INTERNATIONAL ICONIC GOLD EXPLORATION CORP.

CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED
DECEMBER 31, 2025 AND 2024
Expressed in Canadian dollars

DAVIDSON

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
International Iconic Gold Exploration Corp.

Opinion

We have audited the accompanying consolidated financial statements of International Iconic Gold Exploration Corp. (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of income (loss) and comprehensive income (loss), changes in shareholders' equity (deficiency), and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

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 in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the consolidated financial statements, which indicates that the Company incurred a net loss of $7,825,643 during the year ended December 31, 2025 and, as of that date, the Company's current liabilities exceeded its current assets by $6,953,420. As stated in Note 2, these events and conditions indicate that a material uncertainty exists 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.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our auditor's report.

Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")

As described in Note 8 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was $4,268,886 as of December 31, 2025. As more fully described in Note 3 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment at each reporting period.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Asset.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Obtaining an understanding of the key controls associated with evaluating the E&E Assets for indicators of impairment.
- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company's recent expenditure activity and expenditure budgets for future periods.
- Obtaining, on a test basis from legal counsel, confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

Assessment of Expected Credit Losses on Promissory Note Receivable ("Note Receivable")

As described in Note 11 to the consolidated financial statements, the carrying amount of the Company's Note Receivable was $nil as of December 31, 2025. As more fully described in Note 3 to the consolidated financial statements, the Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

The principal considerations for our determination that the assessment of expected credit losses of the Note receivable is a key audit matter are due to the significant judgment made by management when assessing the amount of expected credit loss at year-end. This determination required the use of appropriate valuation techniques which included significant unobservable inputs. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of the expected credit loss and the recoverable amount of the Note Receivable.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures include, among others:

- Obtaining and reviewing the terms of the Note Receivable agreement.
- Obtaining external confirmation from the debtor of the outstanding balance and other agreed terms with respect to the promissory note.
- Evaluating management's methodology for determining expected credit losses.
- Assessing the reasonableness of key assumptions used in estimating recoverability.
- Evaluating the adequacy of the related disclosures in the financial statements.

Valuation of Long-Term Investment

As described in Note 7 to the consolidated financial statements, the carrying amount of the Company's investments in private entities was $nil as of December 31, 2025. As more fully described in Note 3 to the consolidated financial statements, management assesses investments for indicators of impairment at each reporting date. Where indicators are identified, the recoverable amount is estimated, and the investment is written down to the higher of fair value less costs to sell and value in use.

The principal considerations for our determination that the fair value of investments in private entities is a key audit matter are due to the estimation uncertainty with determining fair value for investments in private entities. The valuation process requires the use of appropriate valuation techniques and significant unobservable inputs. This results in a high degree of management judgment and subjectivity, which in turn required significant auditor judgment and effort in evaluating the reasonableness of management's assumptions and estimates.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures include, among others:

- Assessing the indicators of impairment identified by management and the appropriateness of the valuation approach used.
- Evaluating the reasonableness of key assumptions and significant unobservable inputs used in determining fair value.
- Assessing management's estimates for potential bias or error.
- Evaluating the adequacy of the related disclosures in the consolidated financial statements.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes 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 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year 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 Junaid Hassam.

Davidson & Company LLP

Chartered Professional Accountants Vancouver, Canada

April 29, 2026

INTERNATIONAL ICONIC GOLD EXPLORATION CORP.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

AS AT DECEMBER 31, 2025 AND 2024

Expressed in Canadian dollars

	Note	December 31, 2025	December 31, 2024
ASSETS			
Current assets			
Cash		$ **21,246**	$ 3,504
Other receivables	5	**39,102**	40,943
Promissory note receivable	11	**-**	3,383,244
Prepaid expenses		**1,220**	61,293
Total current assets		**61,568**	3,488,984
Exploration and evaluation assets	8	**4,268,886**	4,217,650
Investment in associate	6	**945,000**	1,678,745
Long-term investment	7	**-**	3,000,000
Total assets		$ **5,275,454**	$ 12,385,379
LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)			
Current liabilities			
Trade payables and other liabilities	9	$ **4,146,882**	$ 3,864,379
Loans payable to related parties	9	**22,488**	20,772
Loans payable	10	**1,410,898**	1,184,926
Promissory note	11	**1,434,720**	1,186,330
Total current liabilities		**7,014,988**	6,256,407
Total liabilities		**7,014,988**	6,256,407
Shareholders' equity			
Share capital	12	**21,302,538**	21,302,538
Shares to be issued	9, 12	**90,000**	90,000
Contributed surplus	12	**1,062,272**	1,105,135
Deficit		**(24,194,344)**	(16,368,701)
Total shareholders' equity		**(1,739,534)**	6,128,972
Total liabilities and equity		$ **5,275,454**	$ 12,385,379

Going concern (Note 2)
Subsequent events (Note 18)

Approved and authorized by the Board on April 29, 2026.

"Shashank Bhatt" — Shashank Bhatt

"Rodrigo Peralta" — Rodrigo Peralta

INTERNATIONAL ICONIC GOLD EXPLORATION CORP.

CONSOLIDATED STATEMENTS OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)

FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024

Expressed in Canadian dollars

	Note		2025	2024
Operating expenses				
General and administration	13	$	**311,577**	379,932
Share-based compensation	9, 12		**(42,863)**	4,298
			(268,714)	(384,230)
Other income				
Finance costs	9, 10, 11		**(600,015)**	(525,080)
Foreign exchange (loss) gain			**30,070**	(38,869)
Interest Income	11		**364,920**	362,856
Gain on sale of securities	7		**-**	51,783
Gain on dissolution subsidiaries			**8,708**	-
Share of loss of investment in associate	6		**(196,903)**	(421,255)
Gain on write off of accounts payable			**141,297**	201,306
Loss on impairment of investment	6, 7		**(3,536,842)**	-
Credit Loss on note receivable	7		**(3,748,164)**	-
Gain (loss) on note repayment	11		**(20,000)**	7,425
Net income (loss) and comprehensive income(loss)		**$**	**(7,825,643)**	**(746,064)**
Weighted average number of common shares outstanding	12		**10,132,546**	10,132,546
Basic and Diluted income (loss) per common share	12	$	**(0.77)**	(0.07)

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

INTERNATIONAL ICONIC GOLD EXPLORATION CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (DEFICIENCY)
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
Expressed in Canadian dollars

