NEVGOLD CORP.

Condensed Consolidated Interim Financial Statements

Three and Six Months ended June 30, 2025 and 2024

(Unaudited - Expressed in Canadian Dollars unless Otherwise Stated)

NOTICE TO READERS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The unaudited condensed interim financial statements have been prepared using accounting policies in compliance with International Financial Reporting Standards for the preparation of the condensed interim financial statements and are in accordance with IAS 34 – Interim Financial Reporting.

The Company's independent auditor has not performed a review of these unaudited condensed interim financial statements in accordance with standards established by the Canadian Chartered Professional Accountants for a review of interim financial statements by an entity's auditor.

NEVGOLD CORP.

Condensed Consolidated Interim Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

	Note	June 30, 2025	December 31, 2024
		$	$
Assets			
Current assets:			
Cash and cash equivalents		3,836,254	1,140,125
Receivable		73,659	152,068
Prepaid expense		39,441	44,071
		3,949,354	1,336,264
Non-current assets:			
Prepaid expense		7,965	8,400
Property and equipment	4	36,572	38,096
Right of use assets	7	86,307	116,772
Exploration and evaluation assets	5	27,415,527	27,796,106
Reclamation bond	6	25,520	20,485
Total assets		31,521,245	29,316,123
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable and accrued liabilities		894,498	1,567,464
Derivative liability - convertible debenture	8	388,889	388,889
Liabilities - flow through shares		521,759	491,759
Convertible debenture	8	3,426,405	3,153,187
Lease obligation, current	7	85,620	78,818
		5,317,171	5,680,117
Non-current liabilities:			
Lease obligation, non-current	7	34,492	81,145
Total liabilities		5,351,663	5,761,262
Shareholders' equity:			
Share capital	5,8,9	32,502,246	27,266,427
Reserve	9	6,002,445	5,252,174
Accumulated other comprehensive loss		749,616	1,717,240
Non-controlling interest	10	805,348	805,348
Deficits		(13,890,073)	(11,486,328)
Total shareholders' equity		26,169,582	23,554,861
Total liabilities and shareholders' equity		31,521,245	29,316,123
Commitments	14		

These consolidated financial statements were authorized for issue by the Board of Directors on August 26, 2025.
They are signed on behalf of the Board of Directors by:

"Brandon Bonifacio" — Director, President and CEO

"Victor Bradley" — Director

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

NEVGOLD CORP.

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Unaudited Expressed in Canadian dollars, except number of shares)

	Note	Three months ended June 30, 2025	Three months ended June 30, 2024	Six months ended June 30, 2025	Six months ended June 30, 2024
		$	$	$	$
Accretion	8	141,888	3,645	278,295	7,587
Business development		963,118	160,731	1,027,488	325,997
Consulting fees and salaries	11	169,250	(126,640)	275,500	3,610
Depreciation	4,8	17,387	17,093	35,393	34,180
Occupancy, administrative, and general expenses		19,741	47,813	39,588	91,493
Transfer agents and listing fees		55,164	(1,725)	73,941	37,896
Professional fees		104,094	1,289	127,741	17,679
Share-based compensation	9	501,113	-	515,799	-
Loss before the following items:		(1,971,755)	(102,206)	(2,373,745)	(518,442)
Impairment on mineral properties		-	(591,124)	-	(591,124)
Interest income		-	1,202	-	5,249
Flow through share expenses		(12,000)	-	(30,000)	-
Net loss		(1,983,755)	(692,128)	(2,403,745)	(1,104,317)
Attributable to:					
Non-controlling interests		-	(169,495)	-	(169,505)
Shareholders of Nevgold Corp.		(1,983,755)	(522,633)	(2,403,745)	(934,812)
Net loss		(1,983,755)	(692,128)	(2,403,745)	(1,104,317)
Other comprehensive income (loss)		(1,202,313)	144,231	(967,624)	444,547
Comprehensive loss		(3,186,068)	(547,897)	(3,371,369)	(659,770)
Attributable to:					
Non-controlling interests		-	(169,495)	-	(169,505)
Shareholders of Nevgold Corp.		(3,186,068)	(378,402)	(3,371,369)	(490,265)
Comprehensive loss		(3,186,068)	(547,897)	(3,371,369)	(659,770)
Basic and diluted loss per share		$(0.02)	$(0.01)	$(0.02)	$(0.01)
Weighted average number of outstanding common shares, basic and diluted		100,245,325	93,905,193	97,263,255	91,936,873

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

NEVGOLD CORP.

