section 906 CEO Certification. *

32.2 Section 906 CFO Certification. *

96.1 Technical Report Summary, dated May 12, 2023 on the Manh Choh Project (Filed as Exhibit 96.1 to the Company current report on Form 8-K, as filed with the Securities and Exchange Commission on June 1, 2023).

96.2 Technical Report Summary, dated May 26, 2023 on the Lucky Shot Project (Filed as Exhibit 96.1 to the Company current report on Form 8-K, as filed with the Securities and Exchange Commission on June 15, 2023).

99.1 Original Schedule of Gold Properties (Excluding Tetlin Lease) (Filed as Exhibit 99.1 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2011, as filed with the Securities and Exchange Commission on September 19, 2011).

99.2 Original Schedule of REE Properties (Filed as Exhibit 99.2 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2011, as filed with the Securities and Exchange Commission on September 19, 2011).

99.3 Schedule of Revised TOK Claims (Filed as Exhibit 99.3 to the Company's quarterly report on Form 10-Q for the three months ended March 31, 2013, as filed with the Securities and Exchange Commission on May 15, 2013).

99.4 Schedule of Bush Claims (Filed as Exhibit 99.4 to the Company's quarterly report on Form 10-Q for the three months ended March 31, 2013, as filed with the Securities and Exchange Commission on May 15, 2013).

99.5	Schedule of Revised Eagle Claims. (Filed as Exhibit 99.6 to the Company's quarterly report on Form 10-Q for the three months ended March 31, 2013, as filed with the Securities and Exchange Commission on May 15, 2013).
99.6	Schedule of ADC 2 Claims (Filed as Exhibit 99.7 to the Company's quarterly report on Form 10-Q for the three months ended March 31, 2013, as filed with the Securities and Exchange Commission on May 15, 2013).
99.7	2011 Report of Behre Dolbear & Company (USA) (Filed as Exhibit 99.3 to the Company's quarterly report on Form 10-Q for the three months ended December 31, 2011, as filed with the Securities and Exchange Commission on February 6, 2012).
99.8	Schedule of Noah Claims (Filed as Exhibit 99.8 to the Company's annual report on Form 10-K for the fiscal year ended June 30, 2017, as filed with the Securities and Exchange Commission on September 15, 2017).
99.9	Schedule of Shamrock Claims.(Filed as Exhibit 99.9 to the Company's annual report on Form 10K for the fiscal year ended June 30, 2021, as filed with the Securities and Exchange Commission on August 31, 2021).
99.10	Voting Agreement, dated as September 29, 2014, between Royal Gold, Inc. and the stockholders thereto (Filed as Exhibit 99.2 to the Company's current report on Form 8-K, as filed with the Securities and Exchange Commission on October 2, 2014).
99.11	Audited Financial Statements of Peak Gold, LLC as of December 31, 2023.*
101	Financial statements from the Company's annual report on Form 10-KT for the period ended December 31, 2023, formatted in Inline XBRL: (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Operations; (iii) Consolidated Statements of Cash Flows; (iv) Consolidated Statements of Stockholders' Equity (Deficit); and (v) Notes to Consolidated Financial Statements.*
104	Cover Page Interactive Data File*

* Filed herewith

† Management contract or compensatory plan or agreement

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONTANGO ORE, INC.	Date		Date
/s/ RICK VAN NIEUWENHUYSE	March 14, 2024	/s/ MIKE CLARK	March 14, 2024
Rick Van Nieuwenhuyse President, Chief Executive Officer, and Director (Principal Executive Officer)		**Mike Clark Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)**	

Pursuant to the requirements of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Name	Title	Date
/s/RICK VAN NIEUWENHUYSE **RICK VAN NIEUWENHUYSE**	President, Chief Executive Officer (Principal Executive Officer)	March 14, 2024
/s/MIKE CLARK **MIKE CLARK**	Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	March 14, 2024
/s/ BRAD JUNEAU **BRAD JUNEAU**	Chairman and Director	March 14, 2024
/s/ JOSEPH COMPOFELICE **JOSEPH COMPOFELICE**	Director	March 14, 2024
/s/ CURTIS FREEMAN **CURTIS FREEMAN**	Director	March 14, 2024
/s/ RICHARD SHORTZ **RICHARD SHORTZ**	Director	March 14, 2024

CONTANGO ORE, INC.
INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of
Contango Ore, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Contango Ore, Inc. and subsidiaries (the "Company") as of December 31 2023 and June 30, 2023 and 2022, the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for the six-month period ended December 31, 2023 and for the years ended June 30, 2023 and 2022, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as of December 31 2023 and June 30, 2023 and 2022, and the consolidated results of its operations and its cash flows for the six-month period ended December 31, 2023 and for the years ended June 30, 2023 and 2022, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

Critical audit matters are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ Moss Adams LLP

Houston, Texas
March 14, 2024

We have served as the Company's auditor since 2017.

CONTANGO ORE, INC.

CONSOLIDATED BALANCE SHEETS

	December 31,	June 30,	
	2023	**2023**	**2022**
ASSETS			
CURRENT ASSETS:			
Cash	$ 15,504,819	$ 11,646,194	$ 23,095,101
Restricted cash	232,572	231,000	231,000
Prepaid expenses and other	1,112,910	413,907	453,353
Total current assets	16,850,301	12,291,101	23,779,454
LONG-TERM ASSETS:			
Investment in Peak Gold, LLC (NOTE 10)	28,064,405	—	—
Property & equipment, net	13,326,347	13,371,638	13,514,531
Commitment fee	350,575	—	—
Total long-term assets	41,741,327	13,371,638	13,514,531
TOTAL ASSETS	$ 58,591,628	$ 25,662,739	$ 37,293,985
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)			
CURRENT LIABILITIES:			
Accounts payable	$ 250,739	$ 220,755	$ 633,856
Accrued liabilities	2,241,087	2,077,870	870,981
Derivative contract liability	2,679,784	—	—
Debt, current portion	7,900,000	—	—
Total current liabilities	13,071,610	2,298,625	1,504,837
NON-CURRENT LIABILITIES:			
Advance royalty reimbursement	1,200,000	1,200,000	1,200,000
Asset retirement obligations	246,227	239,942	228,082
Contingent consideration liability	1,100,480	1,240,563	1,847,063
Derivative contract liability	20,737,997	—	—
Debt, net	36,779,859	25,457,047	19,239,960
Total non-current liabilities	60,064,563	28,137,552	22,515,105
TOTAL LIABILITIES	73,136,173	30,436,177	24,019,942
COMMITMENTS AND CONTINGENCIES (NOTE 12)			
STOCKHOLDERS' EQUITY (DEFICIT):			
Preferred Stock, 15,000,000 shares authorized	—	—	—
Common Stock, $0.01 par value, 45,000,000 shares authorized; 9,454,233 shares issued and 9,451,753 shares outstanding as of December 31, 2023; 7,781,690 shares issued and outstanding as of June 30, 2023; 6,860,420 shares issued and 6,769,923 shares outstanding at June 30, 2022	94,542	77,817	68,604
Additional paid-in capital	124,451,067	93,424,283	74,057,859
Treasury stock at cost (2,480 at December 31, 2023, 0 at June 30, 2023; and 90,497 shares at June 30, 2022)	(48,308)	—	(2,318,182)
Accumulated deficit	(139,041,846)	(98,275,538)	(58,534,238)
STOCKHOLDERS' EQUITY (DEFICIT)	(14,544,545)	(4,773,438)	13,274,043
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 58,591,628	$ 25,662,739	$ 37,293,985

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

CONTANGO ORE, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Six Months Ended December 31	Fiscal Year Ended June 30,	
	2023	**2023**	**2022**
EXPENSES:			
Claim rental expense	$ (255,121)	$ (526,279)	$ (621,298)
Exploration expense	(1,815,822)	(7,878,863)	(8,517,938)
Depreciation expense	(52,620)	(136,501)	(55,740)
Accretion expense	(6,284)	(11,860)	(9,156)
Impairment from loss, net of recovery	—	(7,111)	(92,777)
General and administrative expense	(6,752,910)	(9,091,127)	(10,336,378)
Total expenses	(8,882,757)	(17,651,741)	(19,633,287)
OTHER INCOME/(EXPENSE):			
Interest income	68,662	29,651	1,503
Interest expense	(2,358,920)	(1,959,666)	(330,047)
Loss from equity investment in Peak Gold, LLC (NOTE 10)	(6,315,595)	(21,120,000)	(3,706,000)
Unrealized loss on derivative contracts	(23,417,781)	—	—
Other income	140,083	622,155	41,450
Insurance recoveries	—	338,301	—
Total other expense	(31,883,551)	(22,089,559)	(3,993,094)
LOSS BEFORE INCOME TAXES	(40,766,308)	(39,741,300)	(23,626,381)
Income tax benefit	—	—	119,731
NET LOSS	$ (40,766,308)	$ (39,741,300)	$ (23,506,650)
NET LOSS PER SHARE			
Basic and diluted	$ (4.44)	$ (5.61)	$ (3.49)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING			
Basic and diluted	9,180,032	7,087,027	6,734,444

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

CONTANGO ORE, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Six Months Ended December 31 2023	Fiscal Year Ended June 30, 2023	Fiscal Year Ended June 30, 2022
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net loss	$ (40,766,308)	$ (39,741,300)	$ (23,506,650)
Adjustments to reconcile net loss to net cash used in operating activities:			
Stock-based compensation expense	1,622,566	2,931,288	3,993,660
Depreciation expense	52,620	136,501	55,740
Accretion expense	6,284	11,860	9,156
Impairment expense	—	7,111	115,025
Interest paid in common stock	166,641	438,877	—
Change in the fair value of contingent consideration	(140,083)	(606,500)	
Amortization of debt discount and issuance costs	398,418	190,358	34,675
Loss from equity investment in Peak Gold, LLC	6,315,595	21,120,000	3,706,000
Loss from derivative contracts	23,417,781	—	—
Changes in operating assets and liabilities:			
Decrease (increase) in prepaid expenses and other	(699,003)	39,446	176,914
Increase in accounts payable and other accrued liabilities	193,200	793,788	1,271,899
Decrease in income tax receivable	—	—	198,126
Net cash used in operating activities	(9,432,289)	(14,678,571)	(13,945,455)
CASH FLOWS FROM INVESTING ACTIVITIES:			
Cash invested in Peak Gold, LLC	(34,380,000)	(21,120,000)	(3,706,000)
Acquisition of property& equipment	(7,329)	—	(43,989)
Cash paid for the acquisition of Lucky Shot Alaska, LLC, net of cash received	—	(719)	(11,642,586)
Net cash used in investing activities	(34,387,329)	(21,120,719)	(15,392,575)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Cash paid for shares withheld from employees for payroll tax withholding	(48,308)	(126,428)	(779,622)
Cash paid for shares purchased from directors for estimated tax obligations associated with stock vesting	—	—	(1,538,560)
Cash proceeds from debt	20,000,000	10,000,000	20,000,000
Debt issuance costs	(1,526,179)	(3,973,271)	(194,715)
Cash proceeds from warrant exercise	—	6,886,000	—
Cash proceeds from capital raises, net	29,254,302	11,564,082	(43,560)
Net cash provided by financing activities	47,679,815	24,350,383	17,443,543
NET INCREASE (DECREASE) IN CASH AND RESTRICTED CASH	3,860,197	(11,448,907)	(11,894,487)
CASH AND RESTRICTED CASH, BEGINNING OF PERIOD	11,877,194	23,326,101	35,220,588
CASH AND RESTRICTED CASH, END OF PERIOD	$ 15,737,391	$ 11,877,194	$ 23,326,101
Supplemental disclosure of cash flow information			
Cash paid for:			
Interest expense	$ 1,218,499	$ 1,324,474	$ —
Income taxes	—	—	218,546
Non-cash investing and financing activities:			
Asset retirement obligations	—	—	218,927
Contingent liability for acquisition of Alaska Gold Torrent, LLC	—	—	1,847,063
Establishment fee for convertible debt paid with stock issuance	—	—	600,000
Total non-cash investing and financing activities:	$ —	$ —	$ 2,665,990

