TERRA CLEAN ENERGY CORP.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

(Expressed in Canadian Dollars)

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Independent Auditor's Report

To the Shareholders of Terra Clean Energy Corp.

Opinion

We have audited the consolidated financial statements of Terra Clean Energy Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2025 and December 31, 2024 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

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 December 31, 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.

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, and 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.

Material Uncertainty Related to Going Concern

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, 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. Other than the matter described in the Material Uncertainty Related to Going Concern section, we have determined there are no key audit matters to be communicated 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 identified above 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 the other information prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. 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 as issued by the International Accounting Standards Board, 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 to 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 the 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 judgment 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 risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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.

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 on the audit resulting in this independent auditor's report is Diana Huang.

Crowe Mackay LLP

Chartered Professional Accountants
Vancouver, Canada
April 24, 2026

TERRA CLEAN ENERGY CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
As at December 31, 2025 and 2024
(Expressed in Canadian Dollars)

	December 31, 2025	December 31, 2024
	$	$
ASSETS		
Current Assets		
Cash	1,937,146	3,086,625
Amounts receivable	27,461	23,864
Prepaid expenses	136,071	133,365
Total current assets	2,100,678	3,243,854
Advance recoverable (Note 5)	107,747	-
Exploration and evaluation assets (Note 5)	3,951,817	1,652,231
TOTAL ASSETS	**6,160,242**	**4,896,085**
LIABILITIES AND EQUITY		
Current Liabilities		
Trade and other payables (Note 6)	128,902	402,018
Flow-through premium (Note 7)	-	111,320
TOTAL LIABILITIES	**128,902**	**513,338**
Equity		
Share capital (Note 8)	24,425,271	21,937,043
Reserves (Note 9)	1,772,659	1,050,383
Deficit	(20,166,590)	(18,604,679)
TOTAL EQUITY	6,031,340	4,382,747
TOTAL LIABILITIES AND EQUITY	**6,160,242**	**4,896,085**

Nature and continuance operations (Note 1)
Subsequent events (Note 14)

Approved on behalf of the Board:

"Greg Cameron"	*"Tony Wonnacott"*
Greg Cameron	Tony Wonnacott
Director	Director

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

TERRA CLEAN ENERGY CORP.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the years ended December 31, 2025 and 2024
(Expressed in Canadian Dollars)

	For the year ended December 31,	
	2025	**2024**
	$	$
Expenses		
Consulting fees (Note 10)	274,843	1,374,934
Investor relations and shareholder communication	385,389	962,043
Filing and transfer agent fees	61,792	66,440
Geological consulting (Note 10)	119,900	8,100
Property investigation (Note 10)	35,582	-
Management fees (Note 10)	255,250	93,600
Office	23,733	68,454
Professional fees (Note 10)	170,176	156,730
Share-based compensation (Notes 8 and 10)	474,000	120,777
Loss from operations	(1,800,665)	(2,851,078)
Other items		
Gain on settlement of debt (Note 8)	120,000	-
Interest income (Note 4)	12,434	30
FT share premium recovery (Note 7)	111,320	-
Other loss	(5,000)	-
Net loss and comprehensive loss for the year	(1,561,911)	(2,851,048)
Basic and diluted loss per share	(0.04)	(0.30)
Weighted average number of shares outstanding – basic and diluted	40,638,082	9,525,550

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

TERRA CLEAN ENERGY CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the years ended December 31, 2025 and 2024
(Expressed in Canadian Dollars)

				Reserves			
	Number of shares	Share capital	Share subscriptions advanced	Warrants	Share-based compensation	Deficit	Total equity
		$	$	$	$	$	$
Balances, December 31, 2023	**5,748,235**	**16,971,007**	**5,000**	**163,516**	**583,262**	**(15,753,631)**	**1,969,154**
Shares issued in private placement (Note 8)	29,361,130	5,206,354	(5,000)	98,078	-	-	5,299,432
Shares issued for property interest (Notes 5 & 8)	625,000	150,000	-	-	-	-	150,000
Share issuance costs (Note 8)	-	(278,998)	-	84,750	-	-	(194,248)
Flow-through premium (Note 7)	-	(111,320)	-	-	-	-	(111,320)
Share-based compensation (Notes 8 & 9)	-	-	-	-	120,777	-	120,777
Net loss	-	-	-	-	-	(2,851,048)	(2,851,048)
Balances, December 31, 2024	**35,734,365**	**21,937,043**	-	**346,344**	**704,039**	**(18,604,679)**	**4,382,747**
Balances, December 31, 2024	**35,734,365**	**21,937,043**	-	**346,344**	**704,039**	**(18,604,679)**	**4,382,747**
Shares issued in private placement (Note 8)	17,641,293	2,293,368	-	176,413	-	-	2,469,781
Shares issued for debt settlement (Note 8)	600,000	120,000	-	-	-	-	120,000
Shares issued for property interest and as advances (Notes 5 & 8)	3,444,335	359,434	-	-	-	-	359,434
Share issuance costs (Note 8)	-	(286,074)	-	71,863	-	-	(214,211)
Warrants exercised (Note 8)	12,000	1,500	-	-	-	-	1,500
Share-based compensation (Notes 8 & 9)	-	-	-	-	474,000	-	474,000
Net loss	-	-	-	-	-	(1,561,911)	(1,561,911)
Balances, December 31, 2025	**57,431,993**	**24,425,271**	-	**594,620**	**1,178,039**	**(20,166,590)**	**6,031,340**

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

TERRA CLEAN ENERGY CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the years ended December 31, 2025 and 2024
(Expressed in Canadian Dollars)

