



## **Investmin Resources Inc.**

Consolidated Financial Statements  
For the years ended December 31, 2024 and 2023

**Investmin Resources Inc.**  
**Consolidated Statements of Financial Position**  
**(In Canadian Dollars)**

**As at**

	<b>December 31,</b> <b>2024</b>	December 31, 2023
	\$	\$
<b>Assets</b>		
<b>Current assets</b>		
Cash	28,327	45,324
<b>Total Assets</b>	<u><b>28,327</b></u>	<u><b>45,324</b></u>
<b>Liabilities</b>		
Accounts payable and accrued liabilities	47,711	9,955
<b>Total liabilities</b>	<u><b>47,711</b></u>	<u><b>9,955</b></u>
<b>Shareholders' (deficiency) equity</b>		
Share capital (Note 4)	140,500	140,500
Accumulated (deficit)	(159,884)	(105,131)
<b>Total shareholders' (deficiency) equity</b>	<u><b>(19,384)</b></u>	<u><b>35,369</b></u>
<b>Total liabilities and shareholders' (deficiency) equity</b>	<u><b>28,327</b></u>	<u><b>45,324</b></u>

**Nature of operations and going concern (Note 1)**

**Subsequent events (Note 9)**

**Approved by the Board of Directors**

Director

(signed) Dino Titaro

Director

(signed) Guy Charette

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

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**Investmin Resources Inc.**  
**Consolidated Statements of Loss and Comprehensive Loss**  
**For the years ended December 31, 2024 and 2023**  
**(In Canadian Dollars)**

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	<b>2024</b>	<b>2023</b>
	<b>\$</b>	<b>\$</b>
General and administrative expenses	-	83
Professional fees	<b>43,751</b>	4,116
Travel	<b>11,002</b>	35,606
Share based payments (Note 4)	-	25,000
<b>(Loss) and comprehensive (loss) for the year</b>	<b>(54,753)</b>	<b>(64,805)</b>
<b>Total basic and diluted loss per share</b>	<b>(0.02)</b>	<b>(0.02)</b>
<b>Weighted average number of common shares – Basic and diluted</b>	<b>3,225,000</b>	<b>2,661,027</b>

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

**Investmin Resources Inc.**  
**Consolidated Statements of Shareholders' Deficiency**  
**For the years ended December 31, 2024 and 2023**  
**(In Canadian Dollars)**

	Share capital	Share capital	Accumulated deficit	Total
	#	\$	\$	\$
<b>Balance, December 31, 2022</b>	<b>2,075,000</b>	<b>55,500</b>	<b>(40,326)</b>	<b>15,174</b>
Loss for the year	-	-	(64,805)	(64,805)
Issuance of bonus shares (Note 4, 5)	250,000	25,000	-	25,000
Proceeds from issuance of common shares (Note 4)	900,000	60,000	-	60,000
<b>Balance, December 31, 2023</b>	<b>3,225,000</b>	<b>140,500</b>	<b>(105,131)</b>	<b>35,369</b>
Loss for the year	-	-	(54,753)	(54,753)
<b>Balance, December 31, 2024</b>	<b>3,225,000</b>	<b>140,500</b>	<b>(159,884)</b>	<b>(19,384)</b>

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

**Investmin Resources Inc.**  
**Consolidated Statements of Cash Flows**  
**For the years ended December 31, 2024 and 2023**  
**(In Canadian Dollars)**

	2024	2023
	\$	\$
<b>Operating activities</b>		
Loss for the year	(54,753)	(64,805)
Share based payments	-	25,000
Changes in non-cash working capital balances		
Accounts payable and accrued liabilities	37,756	8,755
Cash flows (used in) operating activities	(16,997)	(31,050)
<b>Financing activities</b>		
Proceeds from share issuance	-	60,000
Cash flows from financing activities	-	60,000
<b>(Decrease) increase in cash</b>	<b>(16,997)</b>	<b>28,950</b>
<b>Cash at beginning of year</b>	<b>45,324</b>	<b>16,374</b>
<b>Cash at end of year</b>	<b>28,327</b>	<b>45,324</b>

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**Investmin Resources Inc.**  
**Notes to Consolidated Financial Statements**  
**December 31, 2024 and 2023**  
**(In Canadian Dollars unless otherwise indicated)**

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### **1. Nature of Operations and Going Concern**

Investmin Resources Inc., together with its subsidiary (collectively the “Company”), is an exploration company focused primarily in Pershing County in North central Nevada.