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	Share capital					
	Number of common shares	Common shares amount $	Contributed surplus $	Shares to be issued $	Deficit $	Total shareholders' equity (deficiency) $
Balance, December 31, 2023	10,132,546	21,302,538	1,100,837	90,000	(15,622,637)	6,870,738
Share-based compensation (Note 12)	-	-	4,298	-	-	4,298
Net loss for the period	-	-	-	-	(746,064)	(746,064)
Balance, December 31, 2024	10,132,546	21,302,538	1,105,135	90,000	(16,368,701)	6,128,972
Balance, December 31, 2024	10,132,546	21,302,538	1,105,135	90,000	(16,368,701)	6,128,972
Share-based compensation (Note 12)	-	-	(42,863)	-	-	(42,863)
Net loss for the period	-	-	-	-	(7,825,643)	(7,852,643)
Balance, December 31, 2025	**10,132,546**	**21,302,538**	**1,062,272**	**90,000**	**(24,194,344)**	**(1,739,534)**

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

INTERNATIONAL ICONIC GOLD EXPLORATION CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2025 AND 2024
Expressed in Canadian dollars

		2025		2024
OPERATING ACTIVITIES				
Net (loss) income	$	**(7,825,643)**	$	(746,064)
Items not affecting cash				
Gain on sale of securities		**-**		(51,783)
Gain (loss) on note repayment		**20,000**		(7,425)
Loss on write-off promissory note receivable		**3,748,164**		-
Interest income		**(364,920)**		(360,986)
Interest on loan payable		**359,368**		307,513
Interest on related party loan		**1,716**		1,721
Gain on write off of accounts payable		**(141,297)**		(201,306)
Gain on dissolution of subsidiaries		**(8,708)**		-
Share-based compensation		**(42,863)**		4,298
Impairment loss on long-term investment		**3,000,000**		-
Impairment loss on investment in associate		**536,842**		-
Share of loss of investment in associate		**196,903**		421,255
Unrealized foreign exchange loss		**(4,006)**		1,762
		(524,444)		(631,015)
Changes in non-cash working capital items:				
Other receivables		**1,841**		25,209
Prepaid expenses		**(313)**		(445)
Trade payables and other liabilities		**466,452**		540,665
Cash used in operating activities		**(56,464)**		(65,586)
INVESTING ACTIVITIES				
Expenditures on exploration and evaluation assets		**(24,794)**		(23,259)
Purchase of investments		**-**		(132,549)
Sale of investments		**-**		186,766
Cash provided by investing activities		**(24,794)**		29,958
FINANCING ACTIVITIES				
Proceeds from loans		**99,000**		92,259
Repayment of loans payable		**-**		(72,512)
Repayment of promissory note		**-**		(1,000,000)
Proceeds from promissory note		**-**		1,000,000
Cash provided by financing activities		**99,000**		19,988
CHANGE IN CASH		**17,742**		(15,640)
CASH, BEGINNING OF THE YEAR		**3,504**		19,144
CASH, END OF THE YEAR	$	**21,246**	$	3,504

Non-cash investing and financing transactions:				
Exploration and evaluation assets included in accounts payable	$	26,442	$	17,630
Cash paid for interest	$	726	$	12,292

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

1. NATURE OF OPERATIONS

International Iconic Gold Exploration Corp. (the "Company" or "Iconic") was incorporated on December 2, 2003 under the Yukon Business Corporation Act. On January 17, 2014, the Company changed its reporting jurisdiction from Yukon to British Columbia. On September 29, 2021, the Company changed its name to International Iconic Gold Exploration Corp. The Company is listed on the TSX Venture Exchange ("TSXV") under the symbol ICON.V. The address of the Company's corporate office and principal place of business is Suite 2400 – 1055 W Georgia Street , Vancouver, British Columbia V6E 3P3 Canada.

On November 7, 2025, the Company completed a ten (10) shares to one (1) share consolidation . No fractional shares were issued. All fractional shares that resulted from the split were rounded up or down to the nearest whole number. All share figures and references have been retroactively adjusted to reflect the share split.

The Company is in the business of acquiring, exploring, and evaluating mineral resource properties.

2. BASIS OF PREPARATION

2.1 Going Concern of Operations

The Company has not generated revenue from operations. The Company had net loss and comprehensive loss of $7,825,643 for the year ended December 31, 2025 (December 31, 2024: $746,064). As at December 31, 2025 the Company's accumulated deficit was $24,194,344 (December 31, 2024: $16,368,701) and working capital deficit was $6,953,420 (December 31, 2024: $2,767,423). The Company's continuation as a going concern is contingent on the completion of financings to adequately cover the Company's working capital deficit and planned exploration activities. As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financial resources to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties and deferred exploration expenditures. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. These factors comprise a material uncertainty which cast significant doubt about the Company's ability to continue as a going concern. Should the Company be unable to continue as a going concern, asset realization values may be substantially different from their carrying values. These consolidated financial statements do not give effect to adjustments that would be necessary to carrying values and the classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2.2 Statement of Compliance

These consolidated financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the international Accounting Standards Board ("IASB").

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company.

The consolidated financial statements were authorized for issue by the Board of Directors on April 29, 2026.

2. BASIS OF PREPARATION (continued)

2.3 Basis of Measurement

The consolidated financial statements are presented in Canadian dollars, unless otherwise stated.

The preparation of the consolidated financial statements in compliance with IFRS requires management to make certain accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are discussed in Note 4.

2.4 Basis of Consolidation

These consolidated financial statements include the financial statements of the Company and entities controlled by the Company. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the Company's subsidiaries are included in the consolidated financial statements. All intercompany balances and transactions, income and expenses have been eliminated upon consolidation. The Company's Argentina subsidiaries are Marifil S.A. ("Marifil") and Minas San Roque S.A. ("MSR"), which are both wholly owned.

Non-controlling interests are measured initially at their proportionate share of the acquiree's identifiable net assets at the date of the acquisition. Changes in the Company's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

3. MATERIAL ACCOUNTING POLICY INFORMATION

3.1 Foreign currency transactions

Foreign currency accounts are translated into Canadian dollars as follows:

At the transaction date, each asset, liability, revenue, and expense denominated in a foreign currency is translated into Canadian dollars using the exchange rate in effect at that date. At the period end date, unsettled monetary assets and liabilities are translated into Canadian dollars by using the exchange rate in effect at the period end date and the related translation differences are recognized in net income. Non-monetary assets and liabilities that are measured at historical cost are translated into Canadian dollars by using the exchange rate in effect at the date of the initial transaction and are not subsequently restated.