	For the year ended December 31, 2025	2024
	$	$
OPERATING ACTIVITIES		
Net loss for the year	(1,561,911)	(2,851,048)
Non-cash items		
Gain on settlement of debt	(120,000)	-
FT share premium recovery	(111,320)	-
Share-based compensation	474,000	120,777
Changes in working capital items:		
Amounts receivable	(3,597)	25,559
Prepaid expenses	(2,706)	422,887
Trade and other payables	(33,116)	(109,291)
Cash used in operating activities	(1,358,650)	(2,391,116)
INVESTING ACTIVITIES		
Advance recoverable	(17,747)	-
Exploration and evaluation assets expenditures	(2,030,152)	(321,009)
Cash used in investing activities	(2,047,899)	(321,009)
FINANCING ACTIVITIES		
Proceeds from issuance of common shares	2,469,781	5,299,432
Proceeds from exercise of warrants	1,500	-
Share issue costs	(214,211)	(194,248)
Cash provided by financing activities	2,257,070	5,105,184
Change in cash	(1,149,479)	2,393,059
Cash, beginning of the year	3,086,625	693,566
Cash, end of the year	**1,937,146**	**3,086,625**

Supplemental disclosure of cash flows information – Note 12

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

1. Nature and Continuance of Operations

Terra Clean Energy Corp. (the "Company") is a corporation continued under the laws of the Province of British Columbia with its principal, registered and records office located at 2700 – 1133 Melville Street, Vancouver, BC V6E 4E5.

On October 2, 2024, the Company changed its name to Terra Clean Energy Corp.

After the close of trading on June 1, 2023, the Company's common shares were delisted from the TSX Venture Exchange and, effective at the open of markets on June 2, 2023, the common shares were listed for trading on the Canadian Securities Exchange ("CSE") under the symbol "TCEC". The Company is also listed on the OTCQB under the symbol "TCEFF", and on the Frankfurt Exchange under the symbol "C9O0".

The Company is a junior exploration company engaged in the business of identification, acquisition and exploration of mineral interests in North America. At the date of the consolidated financial statements, the Company has not identified a known body of commercial grade minerals on any of its properties. The ability of the Company to realize the costs it has incurred to date on these properties is dependent upon the Company identifying a commercial mineral body, to finance its development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property. To date, the Company has not earned any revenues and is considered to be in the exploration stage.

Management is targeting sources of additional financing through alliances with financial, exploration and mining entities, and other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In addition, management closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company if favourable or adverse market conditions occur.

These consolidated financial statements have been prepared on a going concern basis which presumes the realization of assets and settlement of liabilities in the normal course of operations in the foreseeable future. The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, tariffs, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The Company continues to incur operating losses and at December 31, 2025 had a cumulative deficit of $20,166,590 (2024 - $18,604,679). The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Further discussion of liquidity risk is included in notes 4.

These consolidated financial statements were authorized for issue on April 24, 2026 by the directors of the Company.

(Expressed in Canadian Dollars)

2. Material Accounting Policies

(a) Statement of compliance and basis of preparation

These consolidated financial statements are prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board.

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The presentation and functional currency of the Company and the subsidiary is the Canadian dollar.

(b) Consolidation

The consolidated financial statements include the accounts of the Company and its controlled subsidiaries, after the elimination of all material intercompany balances and transactions. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are fully consolidated from the date of acquisition, being the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies.

The Company's controlled subsidiaries included in these consolidated financial statements are:

		Ownership	
Name	**Country of Incorporation**	**2025**	**2024**
Gunnar Minerals Corp.(1)	Canada	0%	100%
1001435040 Ontario Inc. (2)	Canada	100%	-
Terra Clean Delaware Inc. (2)	United States	100%	-
Terra Clean Wyoming LLC.(2)	United States	100%	-

(1) Gunnar Minerals Corp. had no commercial activities during the current or previous years. On February 26, 2025, Gunnar Minerals Corp. was dissolved by way of voluntary dissolution.

(2) 1001435040 Ontario Inc., Terra Clean Delaware Inc., and Terra Clean Wyoming LLC. were incorporated in December 2025 and had no commercial activities during the period ended December 31, 2025.

(c) Share consolidation

The Company finalized a share consolidation on the basis of four existing common shares into one common share (4:1) effective December 4, 2024. All balances of common shares, common share purchase warrants and stock options herein are reflective of the share consolidation (unless otherwise noted).

(d) Significant judgments and estimates

The preparation of consolidated financial statements in accordance with IFRS requires the Company to make judgments and estimates, in applying accounting policies. The most significant judgments and estimates applying to the Company's consolidated financial statements include:

- the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty; and
- the assessment of any impairment indicators under IFRS 6 for the Company's exploration and evaluation assets.

2. Material Accounting Policies (continued)

(e) Impairment

At each reporting period, management reviews all assets for indicators of impairment. If such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction. In assessing value in use, the estimated future cash flows are discounted to their present value. If the recoverable amount of the asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for that period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which that asset belongs.

Past impairments are also considered at each reporting period and where there is an indication that an impairment loss may have decreased, the recoverable amount is calculated as outlined above to determine the extent of the recovery. If the recoverable amount of the asset is more than its carrying amount, the carrying amount of the asset is increased to its recoverable amount and the impairment loss is reversed in the profit or loss for that period. The increased carrying amount due to reversal will not be more than what the depreciated historical cost would have been if the impairment had not been recognized.

