



Investmin Resources Inc.

Consolidated Financial Statements
For the years ended December 31, 2025 and 2024

Independent Auditor's Report

To the Shareholders of Investmin Resources Inc.

Opinion

We have audited the consolidated financial statements of Investmin Resources Inc. and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in shareholders' deficiency and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB).

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter – Change in Presentation Currency

As part of our audit of the financial statements for the year ended December 31, 2025, we also audited the adjustments that were applied to restate the certain of the comparative information as described in Note 11, as at December 31, 2024 and 2023, and for the year ended December 31, 2024. In our opinion, such restatement is appropriate and has been properly applied. Our opinion is not modified in respect of this matter.

Key audit matters

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

We have determined that there were no key audit matters to communicate in our report.

Other information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

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

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or cease operations, or has no realistic alternative but to do so.

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

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risks of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

The engagement partner of the audit resulting in this independent auditor's report is Nicole Louli.

McGovern Hurley LLP



**Chartered Professional Accountants
Licensed Public Accountants**

Toronto, Ontario
March 26, 2026

Investmin Resources Inc.
Consolidated Statements of Financial Position
(In United States Dollars)

As at

	December 31, 2025	Restated (Note 11) December 31, 2024	Restated (Note 11) January 1, 2024
	\$	\$	\$
Assets			
Current assets			
Cash	250,580	19,687	34,269
Cash held in trust (Note 4)	80,426,853	-	-
Prepaid acquisition and transaction costs (Note 5)	2,653,222	-	-
Other receivables	100,462	-	-
Total Assets	<u>83,431,117</u>	<u>19,687</u>	<u>34,269</u>
Liabilities			
Accounts payable and accrued liabilities	646,219	33,158	7,527
Subscription payable	82,609,914	-	-
Total liabilities	<u>83,256,133</u>	<u>33,158</u>	<u>7,527</u>
Shareholders' (deficiency) equity			
Share capital (Note 6)	960,767	105,161	105,161
Accumulated other comprehensive loss	(6,607)	(58)	184
Accumulated (deficit)	(779,176)	(118,574)	(78,603)
Total shareholders' (deficiency) equity	<u>174,984</u>	<u>(13,471)</u>	<u>26,742</u>
Total liabilities and shareholders' (deficiency) equity	<u>83,431,117</u>	<u>19,687</u>	<u>34,269</u>

Nature of operations and going concern (Note 1)
Subsequent events (Note 12)

Approved by the Board of Directors

Director

(signed) Rick Winters

Director

(signed) Elaine Bennett

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

Investmin Resources Inc.
Consolidated Statements of Loss and Comprehensive Loss
For the years ended December 31, 2025 and 2024
(In United States Dollars)

	2025	Restated (Note 11) 2024
	\$	\$
Exploration and evaluation – acquisition costs (Note 12)	293,379	-
Feasibility studies	221,266	-
General and administrative expenses	650	-
Professional fees (Note 7)	48,198	31,939
Travel	34,559	8,032
Share based payments (Note 6,7)	105,261	-
Promotion	34,645	-
Interest income	(84,393)	-
Foreign exchange	7,037	-
Total expenses	660,602	39,971
Net (loss)	(660,602)	(39,971)
Other comprehensive (loss):		
Foreign currency translation (loss)	(6,549)	(242)
(Loss) and comprehensive (loss) for the year	(667,151)	(40,213)
Total basic and diluted loss per share	(0.12)	(0.02)
Weighted average number of common shares – Basic and diluted	5,699,970	3,225,000

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, 2025 and 2024
(In United States Dollars)