3.2 Financial Instruments

Recognition, classification and measurement
Financial assets are classified and measured based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. IFRS 9 contains three primary measurement categories for financial assets and liabilities: amortized cost, fair value through other comprehensive income and fair value through profit or loss. Financial assets are recognized in the statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or were transferred and the Company has transferred substantially all

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

risks and rewards of ownership. Financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instruments. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired.

Financial instruments are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The Company has classified its investments at fair value through profit or loss. Changes in the fair value of the investments will be reported in the consolidated statement of income (loss) and comprehensive income (loss). The Company has classified its other receivables, promissory note receivable trade payables and other liabilities, loans payable to related parties, loans payable, and promissory note as financial assets and financial liabilities measured at amortized cost. Such assets and liabilities are recognized initially at fair value inclusive of any directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment losses. The Company has classified its cash as a financial asset measured at fair value through profit or loss.

Financial assets and financial liabilities are offset and the net amount presented in the statements of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The Company’s derivatives, if any, are carried at fair value and are reported as assets when they have a positive fair value and as liabilities when they have a negative fair value. Changes in the fair values of derivative financial instruments are reported in the consolidated statements of income (loss) and comprehensive income (loss).

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. Loss allowances for accounts receivables are always measured at an amount equal to lifetime expected credit losses if the amount is not considered fully recoverable. A financial asset carried at amortized cost is considered credit-impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Individually significant financial assets are tested for credit-impairment on an individual basis. The remaining financial assets are assessed collectively. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

In assessing collective impairment, the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

Losses are recognized in the statements of income (loss) and comprehensive income (loss) and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statements of comprehensive income (loss).

3.3 Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of common shares are recognized as a deduction from shareholders' equity, net of tax.

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

3.4 Government grant

Loans received from government grants are recognized initially at fair value, with the difference between the fair value of the loan based on prevailing market interest rates and the amount received recorded as income from government assistance in the consolidated statements of income (loss) and comprehensive income (loss).

3.5 Exploration and evaluation assets

Pre-exploration costs

Costs incurred prior to acquiring the right to explore an area of interest are expensed as incurred.

Exploration and evaluation expenditures

Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation of resource properties are capitalized and classified as exploration and evaluation asset. These expenditures include such costs as materials used, surveying costs, drilling costs, payments made to contractors and depreciation on plant and equipment during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company has classified exploration and evaluation assets as intangible assets as opposed to property plant and equipment since the assets are identifiable i.e. distinguishable from goodwill and arise from contractual rights via licensing through local governments or agreements, the Company retains control over the asset as a result of past events, and there is potential for future economic benefits.

The Company enters into joint venture agreements (“JV”), whereby the Company will transfer part of a mineral interest, as consideration, for an agreement by the JV partner to meet certain exploration and evaluation expenditures which would have otherwise been undertaken by the Company. The Company does not record any expenditures made by the JV partner on its behalf. Any cash consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess cash accounted for in income as a gain on disposal.

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. 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. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to the statement of income (loss) and comprehensive income (loss).

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, property is considered to be a mine under development and is classified as “mines under construction.” Exploration and evaluation assets are also tested for impairment before the assets are transferred to development properties.

3.6 Impairment of tangible and intangible assets

At the end of each reporting period, the Company’s assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment, 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 between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period.

For an asset that does not generate largely independent cash flows, the recoverable amount is determined for the cash generating unit to which the asset belongs. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately on the statement of income (loss) and comprehensive income (loss).

3.7 Share-based payments

The Company grants stock options to purchase common shares of the Company to directors, officers, employees, and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee. The fair value of stock options is measured on the grant date using the Black-Scholes option pricing model and is recognized over the vesting period. Share-based payments are initially recorded to contributed surplus. Subsequently, consideration paid for the shares on the exercise of share-based payments are credited to share capital.

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

The Company grants performance shares with vesting conditions not related to the market price of the equity instruments of the Company and, as a result, they are non-market performance conditions. Upon grant or issuance into escrow, the fair value of performance shares are recorded to contributed surplus based on management’s assessment of whether the vesting conditions will be met. The evaluation of whether vesting conditions will be met is reassessed every reporting period and changes, if any, are reflected in future periods. Upon vesting, the fair value of performance shares is transferred to share capital.

3.8 Warrants issued in equity financing transactions

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 financing agreement (“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 assigned a residual value if the unit is issued at a price exceeding the market price of underlying share at the time of issuance otherwise the warrants are assigned no value and included in share capital with the common shares that are concurrently issued. Warrants that are issued as payment for an agency fee or other transactions costs are accounted for as share-based payment transaction costs.

3.9 Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, current income taxes are recognized for the estimated income taxes payable for the current period. Deferred income tax assets, including

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

the benefit of losses available to be carried forward to future years, and liabilities are recognized for temporary differences between the tax and accounting basis of assets and liabilities. Deferred tax assets are recognized only if it is probable that they can be realized.

3.10 Provisions

Provisions are recorded when a present legal or constructive obligation exists because 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 can be made. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. At each financial position reporting date presented the Company has not incurred any decommissioning costs related to the exploration and evaluation of its mineral properties and accordingly no provision has been recorded for such site reclamation or abandonment.

3.11 Loss per share

Basic loss per share is computed by dividing net earnings or loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings or loss per share is computed similar to basic earnings or loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of ‘in the money’ stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that proceeds from such exercises were used to acquire common stock at the average market price during the reporting period. Escrowed shares will be excluded from basic earnings per share.

3.12 Investment in associate

An associate is an entity over which the investor has significant influence but not control and that is neither a subsidiary nor an interest in a joint venture. Significant influence is presumed to exist where the Company has between 20% and 50% of the voting rights but can also arise where the Company has less than 20%, if the Company has the power to participate in the financial and operating policy decisions affecting the entity. The Company’s share of the net assets and net earnings or losses is accounted for in the consolidated financial statements using the equity method of accounting. The share of profit or loss of an associate is shown in the consolidated statements of income (loss) and comprehensive income (loss).

3.13 Accounting standards issued but not yet effectiveInvestment in associate

At the date of authorization of these consolidated financial statements, certain new standards, amendments, and interpretations to existing IFRS standards have been published but are not yet effective and have not been adopted early by the Company.

A new standard, IFRS 18 “Presentation and Disclosure in Financial Statements”, was issued in April 2024 and will replace IAS 1 “Presentation of Financial Statements”. IFRS 18 introduces new requirements for the presentation of financial statements, including specified subtotals in the statement of profit or loss and enhanced disclosures for management-defined performance measures. The standard is effective for annual reporting periods beginning on or after January 1, 2027, with early adoption permitted. The Company is currently assessing the impact of adopting IFRS 18 and expects that it will primarily affect presentation and disclosure, with no significant impact on the recognition or measurement of amounts reported in the financial statements.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

a) Income taxes

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law in the relevant jurisdiction. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision.