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

CONTANGO ORE, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

	Common Stock		Additional Paid-in	Treasury	Accumulated	Total Stockholders'
	Shares	Amount	Capital	Stock	Deficit	Equity
Balance at June 30, 2021	6,675,746	$ 66,757	$ 69,509,606	$ —	$ (35,027,588)	$ 34,548,775
Stock-based compensation	—	—	3,993,660	—	—	3,993,660
Restricted shares activity	160,500	1,605	(1,605)	—	—	—
Issuance of common stock	24,174	242	599,758	—	—	600,000
Cost of common stock issuance	—	—	(43,560)	—	—	(43,560)
Treasury shares withheld for employee taxes	—	—	—	(779,622)	—	(779,622)
Treasury shares purchased from directors	—	—	—	(1,538,560)	—	(1,538,560)
Net loss	—	—	—	—	(23,506,650)	(23,506,650)
Balance at June 30, 2022	6,860,420	$ 68,604	$ 74,057,859	$ (2,318,182)	$ (58,534,238)	$ 13,274,043
Stock-based compensation	—	—	2,931,288	—	—	2,931,288
Restricted shares activity	85,166	851	(851)	—	—	—
Issuance of common stock	559,461	5,595	8,919,025	—	—	8,924,620
Cost of common stock issuance	—	—	(661,109)	—	—	(661,109)
Treasury shares issued in common stock issuance	(42,525)	(425)	—	2,205,709	—	2,205,284
Warrant exercise	313,000	3,130	5,855,642	—	—	5,858,772
Cost of warrant modification	—	—	(382,769)	—	—	(382,769)
Fair value of warrants issued with common stock	—	—	2,505,284	—	—	2,505,284
Shares issued for convertible note interest payment	7,695	77	199,914	238,886	—	438,877
Treasury shares withheld for employee taxes	(1,527)	(15)	—	(126,413)	—	(126,428)
Net loss	—	—	—	—	(39,741,300)	(39,741,300)
Balance at June 30, 2023	7,781,690	$ 77,817	$ 93,424,283	$ —	$ (98,275,538)	$ (4,773,438)
Stock-based compensation	—	—	1,622,566	—	—	1,622,566
Restricted shares activity	10,819	108	(108)	—	—	—
Issuance of common stock	1,652,915	16,529	31,500,580	—	—	31,517,109
Cost of common stock issuance	—	—	(2,262,807)	—	—	(2,262,807)
Shares issued for convertible note interest payment	8,809	88	166,553	—	—	166,641
Treasury shares withheld for employee taxes	—	—	—	(48,308)	—	(48,308)
Net loss	—	—	—	—	(40,766,308)	(40,766,308)
Balance at December 31, 2023	9,454,233	$ 94,542	$ 124,451,067	$ (48,308)	$ (139,041,846)	$ (14,544,545)

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

CONTANGO ORE, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Organization and Business

Contango ORE, Inc. (“Contango” or the “Company”) engages in exploration for gold ore and associated minerals in Alaska. The Company conducts its operations through three primary means:

- a 30.0% membership interest in Peak Gold, LLC (the “Peak Gold JV”), which leases approximately 675,000 acres from the Tetlin Tribal Council and holds approximately 13,000 additional acres of State of Alaska mining claims (such combined acreage, the “Peak Gold JV Property”) for exploration and development, including in connection with the Peak Gold JV's plan to mine ore from the Main and North Manh Choh deposits within the Peak Gold JV Property (the “Manh Choh Project”);
- its wholly-owned subsidiary, Contango Lucky Shot Alaska, LLC (“LSA”) (formerly Alaska Gold Torrent, LLC), an Alaska limited liability company (“LSA”), which leases the mineral rights to approximately 8,600 acres of State of Alaska and patented mining claims for exploration from Alaska Hard Rock, Inc., which includes three former producing gold mines located on patented claims in the Willow Mining District about 75 miles north of Anchorage, Alaska (the “Lucky Shot Property”) (See Note 8 - Acquisition of Lucky Shot Property); and
- its wholly-owned subsidiary, Contango Minerals Alaska, LLC (“Contango Minerals”), which separately owns the mineral rights to approximately 145,280 acres of State of Alaska mining claims for exploration, including (i) approximately 69,780 acres located immediately northwest of the Peak Gold JV Property (the “Eagle/Hona Property”), (ii) approximately 14,800 acres located northeast of the Peak Gold JV Property (the “Triple Z Property”), (iii) approximately 52,700 acres of new property in the Richardson district of Alaska (the “Shamrock Property”) and (iv) approximately 8,000 acres located to the north and east of the Lucky Shot Property (the “Willow Property” and, together with the Eagle/Hona Property, the Triple Z Property, and the Shamrock Property, collectively the “Minerals Property”). The Company relinquished approximately 69,000 acres located on the Eagle/Hona prospect in November 2022. The Company retained essentially all of the acreage where drilling work was performed in 2019 and 2021, and used sampling data to determine which acreage should be released.

The Lucky Shot Property and the Minerals Property are collectively referred to in these Notes to Consolidated Financial Statements as the “Contango Properties”.

The Company’s Manh Choh Project has commenced ore mining and stockpiling at the Fort Knox facility. All other projects are in the exploration stage.

On November 14 2023, the Company’s board of directors approved a change in the Company’s fiscal year end from June 30 to December 31, effective as of December 31, 2023. As a result, this report on Form 10-K is a transition report and includes financial information for the transition period from July 1, 2023, through December 31, 2023. In this Transition Report, we include financial results for the six months ended December 31, 2023, which are audited, compared to the financial results for the six months ended December 31, 2022, which are unaudited.

The Company has been involved, directly and through the Peak Gold JV, in exploration on the Manh Choh Project since 2010, which has resulted in identifying two mineral deposits (Main and North Manh Choh) and several other gold, silver, and copper prospects. The other 70.0% membership interest in the Peak Gold JV is owned by KG Mining (Alaska), Inc. (“KG Mining”), an indirect wholly-owned subsidiary of Kinross Gold Corporation (“Kinross”). Kinross is a large gold producer with a diverse global portfolio and extensive operating experience in Alaska. The Peak Gold JV plans to mine ore from the Main and North Manh Choh deposits and then process the ore at the existing Fort Knox mining and milling complex located approximately 240 miles (400 km) away. The Peak Gold JV has entered into an Ore Haul Agreement with Black Gold Transport, located in North Pole, Alaska to transport the run-of-mine ore from the Manh Choh Project to the Fort Knox facilities. Peak Gold JV has also entered into a contract with Kiewit Mining Group to provide contract mining and site preparation work at the Manh Choh Project. The Peak Gold JV will be charged a toll for using the Fort Knox facilities pursuant to a toll milling agreement by and between the Peak Gold JV and Fairbanks Gold Mining, Inc., which was entered into and became effective on April 14, 2023.

Kinross released a combined feasibility study for the Fort Knox mill and the Peak Gold JV in July 2022. Also, in July 2022, Kinross announced that its board of directors (the “Kinross Board”) made a decision to proceed with development of the Manh Choh Project. Effective December 31, 2022, CORE Alaska, LLC, a wholly-owned subsidiary of the Company (“CORE Alaska”), KG Mining, and the Peak Gold JV executed the First Amendment to the Amended and Restated Limited Liability

Company Agreement of the Peak Gold JV (as amended, the “A&R JV LLCA”). The First Amendment to the A&R JV LLCA provides that, beginning in 2023, the Company may fund its quarterly scheduled cash calls on a monthly basis. The Peak Gold JV management committee (the “JV Management Committee”) has approved a budget for 2023, with cash calls totaling approximately $165.1 million, which was subsequently amended to $157.3 million of which the Company’s share is approximately $47.2 million. As of December 31, 2023, the Company has funded $47.2 million of the 2023 budget.

At the Lucky Shot Property, in August 2023, the Company began executing a program to complete surface drilling on the Coleman segment of the Lucky Shot vein. The program was shut down in September 2023 due to challenging weather conditions.

On the Shamrock Property, the Company conducted soil and surface rock chip sampling during 2021.

2. Basis of Presentation

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the discharge of liabilities in the normal course of business for the foreseeable future.

3. Liquidity

The Company’s cash needs going forward will primarily relate to capital calls from the Peak Gold JV, exploration of the Contango Properties, repayment of debt and related interest and general and administrative expenses of the Company. The JV Management Committee has proposed a significant budget to complete and start the operations of the Manh Choh mine, which is anticipated to begin production during the second half of 2024. As of December 31, 2023, the Company has funded its capital calls to the Peak Gold JV totaling $47.2 million, of which $30 million was funded from the secured credit facility. In 2024 it is anticipated that there will be a further $28.8 million of capital calls to the Peak Gold JV to reach production, of which $15.5 million has been funded by the Company. The Company believes it has sufficient capital to reach production at the Manh Choh mine, with the cash it has on hand and the $27.5 million of available room on the secured credit facility. Although there can be no guarantee that the Peak Gold JV will distribute funds back to the Company, the Company believes it is probable to receive the anticipated distributions from the Peak Gold JV and maintain sufficient liquidity to meet its working capital requirements, including repayment obligations of approximately $21 million on the secured credit facility, through the first quarter of 2025. Failure to pay the current debt obligations will result in an event of default and the debt would be due immediately or callable. If the Company elects to not fund a portion of its cash calls to the Peak Gold JV, its membership interest in the Peak Gold JV would be diluted. If the Company’s interest in the Peak Gold JV is diluted, the Company may not be able to fully realize its investment in the Peak Gold JV. Also, if no additional financing is obtained, the Company may not be able to fully realize its investment in the Contango Properties. The Company has limited financial resources and the ability of the Company to refinance current debt or arrange additional financing in the future will depend, in part, on the prevailing capital market conditions, the results achieved at the Peak Gold JV Property, as well as the market price of metals. The Company cannot be certain that financing will be available to the Company on acceptable terms, if at all.

4. Summary of Significant Accounting Policies

The Company’s significant accounting policies are described below.

Cash. Cash consists of all cash balances and highly liquid investments with an original maturity of three months or less. All cash is held in cash deposit accounts as of December 31, 2023, June 30, 2023 and June 30, 2022. At December 31, 2023, June 30, 2023 and June 30, 2022 the Company had $0.2 million of restricted cash which is held as collateral for its bank-issued Company credit cards.

Management Estimates. The preparation of consolidated financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Other items subject to estimates and assumptions include, but are not limited to, the carrying amounts of property and equipment, asset retirement obligations, valuation of contingent consideration, valuation allowances for deferred income tax assets and valuation of derivative instruments. Management evaluates estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic and commodity price environment.

Stock-Based Compensation. The Company applies the fair value method of accounting for stock-based compensation. Under this method, compensation cost is measured at the grant date based on the fair value of the award and is recognized over the award vesting period. The Company classifies the benefits of tax deductions in excess of the compensation cost recognized for the options (excess tax benefit) as financing cash flows. The fair value of each option award is estimated as of the date of grant using the Black-Scholes option-pricing model. The fair value of each restricted stock award is equal to the Company's stock price on the date the award is granted.

Income Taxes. The Company follows the liability method of accounting for income taxes under which deferred tax assets and liabilities are recognized for the future tax consequences of (i) temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements and (ii) operating loss and tax credit carry-forwards for tax purposes. Deferred tax assets are reduced by a valuation allowance when, based upon management's estimates, it is more likely than not that a portion of the deferred tax assets will not be realized in a future period.

Investment in the Peak Gold JV. The Company's consolidated financial statements include the investment in the Peak Gold JV, which is accounted for under the equity method. The Company held a 30.0% membership interest in the Peak Gold JV on December 31, 2023 and designated one of the three members of the JV Management Committee. The Company initially recorded its investment at the historical cost of the assets contributed to the Peak Gold JV, which was approximately $1.4 million. The cumulative contributions and historical cost of the assets exceeded the cumulative losses of the Peak Gold JV as of December 31, 2023; therefore, the Company recorded an investment in the Peak Gold JV of $28,064,406. For the fiscal years ended June 30, 2023 and June 30, 2022, the Company's share of the Peak Gold JV's inception-to-date cumulative loss of $44.8 million and $42.0 million respectively, exceeded the sum of the historical book value of the Company's initial investment in the Peak Gold JV of $1.4 million and subsequent contribution of $39.1 million. Therefore, the investment in the Peak Gold JV had a zero balance as of June 30, 2023 and June 30, 2022. If the portion of the cumulative loss exceeds the Company's investment it will be suspended and recognized against earnings, if any, from the investment in the Peak Gold JV in future periods.

