ONGWE MINERALS INC.
(Formerly Great Quest Gold Ltd.)

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

ONGWE MINERALS INC.
CONTENTS
(EXPRESSED IN CANADIAN DOLLARS)

McGovern Hurley

Audit. Tax. Advisory.

Independent Auditor's Report

To the Shareholders of Ongwe Minerals Inc. (formerly Great Quest Gold Ltd.)

Opinion

We have audited the consolidated financial statements of Ongwe Minerals Inc. (formerly Great Quest Gold Ltd.) and its subsidiaries (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.

Material uncertainty related to going concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss during the year ended December 31, 2025 and, as of that date, the Company's current liabilities exceeded its current assets. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that 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 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.

251 Consumers Road, Suite 800
Toronto, Ontario
M2J 4R3
mcgovernhurley.com
t. 416-496-1234

Except for the matter described in the *Material uncertainty related to going concern* section, we have determined that there were no additional 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.

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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.

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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 Jessica Di Rito.

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
April 29, 2026

ONGWE MINERALS INC.

(Formerly Great Quest Gold Ltd.)

Consolidated statements of financial position

(Expressed in Canadian dollars)

As at,	Notes	December 31, 2025 $	December 31, 2024 $
Assets			
Current assets			
Cash and cash equivalents		1,182	7,139
Restricted cash	4	2,905,675	-
HST recoverable		46,265	25,413
Prepaid expenses		-	5,178
Total assets		**2,953,122**	**37,730**
Liabilities and Shareholders' Equity			
Current liabilities			
Accounts payable and accrued liabilities		1,339,574	306,291
Due to related parties	9	184,680	160,760
Convertible loan payable	7	310,000	-
Obligation to issue shares	4, 8	2,994,675	-
Total liabilities		**4,828,929**	**467,051**
Shareholders' Deficiency			
Share capital	8	25,994,872	25,524,393
Share-based payment reserve	8	7,212	7,212
Contributed capital	8, 11	332,892	-
Warrants	8	582,988	582,988
Deficit		(28,793,771)	(26,543,914)
Total shareholders' deficiency		**(1,875,807)**	**(429,321)**
Total liabilities and shareholders' deficiency		**2,953,122**	**37,730**

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

Subsequent events (Note 14)

Approved on behalf of the Board of Directors on April 29, 2026

"Dave Underwood"

Dave Underwood – Chief Executive Officer

"Alan Friedman"

Alan Friedman – Director

The above consolidated statements of financial position should be read in conjunction with the accompanying notes.

ONGWE MINERALS INC.

(Formerly Great Quest Gold Ltd.)

Consolidated statements of loss and comprehensive loss

(Expressed in Canadian dollars)

		Year ended December 31,	
		2025	2024
	Notes	$	$
Expenses			
Management and director fees	9	248,333	314,000
Accounting and audit		158,420	54,560
Legal		607,500	8,245
Office and general		42,391	102,267
Consulting	9	307,134	326,894
Investor relations	9	51,000	78,500
Exploration and evaluation expenditures	5	822,128	2,380,626
Loss before other items		**2,236,906**	**3,265,092**
Other expenses (income)			
Interest expense		10,357	35,415
Loss on sale of subsidiary	13	4,261	-
Gain on debt forgiveness	9,11	(1,667)	-
Total other expenses (income)		**12,951**	**35,415**
Net loss and comprehensive loss for the year		**2,249,857**	**3,300,507**
Basic and diluted loss per share for the year		**0.21**	**0.45**
Weighted average number of common shares outstanding		**10,932,879**	**7,380,992**

On February 9, 2026, the Company completed a 16 to 1 shares consolidation ("Share Consolidation") of its issued and outstanding common shares. All share and per share information, including the number of common shares and basic and diluted loss per share, has been retrospectively adjusted for all periods presented to reflect the share consolidation.

The above consolidated statements of loss and comprehensive loss should be read in conjunction with the accompanying notes.

ONGWE MINERALS INC.
(Formerly Great Quest Gold Ltd.)
Consolidated statements of cash flows
(Expressed in Canadian dollars)

	Notes	December 31, 2025 $	December 31, 2024 $
Cash used in:			
OPERATING ACTIVITIES			
Net loss for the year		(2,249,857)	(3,300,507)
Items not affecting operating cash:			
Shares issued for acquisition of exploration and evaluation property	5(c)	-	214,000
Accrued interest		10,000	35,378
Debt forgiveness		1,667	-
Net changes in non-cash working capital:			
HST recoverable		(20,852)	(11,075)
Prepaid expenses		5,178	6
Accounts payable and accrued liabilities		1,477,428	(42,777)
Cash used in operating activities		**(776,436)**	**(3,104,975)**
FINANCING ACTIVITIES			
Proceeds from private placement	8	500,000	3,841,429
Shares issue costs	8	(29,521)	(79,734)
Loan proceeds	7	300,000	490,000
Repayment of loan payable and accrued interest	6	-	(525,378)
Due to related parties		-	(619,676)
Cash provided by financing activities		**770,479**	**3,106,641**
(Decrease)/Increase in cash		**(5,957)**	**1,666**
Cash, beginning of the year		**7,139**	**5,473**
Cash, end of the year		**1,182**	**7,139**
SUPPLEMENTAL CASH FLOW INFORMATION			
Shares issued for acquisition of property	5(c)	-	214,000
Settlements of shareholder debts	8	60,000	-
Funds received in trust for subscriptions	4	2,994,675	-
Cash received for interest		42	14
Finder's warrants issued		-	31,911

The above consolidated statements of cash flows should be read in conjunction with the accompanying notes.

ONGWE MINERALS INC.

(Formerly Great Quest Gold Ltd.)