Management believes they have adequately provided for the probable outcome of these matters; however, the outcome may result in a materially different outcome than the amount included in the tax liabilities. In addition, the Company recognizes deferred tax assets relating to tax losses carried forward only to the extent that it is probable that taxable profit will be available against which a deductible temporary difference can be utilized. This is deemed to be the case when there are sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity which are expected to reverse in the same year as the expected reversal of the deductible temporary difference, or in years into which a tax loss arising from the deferred tax asset can be carried back or forward. However, utilization of the tax losses also depends on the ability of the taxable entity to satisfy certain tests at the time the losses are recouped.

b) Going concern

The Company's ability to execute its strategy by funding future working capital requirements requires judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, such as expectations of future events that are believed to be reasonable under the circumstances

c) Functional currency

The Company operates in multiple jurisdictions and transacts in multiple currencies. Being an exploration stage company, the Company has no revenues from operations to date and therefore has based the determination of functional currency on expenditures, financial commitments and historical financings, the areas in which the majority of the Company's transactions occur.

Transactions related to all three of these criteria occur in more than one currency,however the CDN$ is the dominant currency for each of these criteria and therefore the currency of the primary economic environment to which the Company is the most significantly exposed.

d) Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the stock option, volatility and dividend yield and making assumptions about them. The Company records share-based payments in conjunction with the expected issuance of performance shares. Specifically, the Company enters into contracts with executives that allow for the issuance of shares into escrow and subsequent release upon successful achievement of certain performance-based milestones. Significant judgement and estimates were made in assessing whether those conditions would be met.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

e) Site closure and reclamation provisions

The Company assesses its mineral properties' rehabilitation provision at each reporting date or when new material information becomes available. Exploration, development, and mining activities are subject to various laws and regulations governing the protection of the environment. In general, these laws and regulations are continually changing, and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. Accounting for reclamation obligations requires management to make estimates of the future costs that the Company will incur to complete the reclamation work required to comply with existing laws and regulations at each location. Actual costs incurred may differ from those amounts estimated. Also, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required to be performed by the Company. Increases in future costs could materially impact the amounts charged to operations for reclamation and remediation. The provision represents management's best estimate of the present value of the future reclamation and remediation obligation. The actual future expenditures may differ from the nil amounts currently provided due to minimal site disturbance.

h) Impairment

The Company assesses, at each reporting date, whether there is any objective evidence that its notes receivable, investments in securities, and investments in associates may be impaired. Where indicators of impairment exist, the Company estimates the recoverable amount of the asset.

For investments in securities, including the Company's investment in Bateria Metal Corp., fair value is determined using available market information and other observable or unobservable inputs, as appropriate. During the year, the Company recognized an impairment loss on its investment in Bateria Metal Corp. as the anticipated initial public offering did not proceed, resulting in a decline in the estimated fair value of the investment. For investments in associates where there is objective evidence of impairment, such as the Company's investment in BGX, the recoverable amount is determined with reference to the fair value of the underlying investment, including quoted market prices where available.

For notes receivable, the Company assesses collectibility based on management's estimate of expected credit losses. This assessment requires judgment regarding the borrower's financial condition, repayment capacity, historical payment performance, expected future cash flows, and the value of any underlying collateral or security.

The determination of impairment requires significant judgment and the use of estimates and assumptions, including fair value measurements, expected credit losses, market prices, the financial condition and prospects of borrowers and investees, and, where applicable, discount rates. These estimates and assumptions are subject to risk and uncertainty. Accordingly, actual results may differ from these estimates, and such differences could materially affect the carrying value of the Company's notes receivable, investments in securities, and investments in associates.

i) Fair value measurement of financial instruments

The fair value of financial assets and financial liabilities recorded in the statement of financial position is determined using quoted market prices where an active market exists. When quoted prices are not available, fair value is estimated using appropriate valuation techniques.The Company's investment in Bateria Metal Corp. is measured at fair value through profit or loss. As Bateria Metal Corp. is a private company and its shares are not quoted in an active market, the fair value of this investment is determined using valuation techniques that incorporate both observable and unobservable inputs, including recent financing transactions, market comparables, and other factors relevant to the specific circumstances of the investment. During the year, management reassessed the fair value of this investment and recognized an impairment loss as the anticipated initial public offering did not proceed, which adversely affected the estimated fair value.The determination of fair value requires significant judgment, particularly when observable market data is limited. Key assumptions may include marketability, liquidity, financial performance, comparable company multiples, and the probability of future liquidity events. Changes in these assumptions could have a material impact on the estimated fair value of the Company's financial instruments and the amounts reported in the financial statements. instruments.

Expressed in Canadian dollars

5. OTHER RECEIVABLES

As at December 31, 2025, amounts in other receivables are related to $1,556 (December 31, 2024: $2,317) in government sales tax receivables and $37,546 (December 31, 2024: $38,626) in expense advances made to a few vendors and VAT receivable in Argentina.

6. INVESTMENT IN ASSOCIATE

On July 7, 2023, the Company completed the sale of its oil and gas asset El Carmen (the "Property") owned through the subsidiary Spinell S.A., to BGX – Black Gold Exploration Corp. ("BGX") in exchange for securities of BGX (the "Transaction"). The Company received 100,000 common shares at a deemed price of $1.00 per share and an additional 2,000,000 common shares at a deemed price of $1.00 per share that are held in escrow until certain milestones are met in connection with the Property. The milestones are as follows: (i) 1,000,000 common shares will be released from escrow upon the Property entering production of natural gas; and (ii) 1,000,000 common shares will be released from escrow upon the Property entering production of oil. A total of 900,000 common shares held in escrow as at December 31, 2025.
On March 3, 2025, BGX completed a one (1) share to thirty (30) share split. After the split, the Company owns 63,000,000 (2,100,000 before split) common shares of BGX as at December 31, 2025, this represents a 36.68% (December 31, 2024 36.78%) ownership interest. On February 11, 2026, BGX completed a ten-for-one (10:1) share consolidation. As a result, following the consolidation, the company owns 6,300,000 common shares of BGX shares. As of December 31, 2025, an impairment loss of $536,842 was recognized on the investment, reducing its carrying amount to the fair value of the BGX shares of $945,000.
The following table shows a continuity of the Company investment in associate:

		December 31, 2025	December 31, 2024
Opening balance	$	1,647,745	2,100,000
Share of loss of investment in associate for the year		(196,903)	(421,255)
Impairment of investment in associate		(536,842)	-
Closing balance	**$**	**945,000**	**1,678,745**

7. INVESTMENTS

Investments are comprised of shares of publicly traded and private companies. The Company classifies its investments at fair value through profit or loss. Realized gains and losses on disposal of investments and unrealized gains and losses in the fair value of the investments are reflected in profit or loss for the period in which they occur.
The movements in investments are summarized as follows:

		December 31, 2025		December 31, 2024
Opening Balance	$	3,000,000	$	3,000,303
Acquisitions		-		132,549
Proceeds on sale of securities		-		(185,766)
Gain on sale of securities		-		51,783
Transfer of investment cash balance		-		(303)
Foreign exchange gain				1,434
Impairment of investment		(3,000,000)		
Ending Investment balance	**$**	**-**		**3,000,000**

Expressed in Canadian dollars

7. INVESTMENTS (continued)

On July 17, 2023, the Company completed the sale of multiple non-core assets being Las Aguilas I, Las Aguilas II, Marco Antonio, Virorco, and Carachi Pampa IV to Bateria Metals Corp. ("Bateria") through the sale of its subsidiary, Autumn Resources S.A.. The Company received 2,000,000 common shares of Bateria at a deemed price of $3.00 per share for a deemed transaction value of $6,000,000. On December 8, 2023, the Company entered into a share purchase agreement with Pabs Consulting Inc. ("Pabs"), whereby Pabs purchased 1,000,000 common shares of Bateria Metals Corp. As consideration for the common shares in Bateria, Pabs issued the Company a $3,000,000 promissory note (Note 11). As at December 31, 2025, an impairment loss of $3,000,000 was recognized on the investment in Bateria, reducing its carrying amount to nil to reflect its estimated fair value and a credit loss of $3,748,164 was recorded on the promissory note receivable from Pabs

8. EXPLORATION AND EVALUATION ASSETS

		San Roque, Rio Negro Province		Other Properties		Total
Balance, December 31, 2023	**$**	**4,154,337**	**$**	**22,424**	**$**	**4,176,761**
Property payments		9,285		-		9,285
Exploration costs		31,604		-		31,604
Balance, December 31, 2024		**4,195,226**		**22,424**		**4,217,650**
Property payments		7,392		-		7,392
Exploration costs		42,275		-		42,275
Change in IVA		1,569		-		1,569
Balance, December 31, 2025	**$**	**4,246,462**	**$**	**22,424**	**$**	**4,268,886**

Title to resource properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristics of many resource properties. The Company has investigated title to all its resource properties and, to the best of its knowledge; title to all properties are in good standing unless specifically noted otherwise. All the resource properties are in Argentina. Impuesto al Valor Agregado ("IVA") represents value added sales taxes paid to the government of Argentina which is recorded when paid. When there is reasonable assurance that the Company will be able to obtain a refund of IVA taxes, the amounts received by the Company will be credited to the cost of the properties.

San Roque Gold Property, Rio Negro Province

San Roque is an advanced stage exploration project located in southern Argentina in the Province of Rio Negro near the Atlantic coast with metal deposits comprising of gold, silver, lead, zinc, and indium, with gold being the Company's primary focus. The Company has the exclusive right to carry out exploration work on the 88,057.62 hectare property; mining rights for the property are held by Minas San Roque S.A..

Other Properties

Other Argentina properties include the Lago Fontana mine rights in Chubut Province and exploration rights in Castaño district in San Juan Province.

Expressed in Canadian dollars

9. RELATED PARTY BALANCES AND TRANSACTIONS

a) Related Party Loan

On May 22, 2020, the Company received $13,000 in exchange for a loan, with a company controlled by an former officer. The note carries an interest rate of 12%, accrued monthly, with a maturity date of April 30, 2021. The loan can be settled in either cash or common shares of the Company. If settled in shares, the terms will be agreed upon between the Company and the note holder. If the Company does not fully repay the loan upon maturity, the Company shall pay a penalty of 10% on the principal of the note. During the year ended December 31, 2025, the Company recorded finance costs of $1,716 (December 31, 2024: $1,721) in connection with interest accrued under the loan. As at December 31, 2025, included in loans payable to related parties is the carrying value of $22,488 (December 31, 2024: $20,772). The loan is in default at December 31, 2025.

b) Related Party Balances

During the year ended December 31, 2025, the Company recorded finance costs of $115,721 (December 31, 2024: $90,467) related to accrued interest on amounts due to companies controlled by former officers and directors. Interest is accrued at 10% per annum, compounded monthly.

As at December 31, 2025 and December 31, 2024, the assets and liabilities of the Company include the following amounts receivable and payable from directors and officers:

		December 31, 2025		December 31, 2024
Advances receivable (1)	$	7,605	$	8,917
Trade payables and other liabilities	$	1,768,638	$	1,667,291

(1) This amount is non-interest bearing, unsecured and is due on demand.

c) Related Party Transactions

During the year ended December 31, 2025, and 2024, the Company incurred charges with an officer and directors, which comprise key management compensation as follows:

		December 31, 2025		December 31, 2024
Management fees	$	162,639	$	244,445
Share-based compensation		(42,863)		4,298
Ending Balance	**$**	**119,776**	**$**	**248,743**

For the year ended December 31, 2025, and 2024, key management personnel were not paid any post-employment benefits, termination benefits or any other long-term benefits. These transactions were recorded at the exchange amount, which is the amount agreed to by the transacting parties.

On May 1, 2021, the Company entered into an agreement with a company controlled by the Chief Executive Officer of the company for certain corporate consulting services provided by the former Chief Executive Officer. As part of the compensation, the Company will issue various performance shares up to 150,000 for non-market performance

9. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

milestones which include the agreement to acquire NovaGold's share of Minas San Roque S.A. (100,000 shares – milestone completed) and completion of an NI 43-101 technical report which leads to a preliminary economic assessment (50,000 shares). As at December 31, 2025 there are shares to be issued of $90,000 (December 31, 2024: $90,000). As at the effective date of the contract, management estimated all of the performance shares will vest. During the year ended December 31, 2025, the Company recorded $1,714 (December 31, 2024: $4,298) in share-based compensation in relation to the vesting of these 50,000 shares at $0.9 per share to be issued for the completion of an NI 43-101 technical report which leads to a preliminary economic assessment that is expected to vest over a period of 5 years. On October 30, 2025, the CEO resigned from his position and a share-based compensation amount of $44,777 related to the unvested milestone shares was reversed.