Property & Equipment. Property and equipment are stated at cost less accumulated depreciation. Depreciation and amortization are computed for assets placed in service using the straight-line method over the estimated useful life of the asset. When assets are retired or sold, the costs and related allowances for depreciation and amortization are eliminated from the accounts, and any resulting gain or loss is reflected in operations. The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net cash flows expected to be generated by the asset. If an asset is considered to be impaired, the loss recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value of the asset. The Company recorded an impairment charge of $7,111 and $92,777 for the years ended June 30, 2023 and 2022, respectively. There was no impairment charge for the period ended December 31, 2023. The June 30, 2023 impairment related to equipment determined to be obsolete. The June 30, 2022 impairment expense related to an avalanche that occurred at the Lucky Shot Property in February 2022. The avalanche destroyed various vehicles and equipment at the site. The $92,777 in impairment represents the remaining book value associated with the property that was destroyed, net of insurance recoveries to date, and other necessary write-offs. Significant payments related to the acquisition of mineral properties, mining rights, and mineral leases are capitalized. If a commercially mineable ore body is discovered, such costs are amortized when production begins using the units-of-production method based on estimated reserves. If no commercially mineable ore body is discovered, or such rights are otherwise determined to have no value, such costs are expensed in the period in which it is determined the property has no future economic value.

Fair Value Measurement. Accounting guidelines for measuring fair value establish a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy categorizes assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement.

The three levels are defined as follows:

Level 1 – Observable inputs such as quoted prices in active markets at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Other inputs that are observable directly or indirectly, such as quoted prices in markets that are not active or inputs, which are observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Unobservable inputs for which there are little or no market data and which the Company makes its own assumptions about how market participants would price the assets and liabilities.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Where available, fair value is based on observable market prices or parameters or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation techniques involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the instruments or market and the instrument's complexity. The Company reflects transfers between the three levels at the beginning of the reporting period in which the availability of observable inputs no longer justifies classification in the original level. There were no transfers between fair value hierarchy levels for the period ended December 31, 2023.

Fair Value on a Recurring Basis

The Company performs fair value measurements on a recurring basis for the following:

- Derivative Financial Instruments - Derivative financial instruments are carried at fair value and measured on a recurring basis. The Company's potential derivative financial instruments include features embedded within its convertible debenture with Queens Road Capital (see Note 15). These measurements were not material to the Consolidated Financial Statements.
- Derivative Hedges - As discussed in Note 16, the Company has entered into hedge agreements with delivery obligations of gold ounces. The Company utilizes derivative instruments in order to manage exposure to risks associated with fluctuating commodity prices. The derivative hedges are mark-to-market with changes in estimated value driven by forward commodity prices.
- Contingent Consideration - As discussed in Note 8, the Company will be obligated to pay CRH additional consideration if production on the Lucky Shot Property meets two separate milestone payment thresholds. The fair value of this contingent consideration is measured on a recurring basis, and is driven by the probability of reaching the milestone payment thresholds.

The following table summarizes the fair value of the Company's financial assets and liabilities, by level within the fair-value hierarchy:

As of December 31, 2023	**Level 1**	**Level 2**	**Level 3**
Financial Assets			
Derivative contract asset - current	$ -	$ -	$ -
Financial Liabilities			
Derivative Liability - current	$ -	$ 2,679,784	$ -
Derivative Liability - noncurrent	$ -	$ 20,737,997	$ -
Contingent consideration liability - noncurrent	$ -	$ -	$ 1,100,480
As of June 30, 2023			
Financial Assets			
Derivative contract asset - current	$ -	$ -	$ -
Financial Liabilities			
Derivative Liability - current	$ -	$ -	$ -
Derivative Liability - noncurrent	$ -	$ -	$ -
Contingent consideration liability - noncurrent	$ -	$ -	$ 1,240,563
As of June 30, 2022			
Financial Assets			
Derivative contract asset - current	$ -	$ -	$ -
Financial Liabilities			
Derivative Liability - current	$ -	$ -	$ -
Derivative Liability - noncurrent	$ -	$ -	$ -
Contingent consideration liability - noncurrent	$ -	$ -	$ 1,847,063

Fair Value on a Nonrecurring Basis

The Company applies the provisions of the fair value measurement standard on a non-recurring basis to its non-financial assets and liabilities, including mineral properties, business combinations, and asset retirement obligations. These assets and liabilities are not measured at fair value on an ongoing basis but are subject to fair value adjustments if events or changes in certain circumstances indicate that adjustments may be necessary.

Business Combinations. In determining whether an acquisition should be accounted for as a business combination or asset acquisition, the Company first determines whether substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. If this is the case, the single identifiable asset or the group of similar assets is not deemed to be a business, and is instead deemed to be an asset. If this is not the case, the Company then further evaluates whether the single identifiable asset or group of similar identifiable assets and activities includes, at a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs. If so, the Company concludes that the single identifiable asset or group of similar identifiable assets and activities is a business. The Company accounts for business combinations using the acquisition method of accounting. Application of this method of accounting requires that (i) identifiable assets acquired (including identifiable intangible assets) and liabilities assumed generally be measured and recognized at fair value as of the acquisition date and (ii) the excess of the purchase price over the net fair value of identifiable assets acquired and liabilities assumed be recognized as goodwill, which is not amortized for accounting purposes but is subject to testing for impairment at least annually. The Company measures and recognizes asset acquisitions that are not deemed to be business combinations based on the cost to acquire the assets, which includes transaction costs. Goodwill is not recognized in asset acquisitions. Contingent consideration in asset acquisitions payable in the form of cash is recognized when payment becomes probable and reasonably estimable, unless the contingent consideration meets the definition of a derivative, in which case the amount becomes part of the asset acquisition cost when acquired. Contingent consideration payable in the form of a fixed number of the Company's own shares is measured at fair value as of the acquisition date and recognized when the issuance of the shares becomes probable. Upon recognition of the contingent consideration payment, the amount is included in the cost of the acquired asset or group of assets.

The Company purchased 100% of the outstanding membership interests of LSA in August 2021 (See Note 8). The Company accounted for the purchase as an asset acquisition, and thus allocated the total acquisition cost to the assets acquired on a relative fair value basis.

Convertible Debenture. The Company accounts for its convertible debenture in accordance with ASC 470-20, Debt with Conversion and Other Options ("ASC 470-20"), which requires the liability and equity components of convertible debt to be separately accounted for in a manner that reflects the issuer's nonconvertible debt borrowing rate. Debt discount created by the bifurcation of embedded features in the convertible debenture are reflected as a reduction to the related debt liability. The discount is amortized to interest expense over the term of the debt using the effective-interest method. The convertible debenture is classified within Level 2 of the fair value hierarchy.

Derivative Asset for Embedded Conversion Features. The Company evaluates convertible notes to determine if those contracts or embedded components of those contracts qualify as derivatives to be accounted for separately. In circumstances where the embedded conversion option in a convertible instrument is required to be bifurcated and there are also other embedded derivative instruments in the convertible instrument that are required to be bifurcated, the bifurcated derivative instruments are evaluated and accounted for separately. The result of this accounting treatment is that the fair value of the embedded derivative is recorded as either an asset or a liability and marked-to-market each balance sheet date, with the change in fair value recorded in the statements of operations as other income or expense. Upon conversion or exercise of a derivative instrument, the instrument is marked to fair value at the conversion date and then that fair value is reclassified to equity. The fair value of the embedded conversion features are estimated using several probability weighted binomial lattice models. Estimating fair values of embedded conversion features is classified within Level 3 of the fair value hierarchy and requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors.

Derivative Instruments. The Company utilizes derivative instruments in order to manage exposure to risk associated with fluctuating commodity prices. The Company recognizes all derivatives as either assets or liabilities, measured at fair value, and recognizes changes in the fair value of derivatives in current earnings. The Company has elected to not designate any of its position under the hedge accounting rules. Accordingly, these derivatives are mark-to-market and any changes in the estimated values of derivative contracts held at the balance sheet date are recognized in unrealized (loss) gain on derivative contracts, net in the Consolidated Statements of Operations as unrealized gains or losses on derivative contracts. Realized gains or losses on derivative contracts will be recognized in (loss) gain on derivative contracts, net in the Consolidated Statements of Operations

Asset Retirement Obligations. Asset retirement obligations (including reclamation and remediation costs) associated with operating and non-operating mine sites are recognized when an obligation is incurred and the fair value can be reasonably estimated. Fair value is measured as the present value of expected cash flow estimates, after considering inflation, our credit-adjusted risk-free rates and a market risk premium appropriate for our operations. The liability is accreted over time through periodic charges to earnings. In addition, the asset retirement cost is capitalized as part of the asset's carrying value and amortized over the life of the related asset. Reclamation costs are periodically adjusted to reflect changes in the estimated present value resulting from the passage of time and revisions to the estimates of either the timing or amount of the reclamation costs. The estimated reclamation obligation is based on when spending for an existing disturbance is expected to occur. Costs included in estimated asset retirement obligations are discounted to their present value as cash flows are readily estimable. The Company reviews, on an annual basis, unless otherwise deemed necessary, the reclamation obligation for each project in accordance with ASC guidance for asset retirement obligations. As of December 31, 2023, the Company had asset retirement obligations related to its Lucky Shot project totaling $246,227. The asset retirement obligations related to Lucky Shot project were $239,942 as of June 30, 2023 and $228,082 as of June 30, 2022. Accretion expense for the period ended December 31, 2023 was $6,284. The accretion expense for the fiscal years ended June 30, 2023 and 2022 were $11,860 and $9,156, respectively.

Recently Issued Accounting Pronouncements. In August 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2020-06, Debt — Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40) ("ASU 2020-06") to simplify accounting for certain financial instruments. ASU 2020-06 eliminates the current models that require separation of beneficial conversion and cash conversion features from convertible instruments and simplifies the derivative scope exception guidance pertaining to equity classification of contracts in an entity's own equity. The new standard also introduces additional disclosures for convertible debt and freestanding instruments that are indexed to and settled in an entity's own equity. ASU 2020-06 is effective January 1, 2022 and should be applied on a full or modified retrospective basis, with early adoption permitted beginning on January 1, 2021. The Company adopted ASU 2020-06 effective January 1, 2022. As mentioned, in the accounting policy above, the Company accounts for its convertible debenture with Queens Road Capital under this standard (See Note 15).

The Company has evaluated all other recent accounting pronouncements and believes that none of them will have a significant effect on the Company's consolidated financial statements.

5. Prepaid Expenses and Other

The Company had prepaid expenses and other assets of $1,112,910, $413,907 and $453,353 as of December 31, 2023, June 30, 2023 and June 30, 2022, respectively. Current period and prior period prepaid and other assets primarily relate to prepaid claim rentals and prepaid insurance.

6. Net Loss Per Share

A reconciliation of the components of basic and diluted net loss per share of common stock is presented in the tables below:

	Six Months Ended	Fiscal Year Ended	
	December 31, 2023	June 30, 2023	June 30, 2022
Net loss attributable to common stock	$ (40,766,308)	$ (39,741,300)	$ (23,506,650)
Weighted average shares for basic EPS	9,180,032	7,087,027	6,734,444
Effect of dilutive securities	—	—	—
Weighted average shares for diluted EPS	9,180,032	7,087,027	6,734,444
Basic EPS	$ (4.44)	$ (5.61)	$ (3.49)
Diluted EPS	$ (4.44)	$ (5.61)	$ (3.49)

There were 100,000 options and 401,000 warrants outstanding as of December 31, 2023 and June 30, 2023. There were 100,000 options and nil warrants outstanding as of June 30, 2022. The options and warrants were not included in the computation of diluted earnings per share for the period ended December 31, 2023 and fiscal years ended June 30, 2023 and June 30, 2022 due to being anti-dilutive.

7. Stockholders' Equity (Deficit)

The Company has 45,000,000 shares of common stock authorized, and 15,000,000 authorized shares of preferred stock. As of December 31, 2023, 9,451,753 shares of common stock were outstanding, including 433,528 shares of unvested restricted stock. As of December 31, 2023, options and warrants to purchase 501,000 shares of common stock of the Company were outstanding. No shares of preferred stock have been issued. The remaining restricted stock outstanding will vest between January 2024 and October 2026.