Consolidated statements of changes in shareholders' deficiency

(Expressed in Canadian dollars)

	Notes	Number of shares	Share Capital	Warrants	Share-based payment reserve	Contributed capital	Deficit	Total
		#	$	$	$	$	$	$
Balance, December 31, 2023		5,302,880	22,131,686	19,884	7,212	-	(23,263,291)	(1,104,509)
Private placement	8	4,801,786	3,841,429	-	-	-	-	3,841,429
Warrant allocation	8	-	(551,077)	551,077	-	-	-	-
Share issuance costs	8	-	(79,734)	-	-	-	-	(79,734)
Finders' warrants	8	-	(31,911)	31,911	-	-	-	-
Shares issued for acquisition of exploration and evaluation property	5 (c), 8	312,500	214,000	-	-	-	-	214,000
Warrants expired	8	-	-	(19,884)	-	-	19,884	-
Net loss for the year		-	-	-	-	-	(3,300,507)	(3,300,507)
Balance, December 31, 2024		10,417,166	25,524,393	582,988	7,212	-	(26,543,914)	(429,321)
Private placement	8	1,250,000	500,000	-	-	-	-	500,000
Share issuance costs	8	-	(29,521)	-	-	-	-	(29,521)
Debt settlement with shareholders	8, 11	-	-	-	-	332,892	-	332,892
Net loss for the year		-	-	-	-	-	(2,249,857)	(2,249,857)
Balance, December 31, 2025		**11,667,166**	**25,994,872**	**582,988**	**7,212**	**332,892**	**(28,793,771)**	**(1,875,807)**

On February 9, 2026, the Company completed a 16 to 1 shares consolidation of its issued and outstanding common shares. All share and per share information, including the number of common shares and basic and diluted loss per share, has been retrospectively adjusted for all periods presented to reflect the share consolidation.

The above consolidated statements of changes in shareholders' deficiency should be read in conjunction with the accompanying notes.

1. Nature and continuance of operations and going concern

Ongwe Minerals Inc. (Formerly Great Quest Gold Ltd.) (the "Company") is incorporated under the British Columbia *Business Corporations Act* and its principal business activities are the exploration and development of exploration and evaluation mineral properties located in Namibia. On June 4, 2024, the Company changed its name from Great Quest Fertilizer Ltd. to Great Quest Gold Ltd. On February 9, 2026, subsequent to year-end, the Company completed a reverse takeover transaction (the "RTO") by way of a statutory plan of arrangement with Lotus Gold Corporation ("Lotus Gold"), pursuant to which Lotus Gold became a wholly-owned subsidiary of the Company. In connection with the RTO, the Company changed its name from Great Quest Gold Ltd. to Ongwe Minerals Inc. The Company's shares are trading on the TSX Venture Exchange under the symbol "OGW" and on the Namibia Securities Exchange under the symbol "ONG". The Company's registered office is located at 1890-1075 West Georgia Street, Vancouver, British Columbia, Canada, V6E 3C9.

Going concern

For the year ended December 31, 2025, the Company incurred a net loss and comprehensive loss of $2,249,857 (December 31, 2024 – $3,300,507), and as at December 31, 2025, had a working capital deficiency of $1,875,807 (December 31, 2024 – $429,321) and an accumulated deficit of $28,793,771 (December 31, 2024 – $26,543,914). The Company has historically relied on financings to fund its operations and repay its liabilities; while the Company has been successful in the past, there can be no assurance that it will be able to raise sufficient funds in the future. These conditions indicate the existence of material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. Subsequent to the year ended December 31, 2025, the Company successfully completed the RTO and raised funds (Note 14).

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations, and do not include any adjustments to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

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 operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, indigenous claims, and non-compliance with regulatory, social and environmental requirements. The Company's property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, political uncertainty and currency exchange fluctuations and restrictions.

Sale of subsidiary

On December 31, 2025, Great Quest (Barbados) Ltd., a wholly owned subsidiary of the Company, disposed all of its shares of Great Quest Mali S.A. ("GQ Mali") (Note 13).

2. Statement of compliance

These consolidated financial statements, including comparatives, have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") applicable for the reporting period. The consolidated financial statements were approved and authorized for issuance by the Board on April 29, 2026.

3. Summary of material accounting policies

(a) Basis of preparation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as fair value through profit or loss, which have been measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The policies set out in the ensuing paragraphs have been consistently applied to all periods presented unless otherwise noted.

The preparation of consolidated financial statements in accordance with IFRS requires management to make judgments in applying accounting policies. Judgments that have the most significant effect on the amounts recognized in these financial statements are described below. Management is also required to make assumptions and critical estimates. Critical estimates are those that are most subject to uncertainty and have the most significant risk of resulting in a material adjustment to the carrying values of assets and liabilities within the next twelve months. Judgments, assumptions and estimates are based on historical experience, current trends and available information. Future events cannot be determined with certainty. As confirming events occur, actual results could differ materially from the assumptions and estimates.

Critical judgments made in the preparation of these financial statements are as follows:

- Verification of title to its interests in exploration and evaluation properties.
- Functional currency of the Company and its subsidiaries. Judgment was used in determining the currency that primarily determines or influences the cost of goods and services.
- Going concern. Please see Note 1.
- Accounting for the acquisition of Belmont Mineral Exploration (Pty Ltd) ("Belmont") in accordance with its substance. See Note 5(c).

Significant assumptions and estimates used are as follows:

- Share-based payments and warrants – Management determines costs for share-based payments and warrants using market-based valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments for share-based payments 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. Assumptions and judgments for determining the value of warrants include estimating the future volatility of the share price, expected dividend yield and expected risk-free rate of return. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.
- Provisions - Assumptions were made to determine whether obligations exist and to estimate the amount of the obligations believed to exist. Please see note 3 (i).
- Deferred income taxes - The Company is periodically required to estimate the tax basis of assets and liabilities. Where applicable tax laws and regulations are either unclear or subject to varying interpretations, it is possible that changes in these estimates could occur that materially affect the amounts of deferred income tax assets and liabilities recorded in the financial statements. Changes in deferred tax assets and liabilities generally have a direct impact on earnings in the period that the changes occur. Each period, the Company evaluates the likelihood of whether some portion or all of each deferred tax asset will not be realized. This evaluation is based on historic and future expected levels of taxable income, the pattern and timing of reversals of taxable temporary timing differences that give rise to deferred tax liabilities, and tax planning initiatives.