	Share capital	Share capital	Accumulated other comprehensive loss	Accumulated deficit	Total
	#	\$		\$	\$
Balance, December 31, 2023	3,225,000	105,161	184	(78,603)	26,742
Other comprehensive loss for the year	-	-	(242)	-	(242)
Loss for the year	-	-	-	(39,971)	(39,971)
Balance, December 31, 2024	3,225,000	105,161	(58)	(118,574)	(13,471)
Loss for the year	-	-	-	(660,602)	(660,602)
Other comprehensive loss for the year, net of taxes	-	-	(6,549)	-	(6,549)
Issuance of bonus shares (Note 6)	1,472,500	105,261	-	-	105,261
Proceeds from issuance of common shares (Note 6)	10,259,500	735,933	-	-	735,933
Proceeds from 2023 private placement	-	21,563	-	-	21,563
Share issuance costs	-	(7,151)	-	-	(7,151)
Balance, December 31, 2025	14,957,000	960,767	(6,607)	(779,176)	174,984

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, 2025 and 2024
(In United States Dollars)

	2025	Restated (Note 3) 2024
	\$	\$
Operating activities		
Loss for the year	(660,602)	(39,971)
Share based payments (Note 6)	105,261	-
Accrued interest receivable	(84,393)	
Changes in non-cash working capital balances		
Other receivables	(100,462)	-
Accounts payable and accrued liabilities	613,061	25,631
Cash flows (used in) operating activities	(127,135)	(14,340)
Investing activities		
Cash held in trust	(80,342,460)	-
Cash flows (used in) investing activities	(80,342,460)	-
Financing activities		
Proceeds from share issuance, net of share issuance costs	750,345	-
Prepaid transaction costs	(2,653,222)	-
Cash received from subscription receipts	82,609,914	-
Cash flows from financing activities	80,707,037	-
Effect of currency translation	(6,549)	(242)
Increase (decrease) in cash	230,893	(14,582)
Cash at beginning of year	19,687	34,269
Cash at end of year	250,580	19,687

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

Investmin Resources Inc.
Notes to Consolidated Financial Statements
December 31, 2025 and 2024
(In United States Dollars unless otherwise indicated)

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. On November 7, 2025, the Company entered into an agreement to acquire 100% interest in the Rosebud property in Pershing County, north central Nevada (the “Rosebud Property”). Subsequent to December 31, 2025, On January 28, 2026, the Company closed its aforementioned purchase of Rosebud Property (See Note 12).

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, 2025, the Company incurred a net loss \$660,602 (December 31, 2024 - \$39,971) and as at December 31, 2025 reported an accumulated deficit of \$779,176 (December 31, 2024 – \$118,574). 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 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 March 26, 2026.

Investmin Resources Inc.
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December 31, 2025 and 2024
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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.

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.

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 (“CAD”).

Presentation Currency

The Company has elected to change the presentation currency from Canadian dollars to United States dollars (“USD”). The change in presentation currency is a voluntary change which is accounted for retrospectively. The comparative periods have been restated to USD using the procedures outlined below:

1. Statements of Loss and Comprehensive Loss and Statement of Cash Flows have been translated into USD using average foreign currency rates for the relevant periods.
2. Assets and liabilities in the Statement of Financial Position have been translated into USD at the closing currency rates on the relevant reporting dates.
3. The equity section of the Statement of Financial Position, including foreign currency translation reserve, deficit, share capital and reserves, have been translated into USD using historical rates.
4. Earnings per share has also been restated to USD to reflect the change in presentation currency.
5. Translation differences are recorded in Other comprehensive loss as currency translation adjustments.

In making this change in presentation currency, the Company followed the requirements set out in IAS 21, - The Effect of Change in Foreign Exchange Rates (“IAS 21”). In accordance with IAS 21, comparative financial information has been retroactively restated to reflect the Company’s results as if they had been historically presented in USD (see Note 11).

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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 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.

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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.

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.

Cash held in Trust

Cash held in trust consists of escrow funds for settlement of agent fees and other transaction costs with the Company held by the Company's transfer agent with term of less than one year or the closing of the financing, whichever comes earlier.

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.