Condensed Consolidated Interim Statements of Cash Flows

(Unaudited - Expressed in Canadian dollars)

	Six months ended June 30,	
	2025	2024
	$	$
Cash provided by (used in):		
Operating activities		
Net loss	(2,403,745)	(1,104,317)
Items not involving cash:		
Accretion expense	278,295	7,587
Depreciation	35,393	34,181
Impairment on mineral properties	-	591,124
Share-based compensation	515,799	-
Changes in non-cash working capital:		
Accounts payable and accrued liabilities	(628,964)	(283,433)
Prepaid expense	5,065	(189,153)
Receivable	78,409	36,013
Flow through share obligation	30,000	-
Net cash used in operating activities	(2,089,748)	(907,998)
Financing activities		
Payment of lease obligation	(38,977)	(37,380)
Share issuance for cash, net of cost	5,470,291	1,785,525
Net cash provided by financing activities	5,431,314	1,748,145
Investing activities		
Exploration and evaluation cost	(641,880)	(822,716)
Net cash used in investing activities	(641,880)	(822,716)
Effect of foreign exchange on cash	(3,557)	572
Increase in cash and cash equivalents	2,696,129	18,003
Cash and cash equivalents, beginning of period	1,140,125	151,520
Cash and cash equivalents, end of period	**3,836,254**	**169,523**
Cash and cash equivalent consist of:		
Cash	3,543,481	169,523
Cash equivalents (Redeemable GIC)	292,773	-
Cash and cash equivalents, end of period	**3,836,254**	**169,523**

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

NEVGOLD CORP.

Consolidated Interim Statements of Changes in Shareholders' Equity

(Unaudited - Expressed in Canadian dollars)

	Share capital		Reserve			Other Comprehensive		Non-Controlling	
	No. of Shares Oustanding	$	Subscription Receipt $	Warrant	Option $	Income $	Deficit $	Interest $	Total $
December 31, 2023	**76,139,569**	**$21,729,205**	**$280,000**	**$2,268,062**	**$2,174,504**	**$375,405**	**-$8,019,560**	**$1,003,527**	**$19,811,143**
Issuance of shares for acquisition of mineral properties	10,000,000	3,000,000	-	-	-	-	-	-	3,000,000
Issuance of shares for cash	7,343,750	2,282,222	(280,000)	10,153	-	-	-	-	2,012,375
Issuance of shares - Shares for Debt	421,875	135,000	-	-	-	-	-	-	135,000
Issued to Mercer (financing fee)	342,857	120,000	-	-	-	-	-	-	120,000
Translation of Subsidiary	-	-	-	-	-	1,341,835	-	-	1,341,835
Share based compensation	-	-	-	-	799,455	-	-	-	799,455
Loss of the period	-	-	-	-	-	-	(3,466,768)	(198,179)	(3,664,947)
December 31, 2024	**94,248,051**	**27,266,427**	**-**	**2,278,215**	**2,973,959**	**1,717,240**	**(11,486,328)**	**805,348**	**23,554,861**
Translation of Subsidiary	-	-	-	-	-	(967,624)	-	-	(967,624)
Issuance of shares for cash	20,000,000	5,235,819	-	234,472	-	-	-	-	5,470,291
Share based compensation	-	-	-	-	515,799	-	-	-	515,799
Loss of the period	-	-	-	-	-	-	(2,403,745)	-	(2,403,745)
June 30, 2025	**114,248,051**	**32,502,246**	**-**	**2,512,687**	**3,489,758**	**749,616**	**(13,890,073)**	**805,348**	**26,169,582**

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

1. Nature of Operations and Going Concern

On June 23, 2021, Silver Mountain Mines Inc. ("SMM") and Nevgold BC Holding Inc. ("Nevgold BC"), an entity formed by way of an amalgamation between Nevgold BC and Newco, a subsidiary of SMM, completed a business combination which was considered a reverse takeover ("RTO") whereby SMM is the legal parent and Nevgold BC is considered the acquirer. After the RTO, SMM has changed its name to Nevgold Corp. (the "Company" or "Nevgold").