- Income, value added, withholding and other taxes - The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. 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 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.
- Estimation of decommissioning and restoration costs and the timing of expenditure - The cost estimates are updated annually during the life of a mine to reflect known developments, (e.g. revisions to cost estimates and to the estimated lives of operations) and are subject to review at regular intervals. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Details of the Company's subsidiaries at December 31, 2025 and 2024 are as follows:

Name	**Country of Incorporation**	**December 31, 2025**	**December 31, 2024**
Great Quest (Barbados) Limited	Barbados	100%	100%
Great Quest Mali S.A.[1]	Mali	0%	100%

(1) GQ Mali was disposed of on December 31, 2025 (Note 13).

(b) Foreign currencies

The consolidated financial statements are presented in Canadian dollars. The functional currency of the Company, Great Quest (Barbados) Limited, and GQ Mali is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effect of Changes in Foreign Exchange Rates.*

These consolidated financial statements have been translated to the Canadian dollar in accordance with IAS 21, *The Effects of Changes in Foreign Exchange Rates*. This standard requires that monetary assets and liabilities be translated using the exchange rate at period-end, and income and expenses are translated using the exchange rates at the dates of the transactions (where there is not significant fluctuation in the exchange rates used, the average rate for the period is applied to income and expense balances). The exchange differences are recognized in profit or loss.

At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(c) Financial instruments

(i) Financial assets

Classification
The Company classifies its financial assets in the following measurement categories:

- those measured subsequently at fair value (either through other comprehensive income ("OCI"), or through profit or loss), and
- those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

Measurement
At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

• *Amortized cost:*
Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains or losses. Impairment losses are presented as separate line items in the statement of loss.

• *FVTPL:*
Assets that do not meet the criteria for amortized cost are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity investments: The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at FVTPL are recognized in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment
The Company assesses on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(ii) Financial liabilities and equity instruments

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized as the proceeds received net of direct issuance costs.

Financial liabilities

The Company classifies its financial liabilities into one of two categories depending on the purpose for which the liability was assumed. The Company's accounting policy for each category is as follows:

- Fair value through profit or loss - This category comprises derivatives, liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term or liabilities designated upon initial recognition as FVTPL. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.
- Subsequently measured at amortized cost - financial liabilities initially recorded at fair value and subsequently measured at amortized cost, using the effective interest rate method.

The Company’s financial assets and liabilities are recorded and measured as follows:

Financial assets and liabilities	**Classification and measurement**
Cash	Amortized cost
Restricted cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost
Loans payable	Amortized cost

(d) Cash

Cash includes cash, bank deposits, and all highly liquid investments. The Company minimizes its credit risk by investing in cash equivalents with major international banks and financial institutions. Management believes that no concentration of credit risk exists with respect to investment in its cash. As at December 31, 2025 and 2024, the Company did not have any cash equivalents.

(e) Restricted cash

Restricted cash represents amounts included in savings accounts as required by the terms of exploration license agreements (see note 4).

(f) *Exploration and evaluation expenditures*

Pre-acquisition costs are expensed in the year in which they are incurred. Exploration and evaluation costs include such costs as the acquisition of rights to explore; sampling and surveying costs; costs related to topography, geology, geochemistry and geophysical studies; drilling costs and costs in relation to technical feasibility and commercial feasibility of extracting a mineral resource. Exploration and evaluation costs are expensed as incurred and included in the consolidated statement of loss until technical feasibility and commercial viability of extraction of reserves are demonstrable. Once a mine development decision has been made by the Company, subsequent expenditures incurred to develop the mine are capitalized to mine development assets and included as a component of property, plant and equipment.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to exploration expenses.

(g) *Income taxes*

Income tax 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, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates 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.

The following temporary differences are not provided for: initial recognition of goodwill; the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable loss and is not a business combination; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 substantively enacted at the date of the statement of financial position.

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

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

(h) Share-based payment transactions

The Company has a stock option plan that allows certain officers, directors, consultants, and related company employees to acquire shares of the Company. The fair value of the options is recognized as an expense with a corresponding increase in equity.

Share-based payments to employees and others providing similar services are measured at grant date at the fair value of the instruments issued. Fair value is determined using the Black Scholes option pricing model taking into account the terms and conditions upon which the options were granted. The amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Each tranche of an award with graded vesting is considered a separate grant with a different vesting date and fair value. Each grant is accounted for on that basis.

Share-based payments to non-employees are measured at fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received.

The share-based payments are recorded as an operating expense and as share-based payment reserve. No expense is recognized for awards that do not ultimately vest. When options are exercised, the consideration received is recorded as share capital. In addition, the related share-based payments originally recorded as share-based payment reserve are transferred to share capital. The amounts recorded as share-based payments for options that have expired unexercised or have vested but have been forfeited following the termination of agreement with the option holders are transferred to accumulated deficit. Unamortized amounts of share-based payments with respect to options that have been cancelled are immediately charged to profit or loss on the cancellation date.

(i) Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made.
The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the statement of financial position date, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount receivable can be measured reliably.

(j) Restoration, rehabilitation, and environmental obligations

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset and the environment in which the mine operates.

Pre-tax discount rates that reflect the time value of money are used to calculate the net present value.

These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

Decommissioning costs are also adjusted for changes in estimates. Those adjustments are accounted for as a change in the corresponding capitalized cost, except where a reduction in costs is greater than the unamortized capitalized cost of the related assets, in which case the capitalized cost is reduced to nil and the remaining adjustment is recognized in profit or loss.

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company are not predictable.

The Company has no material restoration, rehabilitation and environmental obligations at December 31, 2025 and 2024 as the disturbance to date on the Company's exploration and evaluation properties is not significant.

(k) Loss per share

The Company presents the basic loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding for the year, if dilutive.

The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting period. During the years ended December 31, 2025 and 2024, all outstanding stock options and warrants were anti-dilutive.

(l) Share capital

Common shares are classified as equity. New issuance of common shares is valued at the consideration received for those shares. When new shares are issued following the exercise of a share purchase warrant or stock option, in addition to the consideration received, the share-based payment originally recorded as share-based payment reserve is also recorded as share capital. Incremental costs directly attributable to the issue of the common shares are recognized as a deduction from equity, net of any tax effects.