ATM Offering

On June 8, 2023, the Company entered into a Controlled Equity Offering℠ Sales Agreement (the "Sales Agreement") with Cantor Fitzgerald & Co. (the "Agent"), pursuant to which the Company may offer and sell from time to time up to $40,000,000 of shares of the Company's common stock through the Agent (the "ATM Offering"). The offer and sale of the common stock has been registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to the Company's registration statement on Form S-3. Sales of the common stock, pursuant to the Sales Agreement, may be made in sales deemed to be an "at the market offering" as defined in Rule 415(a)(4) promulgated under the Securities Act, including sales made directly on or through the New York Stock Exchange or on any other existing trading market for the Company's common stock. The Company has no obligation to sell any of the common stock under the Sales Agreement and may at any time suspend or terminate the offering of its common stock pursuant to the Sales Agreement upon notice and subject to other conditions. The Agent will act as sales agent and will use commercially reasonable efforts to sell on the Company's behalf all of the common stock requested to be sold by the Company, consistent with the Agent's normal trading and sales practices, on mutually agreed terms between the Agent and the Company. The Company pays the Agent a commission of 2.75% of the gross proceeds of the Shares sold through it under the Sales Agreement. The Sales Agreement contains customary representations, warranties and agreements by the Company, customary indemnification obligations of the Company and the Agent against certain liabilities, including for liabilities under the Securities Act, and termination provisions. The Company sold 52,915 shares for the six month period ended December 31, 2023 and 158,461 shares for the year ended June 30, 2023 of common stock pursuant to the Sales Agreement for net proceeds of approximately $1.1 million and $4.1 million respectively. The balance remaining from the Sales Agreement as of December 31, 2023 is $34.8 million.

Underwritten Offering

On July 24, 2023, the Company entered into an underwriting agreement (the "Underwriting Agreement") with Maxim Group LLC and Freedom Capital Markets (collectively, the "Underwriters"), relating to an underwritten public offering (the "Offering") of 1,600,000 shares (the "Underwritten Shares") of the Company's common stock. All of the Underwritten Shares were sold by the Company. The offering price of the Underwritten Shares was $19.00 per share, and the Underwriters agreed to purchase the Underwritten Shares from the Company pursuant to the Underwriting Agreement at a price of $17.77 per share (the "Purchase Price"), which includes a 6.5% Underwriters discount. The net proceeds from the Offering were $28.2 million after deducting underwriting discounts and commissions and offering expenses. The Offering was made pursuant to the Company's effective shelf registration statement on Form S-3. The Offering closed on July 26, 2023. The Underwriting Agreement contained customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions.

January 2023 Private Placement

On January 19, 2023, the Company completed the issuance and sale of an aggregate of 117,500 shares (the "January 2023 Shares") of the Company's common stock, for $20.00 per share, and warrants (the "January 2023 Warrants") entitling each purchaser to purchase shares of common stock for $25.00 per share (the "January 2023 Warrant Shares" and together with the January 2023 Shares and the January 2023 Warrants, the "January 2023 Securities"), in a private placement (the "January 2023 Private Placement") to certain accredited investors (the "January 2023 Investors") pursuant to Subscription Agreements (the "January 2023 Subscription Agreements"), dated as of January 19, 2023 between the Company and each of the January 2023 Investors. The January 2023 Subscription Agreements include customary representations, warranties, and covenants by the January 2023 Investors and the Company.

Pursuant to the January 2023 Warrants between the Company and each of the January 2023 Investors, the January 2023 Warrants are exercisable, in full or in part, at any time until the second anniversary of their issuance, at an exercise price of $25.00 per share of common stock. The January 2023 Warrants also provide for certain adjustments that may be made to the exercise price and the number of shares of common stock issuable upon exercise due to future corporate events or actions. The January 2023 Warrants were classified within equity and the proceeds from the capital raise were allocated to the warrants based on their relative fair value. The fair value of each of the January 2023 Warrants was estimated as of the date of grant using the Black-Scholes option-pricing model (Level 2 of the fair value hierarchy) with the following weighted average assumptions used: (i) risk-free interest rate of 4.65%; (ii) expected life of 1 year; (iii) expected volatility of 40.4%; and (iv) expected dividend yield of 0%.

Petrie Partners Securities, LLC ("Petrie") assisted the Company with the January 2023 Private Placement and received compensation equal to 3.25% of the proceeds from the January 2023 Investors solicited by Petrie. Net proceeds from the January 2023 Private Placement totaled approximately $2.3 million. The January 2023 Securities sold were not registered under the Securities Act, but the January 2023 Shares and the January 2023 Warrant Shares are subject to a Registration Rights Agreement allowing the shares to be registered by the holders at a future date.

December 2022 Private Placement

On December 23, 2022 the Company completed the issuance and sale of an aggregate of 283,500 shares (the "December 2022 Shares") of the Company's common stock, for $20.00 per share, and warrants (the "December 2022 Warrants") entitling each purchaser to purchase shares of common stock for $25.00 per share (the "December 2022 Warrant Shares" and together with the December 2022 Shares and the December 2022 Warrants, the "December 2022 Securities"), in a private placement (the "December 2022 Private Placement") to certain accredited investors (the "December 2022 Investors") pursuant to Subscription Agreements (the "December 2022 Subscription Agreements"), dated as of December 23, 2022 between the Company and each of the December 2022 Investors. The December 2022 Subscription Agreements include customary representations, warranties, and covenants by the December 2022 Investors and the Company.

The December 2022 Warrants are exercisable, in full or in part, at any time until the second anniversary of their issuance, at an exercise price of $25.00 per share of common stock. The December 2022 Warrants also provide for certain adjustments that may be made to the exercise price and the number of shares of common stock issuable upon exercise due to future corporate events or actions. The December 2022 Warrants were classified within equity and the proceeds from the capital raise were allocated to the warrants based on their relative fair value. The fair value of each of the December 2022 Warrants was estimated as of the date of grant using the Black-Scholes option-pricing model (Level 2 of the fair value hierarchy) with the following weighted average assumptions used: (i) risk-free interest rate of 4.66%; (ii) expected life of 1 year; (iii) expected volatility of 37.73%; and (iv) expected dividend yield of 0%.

Petrie assisted the Company with the December 2022 Private Placement and received compensation equal to 3.25% of the proceeds from the December 2022 Investors solicited by Petrie. Net proceeds from the December 2022 Private Placement totaled approximately $5.6 million. The December 2022 Securities sold were not registered under the Securities Act, but the December 2022 Shares and the December 2022 Warrant Shares are subject to a Registration Rights Agreement allowing the shares to be registered by the holders at a future date.

May 2023 Warrant Exercise

In May 2023, the Company offered the holders of its December 2022 Warrants and January 2023 Warrants with an original exercise price of $25.00, (collectively, "the Original Warrants") the opportunity to exercise those warrants at the reduced exercise price of $22.00 (the "Modified Warrants") and receive shares of common stock, par value $0.01 per share of Contango ORE, Inc. by paying the reduced exercise price in cash and surrendering the original warrants on or before May 9, 2023. A total of 313,000 Original Warrants were exercised resulting in total cash to the Company of $6.9 million (the "Warrant Exercise Proceeds") and the issuance of 313,000 shares of Company common stock upon such exercise. Such shares of common stock were issued in reliance on an exemption from registration under the Securities Act, pursuant to Section 4(a)(2) thereof. The bases for the availability of this exemption include the facts that the issuance was a private transaction which did not involve a public offering and the shares were offered and sold to a limited number of purchasers. Proceeds from the exercise of the warrants were used for working capital purposes and for funding future obligations of the Company. In connection with the accelerated exercise of the December 2022 Warrants and January 2023 Warrants, the Company agreed to issue new warrants to purchase shares of Company common stock at $30.00 per share to the exercising holders in the amount of the respective December 2022 Warrants and January 2023 Warrants that were exercised by such holders. As a result, the Company has issued new warrants to purchase 313,000 shares of Company common stock (the "May 2023 Warrants"). Consistent with the accounting guidance for modifications of a freestanding equity-classified warrant as a part of an equity offering, the Company recorded the excess in fair value of the modified warrants over the Original Warrants as an equity issuance cost, of approximately $383,000. The fair value of the modified warrants and the original warrants were calculated as of May 9, 2023 with the following weighted average assumptions used: (i) risk-free interest rate of 4.81%; (ii) expected life of 1 year; (iii) expected volatility of 42.5%; and (iv) expected dividend yield of 0%. The May 2023 Warrants were classified within equity and the proceeds from the capital raise were allocated to the May 2023 warrants based on their relative fair value. The fair value of each of the May 2023 Warrants was estimated as of the date of grant using the Black-Scholes option-pricing model (Level 2 of the fair value hierarchy) with the following weighted average assumptions used: (i) risk-free interest rate of 4.81%; (ii) expected life of 1.5 year; (iii) expected volatility of 43.7%; and (iv) expected dividend yield of 0%.

Rights Agreement

On September 23, 2020, the Company adopted a limited duration stockholder rights agreement (the "Rights Agreement") to replace the Company's prior stockholder rights plan, which was terminated upon adoption of the Rights Agreement.

Pursuant to the Rights Agreement, the Board declared a dividend of one preferred stock purchase right (a "Right") for each share of the Company's common stock held of record as of October 5, 2020. The Rights will trade with the Company's common stock and no separate Rights certificates will be issued, unless and until the Rights become exercisable. In general, the Rights will become exercisable only if a person or group acquires beneficial ownership of 18.0% (or 20.0% for certain passive investors) or more of the Company's outstanding common stock or announces a tender or exchange offer that would result in beneficial ownership of 18.0% (or 20.0% for certain passive investors) or more of common stock. Each Right will entitle the holder to buy one one-thousandth (1/1000) of a share of a series of junior preferred stock at an exercise price of $100.00 per Right, subject to anti-dilution adjustments.

The Rights Agreement had an initial term of one year, expiring on September 22, 2021, which the Board of Directors of the Company approved several amendments to the Rights Agreement, extending the term of the Rights Agreement to September 23, 2024.

8. Acquisition of Lucky Shot Property

On August 24, 2021, the Company completed the purchase of all outstanding membership interests (the “Interests”) of LSA from CRH Funding II PTE. LTD, a Singapore private limited corporation (“CRH”) (the “Lucky Shot Transaction”). LSA holds rights to the Lucky Shot Property. The Company agreed to purchase the Interests for a total purchase price of up to $30 million. The purchase price included an initial payment at closing of $5 million in cash and a promissory note in the original principal amount of $6.25 million, payable by the Company to CRH (the “Promissory Note”), with a maturity date of February 28, 2022 (the “Maturity Date”). The Promissory Note was secured by the Interests. The Company had the option to pay the Promissory Note through the issuance to CRH of shares of the Company’s common stock if the Company completed an offering and obtained a listing of its shares on the NYSE American prior to the Maturity Date. In November 2021, the Company’s common stock commenced listing on the NYSE American. Since the Company did not complete the required offering, it paid the Promissory Note in cash on February 25, 2022.

The Company will be obligated to pay CRH additional consideration if production on the Lucky Shot Property meets two separate milestone payment thresholds. If the first threshold of (1) an aggregate “mineral resource” equal to 500,000 ounces of gold or (2) production and receipt by the Company of an aggregate of 30,000 ounces of gold (including any silver based on a 1:65 gold:silver ratio) is met, then the Company will pay CRH $5 million in cash and $3.75 million in newly issued shares of Contango common stock. If the second threshold of (1) an aggregate “mineral resource” equal to 1,000,000 ounces of gold or (2) production and receipt by the Company of an aggregate of 60,000 ounces of gold (including any silver based on a 1:65 gold:silver ratio) is met, then the Company will pay CRH $5 million in cash and $5 million in newly issued shares of Contango common stock. If payable, the additional share consideration will be issued based on the 30-day volume weighted average price for each of the thirty trading days immediately prior to the satisfaction of the relevant production goal. If the milestones are not met no additional payments would be made to CRH.

The Company also agreed to make $10,000,000 in expenditures during the 36-month period following closing toward the existence, location, quantity, quality or commercial value of mineral deposits in, under and upon the Lucky Shot Property. As of December 31, 2023, the Company had exceeded the required $10,000,000 in expenditures.

The Company evaluated this acquisition under ASC 805, Business Combinations. ASC 805 requires that an acquirer determine whether it has acquired a business. If the criteria of ASC 805 are met, a transaction would be accounted for as a business combination and the purchase price is allocated to the respective net assets assumed based on their fair values and a determination is made whether any goodwill results from the transaction. In evaluating the criteria outlined by this standard, the Company concluded that the acquired set of assets did not meet the US GAAP definition of a business (the assembled workforce does not currently perform a substantive process). Therefore, the Company accounted for the purchase as an asset acquisition, and allocated the total consideration transferred on the date of the acquisition, approximately $13.5 million, to the assets acquired on a relative fair value basis. The total consideration transferred is comprised of $5.1 million in cash, a $6.25 million promissory note, $0.3 million in direct transactions costs, plus the fair value of the contingent liability (described above), net of cash received. The Company accounted for the share portion of the contingent liability in accordance with ASC 480 and measured at fair value at inception, approximately $1.85 million. The fair value of this liability was calculated using management’s projected timing of mining activities and mineral resources being defined and an estimate of the probability of achieving those targets. The share portion of the contingent consideration is classified within Level 3 of the fair value hierarchy referenced in Note 4 - Summary of Significant Accounting Policies. Changes in value in subsequent periods, based on management’s ongoing assessment of probability, will be recorded in earnings. The Company determined the fair value of the share portion of the liability to be $1.1 million at December 31, 2023. The $0.1 million change in fair value during the current fiscal period is recognized in earnings. The Company’s accounting policy is to recognize the contingent consideration associated with cash contingent payments related to the asset acquisitions when the contingency is resolved. Any amounts issued in excess of the contingent consideration initially recognized as a liability would be an additional cost of the asset acquisition allocated to increase the eligible assets on a relative fair value basis. Amounts issued that are less than the contingent consideration initially recognized as a liability would be a reduction of the cost of the asset(s) acquired and would reduce the eligible assets on a relative value basis.