(f) Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based compensation reserve. The fair value of granted stock options is determined using the Black-Scholes Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. Upon expiration, forfeiture or cancellation of the options, the fair value recorded in reserve remains.

For Restricted Share Units ("RSUs") and Performance Share Units ("PSUs"), the fair value of the grant is determined by multiplying the Company's share price at grant date by the number of RSUs or PSUs granted. The resulting fair value of the RSUs or PSUs is then adjusted for an estimated forfeiture rate which is determined based on historical data and is recognized over the vesting period in profit or loss and share-based payment reserve. Actual number of RSUs or PSUs that will eventually vest is likely to be different from estimation.

(g) Income taxes

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

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

2. Material Accounting Policies (continued)

(g) Income taxes (continued)

A deferred tax liability is recognized for all taxable temporary differences, except to the extent that the deferred tax liability arises from:

- the initial recognition of goodwill; or
- the initial recognition of an asset or liability in a transaction which:
  - is not a business combination;
  - at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss); and
  - at the time of the transaction, does not give rise to equal taxable and deductible temporary differences.

The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

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

(h) Exploration and evaluation assets

Exploration and evaluation expenditures incurred before the Company has obtained legal rights to explore an area of interest are expensed as incurred. All costs related to the acquisition, exploration and development of exploration and evaluation assets incurred subsequent to the acquisition of legal rights to explore are capitalized on a property-by-property basis. Costs not directly attributable to exploration and evaluation activities, including general overhead costs, are expensed in the period in which they occur.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount. Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as “mines under construction.” Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs. Mineral exploration and evaluation expenditures are classified as intangible assets. The Company accounts for the mineral exploration tax credit on an accrual basis unless collectability cannot be reasonably assured.

From time to time, the Company may acquire or dispose of a property pursuant to the terms of an option agreement. Due to the fact that property options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments for acquired mineral properties are recorded as acquisition costs. Proceeds of properties that are sold or optioned are recorded as revenues.

2. Material Accounting Policies (continued)

(i) Asset retirement obligations

The fair value of a liability for an asset retirement or environmental obligation is recognized when a reasonable estimate of fair value can be made. The asset retirement or environmental obligation is recorded as a liability with a corresponding increase to the carrying amount of the related long-lived asset. Subsequently, the asset retirement or environmental cost is charged to operations using a systematic and rational method and the resulting liability is adjusted to reflect period-to-period changes in the liability resulting from the passage of time and revisions to either the timing or the amount of the original estimate of undiscounted cash flow.

As of December 31, 2025 and 2024, the Company does not have any asset retirement or environmental obligations.

(j) Foreign currency translation

Items included in the consolidated 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 subsidiaries is the Canadian dollar. The consolidated financial statements are presented in Canadian dollars.

On initial recognition, foreign currency transactions are translated into the functional currency at the exchange rate in effect at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction, whereas nonmonetary items that are measured at fair value in a foreign currency are translated.

(k) Financial instruments

The Company classifies its financial instruments in the following categories: at fair value through profit or loss (“FVTPL”) or at amortized cost. Cash is classified and measured as FVTPL. Trade and other payables is classified as at amortized cost initially recognized at fair value and subsequently measured at amortized cost using effective rate method.

(l) Equity

The proceeds from the exercise of stock options, warrants and escrow shares are recorded as share capital in the amount for which the option, warrant or escrow share enabled the holder to purchase a share in the Company. Depending on the terms and conditions of each financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement.

Warrants that are part of units are accounted for using the residual method, following an allocation of the unit price to the fair value of the common shares as determined by the closing quoted bid price on the closing date. Any fair value attributed to the warrants is recorded as reserves.

Commissions paid to agents and other related share issue costs are charged directly to share capital.

2. Material Accounting Policies (continued)

(m) Flow-through shares

The Company finances a portion of its exploration activities through financings in which flow-through common shares are issued. These shares transfer the tax deductibility of qualifying resource expenditures to investors. At the time of closing a financing involving flow-through shares, the Company allocates the gross proceeds received (i.e. the “flow-through commitment”) as follows:

- Capital stock;
- Flow-through share premium – recorded as a liability which equals to the estimated premium, if any, investors pay for the flow-through features; and
- Warrant reserve, any excess.

Under applicable tax legislation, the Company is required to incur qualifying Canadian exploration expenditures within a prescribed period, generally within 24 months from the effective date of the renunciation (or by December 31 of the following year under the “look-back” rule). If the Company fails to incur the required expenditures within the specified timeframe, it may be subject to penalties, including tax under Part XII.6 of the Income Tax Act (Canada).

As qualifying resource expenditures are incurred, these costs are capitalized to exploration and evaluation assets.

At the end of each reporting period, the Company reviews its tax position and records an adjustment to its deferred tax expense/liability accounts for taxable temporary differences, including those arising from the transfer of tax benefits to investors through flow-through shares. For this adjustment, the Company considers the tax benefits (of qualifying resource expenditures already incurred) to have been effectively transferred, if it has formally renounced those expenditures at any time (before or after the end of the reporting period). Additionally, the Company reverses the liability for the flow-through share premium to other income as the expenditures are incurred.

(n) New accounting standards issued but not yet effective

IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies’ financial performance for better investment decisions.

1. Three defined categories for income and expenses—operating, investing and financing—to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit.

2. Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement.

3. Enhanced guidance on how to organize information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027. The Company will be assessing the impact of adopting the above standard on the financial statements.