The Company engages in equity financing transactions to obtain the funds necessary to continue operations and explore and evaluate resource properties. These equity financing transactions may involve issuance of common shares or units. A unit comprises a certain number of common shares and a certain number of share purchase warrants (“Warrants”). Depending on the terms and conditions of each equity financing agreement (“Agreement”), the Warrants are exercisable into additional common shares prior to expiry at a price stipulated by the Agreement.

Warrants that are issued as payment for agency fee or other transaction costs are accounted for as share-based payments and are recognized in equity. When warrants are forfeited or are not exercised at the expiry date the amount previously recognized in reserves is transferred to accumulated deficit. In situations where share capital is issued, or received, as non-monetary consideration and the fair value of the asset received, or given up is not readily determinable, the fair market value (as defined) of the shares is used to record the transaction. The fair market value of the shares issued, or received, is based on the trading price of those shares on the appropriate Exchange on the date shares are issued or received.

Transaction costs directly attributable to the issuance of equity instruments are recognized as a reduction of equity. Costs incurred in connection with a proposed equity transaction are capitalized as deferred transaction costs and recorded as other assets until completion of the transaction, at which time they are deducted from equity. If the transaction is not completed, such costs are expensed in profit or loss.

(m) Accounting standards and amendments issued but not yet effective

Certain pronouncements were issued by the IASB 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. Management is currently evaluating the impact of these pronouncements on the Company's financial statements.

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

IFRS 18 - *Presentation and Disclosure in Financial Statements* - In April 2024, the IASB issued IFRS 18 *Presentation and Disclosure in Financial Statements* to improve reporting of financial performance. The new standards replace IAS 1 - *Presentation of Financial Statements*. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and 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. Restricted cash

In connection with the RTO (Note 14), Lotus Gold and the Company completed non-brokered private placements for aggregate gross proceeds of $4,850,000 (the "Concurrent Financings"). Upon completion of the RTO, the Concurrent Financings resulted in the issuance of an aggregate of 9,700,000 common shares of the Company (the "Resulting Issuer Shares") at an effective price of $0.50 per share.

During the year ended December 31, 2025, the Company received $2,905,675 gross proceeds pursuant to the Concurrent Financings and are included under obligation to issue shares within current liabilities. The proceeds are held in trust and restricted from use and are expected to be released upon the closing of the RTO. In addition, the Company received $89,000 gross proceeds pursuant to the Concurrent Financings directly in Belmont. The proceeds were recorded as part of the earn-in contributions and was expensed as part of exploration and evaluation expense (refer to Note 5 – Exploration and evaluation expenditures and Note 14 – Subsequent events).

(Expressed in Canadian dollars)

5. Exploration and evaluation expenditures

	Mali phosphate properties $	Namibia properties $	Total $
Exploration costs			
Office, personnel and other	54,000	-	54,000
Acquisition costs	-	334,614	334,614
Exploration costs	-	1,815,592	1,815,592
Geological	-	155,000	155,000
Travel	-	21,420	21,420
For the year ended December 31, 2024	**54,000**	**2,326,626**	**2,380,626**
Exploration costs			
Office, personnel and other	40,500	-	40,500
Acquisition costs	-	14,376	14,376
Exploration costs	-	617,252	617,252
Geological	-	150,000	150,000
For the year ended December 31, 2025	**40,500**	**781,628**	**822,128**

(a) Mali Phosphate Properties - Tilemsi Phosphate Project

The Tilemsi project comprises two contiguous properties namely the Tilemsi and Tarkint Est. The Company holds a 100% interest in the permits and two optionors hold 2.07% and 1.47% Net Profit Interest respectively in the project.

Northern Mali, where the Tilemsi project is located has been a conflict zone since January 2012. Management understands that the conflict situation in Northern Mali constitutes a case of force majeure and has resulted in all exploration commitments being put on hold until the force majeure is lifted. There can be no assurance as to the timing of any resolution of such state of force majeure.

i. Tilemsi Phosphate Research Permit

On November 19, 2019, the permit was issued for an initial period of three years, renewable twice, for a period of three years each. There are minimum expenditure requirements on the permits as shown below:

- $487,000 (210,000,000 Mali FCFA) for the first year;
- $313,000 (135,000,000 Mali FCFA) for the second year; and
- $359,000 (155,000,000 Mali FCFA) for the third year.

ii. Tarkint Est Phosphate Research Permit

In 2010 and 2011, the Company acquired the Tarkint Est research permit in Mali, for an aggregate of 115,000,000 FCFA ($230,000). At December 31, 2018, the Company has paid a total of 101,300,000 FCFA ($204,870) towards the acquisition price. The balance of 13,700,000 FCFA ($30,309) is due six months after the resumption of activities on the property.

On October 21, 2019, the permit was issued for an initial period of three years, renewable two times, for a period of three years each. On October 6, 2021, the permit was renewed.

There are minimum expenditure requirements on the permits as per below:

- $162,000 (70,000,000 Mali FCFA) for the first year;
- $267,000 (115,000,000 Mali FCFA) for the second year; and
- $325,000 (140,000,000 Mali FCFA) for the third year.

The Company did not meet the minimum expenditure requirements for the first, second or third years for either Tilemsi or Tarkint Est research permits given the ongoing force majeure.

(b) Mali Gold Properties

Sanoukou Gold Exploration Permit

On November 30, 2021, the Ministry of Mines of Mali re-issued the Sanoukou gold exploration permit until February 21, 2024 with one renewal option remaining.

The minimum expenditure requirements on the permit are as per below:

- $140,000 (60,000,000 Mali FCFA) for the first year;
- $300,000 (130,000,000 Mali FCFA) for the second year; and
- $325,000 (140,000,000 Mali FCFA) for the third year.

The Company allowed the Sanoukou Gold Exploration permit to lapse on February 21, 2024 as it did not complete any of its annual exploration commitments. The Company has no further obligations with respect to the lapsed Sanoukou property.