9. Property & Equipment

The table below sets forth the book value by type of fixed asset as well as the estimated useful life:

Asset Type	Estimated Useful Life (in years)	December 31, 2023	June 30, 2023	June 30, 2022
Mineral properties	N/A - Units of Production	$ 11,700,726	$ 11,700,726	$ 11,700,007
Land	Not Depreciated	87,737	87,737	87,737
Buildings and improvements	20 - 39	1,455,546	1,455,546	1,455,546
Machinery and equipment	3 - 10	287,635	287,635	287,635
Vehicles	5	135,862	135,862	135,862
Computer and office equipment	5	23,571	16,239	16,239
Furniture & fixtures	5	2,270	2,270	2,270
Less: Accumulated depreciation and amortization		(244,864)	(192,241)	(55,740)
Less: Accumulated impairment		(122,136)	(122,136)	(115,025)
Property & Equipment, net		$ 13,326,347	$ 13,371,638	$ 13,514,531

10. Investment in Peak Gold, LLC

The Company recorded its initial investment at the historical book value of the assets contributed to the Peak Gold JV which was approximately $1.4 million. As of December 31, 2023, the Company has contributed approximately $74.9 million to the Peak Gold JV.

The following table is a roll-forward of our investment in the Peak Gold JV from January 8, 2015 (inception) to December 31, 2023:

	Investment in Peak Gold, LLC
Investment balance at June 30, 2014	$ —
Investment in Peak Gold JV, at inception January 8, 2015	1,433,886
Loss from equity investment in Peak Gold JV	(1,433,886)
Investment balance at June 30, 2015	$ —
Investment in Peak Gold JV	—
Loss from equity investment in Peak Gold JV	—
Investment balance at June 30, 2016	$ —
Investment in Peak Gold JV	—
Loss from equity investment in Peak Gold JV	—
Investment balance at June 30, 2017	$ —
Investment in Peak Gold JV	2,580,000
Loss from equity investment in Peak Gold JV	(2,580,000)
Investment balance at June 30, 2018	$ —
Investment in Peak Gold JV	4,140,000
Loss from equity investment in Peak Gold JV	(4,140,000)
Investment balance at June 30, 2019	$ —
Investment in Peak Gold JV	3,720,000
Loss from equity investment in Peak Gold JV	(3,720,000)
Investment balance at June 30, 2020	$ —
Investment in Peak Gold JV	3,861,252
Loss from equity investment in Peak Gold JV	(3,861,252)
Investment balance at June 30, 2021	—
Investment in Peak Gold JV	3,706,000
Loss from equity investment in Peak Gold JV	(3,706,000)
Investment balance at June 30, 2022	$ —
Investment in Peak Gold JV	21,120,000
Loss from equity investment in Peak Gold JV	(21,120,000)
Investment balance at June 30, 2023	$ —
Investment in Peak Gold JV	34,380,000
Loss from equity investment in Peak Gold JV	(6,315,595)
Investment balance at December 31, 2023	$ 28,064,405

The following table presents the condensed balance sheets for the Peak Gold JV as of December 31, 2023, June 30, 2023 and June 30, 2022 in accordance with US GAAP:

	December 31, 2023	June 30, 2023	June 30, 2022
ASSETS			
Current assets	$ 20,303,084	$ 81,719,273	$ 9,022,315
Non-current assets	207,706,448	97,748,104	4,548,709
TOTAL ASSETS	$ 228,009,532	$ 179,467,377	$ 13,571,024
LIABILITIES AND MEMBERS'EQUITY			
Current liabilities	$ 23,303,400	$ 14,283,457	$ 3,057,873
Non-current liabilities	32,910,212	21,973,623	416,081
TOTAL LIABILITIES	$ 56,213,612	$ 36,257,080	$ 3,473,954
MEMBERS' EQUITY	171,795,920	143,210,297	10,097,070
TOTAL LIABILITIES AND MEMBERS' EQUITY	$ 228,009,532	$ 179,467,377	$ 13,571,024

The following table presents the condensed results of operations for the Peak Gold JV for the six month period ended December 31, 2023 and fiscal years ended June 30, 2023 and June 30, 2022, and for the period from inception through December 31, 2023 in accordance with US GAAP:

	Six Months Ended December 31, 2023	Year Ended June 30, 2023	Year Ended June 30, 2022	Period from Inception January 8, 2015 to December 31, 2023
EXPENSES:				
Exploration expense	$ 5,699,445	$ 7,940,683	$ 9,534,764	$ 72,051,655
General and administrative	1,214,929	1,374,003	1,290,013	14,869,951
Total expenses	6,914,374	9,314,686	10,824,777	86,921,606
NET LOSS	$ 6,914,374	$ 9,314,686	$ 10,824,777	$ 86,921,606

The Company's share of the Peak Gold JV's results of operations for the six month period ended December 31, 2023 was a loss of $2.1 million. The Company's share of the Peak Gold JV's results of operations for the fiscal year ended June 30, 2023 was a loss of $2.8 million. The Company's share in the results of operations for the fiscal year ended June 30, 2022 was a loss of $3.3 million. The Peak Gold JV loss does not include any provisions related to income taxes as the Peak Gold JV is treated as a partnership for income tax purposes. The Company's cumulative investment in the Peak Gold JV exceeded its cumulative losses as of December 31, 2023; therefore the Company's investment in the Peak Gold JV as of December 31, 2023 was $28,064,406. For the fiscal years ended June 30, 2023 and June 30, 2022, the Company's share of the Peak Gold JV's inception-to-date cumulative loss of $44.8 million and $42.0 million, respectively, exceeded the Company's cumulative investment in the Peak Gold JV and the equity method of accounting was suspended, which resulted in suspended losses and an investment balance of zero at June 30, 2023 and 2022. Therefore, the investment in the Peak Gold JV had a balance of zero as of June 30, 2023 and 2022. The Company is not currently obligated to make additional capital contributions to the Peak Gold JV and therefore only records losses up to the point of its cumulative investment which is $74.9 million. If the Company elects not to fund its interest in the Peak Gold JV, its interest would be diluted.

11. Stock Based Compensation

On September 15, 2010, the Board adopted the Contango ORE, Inc. Equity Compensation Plan (the "2010 Plan"). On November 10, 2022, the stockholders of the Company approved and adopted the Second Amendment (the "Second Amendment") to the Contango ORE, Inc. Amended and Restated 2010 Equity Compensation Plan (as amended, the "Amended Equity Plan") which increased the number of shares of common stock that the Company may issue under the Amended Equity Plan by 600,000 shares. Under the Amended Equity Plan, the Board may issue up to 2,600,000 shares of common stock and options to officers, directors, employees or consultants of the Company. Awards made under the Amended Equity Plan are subject to such restrictions, terms and conditions, including forfeitures, if any, as may be determined by the Board. On November 14, 2023, the stockholders of the Company approved and adopted the 2023 Omnibus Incentive Plan (the "2023 Plan") (together with the Amended Equity Plan referred to as the "Equity Plans"), which replaces the 2010 Plan with respect to new grants by the Company. Shares available for grant under the 2023 Plan consist of 193,500 shares of common stock plus (i) any shares remaining available for grant under the 2010 Plan (424,026 shares as of December 31, 2023), (ii) unexercised shares subject to appreciation awards (i.e. stock options or other stock-based awards based on the appreciation in value of a share of the Company's common stock) granted under the 2010 Plan that expire, terminate, or are canceled for any reason without having been exercised in full, and (iii) shares subject to awards that are not appreciation awards granted under the 2010 Plan that are forfeited for any reason.

As of December 31, 2023, there were 433,528 shares of unvested restricted common stock outstanding and 100,000 options to purchase shares of common stock outstanding issued under the Equity Plans. Stock-based compensation expense for the six month period ended December 31, 2023 was $1.6 million. Stock-based compensation expense for the fiscal years ended June 30, 2023 and 2022 was $2.9 million and $4.0 million, respectively. The amount of compensation expense recognized does not reflect cash compensation actually received by the individuals during the current period, but rather represents the amount of expense recognized by the Company in accordance with US GAAP. All restricted stock grants are expensed over the applicable vesting period based on the fair value at the date the stock is granted. The grant date fair value may differ from the fair value on the date the individual's restricted stock actually vests.

Stock Options. Under the Equity Plans, options granted must have an exercise price equal to or greater than the market price of the Company's common stock on the date of grant. The Company may grant key employees both incentive stock options intended to qualify under Section 422 of the Internal Revenue Code of 1986, as amended, and stock options that are not qualified as incentive stock options. Stock option grants to non-employees, such as directors and consultants, may only be stock options that are not qualified as incentive stock options. Options generally expire after five years. Upon option exercise, the Company's policy is to issue new shares to option holders.

The Company applies the fair value method to account for stock option expense. Under this method, cash flows from the exercise of stock options resulting from tax benefits in excess of recognized cumulative compensation cost (excess tax benefits) are classified as financing cash flows. See Note 4 - Summary of Significant Accounting Policies. All employee stock option grants are expensed over the stock option's vesting period based on the fair value at the date the options are granted. The fair value of each option is estimated as of the date of grant using the Black-Scholes options-pricing model. Expected volatilities are based on the historical weekly volatility of the Company's stock with a look-back period equal to the expected term of the options. The expected dividend yield is zero as the Company has never declared and to does not anticipate declaring dividends on its common stock. The expected term of the options granted represent the period of time that the options are expected to be outstanding. The simplified method is used for estimating the expected term, due to the lack of historical stock option exercise activity. The risk-free interest rate is based on U.S. Treasury bills with a duration equal to or close to the expected term of the options at the time of grant. There were no newly vested stock options in the six month period ended December 31, 2023 or for the fiscal year ended June 30, 2023. The fair value of stock options vested during the year ended June 30, 2022 was approximately $7.42 per share. As of December 31, 2023, the total unrecognized compensation cost related to nonvested stock options was nil. As of December 31, 2023, the stock options had a weighted average remaining life of 1.06 years.

A summary of the status of stock options granted as of December 31, 2023, June 30, 2023, and 2022, and changes during the periods then ended, is presented in the table below:

	Six Months Ended December 31,		Year Ended June 30,			
	2023		2023		2022	
	Shares Under Options	Weighted Average Exercise Price	Shares Under Options	Weighted Average Exercise Price	Shares Under Options	Weighted Average Exercise Price
Outstanding, beginning of year	100,000	$ 14.50	100,000	$ 14.50	100,000	$ 14.50
Granted	—	—	—	—	—	—
Exercised	—	—	—	—	—	—
Forfeited	—	—	—	—	—	—
Cancelled	—	—	—	—	—	—
Outstanding, end of year	100,000	$ 14.50	100,000	$ 14.50	100,000	$ 14.50
Aggregate intrinsic value	$ 506,000		$ 1,133,000		$ 811,000	
Exercisable, end of year	100,000	$ 14.50	100,000	$ 14.50	100,000	$ 14.50
Aggregate intrinsic value	$ 506,000		$ 1,133,000		$ 811,000	
Available for grant, end of year	617,526		473,386		100,427	
Weighted average fair value of options granted during the year (1)	$ —		$ —		$ —	

(1) There were no options granted during the six month period ended December 31, 2023 or fiscal years ended June 30, 2023 and 2022.

Restricted Stock. Under the Equity Plans, the Compensation Committee of the Board of Directors of the Company (the "Compensation Committee") shall determine to what extent, and under what conditions, the Participant shall have the right to vote shares of Stock Awards and to receive any dividends or other distributions paid on such shares during the restriction period. The terms and applicable voting and dividend rights are outlined in the individual restricted stock agreements. All restricted stock grants are expensed over the applicable vesting period based on the fair value at the date the stock is granted. The grant date fair value may differ from the fair value on the date the individual's restricted stock actually vests. The total grant date fair value of the restricted stock granted in the six month period ended December 31, 2023 and fiscal years ended June 30, 2023 and June 30, 2022 was $0.2 million, $7.0 million and $3.5 million, respectively.