During the year ended December 31, 2025, $31,419 (December 31, 2024: $16,729) in management fees was capitalized to mineral properties.

10. LOANS PAYABLE

On July 29, 2014, the Company entered into a loan agreement with a former director, whereas the former director loaned the Company USD $20,000. The unsecured loan bears interest at 18% per year and matured on January 29, 2016. At the option of the lender, the loan can be converted into common shares of the Company at the market price of the Company's shares. During the year ended December 31, 2025, the Company recorded finance costs of $5,009 (December 31, 2024: $4,945). As at December 31, 2025, the loan is due on demand in the amount of $83,824 (December 31, 2024: $82,822) inclusive of accrued interest.

On December 15, 2022, the Company entered into a loan agreement for $825,000. The loan is unsecured and bears interest at 12.75% per year maturing on July 18, 2025. On October 1, 2025 , the loan was reassigned to Avidity Management FZE for total amount of $1,118,999 (consisting of principal of $825,000 and accrued interest of $239,949) and the maturity date was extended to June 30, 2026. The loan and interest on the loan is due and payable in one lump sum on the maturity date. During the year ended December 31, 2025, the Company recorded finance costs of $105,187 (December 31, 2024: $105,476). As at December 31, 2025, the loan is outstanding with a carrying value of $1,145,462 (December 31, 2024: $1,040,274) inclusive of accrued interest..

On January 16, 2024, the Company entered into a loan agreement for $55,000 with Xlabs Therapeutics (ONT) Inc. at an annual interest rate of 18% maturing on January 16, 2025. The funds were used to repay $40,000 for the CEBA loan. On November 1, 2024, the Company repaid $41,402 related to the CEBA loan. On January 17, 2025, the loan was extended for one-year term to January 17, 2026 and the loan including interest in total $21,946 was assigned to Xlabs Therapeutics Inc. During the year ended December 31, 2025, the Company recorded interest expense of $3,884 (December 31, 2024: $8,241). As at December 31, 2025, the loan remained outstanding with a carrying value of $25,723 (December 31, 2024: $21,839).

On June 25, 2024, the Company entered into a loan agreement for $20,000 with Xlabs Therapeutics (ONT) Inc. at an interest rate of 18% per annum maturing on June 25, 2025. On maturity date , the loan was extended for a one-year term to June 25, 2026 and the loan including interest in total for $23,600 was assigned to Xlabs Therapeutics Inc. During the year ended December 31, 2025, the Company recorded interest expense of $3,941 (December 31, 2024: $1,864). As at December 31, 2025, the loan remained outstanding with a carrying value of $25,805 (December 31, 2024: $21,864).

On September 24, 2024, the Company entered into a loan agreement for $10,000 with Xlabs Therapeutics (ONT) Inc. at an interest rate of 18% per annum maturing on September 24, 2025. On maturity date , the loan was extended for a one-

Expressed in Canadian dollars

10. LOANS PAYABLE (continued)

year term to September 24, 2026 and the loan including interest in total for $11,800 was assigned to Xlabs Therapeutics Inc. During the year ended December 31, 2025, the Company recorded interest expense of $1,887 (December 31, 2024: $483). As at December 31, 2025, the loan remained outstanding with a carrying value of $12,370 (December 31, 2024: $10,483).

On November 22, 2024, the Company entered into a loan agreement for $7,500 with Baiocchi Ventures at an interest of 18% per annum until maturity date November 22, 2025. . On maturity date , the loan for a total of $8,850 was extended for a one-year term to November 22, 2026. During the year ended December 31, 2025, the Company recorded interest expense of $1,376 (December 30, 2024: $144). As at December 31, 2025, the loan remained outstanding with a carrying value of $9,020 (December 31, 2024: $7,644).

On March 27, 2025, the Company entered into a loan agreement for $25,000 with Xlabs Therapeutics Inc. at an interest rate of 18% per annum maturing on March 27, 2026. During the year ended Dcember 31, 2025, the Company recorded interest expense of $3,452 (December 31, 2024: $nil). As at December 31, 2025, the loan remained outstanding with a carrying value of $28,452 (December 31, 2024: $nil).

On May 2, 2025, the Company entered into a loan agreement for $49,000 with Xlabs Therapeutics Inc. at an interest rate of 18% per annum maturing on May 2, 2026. During the year ended December 31, 2025, the Company recorded interest

expense of $5,896 (December 31, 2024: $nil). As at December 31, 2025, the loan remained outstanding with a carrying value of $54,896 (December 31, 2024: $nil).

On December 3, 2025, the Company entered into a loan agreement for $25,000 with Xlabs Therapeutics Inc. at an interest rate of 18% per annum maturing on December 3, 2026. During the year ended December 31, 2025, the Company recorded interest expense of $345 (December 31, 2024: $nil). As at December 31, 2025, the loan remained outstanding with a carrying value of $25,345 (December 31, 2024: $nil).

The loans payable as at December 31, 2025 and changes for the year ended December 31, 2025 are as follows:

		December 31, 2025		December 31, 2024
Opening balance	$	1,184,926	$	1,008,287
Proceeds from loan payable		99,000		92,500
Accrued interest on loans payable		130,978		121,160
Foreign currency adjustment		(4,006)		4,381
Loan repaid		-		(41,402)
Ending Balance	**$**	**1,410,898**		**1184,926**
Less: current portion of loans payable		**(1,410,898)**		**(1,184,926)**
Non-current portion of loans payable	**$**	**-**	**$**	**-**

Expressed in Canadian dollars

11. PROMISSORY NOTES

On December 29, 2023, whereby the Company entered into a promissory note and security agreement with Global Eudaemonic Holdings FZE (“Global”) whereby Global advanced $1,000,000 to the Company (the “Global Note”). The Global Note is for a two-year term, bears interest at 18% per annum, compounded quarterly and is secured against the San Roque Project. The Company also granted Global a 1% net smelter return royalty over any future production at the San Roque Project (the “Royalty”). On January 1, 2025, the Global Note and accrued interest for a total of $1,295,808 and Royalty was assigned to Eximious Flite Capital FZE. On October 1, 2025, the Promissory Note and accrued interest for a total of $1,354,598 and Royalty was assigned to Avidity Management FZE. On October 15, 2025 the Promissory Note was extended to June 30, 2026 and $20,000 extension fee will be due on the extended maturity date. During the year ended December 31, 2025, there was an interest expense of $228,390 (December 31, 2024: $186,330). The promissory note payable as at December 31, 2025 and December 31, 2024 and changes for the period then ended are as follows:

		December 31, 2025		December 31, 2024
Opening Balance	$	1,186,330	$	1,000,000
Additions		-		-
Accrued interest		228,390		186,330
Extension fee		20,000		-
Ending Balance	**$**	**1,434,720**		**1,186,330**
Less: current promissory note payable		**(1,434,720)**		**(1,186,330)**
Non-current promissory note payable	**$**	**-**	**$**	**-**

On December 8, 2023, the Company entered into a share purchase agreement with Pabs Consulting Inc. (“Pabs”) to sell 1,000,000 common shares of Bateria Metals Corp. (“Bateria”) (Note 7). As consideration, Pabs issued a $3,000,000 promissory note (the “Promissory Note”) to the Company. Under the terms of the Promissory Note, Pabs is required to repay the principal amount of $3,000,000 on or before December 8, 2025, and the note bears interest at a rate of 12% per annum, with interest payable on the maturity date. During the period from January 1, 2025 to December 8, 2025, the Company accrued interest income of $337,316. On December 8, 2025, the Promissory Note was renewed for one-year term to December 8, 2026 with a revised principal balance of $3,720,000, which includes accrued interest to the maturity date, and continues to bear interest at a rate of 12% per annum. From December 8 to December 31, 2025, the Company accrued additional interest income of $27,604. As at December 31, 2025, the Promissory Note was deemed uncollectible and a credit loss of $3,748,164 was recognized on the notes receivable, reducing its carrying amount to nil to reflect its estimated fair value.

The Promissory Note receivable as of December 31, 2025 and 2024 is as follows:

		December 31, 2025		December 31, 2024
Opening Balance	$	3,383,244	$	3,022,258
Issuance of Promissory Note		-		-
Accrued interest income		364,920		360,986
Impairment loss of notes receivable		(3,748,164)		
Ending Balance	**$**	**-**		**3,383,244**

Expressed in Canadian dollars

12. SHARE CAPITAL

a) Authorized share capital

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

On November 7, 2025, the Company completed a ten (10) shares to one (1) share consolidation. As a result of the Consolidation, the 101,325,432 common shares have been reduced to 10,132,546 common shares.

b) Shares issued

For the year ended December 31, 2025 and 2024, there were no shares issued.

c) Shares to be issued

For the year ended December 31, 2025 and 2024, there were $90,000 shares to be issued (Note 9).

d) Warrants

A summary of the warrant activity for the year ended December 31, 2025 and the year ended December 31, 2024 is as follows:

	Number of warrants	Weighted average exercise price ($)	Weighted average remaining life (years)
Balance, December 31, 2022 and 2023	4,000,000	0.60	0.21
Expired, March 17, 2024	(4,000,000)	0.60	0.21
Balance, December 31, 2024/2025	**-**	**-**	**-**

As at December 31, 2025 and 2024, warrants outstanding were nil.

e) Stock options

During the year ended December 31, 2025, the Company recorded share-based compensation of ($43,863) (December 31, 2024: $4,298) relating to the ongoing vesting of stock options.

A summary of stock option activity for the year ended December 31, 2025 and the year ended December 31, 2024 is as follows:

	December 31, 2025		**December 31, 2024**	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Balance, beginning of the year	-	-	575,000	$0.50
Granted	-	-	-	-
Expired (September 23, 2024)	-	-	(575,000)	$0.50
Forfeited	-	-	-	-
Balance, end of the year	**-**	**-**	**-**	**-**

Expressed in Canadian dollars

12. SHARE CAPITAL (continued)

As at December 31 , 2025, options outstanding were nil (December 31, 2024: nil).

On December 23, 2024, the Company's shareholders approved the Omnibus Equity Incentive Plan (the "Equity Plan"). The maximum number of shares which may be reserved and set aside for issuance upon of stock potions awards will be

10% of the Company's issued and outstanding shares of capital. The stock option portion of the Equity Plan is a "rolling" maximum option plan, and any increase or decrease or reduction in the number of outstanding shares will result in an increase or decrease, respectively, in the number of shares that are available to be issued as stock options.

The maximum number of shares that may be reserved for issuance under fixed share awards is 1,013,254 (10% of the Company's issued and outstanding shares as of the date of board approval). This is a fixed maximum which will not increase or decrease depending on the number of outstanding Shares. Combined with the 10% rolling stock option portion of the Equity Plan, there will be an aggregate maximum of 2,026,508, or approximately 20% of the Company's issued and outstanding share capital, available for grant under the Equity Plan.

13. GENERAL AND ADMINISTRATION EXPENSES

	For the year ended December 31,	
	2025	**2024**
Consulting fees	$ 344	$ 488
Filing fees	16,355	14,230
Investor relations & shareholder info	1,538	-
Management fees	162,639	244,445
Office and miscellaneous	22,162	42,346
Professional fees	108,539	78,423
Total	**$ 311,577**	**$ 379,932**

14. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern to support its operations and exploration. The Board of Directors does not establish a quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the business. In the management of capital, the Company considers its capital to be the components of shareholders' equity, loans payable, and loans payable to related parties.

The properties in which the Company currently has an interest are in the exploration stage; as such, the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the year ended December 31, 2024. There are no external restrictions on the management of capital.

15. FINANCIAL RISK MANAGEMENT

The Company's financial instruments are exposed to certain financial risks, including market risk, credit risk and liquidity risk. This note describes the Company's objectives, policies, and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receive quarterly reports from the Company's Chief Financial Officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, polices and processes for managing those risks or the methods used to measure them from previous reported periods unless otherwise stated in the note. The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below.

a) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as foreign currency exchange, interest rates, commodity risk and equity price risk.

(i) Foreign currency risk:

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar and Argentine peso as well as the Canadian dollar and the U.S. dollar will affect the Company's operations and financial results. The operating results and financial position of the Company are reported in Canadian dollars. The Company's operations are in Canada and Argentina.
Exposure to foreign currency risk increased overall during the period due to an increase in trade payables denominated in U.S. dollars, this is partially offset by a reduction in cash held in both foreign currencies.