On December 31, 2025, Great Quest (Barbados) Ltd. completed the transaction to sell 100% of the issued and outstanding shares of GQ Mali to Mali Minerals Ltd., an arm's length party of the Company, for a nominal value of $1 and recognized a loss on sale of the subsidiary of $4,261.

(c) Namibian Properties

On December 21, 2023, the Company entered into an assignment and assumption agreement with Sulliden Mining Capital Inc. ("Sulliden") to acquire up to 70% of the issued and outstanding shares of Belmont from Ongwe Minerals (Pty) Ltd. ("Ongwe"). Belmont holds certain prospecting licenses in Namibia for the following projects: Khorixas Gold Project, Omatjete Gold and Lithium Project, Outjo Gold Project. The assignment and assumption agreement required a series of cash payments, reimbursement of expenses, and share consideration as follows:

- $71,945(US$50,000) was payable within 90 days (paid in 2024).
- $71,945 (US$50,000) was payable within 180 days. This amount was later amended to be payable by March 31, 2025 and then further amended to July 31, 2025 with an additional $14,389 (USD$10,000) payable as additional consideration for the payment extension and additional $115,825 in cash and issue 312,500 common shares to Sulliden (issued and paid).
- $1,910,020 (US$1,400,000) in exploration expenditures within two years of the closing date to acquire 25% of the shares of Belmont (paid in 2025).

On July 17, 2024, the Company closed the acquisition of a 25% ownership interest in Belmont by issuing 312,500 common shares per share consolidation of the Company, valued at the then current market value of $0.68 per share for a total of $214,000. The Company paid an amount of $68,971 (USD$50,000) and $115,825 to Sulliden per the terms of the assignment and assumption agreement. Prior to closing the acquisition, the Company incurred exploration and evaluation expenditures of $415,115 on the Namibian properties. This amount is included in the first USD$1,400,000 funding commitment listed above.

An additional $69,465 (USD$50,000 - paid in 2025) due to Sulliden by March 31, 2025 was accrued in accounts payable and accrued liabilities at December 31, 2024. Subsequent to December 31, 2024, this amount was deferred until July 31, 2025 and an additional $13,893 (USD$10,000) was also due on July 31, 2025 (paid in 2025) as a result of the deferment.

During the year ended December 31, 2025, the Company completed the US$1,400,000 spending commitment and acquired 25% of the shares of Belmont. The Company has the right to fund a further $1,910,020 (US$1,400,000) in exploration expenditures over a two-year period from the closing date to acquire up to an additional 26% of the shares, resulting in total ownership of 51% of the shares of Belmont. The Company has the right to fund a further $5,457,200 (US$4,000,000) in exploration expenditures over a three-year period from the closing date to acquire up to an additional 19% of the shares, resulting in total ownership of 70% of the shares of Belmont. As at December 31, 2025 and December 31, 2024, the Company has paid $1,912,355 (USD$1,400,000) and $1,684,103 (USD$1,234,408), respectively, towards its exploration commitments.

Subsequent to year-end, the Company increased its holdings in Belmont from 25% to 51% by meeting the terms of the agreement and having spent the additional US$1,400,000 (refer to Note 14 – Subsequent events).

Significant judgement was required in determining the accounting for this transaction. The Company recorded the transaction in accordance with its substance as an option agreement to acquire the exploration and evaluation asset.

6. Loans payable

During the year ended December 31, 2024, the Company entered into loan agreements totaling $490,000 ($470,000 with Directors of the Company). The loans were unsecured and bear interest at 20% and had a maturity date of September 30, 2025. For the year ended December 31, 2024, the Company accrued interest on the loans of $35,378 up to the date of repayment, which is included in Office and general on the consolidated statements of loss. During the year ended December 31, 2024, the Company repaid the loans payable including interest in full.

7. Convertible loan payable

On September 3, 2025, the Company received $300,000 from Lotus Gold, secured by a general security agreement from the Company granting security over all present and after acquired personal property.

The loan bears interest at a rate of 10% per annum, compounded monthly, commencing as of September 3, 2025, and continuing until the maturity date, which is defined as the earlier of:

(i) The completion of the RTO of the Company by Lotus Gold (see Note 14)
(ii) January 15, 2026, or
(iii) Such later date as may be extended by written consent of Lotus Gold.

If the loan is not repaid by the maturity date, Lotus Gold may, at any time and from time to time upon notice to the Company, convert any or all of the outstanding principal and accrued interest into common shares of the Company at a price of $0.40 per common share.

The convertible loan was assessed as a compound financial instrument, as it includes a conversion feature into a fixed number of common shares. The Company evaluated the value of the equity component at initial recognition and determined it to be immaterial. Accordingly, the convertible loan has been presented in its entirety as a financial liability measured at amortized cost.

The carrying value of the convertible loan payable was $300,000 on initial recognition and $310,000 and as at December 31, 2025, including accrued interest expense of $10,000 (2024- $nil).

Subsequent to December 31, 2025, the Company repaid the loan in full (Note 14).

8. Share capital

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

Share consolidation

On February 9, 2026, the Company completed a 16 to 1 share consolidation of its issued and outstanding common shares. All share and per share information, including the number of common shares and basic and diluted loss per share, has been retrospectively adjusted for all periods presented to reflect the share consolidation.

Private placement 2025

On July 14, 2025, the Company closed the first tranche of its previously announced non-brokered private placement for gross proceeds of $289,000. Pursuant to the first tranche, the Company issued 722,500 common shares of the Company at a price of $0.40 per common share.

On August 29, 2025, the Company closed the second tranche of its previously announced non-brokered private placement for gross proceeds of $211,000. Pursuant to the second tranche, the Company issued 527,500 common shares of the Company at a price of $0.40 per common share.

In connection with the first tranche, the Company paid cash finder’s fees of $29,521.

During the year ended December 31, 2025, the Company received $2,905,675 gross proceeds for the non-brokered private placement relating to the RTO (Note 14) and is included under obligation to issue shares within current liabilities. The proceeds are held in trust and restricted from use and are expected to be released upon the closing of the RTO. Additionally, $89,000 of the gross proceeds were received directly into Belmont’s bank account and has been recognized as a liability for the obligation to issue shares, with a corresponding charge recorded to exploration and evaluation expenditure (Note 5).