On August 16, 2021, the Company granted 10,000 shares of common stock to a new employee. The restricted stock granted to the employee vests in equal installments over three years on the anniversary of the grant date. As of December 31, 2023 all 3,334 shares remain unvested.

On November 11, 2021, the Company granted 123,500 restricted shares of common stock to its executives and non-executive directors. The restricted stock granted to the executives and non-executive directors vests between April 2022 and January 2024. As of December 31, 2023, 113,500 shares of such restricted stock granted remained unvested.

On February 2, 2022, the Company also granted to four employees a total of 12,000 shares of restricted stock. As of December 31, 2023, 6,000 shares of such restricted stock remained unvested.

In December 2022, the Company cancelled 167,500 shares of unvested restricted stock held by executives and the non-executive directors that were set to vest in January 2023. The Company also granted 209,375 restricted shares of common stock to its executives and non-executive directors. All of the restricted stock granted in December 2022 will vest in January 2025. As of December 31, 2023, there were 209,375 shares of such restricted stock that remained unvested.

On February 7, 2023, the Company granted 90,500 restricted shares of common stock to its executives and non-executive directors. The restricted stock granted to the executives and non-executive directors vests in January 2025. As of December 31, 2023, all 90,500 shares of such restricted stock granted remained unvested.

On August 18, 2023 and October 10, 2023, the Company granted a combined 10,819 restricted shares of common stock to new employees. The restricted stock granted to the employees vests in equal installments over three years on the anniversary of the grant date. As of December 31, 2023, all 10,819 shares of such restricted stock granted remained unvested.

As of December 31, 2023, there were 433,528 shares of such restricted stock that remained unvested.

A summary of the Company's restricted stock as of December 31, 2023, June 30, 2023 and June 30, 2022 and the change during the periods then ended, is as follows:

	Number of Shares	**Weighted Average Fair Value Per Share**
Nonvested balance at June 30, 2021	401,333	$ 16.28
Granted	160,500	$ 21.73
Vested	(245,499)	$ 15.39
Nonvested balance at June 30, 2022	316,334	$ 19.73
Granted	299,875	$ 23.33
Forfeited/Cancelled	(172,834)	$ 18.68
Vested	(13,999)	$ 18.71
Nonvested balance at June 30, 2023	429,376	$ 22.70
Granted	10,819	$ 17.80
Forfeited/Cancelled	—	$ —
Vested	(6,667)	$ 17.95
Nonvested balance at December 31, 2023	433,528	$ 22.70

As of December 31, 2023, the total compensation cost related to nonvested restricted share awards not yet recognized was $1,797,124. The remaining costs are expected to be recognized over the remaining vesting period of the awards.

12. Commitments and Contingencies

Tetlin Lease. The Tetlin Lease had an initial ten-year term beginning July 2008 which was extended for an additional ten years to July 15, 2028, and for so long thereafter as the Peak Gold JV initiates and continues to conduct mining operations on the Tetlin Lease.

Pursuant to the terms of the Tetlin Lease, the Peak Gold JV is required to spend $350,000 per year until July 15, 2028 in exploration costs. The Company's exploration expenditures through the 2023 exploration program have satisfied this requirement because exploration funds spent in any year in excess of $350,000 are credited toward future years' exploration cost requirements. Additionally, should the Peak Gold JV derive revenues from the properties covered under the Tetlin Lease, the Peak Gold JV is required to pay the Tetlin Tribal Council a production royalty ranging from 3.0% to 5.0%, depending on the type of metal produced and the year of production. In lieu of a $450,000 cash payment to the Peak Gold JV from the Tetlin Tribal Council to increase its production royalty by 0.75%, the Peak Gold JV agreed to credit the $450,000 against future production royalty and advance minimum royalty payments due to the Tetlin Tribal Council under the lease once production begins. Until such time as production royalties begin, the Peak Gold JV must pay the Tetlin Tribal Council an advance minimum royalty of approximately $75,000 per year, and subsequent years are escalated by an inflation adjustment.

Gold Exploration. The Company's Triple Z, Eagle/Hona, Shamrock, Willow, and Lucky Shot claims are all located on State of Alaska lands. The Company released its Bush and West Fork claims in November 2020. The annual claim rentals on these projects vary based on the age of the claims, and are due and payable in full by November 30 of each year. Annual claims rentals for the 2023-2024 assessment year totaled $362,465. The Company paid the current year claim rentals in October 2023. The associated rental expense is amortized over the rental claim period, September 1st - August 31st of each year. As of December 31, 2023, the Peak Gold JV had met the annual labor requirements for the Manh Choh Project acreage for the next four years, which is the maximum period allowable by Alaska law.

Lucky Shot Property. With regard to the Lucky Shot Property, the Company will be obligated to pay CRH Funding II PTE. LTD, a Singapore private limited corporation ("CRH"), additional consideration if production on the Lucky Shot Property meets two separate milestone payment thresholds. If the first threshold of (1) an aggregate "mineral resource" equal to 500,000 ounces of gold or (2) production and receipt by the Company of an aggregate of 30,000 ounces of gold (including any silver based on a 1:65 gold:silver ratio) is met, then the Company will pay CRH $5 million in cash and $3.75 million in newly issued shares of Contango common stock. If the second threshold of (1) an aggregate "mineral resource" equal to 1,000,000 ounces of gold or (2) production and receipt by the Company of an aggregate of 60,000 ounces of gold (including any silver based on a 1:65 gold:silver ratio) is met, then the Company will pay CRH $5 million in cash and $5 million in newly issued shares of Contango common stock. If payable, the additional share consideration will be issued based on the 30-day volume.

Royal Gold Royalties. Royal Gold currently holds a 3.0% overriding royalty on the Tetlin Lease and certain state mining claims. Royal Gold also holds a 28.0% net smelter returns silver royalty on all silver produced from a defined area within the Tetlin Lease.

Retention Agreements. In February 2019, the Company entered into Retention Agreements with its then Chief Executive Officer, Brad Juneau, its then Chief Financial Officer, Leah Gaines, and one other former employee providing for payments in an aggregate amount of $1,500,000 upon the occurrence of certain conditions. The Retention Agreements are triggered upon a change of control (as defined in the applicable Retention Agreement), provided that the recipient is employed by the Company when the change of control occurs. On February 6, 2020, the Company entered into amendments to the Retention Agreements to extend the term of the change of control period from August 6, 2020 until August 6, 2025. Mr. Juneau and Ms. Gaines will receive a payment of $1,000,000 and $250,000, respectively, upon a change of control that takes place prior to August 6, 2025. On June 10, 2020, the Company entered into a Retention Payment Agreement with Rick Van Nieuwenhuyse, the Company's President and Chief Executive Officer, providing for a payment in an amount of $350,000 upon the occurrence of certain conditions. The Retention Payment Agreement is triggered upon a change of control (as defined in the Retention Payment Agreement) which occurs on or prior to August 6, 2025, provided that Mr. Van Nieuwenhuyse is employed by the Company when the change of control occurs. On August 4, 2023, the Company entered into new retention agreements (the "2023 Retention Agreement") with Leah Gaines and one other former employee, which replaced the previous retention agreements, for payments in an aggregate amount of $540,000. The expenses related to the 2023 Retention Agreements were accrued for the period ended December 31, 2023 and were subsequently paid out in accordance with the terms of the agreements in 2024.

Employment Agreement. Effective July 11, 2023, Michael Clark was appointed to serve as Executive Vice President, Finance of Contango ORE, Inc., a Delaware corporation (the "Company"). On January 1, 2024, Mr. Clark was appointed as Chief Financial Officer and Secretary of the Company. Mr. Clark will perform the functions of the Company's principal financial officer. Pursuant to his Employment Agreement, Mr. Clark receives a base salary of $300,000 per annum. Mr. Clark is entitled to receive short-term incentive plan and long-term incentive plan bonuses and awards that will be paid in the form of a combination of cash, restricted stock and options, which will be set forth in plans and agreements adopted, or to be adopted, by the Board. He will also receive 12 months of his regular base salary, all bonus amounts paid in the 12 months preceding the termination, and reimbursement for continued group health insurance coverage for 12 months following the termination or the date he becomes eligible for alternative coverage through subsequent employment as severance benefits in the event that his employment with the Company is terminated by the Company other than for just cause or he resigns due to a material, uncured breach of the Employment Agreement by the Company. He is also entitled to enhanced severance benefits if he terminates his employment within 30 days following a change of control. Any payment of severance benefits to him under the Employment Agreement is conditioned on his timely agreement to, and non-revocation of, a full and final release of legal claims in favor of the Company.

Short Term Incentive Plan. The Compensation Committee of the Board of Directors of the Company (the "Compensation Committee") adopted a Short-Term Incentive Plan (the "STIP") for the benefit of its executive officers. Pursuant to the terms of the STIP, the Compensation Committee establishes performance goals at the beginning of each year and then an the end of the year will evaluate the extent to which, if any, the officers meet such goals. The STIP provides for a payout ranging between 0% and 200% of an officer's annual base salary, depending on what performance rating is achieved. Amounts due under the STIP can be payable 50.0% in cash and 50.0% in the form of restricted stock granted under the 2023 Plan, subject to the terms of the 2023 Plan. In addition, in the event of a Change of Control (as defined in the Equity Plan) during the term of the STIP, the Compensation Committee, in its sole and absolute discretion, may make a payment to its officers in an amount up to 200.0% of their then annual base salary, payable in cash, shares of common stock of the Company under the 2023 Plan or a combination of both, as determined by the Compensation Committee, not later than 30 days following such Change of Control.

13. Income Taxes

	Six Months Ended December 31,	Fiscal Year Ended June 30,	
	2023	2023	2022
Income tax benefit at statutory tax rate	$ (8,560,924)	$ (8,345,673)	$ (4,961,540)
State tax benefit	1,159,273	(3,225,218)	(1,544,567)
Return to provision	(20,354)	—	(38)
Effect of rates different than statutory	(19,957)	—	—
Permanent differences	(5,119)	19,916	12,937
Stock based compensation	—	(527,765)	100,666
Legal fees	—	24,167	131,311
Convertible debt interest	198,825	368,875	66,463
162(m) Limitation	—	373,763	84,822
Other valuation allowance	7,248,256	11,311,935	5,990,215
Income tax benefit	$ —	$ —	$ (119,731)

The provision for income taxes for the periods indicated below are comprised of the following:

	Six Months Ended December 31,	Fiscal Year Ended June 30,	
	2023	2023	2022
Current:			
Federal	$ —	$ —	$ (261,636)
State	—	—	141,905
Total current income tax benefit	$ —	$ —	$ (119,731)
Deferred:			
Federal	$ —	$ —	$ —
State	—	—	—
Total deferred income tax expense	$ —	$ —	$ —

The net deferred tax asset is comprised of the following:

	Six Months Ended December 31,	Year Ended June 30,	
	2023	2023	2022
Deferred tax asset:			
Investment in the Peak Gold JV	$ 15,587,054	$ 14,203,470	$ 8,278,223
State deferred tax assets	5,569,010	6,728,285	3,503,066
Stock option expenses	1,374,914	1,106,783	1,425,498
Derivatives	4,917,734	—	—
Net operating losses	6,865,323	5,027,243	2,547,058
Valuation allowance	(34,314,035)	(27,065,781)	(15,753,845)
Net deferred tax assets	$ —	$ —	$ —

At each reporting period, we weigh all positive and negative evidence to determine whether our deferred tax assets are more likely than not to be realized. As a result of this analysis at December 31, 2023 and June 30, 2023, we have determined a valuation allowance is necessary as we have a history of book and tax losses. We have not generated any revenue from mineral sales or operations and do not have any recurring sources of revenue.

During the six month period ended December 31, 2023, the Company had a change in its valuation allowance of approximately $7.2 million.