3. Capital Management

The Company’s objectives for the management of capital are to safeguard the Company’s ability to continue as a going concern, including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

3. Capital Management (continued)

The Company considers its capital to be the accounts within shareholders' equity. The Company's policy is to maintain sufficient cash balances to cover operating and exploration costs over a reasonable future period. The Company accesses capital markets as necessary and may also acquire additional funds where advantageous circumstances arise.

The Company currently has no externally imposed capital requirements. There have been no changes in the Company's approach to capital management during the year.

4. Financial Instruments and Risk Management

As at December 31, 2025, the Company's financial instruments consist of cash and trade and other payables. In management's opinion, the Company's carrying value of trade and other payables approximates its fair values due to the immediate or short-term maturity of the instrument.

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 – inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 – inputs to valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 – inputs to the valuation methodology are unobservable and significant to the fair value measurement.

As at December 31, 2025 and 2024, cash is assessed to be a Level 1 instrument.

The Company's financial instruments are exposed to the following risks:

Credit Risk

Currently the Company does not have any material exposure to credit risk. As the Company's policy is to limit cash holdings to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to pay financial liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet trade and other payables requirements. The ability to do this relies on the Company maintaining sufficient cash on hand through debt or equity financing. Liquidity risk is assessed as low.

Price Risk

The Company is not exposed to price risk.

Currency Risk

As at December 31, 2025, the Company's expenditures are predominantly in Canadian dollars, and any future equity raised is expected to be predominantly in Canadian dollars. As a result, the Company does not believe it is exposed to any significant currency risk.

4. Financial Instruments and Risk Management (continued)

Interest Rate Risk

The Company is exposed to interest rate risk arising from the cash maintained at Canadian financial institutions. The interest rate risk on cash is not considered significant.

5. Exploration and Evaluation Assets

South Falcon East, Northern Saskatchewan

On October 19, 2022 and effective January 3, 2023, amended on February 7, 2024, August 23, 2024 and December 30, 2024, the Company entered into an option agreement ("Agreement") with a vendor, an unrelated party, whereby the Company is granted the right to acquire up to a 75% interest in the South Falcon East uranium property ("the Property"). Pursuant to the terms of the Agreement, the Company can earn an initial 51% interest in the Property by paying cash, issuing shares and incurring exploration expenditures as below:

a. $350,000 in cash (paid) and issuing 277,778 common shares (issued) of the Company upon the Closing date ("Closing") of the Agreement;
b. Issuing 625,000 common shares (issued) on or before August 30, 2024;
c. $750,000 of exploration expenditures on or before December 30, 2024 (incurred);
d. $250,000 in cash on or before February 28, 2025 (paid);
e. $820,000 in shares (a portion, consisting of 2,694,335 shares with a deemed value of $323,320 (fair valued at $269,434), has been issued; the remaining balance of $496,680 in common shares will be deferred for issuance until on or before February 28, 2026 and $1,500,000 of exploration expenditures (incurred) on or before May 31, 2025; In the event that such issuance would result in the Optionor owning more than 9.9% of the Company's issued and outstanding shares, the amount of shares to be issued would be reduced so that the Optionor will not own more than 9.9% of the Company's outstanding shares, and the amount of such reduction would be satisfied through issuance of shares on or before February 28, 2026;
f. $1,620,000 in cash on or before February 28, 2026, of which up to $1,320,000 may be paid in shares;
g. $1,500,000 of exploration expenditures on or before May 31, 2026;
h. $3,700,000 in cash on or before February 28, 2027, of which up to $2,000,000 may be paid in shares; and
i. $2,000,000 of exploration expenditures on or before May 31, 2027.

A further amendment to the Agreement is currently under discussion between the Company and the vendor, which includes a proposed deferral of cash payment and the share issuance due on February 28, 2026.

To earn the remaining 24% interest in the Property, the Company is required to pay cash and incur minimum exploration expenditures as follows:

- $5,000,000 in cash on or before February 28, 2028, of which up to $3,000,000 may be paid in shares;
- $2,500,000 of exploration expenditures on or before May 31, 2028; and
- $2,500,000 of exploration expenditures on or before May 31, 2029.

The Property is subject to 2% net smelter royalty ("NSR") to the former optionor of the Property. In addition, the Company agrees to pay a further 2% NSR to the vendor, 1% NSR may be purchased for $1,000,000 at any time.

5. Exploration and Evaluation Assets (continued)

Green Vein Mesa and Wheal Anne Claims

On September 23, 2025, the Company entered into an option agreement with certain vendors whereby the Company is granted the right to acquire up to a 100% interest in the Wheal Anne claims and the Green Vein Mesa claims in Emery County, Utah, United States. Pursuant to the terms of the Agreement, the Company can earn 100% interest in the property by making the following cash payments, common share issuances and incurring exploration expenditures as below:

Wheal Anne Claims:

(a) To earn a 20% interest in the property, the Company is required to pay USD$20,000 in cash (USD$15,000 paid) and issue 500,000 common shares (issued) of the Company within five business days of execution of definitive agreement and incur USD$100,000 in exploration expenditures on or before 1st year anniversary of the execution of definitive agreement.

(b) To earn a 40% interest in the property, the Company is required to pay additional USD$33,333 in cash and issue additional 500,000 common shares of the Company on or before the 1st year anniversary of the execution of definitive agreement and incur additional USD$33,333 in exploration expenditures on or before 2nd year anniversary of the execution of definitive agreement.

(c) To earn a 60% interest in the property, the Company is required to pay additional USD$46,666 in cash and issue additional 500,000 common shares of the Company on or before the 2nd year anniversary of the execution of definitive agreement and incur additional USD$33,333 in exploration expenditures on or before 3rd year anniversary of the execution of definitive agreement.