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(In United States Dollars unless otherwise indicated)

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. 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. As at December 31, 2025 and 2024, the Company had no assets classified as FVTPL.

Financial assets classified as amortized cost are initially measured at fair value. Subsequently they are measured at amortized cost. The Company’s cash and cash held in trust 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, 2025 and 2024, the Company had no assets classified as FVOCI.

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.

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 and subscription payable are classified and measured at amortized cost.

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, 2025 and 2024, the Company has not classified any financial liabilities as FVTPL.

Exploration and Evaluation 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

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(In United States Dollars unless otherwise indicated)

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, 2026. Many are not applicable or do not have a significant impact to the Company and have been excluded. The impact of the pronouncements noted below are currently being assessed by the Company.

Amendments to IFRS 10 Consolidated Financial Statements and IAS 28 Investments in Associates and Joint Ventures—Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments to IFRS 10 and IAS 28 deal with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. Specifically, the amendments state that gains or losses resulting from the loss of control of a subsidiary that does not contain a business in a transaction with an associate or a joint venture that is accounted for using the equity method, are recognized in the parent’s profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, gains and losses resulting from the remeasurement of investments retained in any former subsidiary (that has become an associate or a joint venture that is accounted for using the equity method) to fair value are recognized in the former parent’s profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The effective date of the amendments has yet to be set by the IASB; however, earlier application of the amendments is permitted. The Company anticipate that the application of these amendments may have an impact on the Company's Consolidated Financial Statements in future periods should such transactions arise.

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

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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.

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.

4. Cash Held in Trust

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 CAD\$115 million (\$84 million) by way of subscription receipts at a price of CAD\$1.00 per subscription receipt. Each subscription receipt will automatically be converted into one common share of the resulting issuer on closing of the public offering. The Company closed its aforementioned private placement of subscription receipts in the amounts of \$75,799,569 on November 24, 2025 and \$4,619,880 on December 16, 2025. Subscription receipts received on December 31, 2025 of \$7,404 were related to Tranche 3 of the offering. 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 subscription receipts subscribed will be converted into common shares of the Company on a one for one basis. See Note 12 for release conditions.

5. Prepaid Transaction Costs

Included in prepaids are \$2,653,222 of transaction costs which will be recorded as share issue costs upon closing of the public offering. See Note 12.

6. Share Capital and Contributed Surplus

(a) Authorized

Unlimited number of Common Shares, without par value.

(b) Issued Common Shares

On October 1, 2025, the Company issued bonus shares to officers, management and directors of the Company at an estimated value of CAD\$0.10 per share, based on the share price in the 2025 financing. The bonus shares vested immediately and \$105,261 was recognized as share based payments.

Investmin Resources Inc.
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On October 30, 2025, the Company issued 10,259,500 common shares at CAD\$0.10 per share for proceeds of \$735,933. Directors and officers subscribed for 4,077,100 shares as part of the financing.

Total outstanding common shares as at December 31, 2025 and 2024 was 14,957,000 and 3,225,000, respectively.

7. 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, 2025 and 2024 was as follows:

	December 31, 2025	December 31, 2024
Share based payments	\$ 105,261	\$ -
Professional fees	37,845	-
	143,106	-

As at December 31, 2025, there was \$20,621 (2024 - \$Nil) outstanding due to related parties. These amounts are unsecured, non-interest bearing and due on demand.

Refer to Note 6.

8. 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, 2025 and 2024.

9. 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 and cash held in trust. The Company limits the exposure to credit risk by only investing its cash with high-credit quality financial institutions, and cash held in trust by the transfer agent. Management believes that the

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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 8.

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

10. Income taxes

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

	December 31, 2025	December 31, 2024
Net (loss) for the years before income taxes	(660,602)	(39,971)
Combined statutory income tax rate	26.50%	26.50%
Expected tax (recovery)	(175,000)	(11,000)
Share based compensation	27,000	-
Losses and other deductions for which no benefit has been recognized	148,000	11,000
Deferred income tax recoveries	-	-

The Company has non-capital losses carried forward of approximately \$179,000 (2024 - \$31,000) available to reduce future years' Canadian taxable income. These losses carry forward for 20 years and will expire between 2035 and 2045.