Nevgold's principal business activity is the exploration of mineral properties in North America. The head office of the Company is located at Suite 801 - 1112 West Pender Street, Vancouver, BC V6E 2S1. Nevgold has not yet determined whether the projects contain mineral resources or mineral reserves that are economically recoverable.

Going concern

These consolidated financial statements have been prepared based on accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company is a resource exploration stage company, which does not generate any revenue and has been relying on equity-based financing to fund its operations. The Company incurred a net loss of $2,403,745 during the period ended June 30, 2025 (2024 - $1,104,317). The Company has incurred recurring losses since inception and, without revenue and cashflow, is therefore unable to finance its exploration activities business through these sources. Hence the Company requires additional financing either through equity or debt financing, sale of assets, joint venture arrangements or a combination thereof to meet its long-term business objectives. There is no assurance that sufficient future funding will be available on a timely basis or on terms acceptable to the Company. These conditions indicate the existence of material uncertainties that cast significant doubt as to the ability of the Company to meet its obligations as they come due, and accordingly, the appropriateness of the use of accounting principles applicable to a going concern is in significant doubt.

The application of the going concern concept is dependent upon the Company's ability to generate future profitable operations and maintain an adequate level of financial resources to discharge its ongoing obligations. Management seeks to raise capital, when necessary, to meet its funding requirements and has undertaken available cost-cutting measures. There can be no assurance that management's plan will be successful, as it is dependent on prevailing capital market conditions and the availability of other financing opportunities. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Statement of Compliance

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standards - 34 Interim Financial Reporting and should be read in conjunction with the annual financial statements for the year ended December 31, 2024, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and Interpretations of the International Financial Reporting Interpretations Committee.

Basis of preparation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments carried at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

These consolidated financial statements incorporate the accounts of the Company and its wholly owned subsidiaries as follows:

3. Material Accounting Policies (Continued)

Basis of preparation (continued)

Subsidiary Name	Interest Held as at June 30, 2025	Functional Currency
Nevgold USA Inc. ("Nevgold USA")	100%	US Dollars
Nevgold BC	100%	Canadian Dollars
Nutmeg Gold, LLC ("Nutmeg Gold")	100%	US Dollars
1416753 B.C. Ltd. ("141 BC")	70.3%	Canadian Dollars

A subsidiary is an entity in which the Company has control, where control requires exposure or rights to variable returns and the ability to affect those returns through power over the investees. All intercompany transactions and balances have been eliminated on consolidation.

Significant estimates and judgments

Apart from making estimates and assumptions as described below, the Company's management makes critical judgments in the process of applying its accounting policies that have a significant effect on the amounts recognized in the Company's consolidated financial statements. The significant judgments that the Company's management has made in the process of applying the Company's accounting policies, apart from those involving estimation uncertainties, that have the most significant effect include, but are not limited to:

- The indicators of impairment of long-lived assets

  Assets or cash-generating units ("CGUs") are evaluated at each reporting date to determine whether there are any indications of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's property, right of use assets and exploration and evaluation assets.

  Significant judgment is required when determining whether facts and circumstances suggest that the carrying amount of resource properties may exceed its recoverable amount. The retention of regulatory permits and licenses; the Company's ability to obtain financing for exploration and development activities and its future plans on the resource properties; current and future metal prices; and market sentiment are all factors considered by the Company.

  If such indication exists, an impairment test is conducted, where 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 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 inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

  In respect of the carrying value of property and right-of-use assets recorded on the consolidated statements of financial position, management has determined that it continues to be appropriately recorded, as there has been no obsolescence or physical damage to the assets and there are no indications that the value of the assets have declined more than what is expected from the passage of time or normal use.

- The determination of the Company and its subsidiaries' functional currency

  The determination of the functional currency for the Company and each of its subsidiaries was based on management's judgment of the underlying transactions, events, and conditions relevant to the primary economic environment of each entity.

3. Material Accounting Policies (Continued)

Significant estimates and judgments (continued)

- The recognition of deferred income tax assets

  Management applies judgment whether it is probable that taxable profit will be available in the near future against which a deductible temporary difference can be utilized.

- Going concern

  The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year as they fall due involves judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

- Right-of-use assets and lease obligations

  The Company applies judgment in determining whether the contract contains an identified asset, whether they have the right to control the asset, and the lease term. The lease term is based on considering facts and circumstances, both qualitative and quantitative, that can create an economic incentive to exercise renewal options. Management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option.