(d) To earn a 80% interest in the property, the Company is required to pay additional USD$60,000 in cash and issue additional 500,000 common shares of the Company on or before the 3rd year anniversary of the execution of definitive agreement and incur additional USD$33,334 in exploration expenditures on or before 4th year anniversary of the execution of definitive agreement.

(e) To earn a 100% interest in the property, the Company is required to pay additional USD$73,333 in cash and issue additional 500,000 common shares of the Company on or before the 4th year anniversary of the execution of definitive agreement and incur additional USD$33,333 in exploration expenditures on or before 5th year anniversary of the execution of definitive agreement.

The property is subject to 2% of net smelter royalty (“NSR”), with the Company having the option to purchase 50% of the royalty at any time by making a total cash payment to the vendors in the amount of USD$666,666.

5. Exploration and Evaluation Assets (continued)

Green Vein Mesa Claims:

(a) To earn a 20% interest in the property, the Company is required to pay USD$10,000 in cash (USD$7,500 paid) and issue 250,000 common shares (issued) of the Company within five business days of execution of definitive agreement and incur USD$50,000 in exploration expenditures on or before 1st year anniversary of the execution of definitive agreement.

(b) To earn a 40% interest in the property, the Company is required to pay additional USD$16,667 in cash and issue additional 250,000 common shares of the Company on or before the 1st year anniversary of the execution of definitive agreement and incur additional USD$13,334 in exploration expenditures on or before 2nd year anniversary of the execution of definitive agreement.

(c) To earn a 60% interest in the property, the Company is required to pay additional USD$23,334 in cash and issue additional 250,000 common shares of the Company on or before the 2nd year anniversary of the execution of definitive agreement and incur additional USD$13,334 in exploration expenditures on or before 3rd year anniversary of the execution of definitive agreement.

(d) To earn a 80% interest in the property, the Company is required to pay additional USD$30,000 in cash and issue additional 250,000 common shares of the Company on or before the 3rd year anniversary of the execution of definitive agreement and incur additional USD$13,334 in exploration expenditures on or before 4th year anniversary of the execution of definitive agreement.

(e) To earn a 100% interest in the property, the Company is required to pay additional USD$36,667 in cash and issue additional 250,000 common shares of the Company on or before the 4th year anniversary of the execution of definitive agreement and incur additional USD$13,334 in exploration expenditures on or before 5th year anniversary of the execution of definitive agreement.

The property is subject to 2% of net smelter royalty (“NSR”), with the Company having the option to purchase 50% of the royalty at any time by making a total cash payment to the vendors in the amount of USD$333,334.

In December 2025, the Company was notified by the Bureau of Land Management (“BLM”) that the claims were invalid. An appeal was subsequently filed by the vendors in January 2026. As a result, cash payments of $17,747 and the fair value of shares issued of $90,000 are recognized in advance recoverable. Recovery of these amounts is subject to the outcome of the appeal process.

(Expressed in Canadian Dollars)

5. Exploration and Evaluation Assets (continued)

A summary of the acquisition cost and exploration expenditures for the year ended December 31, 2025 is as follows:

	South Falcon East	Total
	$	$
ACQUISITION COST		
Balance, December 31, 2024	**950,000**	**950,000**
Cash payments	250,000	250,000
Shares issued	269,434	269,434
Balance, December 31, 2025	**1,469,434**	**1,469,434**
EXPLORATION AND EVALUATION COSTS		
Balance, December 31, 2024	**702,231**	**702,231**
Administration	31,431	31,431
Drilling	1,748,721	1,748,721
Balance, December 31, 2025	**2,482,383**	**2,482,383**
Balance, December 31, 2025	**3,951,817**	**3,951,817**

A summary of the acquisition cost and exploration expenditures for the year ended December 31, 2024 is as follows:

	South Falcon East	Total
	$	$
ACQUISITION COST		
Balance, December 31, 2023	**800,000**	**800,000**
Shares issued	150,000	150,000
Balance, December 31, 2024	**950,000**	**950,000**
EXPLORATION AND EVALUATION COSTS		
Balance, December 31, 2023	**141,222**	**141,222**
Administration	59,607	59,607
Drilling	655,250	655,250
Government grant	(50,000)	(50,000)
Recovery of deficiency deposits paid	(103,848)	(103,848)
Balance, December 31, 2024	**702,231**	**702,231**
Balance, December 31, 2024	**1,652,231**	**1,652,231**

(Expressed in Canadian Dollars)

6. Trade and Other Payables

	December 31, 2025	December 31, 2024
	$	$
Trade payables	88,902	366,518
Accruals	40,000	35,500
	128,902	**402,018**

7. Flow-through premium

The following is a continuity schedule of the flow-through premium:

	December 31, 2025	December 31, 2024
	$	$
Balance, beginning of the year	**111,320**	**-**
Incurred on flow-through shares issued	-	111,320
Flow-through share premium recovery	**(111,320)**	-
Balance, end of the year	**-**	**111,320**

<u>Private placement offering – December 2024</u>

On December 17, 2024, the Company issued 11,132,035 flow-through shares (“FT share”) at a price of $0.135 per FT share. The premium paid by investors was calculated as $0.01 per FT share. Accordingly, $111,320 was recorded as flow-through premium.

During the year ended December 31, 2025, the Company incurred $1,502,825 (2024 - $nil) in exploration expenditures and recorded a flow-through share premium recovery of $111,320 (2024 - $nil) in the statement of loss and comprehensive loss, completing the flow-through commitment obligation.