At December 31, 2023, we have U.S. federal tax loss carry-forwards of approximately $32.3 million, and state of Alaska tax loss carry-forwards of approximately $25.7 million. Use of future NOLs may be limited if we undergo an ownership change. Generally, an ownership change occurs if certain persons or groups, increase their aggregate ownership in us by more than 50 percentage points looking back over a rolling three-year period. If an ownership change occurs, our ability to use our NOLs to reduce income taxes is limited to an annual amount, or the Section 382 limitation, equal to the fair market value of our common stock immediately prior to the ownership change multiplied by the long term tax-exempt interest rate, which is published monthly by the Internal Revenue Service. In the event of an ownership change, NOLs can be used to offset taxable income for years within a carry-forward period subject to the Section 382 limitation. The Company performed an evaluation as of December 31, 2023. From the period June 2023 to December 2023 and from June 30, 2022 to June 30, 2023 there were no ownership changes under the meaning of Section 382. The Company experienced an ownership change on March 22, 2013. Based upon the Company's determination of its annual limitation related to this ownership change, management believes that Section 382 should not otherwise limit the Company's ability to utilize its federal or state NOLs during their applicable carryforward periods.

The Company did not have any unrecognized tax benefits as of December 31, 2023. The amount of unrecognized tax benefits may change in the next twelve months; however the Company does not expect the change to have a significant impact on our results of operations or our financial position. The Company's tax returns are subject to periodic audits by the various jurisdictions in which the Company operates. The Company's state of Alaska and federal tax return are both open for examination for the years June 30, 2013 through June 30, 2023 and December 31, 2023. These audits can result in adjustments of taxes due or adjustments of the NOL carryforwards that are available to offset future taxable income. The Company's policy is to recognize estimated interest and penalties related to potential underpayment on any unrecognized tax benefits as a component of income tax expense in the Consolidated Statement of Operations. The Company does not anticipate that the total unrecognized benefits will significantly change due to the settlement of audits and the expiration of the statute of limitations before December 31, 2023.

On August 16, 2022, the Inflation Reduction Act (the "IRA") was signed into law and includes a number of tax-related provisions, including (i) a 15-percent book minimum tax ("AMT") on adjusted financial statement income once the three year average of adjusted financial statement income is greater than $1.0 billion, (ii) certain clean energy tax incentives in the form of tax credits, and (iii) a one-percent excise tax on certain corporate stock buybacks (effective beginning January 1, 2023). The Company does not anticipate that the IRA will have a significant impact on the Company's financial position or results of operations.

14. Related Party Transactions

Mr. Brad Juneau, who served as the Company's Chairman, President and Chief Executive Officer until January 6, 2020, and the Company's Executive Chairman until November 11, 2021, and now serves as the Company's Chairman is also the sole manager of Juneau Exploration, L.P. ("JEX"), a private company involved in the exploration and production of oil and natural gas. On December 11, 2020, the Company entered into a Second Amended and Restated Management Services Agreement (the "A&R MSA") with JEX, which amends and restates the Amended and Restated Management Services Agreement between the Company and JEX dated as of November 20, 2019. Pursuant to the A&R MSA, JEX provides certain facilities, equipment and services used in the conduct of the business and affairs of the Company and management of its membership interest in the Peak Gold JV. Pursuant to the A&R MSA, JEX provides the Company office space and office equipment, and certain related services. The A&R MSA was effective for one year beginning December 1, 2020 and renewed automatically on a monthly basis unless terminated upon ninety days' prior notice by either the Company or JEX. Pursuant to the A&R MSA, the Company paid JEX a monthly fee of $10,000, which included an allocation of approximately $6,900 for office space and equipment. JEX was also reimbursed for its reasonable and necessary costs and expenses of third parties incurred for the Company. The A&R MSA included customary indemnification provisions. In January 2023, the monthly fee paid to JEX was reduced to $3,000, and only covers office equipment and related services. In January 2024, the A&R MSA was $3,000 and is expected to terminate on March 31, 2024.

On January 1, 2022, our non-executive directors realized a vesting of 160,000 restricted shares of common stock, which resulted in federal and state income tax obligations. Consistent with the Company's treatment of employees who experience similar tax obligations in connection with their vesting of restricted shares, the Company purchased a total of 60,100 shares of common stock from the non-executive directors on January 5, 2022, at a price of $25.60 per share (the applicable closing price per share of common stock for vesting on January 1, 2022), resulting in aggregate payments of $1.5 million that will be used by the non-executive directors to pay their tax obligations on the vested shares.

15. Debt

The table below shows the components of Debt, net as of December 31, 2023, June 30, 2023 and June 30, 2022:

	Six Months Ended December 31, 2023	Fiscal Year Ended June 30, 2023	Fiscal Year Ended June 30, 2022
Secured Debt Facility			
Principal amount	$ 30,000,000	$ 10,000,000	$ —
Unamortized debt discount	(2,411,532)	(2,342,484)	—
Unamortized debt issuance costs	(2,394,168)	(1,628,012)	—
Debt, net	$ 25,194,300	$ 6,029,504	$ —
Convertible Debenture			
Principal amount	$ 20,000,000	$ 20,000,000	$ 20,000,000
Unamortized debt discount	(414,854)	(461,639)	(602,430)
Unamortized debt issuance costs	(99,587)	(110,818)	(157,610)
Debt, net	$ 19,485,559	$ 19,427,543	$ 19,239,960
Total Debt, net	$ 44,679,859	$ 25,457,047	$ 19,239,960
Less current portion	$ 7,900,000	$ —	$ —
Non-current debt, net	$ 36,779,859	$ 25,457,047	$ 19,239,960

Secured Credit Facility

On May 17, 2023, the Company entered into a credit and guarantee agreement (the "Credit Agreement"), by and among CORE Alaska, as the borrower, each of the Company, LSA, and Contango Minerals Alaska, as guarantors, each of the lenders party thereto from time to time, ING Capital LLC ("ING"), as administrative agent for the lenders, and Macquarie Bank Limited ("Macquarie"), as collateral agent for the secured parties. The Credit Agreement provides for a senior secured loan facility (the "Facility") of up to US$70 million, of which $65 million is committed in the form of a term loan facility and $5 million is uncommitted in the form of a liquidity facility.

The Credit Agreement will mature on December 31, 2026 (the "Maturity Date") and will be repaid via quarterly repayments over the life of the loan. The Facility has an upfront fee and a production linked arrangement fee based upon the projected total production of gold ounces in the base case financial model delivered on the closing date, payable quarterly based on attributable production, with any balance due upon the maturity or termination of the Credit Agreement. The Credit Agreement is secured by all the assets and properties of the Company and its subsidiaries, including the Company's 30% interest in Peak Gold, LLC, but excluding the Company's equity interests of LSA in respect of the Lucky Shot mine. As a condition precedent to the second borrowing, the Company was required to hedge approximately 125,000 ounces of its attributable gold production from Manh Choh. On August 2, 2023, CORE Alaska entered into a series of hedging agreements with ING and Macquarie for the sale of an aggregate of 124,600 ounces of gold at a weighted average price of $2,025 per ounce, which satisfied the condition of the second borrowing. The hedge agreements have delivery obligations beginning in July 2024 and ending in December 2026. See Note 16 - Derivatives and Hedging Activities.

Term loans, which can be made quarterly are to be used only to finance cash calls to the Peak Gold JV, fund the debt service reserve account, pay corporate costs in accordance with budget and base case financial model and fees and expenses in connection with the loan. Liquidity loans, which can be made once a month, are to be used for cost overruns. Any outstanding liquidity loans must be repaid on July 31, 2025.

Loans under the Facility can be Base Rate loans at the Base Rate plus the Applicable Margin or Secured Overnight Financing Rate ("SOFR") loans at the three month adjusted term SOFR plus the Applicable Margin. The type of loan is requested by the borrower at the time of the borrowing and the type loan may be converted. The "Base Rate" is the highest of Prime Rate, Federal Funds Rate plus 0.50% or Adjusted Term SOFR for one month plus 1%. "Adjusted Term SOFR" is Term SOFR plus a SOFR Adjustment of 0.15% per annum. "Term SOFR" is the secured overnight financing rate as administered by the Term SOFR Administrator. The "Applicable Margin" is (i) 6.00% per annum prior to the completion date for the Manh Choh Project and (ii) 5.00% per annum thereafter, which will be payable quarterly.

Interest is payable commencing on the date of each loan and ending on the next payment date. The interest payment dates prior to November 1, 2025 are the last day of July, October, January and April; thereafter the payment dates are the last day of March, June, September and December. The Company also will pay commitment fee on average daily unused borrowings equal to a rate of 40% of the Applicable Margin. The commitment fee is payable in arrears on each interest payment date with the final on the commitment termination date, which is 18 months after the closing date of May 17, 2023. As of December 31, 2023, the Company had unused borrowing commitments of $35 million.

Borrowings under the term loan facility carried an original issue discount of $2.3 million and debt issuance costs of approximately $1.6 million. As of December 31, 2023, the unamortized discount and issuance costs were $2.4 million and $2.4 million, respectively and the carrying amount, net of the unamortized discount and issuance costs was $25.2 million. As of June 30, 2023, the unamortized discount and issuance costs were $2.3 million and $1.6 million, respectively and the carrying amount, net of the unamortized discount and issuance costs was $6.0 million. The fair value of the debt (Level 2) as of December 31, 2023 and June 30, 2023 was $30.0 million and $10.0 million, respectively. The Company recognized interest expense totaling $1.4 million related to this debt for the six months ended December 31, 2023 (inclusive of approximately $1.1 million of contractual interest, and approximately $0.3 million related to the amortization of the discount and issuance fees). For fiscal year ended June 30, 2023, the Company recognized interest expense totaling $0.2 million related to this debt (inclusive of $145,000 of contractual interest and approximately $17,000 related to the amortization of the discount and issuance fees).There was no interest expense related to the Facility for the fiscal year ended June 30, 2022 because the Facility was not yet in place. The effective interest rate of the term loan facility was 11.58% as of December 31, 2023 and 11.75% as of June 30, 2023. As of December 31, 2023 and June 30, 2023, the effective interest rate for the amortization of the discount and issuance costs was 5.6% and 2.4%, respectively.

The Credit Agreement contains representations and warranties and affirmative and negative covenants customary for credit facilities of this type, including limitations on the Company and its subsidiaries with respect to indebtedness, liens, mergers, consolidations, liquidations and dissolutions, sales of all or substantially all assets, transactions with affiliates and entry into hedging arrangements. The Credit Agreement also requires the Company to maintain, as of the last day of each fiscal quarter, (i) a historical debt service coverage ratio of no less than 1.30 to 1.00, (ii) a projected debt service coverage ratio until the Maturity Date of no less than 1.30 to 1.00; (iii) a loan life coverage ratio until the Maturity Date of no less than 1.40 to 1.00; (iv) a discounted present value cash flow coverage ratio until the Manh Choh gold project termination date of no less than 1.70 to 1.00; and (v) a reserve tail (i.e., gold production) ratio until the Maturity Date of no less than 25%. The Credit Agreement also includes customary events of default, including failure to pay principal, interest or fees when due, failure to comply with covenants, any representation or warranty made by the Company or any of its material subsidiaries being false in any material respect, default under certain other material indebtedness, certain insolvency or receivership events affecting the Company or any of its material subsidiaries, certain ERISA events, material judgments and a change in control, in each case, subject to cure periods and thresholds where customary. The Company is also required to maintain a minimum cash balance of $2 million. As of December 31, 2023, the Company was in compliance with all of the required debt covenants.

The Company drew $30 million on the term loan facility as at period ended December 31, 2023. The Company is scheduled to repay $2 million of the amount drawn on July 31, 2024, $5.9 million on October 31, 2024 and the remaining $22.1 million will be divided into quarterly repayments until December 31, 2026. Future draws on the term loan facility are subject to certain additional conditions being met. The Company entered into amendments to the Credit Agreement extending the time for the Company to satisfy the remaining conditions to a second borrowing on the term loan facility, and satisfied such conditions as of the date of this filing.

In connection with entering into the Credit Agreement, the Company entered into a mandate lender arrangement fee letter (the "MLA Fee Letter") with ING and Macquarie (collectively, the "Mandated Parties") and a production linked arrangement fee letter (the "PLA Fee Letter") with ING. Pursuant to the MLA Fee Letter, the Company paid the Mandated Parties on the date of the initial disbursement at the initial closing an upfront fee, calculated based on the principal amount of the Facility. Additionally, the Company paid the Mandated Parties an initial disbursement upfront fee, calculated based on the initial disbursement of $10 million. Pursuant to the PLA Fee Letter, the Company will pay ING a production linked arranging fee based on projected total production over the life of the Facility, as well as an agency fee for consideration of acting as administrative agent and collateral agent.

Convertible Debenture

On April 26, 2022, the Company closed on a $20,000,000 unsecured convertible debenture to Queen's Road Capital Investment, Ltd. ("QRC"). The Company used the proceeds from the sale of the debenture to fund commitments to the Peak Gold JV, the exploration and development at its Lucky Shot Property, and for general corporate purposes.