Investmin Resources Inc., was incorporated under the federal laws of Canada (the *Canada Business Corporations Act*) on June 8, 2015, is domiciled in Canada. The address of its registered office is 110 Yonge Street, Suite 1601, Toronto, ON, M5C 1T4.

These consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities as they become due in the normal course of business for the foreseeable future. For year ended December 31, 2024, the Company incurred a net loss \$54,753 (December 31, 2023 - \$64,805) and as at December 31, 2024 reported an accumulated deficit of \$159,884 (December 31, 2023 – \$105,131). The Company has no current source of operating cash flow, and there can be no assurances that sufficient funding including adequate financing, will be available to explore and develop its property and to cover general and administrative expenses necessary for maintenance of a company. The Company’s status as a going concern is contingent upon raising the necessary funds through issuance of equity or debt. These matters represent material uncertainties that cast significant doubt about the ability of the Company to continue as a going concern.

These consolidated financial statements do not reflect adjustments to the carrying value of assets and liabilities or reported expenses and balance sheet classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

The business of mineral exploration involves a high degree of risk and there can be no assurance that the Company’s exploration programs will result in profitable operations. The recoverability of the Company’s exploration and evaluation expenditures is dependent upon the discovery of economically recoverable mineral reserves; securing and maintaining title and beneficial interest in the properties; the ability to obtain the necessary financing to complete exploration, development and construction of processing facilities; obtaining various government approvals; and attaining profitable production or alternatively, upon the Company’s ability to dispose of its interests on an advantageous basis; all of which are uncertain.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements, non-compliance with regulatory requirements or aboriginal land claims. The Company’s exploration property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, political uncertainty and currency exchange fluctuations and restrictions.

### **2. Basis of Preparation**

The Company prepares its consolidated financial statements, including comparatives, using accounting policies in compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

These consolidated financial statements were approved by the Board of Directors on January 27, 2026.

### **3. Material accounting policies**

The material accounting policies used in the preparation of these consolidated financial statements are described below. These policies have been consistently applied to all years presented, unless otherwise stated.

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**Investmin Resources Inc.**  
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**Basis of measurement**

The consolidated financial statements have been prepared under the historical cost convention, unless otherwise disclosed. The consolidated financial statements have been prepared on an accrual basis except for cash flow inflow information.

**Principles of consolidation**

The consolidated financial statements include the financial statements of the Company and its subsidiary, Investmin Resources (Nevada) Inc (the “Investmin Nevada”), located in the in United States and 100% fully owned.

All intercompany transactions, balances and unrealized gains and losses from intercompany transactions are eliminated on consolidation.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date control ceases. The Company’s subsidiary is fully consolidated from the date on which control is obtained by the Company and are de-consolidated from the date that control ceases.

**Presentation and Functional Currency**

Items included in the financial statements of each of the Company’s entities are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The functional currency of the Company and its subsidiary is the Canadian dollar. These consolidated financial statements are presented in Canadian dollars, which is the Company’s presentation currency.

**Income Taxes**

Income tax comprises current and deferred tax. Income tax is recognized in the statement of loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity.

Current tax is the expected tax payable or receivable on the taxable income or loss, which may differ from earnings reported in the statement of loss due to items of income or expense that are not currently taxable or deductible for tax purposes, using tax rates substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax is not recognized if it arises from the initial recognition of goodwill or the initial recognition of an asset or liability in a transaction other than a business combination that, at the time of the transaction, affects neither accounting nor taxable profit or loss. Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except, in the case of subsidiaries, where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been substantively enacted at the balance sheet date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the

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deductible temporary differences can be utilized.

The Company records foreign exchange gains or losses representing the impacts of movements in foreign exchange rates on the tax bases of non-monetary assets and liabilities which are denominated in foreign currencies. Foreign exchange gains and losses relating to deferred income taxes are included in deferred income tax expense or recovery in the statement of loss and comprehensive loss.

The Company recognizes uncertain tax positions in its financial statements when it is considered more likely than not that the tax position shall be sustained.

### **Critical accounting estimates and judgments**

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the amounts reported in these consolidated financial statements and notes. Accordingly, actual results may differ from estimated amounts as future confirming events occur. The following are the estimates and judgments applied by management that most significantly affect the Company's consolidated financial statements. These estimates and judgments have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### **i) Share-based payment transactions**

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviours and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

#### **ii) Income, value added, withholding and other taxes, and tax credits:**

The Company is subject to income, value added, withholding and other taxes and is eligible for refundable tax credits on certain expenditures. Significant judgment is required in determining the Company's provisions for taxes and tax credits receivable. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities and mining tax credits receivable requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made. Amounts recorded for mining tax credits receivable represent best estimates of recoverable amounts after considering these uncertainties including assessing the Company's historical experience with recovering claimed amounts.