<u>Expenditure commitments</u>

As at December 31, 2025, the Company has $nil (2024 - $1,502,825) of exploration expenditures to incur in relation to its flow-through financing.

8. Share Capital

(a) Authorized:

Unlimited number of common shares without par value.
Unlimited number of special shares issuable in series without par value.

As at December 31, 2025, there were 57,431,993 common shares issued and outstanding.

(b) Common shares issued:

Year ended December 31, 2025

On July 4, 2025, 12,000 broker warrants were exercised into 12,000 common shares.

On January 7, 2025, the Company completed a settlement agreement with Terralogic Exploration Inc., pursuant to which the Company has settled $240,000 in debt through the issuance of 600,000 common shares of the Company and recognized a gain on debt settlement of $120,000.

On June 10, 2025, the Company issued 2,694,335 common shares pursuant to the option agreement for the South Falcon East project (note 5), valued at $269,434.

On November 5, 2025, the Company closed a non-brokered private placement offering, issuing a total of 17,641,293 units of the Company for gross proceeds of $2,469,781. Each unit consisted of one common share in the capital of the Company and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share at an exercise price of $0.17 for a period commencing 60 days following completion of the offering until the date that is 36 months following the completion of the offering. Fair value of $176,413 was allocated to the share purchase warrants.

The Company paid finders' fees to certain arm's-length finders comprising: (i) total cash of $148,868; and (ii) 848,783 non-transferable finder warrants of the company exercisable to acquire common shares at an exercise price of $0.14 per common share for a period of 36 months from the closing date. The fair value of finder’s warrant was $71,863 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 2.42%; expected dividend yield of 0%; annualize share price volatility of 108.23% based on comparable public companies’ volatilities; and expected life of 3 years. In connection with the offering, the Company also incurred $65,343 in legal fees.

On November 12, 2025, the Company announced that it has issued a total of 750,000 common shares of the Company valued at $90,000 to the current property owners of mining assets located in Emery county, Utah. The initial share issuances were in connection with agreements to earn interests in each of the Wheal Anne claims and the Green Vein Mesa claims (note 5).

8. Share Capital (continued)

(b) Common shares issued (continued):

Year ended December 31, 2024

On February 1, 2024, the Company closed the second tranche of its non-brokered private placement by issuing 1,590,554 units at a price of $0.72 per unit for gross proceeds of $1,145,198. Each unit consists of one common share and one share purchase warrant exercisable at a price of $1.20 for a period of 24 months. In connection with completion of the private placement, the Company paid $17,600 and issued 24,306 finder's warrants. Each finder's warrant is exercisable at a price of $1.20. The fair value of finder's warrant was $6,009 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 4.11%; expected dividend yield of 0%; annualized share price volatility of 86.22% based on comparable public companies' volatilities; and expected life of 2 years. The finder's warrants have the same term as for the purchase warrants issued in the private placement.

On February 29, 2024, the Company closed the third tranche of its non-brokered private placement by issuing 544,875 units at a price of $0.72 per unit for gross proceeds of $392,310. Each unit issued consists of one common share and one share purchase warrant exercisable at a price of $1.20 for a period of 24 months. Fair value of $98,078 was allocated to the share purchase warrants. In connection with completion of the private placement, the Company paid $20,721 and issued 28,779 finder's warrants. Each finder's warrant is exercisable at a price of $1.20. The fair value of finder's warrant was $4,163 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 4.28%; expected dividend yield of 0%; annualize share price volatility of 85.34% based on comparable public companies' volatilities; and expected life of 2 years. The finder's warrants have the same term as for the purchase warrants issued in the private placement.

On July 31, 2024, the Company closed its non-brokered private placement and issued 1,413,666 units at a price of $0.30 per unit for gross proceeds of $424,100. Each unit consists of one common share and one share purchase warrant, exercisable at a price of $0.60 until July 31, 2027. In connection with completion of the private placement, the Company paid $20,621 and issued 53,750 finder's warrants. The fair value of finder's warrant was $6,489 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 3.35%; expected dividend yield of 0%; annualized share price volatility of 100% based on comparable public companies' volatilities; and expected life of 3 years. The finder's warrants have the same term as for the purchase warrants issued in the private placement.

On December 17, 2024, the Company closed its non-brokered private placement issuing a total of 14,680,000 non-flow-through units at a price of $0.125 per unit for gross proceeds of $1,835,000. Each unit consists of one common share and one common share purchase warrant. Each warrant is exercisable at a price of $0.20 for a period of 36 months following the closing of the private placement. The Company also issued 11,132,035 flow-through shares ("FT share") at a price of $0.135 per FT share for gross proceeds of $1,502,824. In connection with the closing of the private placement, the Company paid finders an aggregate of: (i) cash fees of $135,306 and issued: (ii) 227,200 finder's warrants to those finders who assisted with the sale of units; and (iii) 732,934 finders' warrants to those finders who assisted with the sale of FT shares. Each unit finder's warrant entitles the holder to purchase one common share at a price of $0.125 for a period of 24 months from the date of issuance. Each FT finder's warrant entitles the holder to purchase one common share a price of $0.135 for a period of 24 months. The fair value of finder's warrant was $68,089 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 2.99%, expected dividend yield of 0%; annualized share price volatility of 100% based on comparable public companies' volatilities; and expected life of 2 years.