In connection with the closing of the Credit Agreement, the Company entered into a letter agreement with QRC (the "Letter Agreement") which amended the terms of the convertible debenture. In accordance with the Letter Agreement, QRC acknowledged that the convertible debenture would be subordinate to the loans under the Credit Agreement, and acknowledged that the Company entering into the loans under the Credit Agreement would not constitute a breach of the negative covenants of the convertible debenture. QRC also waived its put right in respect of the debenture that would require Contango to redeem the debenture in whole or in part upon the completion of a secured financing or a change of control. In consideration for QRC entering into the Letter Agreement, the Company agreed to amend the interest rate of the debenture from 8% to 9%. In accordance with the Letter Agreement the interest payment dates were modified to be the last business day of July, October, January, and April, prior to November 1, 2025 and the thereafter the last business day of March, June, September, and December. The maturity date also changed from April 26, 2026 to May 26, 2028.

The debenture currently bears interest at 9% per annum, payable quarterly, with 7% paid in cash and 2% paid in shares of common stock issued at the market price at the time of payment based on a 20-day volumetric weighted average price ("VWAP"). The debenture is unsecured. The holder may convert the debenture into common stock at any time at a conversion price of $30.50 per share (equivalent to 655,738 shares), subject to adjustment. The Company may redeem the debenture after the third anniversary of issuance at 105% of par, provided that the market price (based on a 20-day VWAP) of the Company's common stock is at least 130% of the conversion price.

In connection with the issuance of the debenture, the Company agreed to pay an establishment fee of 3% of the debenture face amount. In accordance with the investment agreement, QRC elected to receive the establishment fee in shares of common stock valued at $24.82 per share, for a total of 24,174 shares. The establishment fee shares were issued to QRC pursuant to an exemption from registration under Regulation S. QRC entered into an investor rights agreement with the Company in connection with the issuance of the debenture. The investor rights agreement contains provisions that require QRC and its affiliates, while they own 5% or more of our outstanding common stock, to standstill, not to participate in any unsolicited or hostile takeover of the Company, not to tender its shares of common stock unless the Company's board recommends such tender, to vote its shares of common stock in the manner recommended by the Company's board to its stockholders, and not to transfer its shares of common stock representing more than 0.5% of outstanding shares without notifying the Company in advance, whereupon the Company will have a right to purchase those shares.

The debt carried an original issue discount of $0.6 million and debt issuance costs of approximately $0.2 million. As of December 31, 2023, June 30, 2023 and June 30, 2022, the unamortized discount and issuance costs were $0.5 million, $0.6 million and $0.8 million, respectively. The carrying amount of the debt at December 31, 2023, June 30, 2023 and June 30, 2022, net of the unamortized discount and issuance costs was $19.5 million, $19.4 million and $19.2 million, respectively. The fair value of the debenture (Level 2) as of December 31, 2023, June 30, 2023 and June 30, 2022 was $20.0 million, for all periods. The company recognized interest expense totaling $1.0 million related to this debt for the six month period ended December 31, 2023 (inclusive of approximately $0.9 million of contractual interest, and approximately $0.1 million related to the amortization of the discount and issuance fees). The Company recognized interest expense totaling $1.8 million related to this debt for the fiscal year ended June 30, 2023 (inclusive of approximately $1.6 million of contractual interest, and approximately $0.2 million related to the amortization of the discount and issuance fees). The Company recognized interest expense totaling $0.3 million related to this debt for the fiscal year ended June 30, 2022 (inclusive of approximately $0.3 million of contractual interest, and approximately $35 thousand related to the amortization of the discount and issuance fees). The effective interest rate of the debenture is the same as the stated interest rate, 9.0%. The effective interest rate for the amortization of the discount and issuance costs as of December 31, 2023, June 30, 2023 and June 30, 2022 was 0.6%, 0.6% and 1.0% respectively. The Company reviewed the provisions of the debt agreement to determine if the agreement included any embedded features. The Company concluded that the change of control provisions within the debt agreement met the characteristics of a derivative and required bifurcation and separate accounting. The fair value of the identified derivative was determined to be de minimis at December 31, 2023, June 30, 2023, and June 30, 2022 as the probability of a change of control was negligible as of those dates. For each subsequent reporting period, the Company will evaluate each potential derivative feature to conclude whether or not they qualify for derivative accounting. Any derivatives identified will be recorded at the applicable fair value as of the end of each reporting period.

16. Derivatives and Hedging Activities

On August 2, 2023, CORE Alaska, a subsidiary of the Company, pursuant to an ISDA Master Agreement entered into with ING Capital Markets LLC (the "ING ISDA Master Agreement") and an ISDA Master Agreement entered into with Macquarie Bank Limited (the "Macquarie ISDA Master Agreement"), in accordance with its obligations under that certain Credit and Guarantee Agreement, by and among the Company, its subsidiaries, ING Capital LLC and Macquarie Bank Limited, entered into a series of hedging agreements with ING Capital LLC and Macquarie Bank Limited for the sale of an aggregate of 124,600 ounces of gold at a weighted average price of $2,025 per ounce. The hedge agreements have delivery obligations beginning in July 2024 and ending in December 2026, and represent approximately 45% of the Company's interest in the projected production from the Manh Choh mine over the current anticipated life of the mine.

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by gold future pricing. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's investments.

Non-designated Hedges

Derivatives not designated as hedges are not speculative and are used to manage the Company's exposure to gold movements and the Company has elected not to apply hedge accounting. Changes in the fair value of derivatives not designated in hedging relationships are recorded directly in earnings.

As of December 31, 2023, the Company had the following outstanding derivatives that were not designated as hedges in qualifying hedging relationships:

Period	Commodity	Volume	Weighted Average Price ($/oz)
2024	Gold	21,100	$ 2,025.17
2025	Gold	62,400	$ 2,025.17
2026	Gold	41,100	$ 2,025.17

Fair Values of Derivative Instruments on the Balance Sheet

The table below presents the fair value of the Company's derivative financial instruments as well as their classification on the Consolidated Balance Sheets as of December 31, 2023, June 30, 2023 and June 30, 2022.

		Six Months Ended December 31,			Year Ended June 30,					
		2023			2023			2022		
Derivatives not designated as hedging instruments	Balance Sheet Location	Gross Recognized Assets / Liabilities	Gross Amounts Offset	Net Recognized Assets / Liabilities	Gross Recognized Assets / Liabilities	Gross Amounts Offset	Net Recognized Assets / Liabilities	Gross Recognized Assets / Liabilities	Gross Amounts Offset	Net Recognized Assets / Liabilities
Commodity Contracts	Derivative contract asset - current	—	—	-	—	—	—	—	—	—
Commodity Contracts	Derivative contract liability - current	(2,679,784)	—	(2,679,784)	—	—	—	—	—	—
Commodity Contracts	Derivative contract asset - noncurrent	—	—	-	—	—	—	—	—	—
Commodity Contracts	Derivative contract liability - noncurrent	(20,737,997)	—	(20,737,997)	—	—	—	—	—	—

As of December 31, 2023, the fair value of derivatives in a net liability position, which excludes any adjustment for nonperformance risk, related to these agreements was $23,417,781. As of December 31, 2023, the Company has not posted any collateral related to these agreements. If the Company had breached any of these provisions as of December 31, 2023, it could have been required to settle its obligations under the agreements at their termination value of $23,417,781.

Effect of Derivatives Not Designated as Hedging Instruments on the Income Statement

The table below presents the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the Consolidated Statement of Operations for the six months ended December 31, 2023 and fiscal years ended June 30, 2023 and June 30, 2022.

		Six Months Ended December 31,	Fiscal Year Ended June 30,	
		2023	2023	2022
Derivatives Not Designated as Hedging Instruments under Subtopic 815-20	Location of Unrealized Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income Statement on Derivative	Amount of Gain or (Loss) Recognized in Income Statement on Derivative	Amount of Gain or (Loss) Recognized in Income Statement on Derivative
Commodity Contracts	Unrealized loss on derivative contracts	$ (23,417,781)	$ —	$ —
Total		$ (23,417,781)	$ —	$ —

Credit-risk-related Contingent Features

Cross Default. The Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company could also be declared in default on its derivative obligations.

Material adverse change. Certain of the Company's agreements with its derivative counterparties contain provisions where if a specified event or condition occurs that materially changes the Company's creditworthiness in an adverse manner, the Company may be required to fully collateralize its obligations under the derivative instrument.

Incorporation of loan covenants. The Company has an agreement with a derivative counterparty that incorporates the loan covenant provisions of the Company's indebtedness with a lender affiliate of the derivative counterparty. Failure to comply with the loan covenant provisions would result in the Company being in default on any derivative instrument obligations covered by the agreement.

17. General and Administrative Expenses

The following table presents the Company's general and administrative expenses for six month period ended December 31, 2023 and fiscal years ended June 30, 2023 and June 30, 2022.

	Six Months Ended December 31,	Year Ended June 30,	
	2023	2023	2022
General and administrative expenses:			
Marketing and investor relations	$ 83,784	$ 269,887	$ 378,720
Office and administrative costs	176,656	404,494	369,988
Insurance	661,152	513,471	672,474
Professional fees	819,398	1,771,764	1,297,987
Regulatory fees	302,601	365,784	402,299
Salaries and benefits	1,796,157	1,925,504	2,515,050
Retention and severance expenses	785,751	—	—
Share-based compensation	1,622,566	2,931,288	3,993,660
Travel	162,345	182,685	148,700
Director fees	342,500	726,250	557,500
Total	$ 6,752,910	$ 9,091,127	$ 10,336,378

18. Transition Period Comparative Data

The following tables presents certain comparative financial information for the six months ended December 31, 2023 and 2022.

	Six Months Ended	
	December 31, 2023	December 31, 2022 (unaudited)
EXPENSES:		
Claim rental expense	$ (255,121)	$ (273,376)
Exploration expense	(1,815,822)	(6,616,483)
Depreciation expense	(52,620)	(68,428)
Accretion expense	(6,284)	(5,974)
General and administrative expense	(6,752,910)	(4,600,164)
Total expenses	(8,882,757)	(11,564,425)
OTHER INCOME/(EXPENSE):		
Interest income	68,662	16,344
Interest expense	(2,358,920)	(896,177)
Loss from equity investment in Peak Gold, LLC (NOTE 10)	(6,315,595)	(9,310,000)
Unrealized gain/(loss) on derivative contracts	(23,417,781)	—
Other income	140,083	15,656
Insurance recoveries	—	338,301
Total other expense	(31,883,551)	(9,835,876)
LOSS BEFORE INCOME TAXES	(40,766,308)	(21,400,301)
NET LOSS	$ (40,766,308)	$ (21,400,301)
NET LOSS PER SHARE		
Basic and diluted	$ (4.44)	$ (3.15)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING		
Basic and diluted	9,180,032	6,787,864

	Six Months Ended	
	December 31, 2023	December 31, 2022 (unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (40,766,308)	$ (21,400,301)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	1,622,566	1,598,421
Depreciation expense	52,620	68,428
Accretion expense	6,284	5,974
Interest expense paid in stock	166,641	—
Change in the fair value of contingent consideration	(140,083)	
Amortization of debt discount and issuance costs	398,418	335,047
Loss from equity investment in Peak Gold, LLC	6,315,595	9,310,000
Loss from derivative contracts	23,417,781	—
Changes in operating assets and liabilities:		
Decrease in prepaid expenses and other	(699,003)	(363,243)
Increase (decrease) in accounts payable and other accrued liabilities	193,200	(100,043)
Net cash used in operating activities	(9,432,289)	(10,545,717)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash invested in Peak Gold, LLC	(34,380,000)	(9,310,000)
Acquisition of property & equipment	(7,329)	—
Net cash used in investing activities	(34,387,329)	(9,310,000)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Cash paid for shares withheld from employees for payroll tax withholding	(48,308)	(86,932)
Cash proceeds from debt	20,000,000	—
Debt issuance costs	(1,526,179)	14,202
Cash proceeds from capital raises, net	29,254,302	5,598,500
Net cash provided by financing activities	47,679,815	5,525,770
NET DECREASE IN CASH AND RESTRICTED CASH	3,860,197	(14,329,947)
CASH AND RESTRICTED CASH, BEGINNING OF PERIOD	11,877,194	23,326,101
CASH AND RESTRICTED CASH, END OF PERIOD	$ 15,737,391	$ 8,996,154
Supplemental disclosure of cash flow information		
Cash paid for:		
Interest expense	$ 1,218,499	$ 716,687