Private placement 2024

On July 15, 2024, the Company closed the first tranche of its previously announced non-brokered private placement. The Company issued 671,194 units pursuant to a first tranche for gross proceeds of $536,955.

Each Unit consists 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 in the capital of the Company at a price of $1.60 per warrant for a period of two years.

In connection with the first tranche, the Company paid cash finder’s fees of $10,500 and issued 13,125 finder’s warrants to eligible finders. Each finder’s warrant entitles the holder thereof to acquire one common share at a price of $0.80 for a period of two years. An officer of the Company subscribed for 146,194 units for gross proceeds of $116,955.

The issue date fair value of the warrants and finder's warrants were estimated at $77,325 and $4,515, respectively using the Black Scholes option pricing model with the following weighted average assumptions: stock price $0.68; expected dividend yield of 0%; expected volatility of 100% (based on a blended historical volatility of the Company and industry averages); risk-free interest rate of 3.8%, and an expected life of 2 years.

On July 31, 2024, the Company closed the second tranche of its previously announced non-brokered private placement. The Company issued 1,817,405 units pursuant to the second tranche for gross proceeds of $1,453,924.

Each unit consists 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 in the capital of the Company at a price of $1.60 per warrant for a period of two years.

In connection with the second tranche, the Company paid cash finder's fees of $41,409 and issued 47,511 finder's warrants to eligible finders. Each finder's warrant entitles the holder thereof to acquire one common share at a price of $0.80 for a period of 24 months following the date hereof. An officer and directors of the Company subscribed for 709,670 units for gross proceeds of $567,736.

The issue date fair value of the warrants and finder's warrants were estimated at $208,648 and $16,268, respectively using the Black Scholes option pricing model with the following weighted average assumptions: stock price $0.68; expected dividend yield of 0%; expected volatility of 100% (based on a blended historical volatility of the Company and industry averages); risk-free interest rate of 3.46%, and an expected life of 2 years.

On August 16, 2024, the Company closed the third and final tranche of its previously announced non-brokered private placement. The Company issued 2,313,188 units pursuant to the final tranche for gross proceeds of $1,850,550.

Each unit consists 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 in the capital of the Company at a price of $1.60 per warrant for a period of two years.

In connection with the final tranche, the Company paid cash finder's fees and filing fees of $27,825 and issued 32,500 finder's warrants to eligible finders. Each finder's warrant entitles the holder thereof to acquire one common share at a price of $0.80 for a period of 24 months following the date hereof. An officer of the Company subscribed for 1,013,750 units for gross proceeds of $811,000.

The issue date fair value of the warrants and finder's warrants were estimated at $265,104 and $11,128, respectively using the Black Scholes option pricing model with the following weighted average assumptions: stock price $0.68; expected dividend yield of 0%; expected volatility of 100% (based on a blended historical volatility of the Company and industry averages); risk-free interest rate of 3.31%, and an expected life of 2 years.

Shares issued for the acquisition of Belmont

On July 17, 2024, the Company issued 312,500 common shares of the Company to Sulliden for the assignment of its 25% interest in Belmont, valued at the quoted market value of $0.68 per share for a total amount of $214,000. See Note 5(c).

Contributed capital

During the year ended December 31, 2025, the Company entered into termination and release agreements with certain consultants to settle outstanding consulting fees in connection with the RTO.

(Expressed in Canadian dollars)

Pursuant to these agreements, consulting fees payable of $392,892 were settled as at December 31, 2025. Cash payments of $60,000 were made during the year in full and final settlement of a portion of the outstanding balances, and the remaining balance of $332,892 were forgiven. As a result, $332,892 was recognized in equity as contributed capital, as the creditors included shareholders. In addition, a further $689,332 of consulting fees payable is subject to forgiveness subsequent to December 31, 2025 in accordance with the RTO agreement (refer to Note 14 – Subsequent events). These amounts will be recognized in equity as contributed capital when the forgiveness becomes effective.

Stock options

The Company has adopted an incentive stock option plan (the "Plan") which was approved at the Company's Annual General Meeting on July 5, 2018. The essential elements of the Plan provide that the aggregate number of common shares of the Company's capital stock issuable pursuant to options granted under the Plan may not exceed 10% of the total number of issued and outstanding shares on a non-diluted basis. Options granted under the Plan may have a maximum term of ten years.

The exercise price of options granted under the Plan will not be less than the market price of the common shares (defined as the last closing market price of the Company's common shares immediately preceding the issuance of a news release announcing the granting of the options), or such other price as may be agreed to by the Company and accepted by the TSX Venture Exchange.

A summary of the status of the Company's stock option plan as of December 31, 2025 and 2024 is provided below. Changes during the periods then ended were as follows:

	Number of options #	Weighted average exercise price $
Balance, December 31, 2023, 2024 and 2025	25,000	0.80

The following table summarizes information about the stock options outstanding and exercisable at December 31, 2025:

Expiry date	Exercise price $	Number of options outstanding and exercisable #	Average remaining life (Years)
December 7, 2026	0.80	12,500	0.47
January 23, 2028	0.80	12,500	1.03
	0.80	**25,000**	**1.50**

Warrants

A summary of the status of the Company's Warrants as of December 31, 2025 and 2024 is provided below. Changes during the periods then ended were as follows:

	Number of Warrants #	Weighted average exercise price $
Balance at December 31, 2023	222,500	1.60
Expired	(222,500)	1.60
Warrants granted	2,400,893	1.60
Finder's Warrants granted	93,136	0.80
Balance at December 31, 2025 and 2024	**2,494,029**	**1.57**

(Expressed in Canadian dollars)

The following table summarizes information about the Warrants outstanding and exercisable at December 31, 2025:

Expiry date	Exercise price $	Number of Warrants outstanding and exercisable #	Average remaining life (Years)
July 15, 2026	1.60	335,597	0.08
July 15, 2026	0.80	13,125	0.08
July 31, 2026	1.60	908,702	0.22
July 31, 2026	0.80	47,511	0.22
August 16, 2026	1.60	1,156,594	0.30
August 16, 2026	0.80	32,500	0.30
	1.57	**2,494,029**	**0.60**

9. Related party transactions and balances

Key management personnel are officers and directors, or their related parties, who hold positions in the Company and its subsidiaries, that result in these officers and directors having control or significant influence over the financial or operating policies of those entities. These include the members of the Board, current and former Chief Executive Officer, President, Chief Financial Officer and the Chief Operating Officer.