(Expressed in Canadian Dollars)

8. Share Capital (continued)

(c) Warrants

Warrant activity for the years ended December 31, 2025 and 2024 is presented below:

	December 31, 2025		December 31, 2024	
	Number of warrants	**Weighted average exercise price**	**Number of warrants**	**Weighted average exercise price**
		$		$
Outstanding – beginning of year	22,265,661	0.45	2,969,597	1.16
Issued	9,669,429	0.17	19,296,064	0.34
Exercised	(12,000)	(0.13)	-	-
Expired	(1,085,139)	(1.20)	-	-
Outstanding – end of year	30,837,951	0.33	22,265,661	0.45

As at December 31, 2025, the following warrants were outstanding:

Number of warrants	Weighted average exercise price	Expiry date	Remaining life (years)
1,614,860	1.20	February 1, 2026	0.09
573,654	1.20	February 28, 2026	0.16
328,663	3.00	March 13, 2026	0.20
1,287,500	0.72	August 17, 2026	0.63
268,295	0.72	August 30, 2026	0.66
732,934	0.14	December 17, 2026	0.96
215,200	0.13	December 17, 2026	0.96
14,680,000	0.20	December 17, 2027	1.96
1,467,416	0.60	July 31, 2027	1.58
8,820,646	0.17	November 5, 2028	2.85
848,783	0.14	November 5, 2028	2.85
30,837,951	0.33		1.97

Subsequent to December 31, 2025, a total of 2,517,177 warrants expired unexercised.

(d) Stock options

The Company has a rolling incentive stock option plan that can reserve a maximum of 10% of the issued shares of the Company at the time of the stock option grant with no vesting provisions, but including the following terms:

i. Each incentive share purchase option is personal to the grantee and may be neither assigned nor transferred to anyone else;
ii. Individual incentive share purchase options will have no more than a maximum term of 10 years from the date of their grant;
iii. Incentive share purchase options granted to any one individual in any 12-month period cannot exceed 5% of the issued and outstanding shares of the Company;
iv. Individual incentive share purchase options granted to any one consultant in any 12-month period shall not exceed 2% of the issued and outstanding shares of the Company; and
v. Individual incentive share purchase option agreements granted to an employee or consultant conducting investor relations activities will not exceed an aggregate of 2% of the issued and outstanding shares of the Company in any twelve-month period.

(Expressed in Canadian Dollars)

8. Share Capital (continued)

(d) Stock options (continued)

During the year ended December 31, 2025, there were no options granted.

On July 23, 2024, the Company granted 437,500 incentive stock options to its certain directors, officers and consultants, to purchase up to an aggregate of 437,500 common shares, exercisable at $0.48 per share until July 23, 2029. The fair value of incentive stock option was $120,777 which was estimated using the Black Scholes Option Pricing model with assumptions: risk-free interest rate of 3.20%; expected dividend yield of 0%; annualized share price volatility of 100% based on average volatility of comparable companies; and expected life of 5 years.

The following table summarizes activity related to stock options for the years ended December 31, 2025 and 2024:

	December 31, 2025		December 31, 2024	
	Number of options	**Weighted average exercise price**	**Number of options**	**Weighted average exercise price**
		$		**$**
Outstanding – beginning of year	712,500	0.62	300,000	0.88
Granted	-	-	437,500	0.48
Cancelled	(325,000)	0.67	(25,000)	1.36
Outstanding – end of year	387,500	0.58	712,500	0.62

As at December 31, 2025, the following options were outstanding and exercisable:

Expiry date	Number of options outstanding	Number of options vested	Weighted average exercise price	Remaining life (years)
			$	
March 7, 2027	125,000	125,000	0.80	1.18
July 23, 2029	262,500	262,500	0.48	3.56
	387,500	387,500	0.58	2.79

(e) Restricted Share Units

The Company has adopted a restricted share unit ("RSU") plan under which it may grant unlimited RSUs as long as RSU shares combined with any other compensation agreements do not exceed 10% of the Company's issued and outstanding shares. RSUs vest at a specified date and may be settled by the Company at any time after the vesting date and before the expiry date. The Company has the option to settle RSUs either by issuing one common share of the Company for each RSU, or by paying a cash equivalent or a combination thereof upon confirmation by the Board.

During the year ended December 31, 2025, the Company granted 2,375,000 RSUs pursuant to its Omnibus Incentive Plan to directors, officers and consultants. The RSUs are subject to a one-year vesting period from the date of grant. The fair value of the RSUs of $474,000 was recognized as share-based compensation in profit or loss and was measured based on the market price of the Company's common shares on the grant date over the vesting period.

(Expressed in Canadian Dollars)

9. Reserves

(a) Warrants reserve

This reserve records the incremental increase in the fair value of previously outstanding warrants resulting from a re-pricing and the fair value of finders warrants.

(b) Share-based payments reserve

This reserve records items recognized as share-based compensation expense until such time that the stock options are exercised, at which time the corresponding amount will be transferred to share capital. If the options or RSUs expire unexercised, the fair value remains in the share-based payments reserve account.

10. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management personnel comprise the Company's Board of Directors and executive officers.

During the years ended December 31, 2025 and 2024, the following remunerations were paid to key management personnel:

	2025	2024
	$	$
Management fees	255,250	93,600
Geological consulting and property investigation	122,000	-
Consulting fees	12,500	307,213
Share-based compensation	451,000	34,508
Professional fees	120,000	60,000
Total	**960,750**	**495,321**

During the year ended December 31, 2025, the Company incurred $150,000 (2024 - $nil) in management fees to a Company controlled by the CEO and Director of the Company, and $81,250 (2024 - $nil) with a Company controlled by a Director of the Company respectively.

During the year ended December 31, 2025, the Company incurred $24,000 (2024 - $90,000) in management fees to a Company controlled by the former CEO and Director of the Company.