### **Cash**

Cash and cash equivalents consist of highly liquid investments, such as guaranteed investment certificates and deposit accounts with Canadian chartered banks, cashable within three months of the date of original issue.

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### **Loss per Share**

Basic loss per share is calculated by dividing net loss attributable to equity owners of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated using the treasury stock method, whereby the weighted average number of common shares outstanding is increased to include potentially issuable common shares from the assumed exercise of common share purchase options and warrants, if dilutive.

### **Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of loss and comprehensive loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as finance expense in the statement of loss and comprehensive loss.

### **Share capital**

The Company records proceeds from share issuances net of issue costs and any tax effects, to equity.

### **Financial Assets**

All financial assets are initially recorded at fair value and designated upon inception into one of the following categories: fair value through profit or loss (“FVTPL”), fair value through other comprehensive income (“FVOCI”) or amortized cost.

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through net loss.

Financial assets classified as amortized cost are initially measured at fair value. Subsequently they are measured at amortized cost. The Company’s cash is designated as amortized cost.

Financial assets classified as FVOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss). As at December 31, 2024 and 2023, the Company had no assets classified as FVOCI.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

The Company’s financial assets subject to impairment are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, accounts receivable has been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

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### **Financial liabilities**

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or amortized cost.

Financial liabilities classified as amortized cost are initially recognized at fair value less directly attributable transaction costs. After initial recognition, they are subsequently measured at amortized cost using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability or, where appropriate, a shorter period. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Fair value changes on financial liabilities classified as FVTPL are recognized through the statement of loss. At December 31, 2024 and 2023, the Company has not classified any financial liabilities as FVTPL.

### **Mineral properties**

The Company expenses exploration and evaluation expenditures as incurred including acquisition costs of exploration properties, property option payments and evaluation activity.

Once a project has been established as commercially viable and technically feasible, related development expenditures are capitalized. This includes costs incurred in preparing the site for mining operations. Capitalization ceases when the mine is capable of commercial production, with the exception of development costs that give rise to a future benefit.

### **Share-based payments**

Management determines costs for share-based compensation using market-based valuation techniques. The fair value of the market-based and performance-based share awards is determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment is used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, and expected dividend yield. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Employees (including directors and senior executives) of the Company receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions"). Equity-settled share-based compensation to employees and others providing similar services is measured at the fair value of the equity instruments at the grant date.

Share based payment transactions involving non-employees are measured at the estimated fair value of the goods or services received. In situations where equity instruments are issued and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment.

### **Future Accounting Standards issued but not yet effective**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after January 1, 2025. Many are not applicable or do not have a significant impact to the Company

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and have been excluded. The impact of the pronouncements noted below are currently being assessed by the Company.

**Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)**

In May 2024, the IASB issued amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments – Disclosures*. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required and early adoption is permitted.

**Presentation and Disclosure in Financial Statements (IFRS 18)**

In April 2024, the IASB issued IFRS 18 *Presentation and Disclosure in Financial Statements* to improve reporting of financial performance. The new standard replaces IAS 1 *Presentation of Financial Statements*. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required and early adoption is permitted.

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**4. Share Capital and Contributed Surplus**

(a) Authorized

Unlimited number of Common Shares, without par value.

(b) Issued Common Shares

On June 28, 2023, the Company issued 900,000 shares at \$0.10 per share for total proceeds of \$90,000. Of this amount, only \$60,000 was received and the remaining \$30,000 was receivable from a director as at December 31, 2023 and 2024. The receivable amount was recorded as a reduction to share capital. This amount was received subsequent to December 31, 2024. Directors and officers subscribed to 600,000 included in the financing.

Total outstanding common shares as at December 31, 2024 and 2023 was 3,225,000.

(c) Bonus Shares

On June 28, 2023, the Company granted 250,000 bonus shares to an director at an estimated value of \$0.10 per share, based on the share price in the 2023 private placement

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**5. Related Party Transactions**

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key management of the Company for the years ended December 31, 2024 and 2023 was as follows:

	December 31, 2024	December 31, 2023
Share based payments	-	25,000

Refer to Note 4.