Transactions with key management personnel

The aggregate value of transactions with key management personnel being directors and key management personnel were as follows:

	Years ended December 31, 2025 $	2024 $
Short term benefits, including consulting, management, and director fees	398,333	469,000
Investor relations	-	24,000
Total	**398,333**	**493,000**

During the year ended December 31, 2024, four directors and an officer of the Company advanced $470,000 to the Company as a loan payable, see Note 5. These loans and accrued interest of $33,907 were also repaid during the year ended December 31, 2024.

During the year ended December 31, 2024, five directors and four executive officers of the Company participated and acquired a total of 1,869,614 units of the July 15, 2024, July 31, 2024 and August 16, 2024 private placements for gross proceeds of $1,495,691.

During the year ended December 31, 2025, the Company entered into termination and release agreements with certain related parties. Pursuant to these agreements, the related parties forgave a total debt of $232,533 and as a result, the Company recognized debt settlement with related parties of $232,533 in contributed capital.

(Expressed in Canadian dollars)

At December 31, 2025 and 2024, the due to related parties included amounts due to officers or directors of the Company as follows:

	December 31, 2025 $	December 31, 2024 $
With respect to advances on expenses from related party	114,680	146
With respect to management fees	313,771	160,614
	428,451	**160,760**

The amounts due to related party are non-interest bearing, unsecured and due on demand.

10. Capital disclosures and financial risk management

The Company includes cash, issued common shares and accumulated deficit in the definition of capital. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of its 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 properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent upon external financing to fund activities.

In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed.

There were no changes in the Company's approach to capital management during the years ended December 31, 2025 and 2024. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than those of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) $50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of December 31, 2025, the Company believes it is in compliant with the policies of the TSXV.

Financial risk management:

The Company is exposed in varying degrees to a variety of financial instrument-related risks.

Credit risk:
The Company is exposed to credit risk by holding cash. This risk is minimized by holding the cash in large Canadian financial institutions.

Currency risk:
The Company's functional currency is the Canadian dollar. There is foreign exchange risk to the Company as some of its exploration and evaluation property interests and resulting commitments are located in Mali and Namibia. Management monitors its foreign currency balances and makes adjustments based on anticipated needs for currencies. The Company does not engage in any hedging activities to reduce its foreign currency risk.

Based on the net exposures at December 31, 2025, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the USD, the Namibian Dollar, Mali FCFA would not have a material impact on the Company's net loss.

Interest rate risk:

The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The fair value of the Company's cash is relatively unaffected by changes in short term interest rates. The income earned on certain bank accounts is subject to the movements in interest rates.

Price risk:

Price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk).

Liquidity risk:

Liquidity risk is the risk that the Company is unable to meet its financial obligations as they come due. The Company takes steps to ensure that it has sufficient working capital and available sources of financing to meet future cash requirements for capital programs and operations.

The Company intends to issue equity to ensure the Company has sufficient access to cash to meet current and foreseeable financial requirements. The Company actively monitors its liquidity to ensure that its cash flows and working capital are adequate to support its financial obligations and the Company's capital programs. There is no assurance that the Company will be able to raise additional sources of financing.

As at December 31, 2025, the Company had a net working deficiency of $1,875,807 (December 31, 2024 – $429,321).

Fair value hierarchy:

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's financial instruments include cash and cash equivalents, restricted cash, accounts payable and accrued liabilities, and obligation to issue shares. The carrying value of these financial instruments approximates their fair value.

11. Commitments and contingencies

Property Commitments

The Company's exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations. See also note 5.

(Expressed in Canadian dollars)

Management Contracts

The Company is party to certain management contracts. The Company is committed to payments upon termination of approximately $204,540 pursuant to termination and release agreements with certain consultants (December 31, 2024 - $598,000) which are due within one year and additional contingent payments of approximately $Nil (as at December 31, 2024 - $1,277,000) upon the completion of the RTO.

During the year ended December 31, 2025, the Company entered into termination and release agreements with certain consultants to settle outstanding consulting fees. Pursuant to these agreements, the Company paid $60,000 in full and final payment to settle the outstanding consulting fees owing to certain shareholders of the Company of $392,892. As a result, the Company recorded debt settlement with shareholders of $332,892 in contributed capital. Refer to note 8 for additional details.

12. Income tax

Income tax expense varies from the amount that would be computed from applying the combined federal and provincial income tax rate to loss before taxes as follows:

	2025 $	2024 $
Net (loss) before tax for the year	(2,207,169)	(3,300,507)
Statutory Canadian corporate tax rate	27%	27%
Anticipated tax (recovery)	(596,000)	(891,000)
Change in tax resulting from:		
Share based compensation	-	-
Expenses not deductible for tax purposes	180,000	83,000
Other	1,688,000	(36,000)
Difference in tax rates in other jurisdictions	-	17,000
Unrealized tax benefits	(1,272,000)	827,000
Income tax recovery	-	-

The unrecognized deductible temporary differences are comprised of the following:

	December 31, 2025 $	December 31, 2024 $
Exploration deductions	706,000	6,521,000
Non-capital loss carry forwards	12,765,000	12,440,000
Capital loss	173,000	173,000
Share issue costs	61,000	67,000
Investments	2,863,000	2,082,000
	16,568,000	21,283,000

The tax losses expire from 2027. The other temporary differences do not expire under current legislation.

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.