During the year ended December 31, 2025, the Company incurred $nil (2024 - $3,600) in management fees to a Director of the Company.

During the year ended December 31, 2025, the Company incurred $nil (2024 - $307,213) in consulting fees to a Company with a former CFO of the Company.

During the year ended December 31, 2025, the Company incurred $122,000 (2024 - $nil) in geological consulting fees to an officer of the Company.

During the year ended December 31, 2025, the Company incurred $451,000 (2024 - $34,508) in share-based compensation to certain Directors, officers and a former officer of the Company.

(Expressed in Canadian Dollars)

10. Related Party Transactions (continued)

During the year ended December 31, 2025, the Company paid $120,000 (2024 - $60,000) professional fees to Preakness Management Ltd. for the services of Brian Shin to act as the former CFO of the Company.

11. Operating Segment

The Company's operations are limited to a single industry segment being the acquisition, exploration and development of mineral properties. The Company has mineral properties located in North America (Saskatchewan).

12. Supplemental Disclosure of Cash Flow Information

	2025	2024
	$	$
Cash paid for interest	-	-
Cash received for interest	12,434	30
Cash paid for income taxes	-	-
Non-cash investing and financing activities		
Shares issued for exploration and evaluation assets	269,434	150,000
Shares issued as advance to vendors	90,000	-
Shares issued for debt settlement	120,000	-
Fair value of finder's warrants	71,863	84,750
Exploration and evaluation expenditures in accounts payable	-	240,000

13. Income Taxes

A reconciliation of the expected income tax recovery to the actual income tax recovery is as follows:

	Year Ended December 31, 2025	Year Ended December 31, 2024
Net loss before tax	$ (1,561,911)	$ (2,851,048)
Statutory tax rate	27%	27%
Expected income tax recovery	(422,000)	(770,000)
Permanent differences and other	99,000	33,000
Non-capital losses expired	84,000	-
True-up	(5,000)	(439,000)
Change in unrecognized tax benefits	244,000	1,176,000
Income tax recovery	$ -	$ -

The Company recognized deferred tax assets on losses or other deductible amounts where it is probable that sufficient future taxable profits will be available to realize such assets. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	December 31, 2025	Expiry	December 31, 2024	Expiry
Non-capital loss carry-forwards	$ 10,812,000	2026-2045	$ 9,791,000	2025-2044
Exploration and evaluation assets	3,303,000	None	4,806,000	None
Share issuance costs	373,000	2026-2029	209,000	2025-2028
Unrecognized deductible temporary differences and unused tax losses	$ 14,798,000		$ 14,806,000	

14. Subsequent Events

Grant of RSUs

On January 1, 2026, the Company granted 2,000,000 restricted share units ("RSUs") pursuant to its Omnibus Incentive Plan to directors, officers and consultants. The RSUs are subject to a one-year vesting period from the date of grant.

On January 1, 2026, 2,075,000 RSUs were exercised into common shares of the Company.

Acquisition of Exploration and Evaluation properties

On February 16, 2026, the Company entered into an option agreement with certain vendors whereby the Company is granted the right to acquire up to a 100% interest in the Freedom & Prospector Uranium Mines Project located in Marysvale, Utah. Pursuant to the terms of the Agreement, the Company can earn 100% interest in the property by making the following cash payments, common share issuances and incurring exploration expenditures as below:

(a) To earn a 20% interest in the property, the Company is required to pay USD$67,500 in cash (paid) and issuing 750,000 common shares (issued) of the Company within five business days of execution of definitive agreement and incur USD$150,000 in exploration expenditures on or before 1st year anniversary of the execution of definitive agreement.
(b) To earn a 40% interest in the property, the Company is required to pay additional USD$50,000 in cash and issuing additional 750,000 common shares of the Company on or before the 1st year anniversary of the execution of definitive agreement and incur additional USD$150,000 in exploration expenditures on or before 2nd year anniversary of the execution of definitive agreement.
(c) To earn a 60% interest in the property, the Company is required to pay additional USD$75,000 in cash and issuing additional 750,000 common shares of the Company on or before the 2nd year anniversary of the execution of definitive agreement and incur additional USD$200,000 in exploration expenditures on or before 3rd year anniversary of the execution of definitive agreement.
(d) To earn a 80% interest in the property, the Company is required to pay additional USD$100,000 in cash and issuing additional 750,000 common shares of the Company on or before the 3rd year anniversary of the execution of definitive agreement and incur additional USD$200,000 in exploration expenditures on or before 4th year anniversary of the execution of definitive agreement.
(e) To earn a 100% interest in the property, the Company is required to pay additional USD$125,000 in cash and issuing additional 750,000 common shares of the Company on or before the 4th year anniversary of the execution of definitive agreement and incur additional USD$250,000 in exploration expenditures on or before 5th year anniversary of the execution of definitive agreement.

The property is subject to 2% of net smelter royalty ("NSR"), with the Company having the option to purchase 50% of the royalty at any time by making a total cash payment to the vendors in the amount of USD$500,000.

On February 13, 2026, the Company acquired three Wyoming State Leases covering certain acres of land in Wyoming, United States. To acquire these leases, the Company is required to make cash payments totaling USD$45,000 as below:

(a) USD$10,000 in cash (paid) within five (5) business days;
(b) USD$15,000 to be paid on or before December 1, 2026;
(c) USD$20,000 to be paid on or before December 1, 2027.

In addition, the Company is required to make the state maintenance fees while it is making the cash payments to acquire the leases.