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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.

11. Change in presentation Currency

For comparative purposes, the consolidated statements of financial position as at January 1, 2024 and December 31, 2024, consolidated statements of loss and comprehensive loss and consolidated statements of cash flows include adjustments to reflect the change in the accounting policy resulting from the change in presentation currency to the USD.

The amounts previously reported in CAD as shown below have been translated into USD at January 1, 2024 and December 31, 2024 exchange rates. The effect of the translation is as follows:

Consolidated Statement of Financial Position As at January 1, 2024	Previously reported (CAD \$)	Translated (USD \$)
Current assets	45,324	34,269
Total assets	45,324	34,269

Current liabilities	9,955	7,527
Total liabilities	9,955	7,527

Consolidated Statement of Financial Position As at December 31, 2024	Previously reported (CAD \$)	Translated (USD \$)
Current assets	28,327	19,687
Total assets	28,327	19,687

Current liabilities	47,711	33,158
Total liabilities	47,711	33,158

Consolidated Statement of Operations and Comprehensive Loss Year ended December 31, 2024	Previously reported (CAD \$)	Translated (USD \$)
Net loss	54,753	39,971
Currency translation adjustment	-	242
Comprehensive loss	54,753	40,213

Consolidated Statement of Cash Flows Year ended December 31, 2024	Previously reported (CAD \$)	Translated (USD \$)
Used in operating activities	(16,997)	(14,340)
Effect of currency translation	-	(242)
Cash, end of year	28,327	19,687

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12. Subsequent Events

- (a) The Company has entered into an agreement on November 7, 2025 to acquire 100% interest in the Rosebud Property consisting of 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 \$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 (purchaser is not required to enter into a streaming agreement); 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.

As of December 31, 2025, the initial \$100,000 deposit was paid on the contract. On January 28, 2026, the Company paid the remaining purchase price of \$34.9 million and closed its purchase of the Rosebud Property.

Contemporaneously with the acquisition of the Rosebud Property, the Company 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. On January 28, 2026, the Company closed its aforementioned amalgamation with BC Ltd.

In connection with the above, the Company 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 CAD\$115 million by way of subscription receipts at a price of CAD\$1.00 per subscription receipt. Each subscription receipt will automatically be converted into one common share of the resulting issuer on closing of the public offering. On January 28, 2026, the escrow of \$43,400,544 (net of purchase of Rosebud Property and transaction costs for the financing) was released to the Company, and on March 25, 2026 the remaining \$743,728 was released to the Company.

Cash held in trust	\$ 80,426,853
Proceeds from Tranche 3	1,294,945
Release conditions consist of:	
Agent’s commission	(2,128,260)
Corporate finance fee	(17,509)
Agent’s expenses	(66,294)
Advisory fees	(461,477)
Rosebud Property purchase	(34,900,000)
Interest earned to Investmin	74,979
Transfer agent fees	(12,452)
Legal fees	(66,513)
Release of escrow	\$ 44,144,272

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- (b) Subsequent to December 31, 2025, the Company approved remuneration to directors during the year ended December 31, 2025 were \$544,200 of compensation related to completing the acquisition and financing for the purchase of the proposed property.

- (c) On February 3, 2026, the Company granted 3,175,000 stock options to certain directors, officers and employees of the Company at an exercise price of CAD\$1.60, expiring in five years. The stock options vest (i) one-third immediately, (ii) one-third on the first anniversary hereof and (iii) one-third on the second anniversary. The Company also granted 6,000,000 stock options to certain directors, officers and employees of the Company at an exercise price of CAD\$1.60, expiring in five years and which options shall all vest immediately.