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**6. Capital Disclosures**

The Company manages its capital structure, defined as cash and share capital, to ensure sufficient funds are available to the Company to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company's capital management objectives, policies and processes have remained unchanged during the years ended December 31, 2023 and 2024.

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**7. Financial Risk Factors**

The Company is exposed to varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes. The type of risk exposure and the way in which such exposure is managed is provided as follows:

*Credit Risk*

Credit risk is the risk of potential loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions. Management believes that the credit risk related to its cash is negligible.

*Interest Rate Risk*

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk.

*Liquidity Risk*

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. The Company manages liquidity risk through the management of its capital structure and financial leverage as described in Note 6.

The Company monitors its ability to meet its short-term administrative expenditures by raising additional funds

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through share issuances when required.

*Fair Value Measurements*

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, and
- Level 3 – Inputs that are not based on observable market data.

The Company does not have any financial instruments presented at fair value.

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**8. Income taxes**

The reconciliation of the combined federal and provincial statutory income tax rate to the effective tax rate is as follows:

	<b>December 31, 2024</b>	December 31, 2023
Net (loss) for the years before income taxes	<b>(54,753)</b>	(64,805)
Combined statutory income tax rate	<b>26.50%</b>	26.50%
Expected tax (recovery)	<b>(14,510)</b>	(17,173)
Share based compensation	-	(7,000)
Losses and other deductions for which no benefit has been recognized	<b>14,510</b>	24,173
	<b>-</b>	-
<b>Deferred income tax recoveries</b>	<b>-</b>	-

The Company has non-capital losses carried forward of approximately \$130,407 (2023 - \$48,236) available to reduce future years' Canadian taxable income. These losses carry forward for 20 years and will expire between 2035 and 2044.

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

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**9. Subsequent Events**

- (a) Subsequent to December 31, 2024, on October 30, 2025, the Company issued 10,259,650 common shares for proceeds of \$1,025,965.
- (b) Subsequent to December 31, 2024, on October 1, 2025, the Company issued 1,472,500 bonus shares to officers and directors of the Company at an estimated value of \$0.10 per share, which vested immediately and share based payments of \$147,250.
- (c) The Company has entered into an agreement on November 7, 2025 to acquire 100% interest in the Rosebud

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property in Pershing County, north central Nevada (the “Rosebud Property”) consisting of 226 unpatented lode mining claims in Pershing County in north central Nevada. All the claims are on U.S. Bureau of Land Management (“BLM”) lands.

To this effect, the Company has entered into a purchase agreement which provides for the following terms and conditions, namely:

- A purchase price of US\$35 million payable in cash no later than May 7, 2026;
- 25% of the initial, net proceeds from any future silver stream or similar arrangement the Company may enter into; and,
- A 1% Net smelter Return (“NSR”) on all metals produced from the Rosebud Property together with a right of first refusal on sale of the NSR.

Contemporaneously with the acquisition of the Rosebud Property, the Company has entered into an amalgamation agreement with 1290448 B.C. Limited (“BC Ltd”) as a result of which the Company’s shareholders will own 90% of all of the then issued and outstanding shares of BC Ltd. The resulting issuer will be constituted under the federal laws of Canada and will henceforth conduct business under the name of Blossom Gold Inc.

- (d) In connection with the above, the Company has entered into an agreement with a group of selling agents to act as best efforts agents for a public offering of common shares of the resulting issuer for a maximum offering of \$115 million by way of subscription receipts at an issue of \$1.00 price each. Each subscription receipt will automatically be converted into one common share of the resulting issuer on closing of the public offering. In addition, there were transactions costs for advisory fees of \$632,500 and a commission fee of \$5,542,295.

The Company announced that it had closed its aforementioned private placement of subscription receipts in the amounts of \$103,869,974 on November 24, 2025, \$5,228,000 on December 16, 2025 and \$1,747,928 on January 22, 2026 at a price of \$1.00 per subscription receipt. The net proceeds of the financing have been deposited into escrow and are being held in trust until all escrow release conditions have been met and at which time, the subscriptions receipts subscribed will be converted into common shares of the Company on a one for one basis.

Completion of the transaction is subject to a number of conditions, including but not limited to TSXV acceptance and if applicable pursuant to TSXV requirements, majority of the minority shareholder approval. Where applicable, the transaction cannot close until the required shareholder approval is obtained.

There can be no assurance that the transaction will be completed as proposed or at all.