As at December 31, 2025, if the Canadian dollar had weakened 5% against the U.S. dollar, with all other variables held constant, comprehensive gain would have been approximately $33,151 worse. Conversely, if the Canadian dollar had strengthened 5% against the U.S. dollar, with all other variables held constant, comprehensive gain would have improved by $33,151. Similarly, if the Canadian dollar had weakened 5% against the Argentine Peso, with all other variables held constant, comprehensive gain would have been approximately $1,193 worse. Conversely, if the Canadian dollar had strengthened 5% against the Argentine Peso, with all other variables held constant, comprehensive gain would improved by $1,193.

(ii) Interest rate risk:

Interest rate risk is the risk that future cash flows will fluctuate because of changes in market interest rates. The Company does not have any variable rate debt. The interest earned on cash and cash equivalents is insignificant and the Company does not rely on interest to fund its operations. As a result, the Company is not exposed to significant interest rate risk.

15. FINANCIAL RISK MANAGEMENT (continued)

(iii) Commodity price risk:

Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company is exposed to commodity price risk with respect to the underlying value of the minerals of the assets the Company is exploring. The Company closely monitors commodity price movements to determine the appropriate course of action to be taken by the Company.

(iv) Equity price risk:

Equity price risk is the risk of a reduction in the market price of shares. The Company is exposed to the risk of equity prices fluctuating as it holds an investment in associate where its shares are publically traded on the Canadian Securities Exchange. As December 31, 2025, there were 120,000 unrestricted shares trading at $0.15 a common share where a 5% fluctuation in price would result in a $900 change in market value.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk for the Company consist primarily of cash, other receivables and promissory note receivable. The Company believes it has no significant credit risk related to its cash as the majority of its cash is held at a large Canadian bank. The Company's other receivables consist mainly of input tax credits receivable from the Government of Canada and the Government of Argentina. The Company has recorded a credit loss of $3,748,164 for its promissory note receivable.

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. As at December 31, 2025, the Company had cash of $21,246 and a working capital deficit $6,953,420 to settle current liabilities of $7,014,988. The Company's continuation as a going concern is contingent on the completion of financings to adequately cover the Company's working capital deficit and planned exploration activities. Although it has been successful at raising funds in the past, there is no assurance it will be able to do so in the future. These factors comprise a material uncertainty which cast significant doubt about the Company's ability to continue as a going concern (Note 2).

All the Company's financial liabilities as at December 31, 2025 were due on demand.

Expressed in Canadian dollars

16. BASIS OF FAIR VALUE

The Company's financial instruments consist of cash, other receivables, loan receivable, investment in associate, investments, promissory note receivable, trade payables and other liabilities, loans payable, loans payable to related parties and promissory note. The fair value of the Company's accounts and other receivables, loan receivable, promissory note receivable, trade payables and other liabilities, loans payable, loans payable to related parties and promissory note approximate their carrying values, which is the amount on the consolidated statements of financial position, due to their short-term maturities or ability of prompt liquidation.

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's cash is measured at fair value under the fair market hierarchy, based on level 1 quoted prices in active markets for identical assets.

The Company's investment in associate is measured at fair value through profit or loss based on level 1 quoted prices in active markets for identical assets and investments are based on level 2 significant other observable inputs.

The Company's investments are measured as follows under the fair market hierarchy:

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Aggregate fair value
As at December 31, 2025:				
Cash	$ 21,246	$ -	$ -	$ 21,246
Investment in Associate	945,000	-	-	945,000
As at December 31, 2024:				
Cash	$ 3,504	$ -	$ -	$ 3,504
Investment in Associate	1,678,745	-	-	1,678,745
Investments	$ -	$ 3,000,000	$ -	$ 3,000,303

The inputs and assumptions used to value investments using level 2 inputs were based on the transaction value between two arms-length parties and the price per share for the private placements used as a comparable method for the fair value of the financial instrument. The investment was initially recorded at the transaction price, being the fair value at the time of acquisition. Thereafter, at each reporting period, the fair value of these common shares may, depending upon circumstances, be adjusted with unrealized gains and losses recognized through profit or loss. Judgement was used in determining the fair value (Note 4).

Expressed in Canadian dollars

17. INCOME TAXES

The differences between tax recovery for the 2025 and 2024 years ended and the expected income tax recovery based on statutory rates arise as follows:

	December 31, 2025	December 31, 2024
Income (Loss) before income tax	$ (7,825,643)	$ (764,064)
Expected tax income (recovery) based on statutory rate of 27% (2022 – 27%)	$ (2,113,000)	$ (201,000)
Effect of higher statutory tax rate for foreign subsidiaries	1,000	1,000
Permanent and other differences	2,004,000	35,000
Adjustment to prior years provision versus staturory tax returns and expiry of losses	133,000	(1,155,000)
Other	1,000	-
Change in deferred tax assets	(26,000)	1,320,000
Total income tax recovery	**$ -**	**$ -**

The nature and tax effect on the temporary differences giving rise to potential deferred tax assets at December 31, 2025 and 2024 are as follows:

	December 31, 2025	December 31, 2024
Non-capital carry forwards	$ 2,329,000	$ 2,379,000
Resource properties	275,000	251,000
Other deductible temporary differences	-	-
	2,604,000	2,630,000
Less: unrecognized deferred tax assets	(2,604,000)	(2,630,000)
Total	**$ -**	**$ -**

At December 31, 2025, the Company had accumulated Canadian non-capital losses of $8,184,000 (2024 - $8,270,000) and Argentine net operating losses of $370,000 (2024- $583,000) for income tax purposes which may be deducted in the calculation of taxable income in future years. These losses expire from 2026 to 2045. Canadian non-capital losses expire 20 years after the year of incurrence while Argentine net operating losses expire 5 years after incurrence. The potential benefit of these non-capital loss carry-forwards has not been recognized in these financial statements as it is not considered probable that sufficient future taxable profit will allow the deferred assets to be recovered.

18. SUBSEQUENT EVENTS

On January 9, 2026, Shashank Bhatt was appointed as Chief Executive Officer (CEO) and director of the company, replacing Roger Lui in both positions.

On March 31, 2026 , the Company disposed of direct ownership of 120,000 common shares of its investment in associate at a price of $0.10 per common share for total aggregate consideration of $12,000.

On March 30, 2026, the Company entered into an option and exploration agreement to acquire a 100% interest in the Ginette mining property, a 4,951-hectare precious metals exploration project located in Santa Cruz Province, Argentina. Under the terms of the agreement, the Company was granted exclusive exploration rights for a three-year period and an option to acquire a 100% interest in the property. As consideration, the Company will issue 3,950,000 common shares at a deemed price of $0.15 per share, for an aggregate deemed value of $592,500, subject to regulatory approval, including acceptance by the TSX Venture Exchange.