(Expressed in Canadian dollars)

The Company has available non-capital losses for Canadian income tax purposes, which may be carried forward to reduce taxable income in future years. If not utilized, the non-capital losses in the amount approximately $13,098,000 will expire as follows:

Year	$
2027	278,000
2028	626,000
2029	553,000
2030	616,000
2031	-
2032	1,352,000
2033	1,371,000
2034	1,218,000
2035	924,000
2036	499,000
2037	664,000
2038	776,000
2039	576,000
2040	260,000
2041	620,000
2042	558,000
2043	591,000
2044	837,000
2045	446,000
Total	**12,765,000**

At December 31, 2025, the Company has available capital losses of approximately $173,000 for Canadian income tax purposes, which may be carried forward indefinitely; and unclaimed Canadian resource deductions of approximately $706,000, which may be deducted against future Canadian taxable income on a discretionary basis. The Company also has certain unused foreign deductions, which may be deducted against future foreign taxable income.

13. Sale of subsidiary

Great Quest Mali S.A.

On December 31, 2025, Great Quest (Barbados) Ltd. completed the transaction to sell 100% of the issued and outstanding shares of GQ Mali to Mali Minerals Ltd., an arm's length party of the Company, for a nominal value of $1 and recognized a loss on sale of the subsidiary of $4,261.

Upon completion of the sale on December 31, 2025, the Company derecognized GQ Mali and recorded a loss on sale of subsidiary as follows:

	For the year ended December 31, 2025 $
Consideration received	1
Less net assets as at December 31, 2025:	
Assets	4,262
Net assets derecognized	(4,262)
Gain on sale of subsidiary	(4,261)

14. Subsequent events

Arrangement agreement with Lotus Gold in respect of proposed RTO

On June 26, 2025, the Company entered into a definitive arrangement agreement (the “Arrangement Agreement”) with Lotus Gold, pursuant to which the Company intends to acquire all of the issued and outstanding common shares of Lotus Gold (the “Lotus Shares”) in exchange for newly issued common shares in the capital of the Company (“Ongwe Shares”) as an arm's length transaction to be completed by way of a court-approved plan of arranged under the Business Corporations Act (British Columbia) (the “BCBCA”) (the “Arrangement”). Pursuant to the policies of the TSXV, the Arrangement is considered an RTO of the Company by Lotus Gold, which will become a wholly-owned subsidiary of the resulting issuer (the “Resulting Issuer”) following completion of the Arrangement.

Amending Agreement

The Company has entered into an amending agreement dated October 22, 2025 (the “Amending Agreement”) which amends the amended and restated arrangement agreement dated September 1, 2025 with Lotus Gold pursuant to which the parties wish to amend the following: (i) the consolidation ratio of the Ongwe Shares to 16-to-1; and (ii) the plan of arrangement (the "Plan of Arrangement") to include the Concurrent Financing.

On February 9, 2026 (the “Effective Time”), the Company closed its RTO transaction of the Company by Lotus Gold by way of a statutory Plan of Arrangement pursuant to which Ongwe has acquired all of the issued and outstanding common shares of Lotus Gold by way of a court-approved plan of arrangement under the *Business Corporations Act* (British Columbia) and Lotus Gold became a wholly-owned subsidiary of the Company.

Each holder of a common share in the capital of Lotus Gold received approximately 0.28 of an Ongwe Share in exchange for each Lotus Share held. Immediately upon completion of the Arrangement, former shareholders of Great Quest Gold Ltd. and former shareholders of Lotus Gold ("Lotus Shareholders") held approximately 35.4% and 64.6%, respectively, of the issued and outstanding Ongwe Shares (on a non-diluted basis) and Lotus Gold became a wholly-owned subsidiary of Ongwe. Pursuant to the Arrangement, the Company issued a total of 21,310,592 post-Consolidation Ongwe Shares at deemed transaction price of $0.50 per Ongwe Share.

As part of the RTO:

- The Company entered into an escrow agreement with Odyssey Trust Company and certain directors and officers of the Company providing for the escrow of an aggregate of 6,147,366 Ongwe Shares, on a post-Consolidation, to be released on a Tier 2 escrow release schedule in accordance with the TSXV policies;
- An aggregate of 3,023,406 post-Consolidation Ongwe Shares will be subject to seed share resale restrictions in accordance with the TSXV policies, with 20% released on the date of the Final Bulletin and every 3 months thereafter; and
- An aggregate of 3,938,981 post-Consolidation Ongwe Shares will be subject to lock-up agreements (the "Lock-Up") with 20% released at 6 and 12 months from the Effective Time and 30% released 18 and 24 months from the Effective Time.

Trading of the Ongwe Shares on a post-Consolidation (as defined below) basis commenced on the TSXV under the new trading symbol "OGW" on February 12, 2026.

Prior to the completion of the Arrangement, on February 9, 2026, Ongwe completed its name change to Ongwe Minerals Inc. as well as the 16:1 consolidation.

Concurrent Financing

Immediately prior to the Effective Time, Lotus Gold closed its previously announced non-brokered private placement (the "RTO Financing") for aggregate gross proceeds of $3,000,000 by way of the issuance of 21,184,720 Lotus Shares which was immediately exchanged for 6,000,000 Ongwe Shares at the Effective Time at an effective price of $0.50 per Ongwe Share.

(i) All of the Ongwe Shares issued in exchange for the Lotus Shares issued pursuant to the RTO Financing are free trading other than those issued to those subscribers who are subject to terms of Lock-Ups.
(ii) Immediately after the Effective Time, Ongwe closed the second tranche of the Concurrent Financing for additional gross proceeds of $1,850,000 by issuing and additional 3,700,000 Ongwe Shares at an effective price of $0.50 per Ongwe Share, which will be subject to a hold period of four months and a day under the policies of the TSXV and Canadian securities laws.

Earn-in ownership interest in Belmont

Subsequent to year-end, on March 7, 2026, the Company increased its earn-in ownership interest in Belmont from 25% to 51% through an additional payment of US$919,165 ($1,265,506), representing the remaining balance of the US$1,400,000 exploration expenditure commitment (Note 5b). Following this payment, the Company achieved a 51% ownership interest in Belmont.