- Flow-through shares

  The Company is required to spend proceeds received from the issuance of flow-through shares on qualifying resource expenditures. Management's judgment is applied in determining whether qualified expenditures have been incurred. Differences in judgment between management and regulatory authorities could materially increase the flow-through share obligations and flow-through expenditure commitment.

- Convertible debenture

  Convertible debentures issued by the Company are allocated into corresponding debt, derivative and equity components at the date of issue. The Company fair values the derivative component first and then fair values the debt component using a discount cash flow model, the remaining residual value is then allocated to the equity component. The debt component is subsequently accreted to face value of the convertible debenture at the effective interest rate.

Management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of expenses during the reporting period. Significant areas requiring the use of management estimates include:

- The inputs used in the Black-Scholes model to calculate the fair value of options and warrants.
- Estimates are made in determining the fair value of assets acquired for non-monetary consideration.
- The incremental borrowing rate used to measure the lease obligations, specific to the asset, underlying currency, and geographic location involve estimates. Where the rate implicit in the lease is not readily determinable, the discount rate of the lease obligations is estimated using a discount rate similar to the Company's specific borrowing rate. This rate represents the rate that the Company would incur to obtain the funds necessary to purchase the asset of a similar value, with similar payment terms and security in a similar environment.
- Estimates of potential flow-through share penalties and obligations related to the shortfall of flow-through share expenditure requirements.

While management believes that these estimates are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

(Unaudited - Expressed in Canadian dollars)

3. Material Accounting Policies (Continued)

New Standards and Interpretations Adopted

The Company has not adopted new accounting standards since its recent year ended December 31, 2025.

4. Property

As at June 30, 2025 and December 31, 2024, the Company's property consisted solely of a building acquired with the RTO (Note 1). There was no addition nor disposition of property during the quarter. The Company incurred $3,048 of amortization expense during the year ended December 31, 2024 (2023 - $3,048). Details are as follows:

	Cost	Accumulated amortization	Net carrying value
	$	$	$
June 30, 2025	47,240	10,668	36,572
December 31, 2024	47,240	9,144	38,096

5. Exploration and Evaluation Assets

The continuity of the Company's exploration and evaluation assets are as follows:

	Ptarmigan	Option Project	Cedar Wash	Limo	Zeus	Nutmeg	
	BC, Canada	BC, Canada	Nevada, USA	Nevada, USA	Idaho, USA	Idaho, USA	Total
	$	$	$	$	$	$	$
December 31, 2023	**3,376,679**	**581,924**	**1,777,832**	**7,791,171**	**-**	**8,264,088**	**21,791,694**
Effect of change of foreign exchange	-	-	155,624	674,217	-	617,762	1,447,603
Acquisition and permit maintenance of mineral	-	-	74,998	318,789	438,834	3,260,705	4,093,326
Drilling	-	-	-	-	-	239,303	239,303
Exploration	10,561	9,200	18,708	84,746	106,658	41,244	271,117
Geo analysis	-	-	-	19,317	10,864	14,633	44,814
Technical Staff	-	-	-	247,906	-	251,467	499,373
Impairment	-	(591,124)	-	-	-	-	(591,124)
December 31, 2024	3,387,240	-	2,027,162	9,136,146	556,356	12,689,202	27,796,106
Effect of change of foreign exchange	-	-	(100,615)	(444,337)	(2,233)	(475,274)	(1,022,459)
Acquisition and maintenance of mineral properties	-	-	1,675	64,646	12,777	24,547	103,645
Drilling	-	-	-	76,143	-	123,604	199,747
Exploration	-	-	(10,561)	(5,816)	23,971	15,968	23,562
Geo analysis	-	-	-	3,144	30,000	6,848	39,992
Technical Staff	-	-	-	162,132	-	112,802	274,934
Total	**3,387,240**	-	**1,917,661**	**8,992,058**	**620,871**	**12,497,697**	**27,415,527**

5. Exploration and Evaluation Assets (Continued)

Limousine Butte and Cedar Wash Properties

The Company entered into an asset purchase and sale agreement ("Asset Purchase Agreement") dated December 14, 2020 with McEwen Mining Inc. and certain of McEwen Mining's affiliates (collectively, "McEwen") pursuant to which the Company acquired the Limousine Butte and Cedar Wash properties in Nevada. The Asset Purchase Agreement was closed on June 23, 2021 ("Closing Date") with the following terms:

- Payment of $700,000 total in three instalments from 2021 to 2023 (paid);
- Issuance 4,963,455 common shares at a fair value of $0.40 per share and 2,481,727 share purchase warrants of the Company (issued). The share purchase warrants had an exercise price of $0.60 per common share and term of 2 years;
- Granting McEwen a 0.5% Net Smelter Return ("NSR") Royalty on the Limousine Butte property; and
- Granting McEwen a 2.5% NSR Royalty on the Cedar Wash property, with specified options to reduce the percentage of the Cedar Wash NSR Royalty (Note 14).

Nutmeg Gold Property Idaho: Purchase Option Agreement and Exercise

On July 4, 2022, the Company closed an option and financing agreement (the "Option Agreement") with GoldMining Inc. ("GMI") relating to the acquisition of the Nutmeg Mountain Gold Project in Idaho (the "Option"). Under the Option Agreement, Nevgold, GMI, and their respective US subsidiaries agreed to a number of terms including share issuances and work commitments.

In January 2024, the Company completed the equity issuances and/or cash payments to GMI totaling $9 million, and total $2.25 million in qualifying expenditures made by the Company and exercised its option to acquire 100% of the Nutmeg Mountain Gold Project (the "Project").

Nevgold is also committed to a schedule of future success-based contingent payments totaling $7.5 million to GMI, payable in cash or shares at the discretion of Nevgold:

- $0.5 million on completion of a Preliminary Economic Assessment on the Project;
- $2.5 million on completion of a Preliminary Feasibility Study on the Project; and
- $4.5 million on completion of a Feasibility Study on the Project.

Zeus Copper Property, Idaho ("Zeus")

During the period ended June 30, 2025, the Company increased the size of the Zeus Copper Property by 1,000 hectares to approximately 2,900 hectares (29 square kilometers). These claims are located in Idaho approximately 40 kilometres northwest of the Nutmeg Gold Property.

(Unaudited - Expressed in Canadian dollars)

5. Exploration and Evaluation Assets (Continued)

Ptarmigan Property, BC

The Company acquired Ptarmigan Properties in 2021 upon the completion of the RTO (Note 1). This property is located in Purcell Mountains, approximately 35 kilometres west of the village of Radium Hot Springs in southeastern British Columbia. The Ptarmigan property was transferred in July 2023 to the Company's partially subsidiary, 141 BC.

Option Projects, BC

In May 2023, the Company closed an option agreement (the "Option Agreement") with Eagle Plains Resources Ltd. ("EPL"), whereby the Company's subsidiary 141 BC has an option (the "Option") to acquire a portfolio of mineral properties including two copper-gold-silver projects and three lithium projects in British Columbia (collectively, the "Option Projects") from EPL. f

On August 13, 2024, EPL terminated the Option Agreement, and as a result, the Company has fully impaired the Option Projects as at December 31, 2024 resulting in an impairment of $691,124 recorded in the year ended December 31, 2024.

6. Reclamation Bond

The accumulated amount paid for the surety bonds of the Company's mineral properties are as follows:

	June 30, 2025	**December 31, 2024**
Ptarmigan Property	$ 2,700	$ 2,700
Nutmeg Property	2,525	1,776
Cedar Wash and Limousine Butte Properties	20,295	16,009
Total	**$ 25,520**	**$ 20,485**

7. Right-of-Use Assets and Lease Obligations

The Company recognizes an asset (right to use the leased item) and a financial liability to account for its rentals with terms of more than 12 months, unless the underlying asset is of low value. The lease liabilities are measured at the present value of the remaining lease payments, discounted using the Company's estimated incremental borrowing rate, which was 8.00%. As at June 30, 2025 and December 31, 2024, the Company's recognized right-of-use assets and liabilities were mainly comprised of the present values of all future lease payments of a lease of an office located in Reno, US.

This lease started on November 15, 2021 and will end on November 30, 2026. The Company was charged $38,977 of rent during the quarter ended June 30, 2025 (2024- $37,380).

The continuity of the assets arising from this office lease is as follows:

	Six Months ended June 30, 2025	Year ended December 31, 2024
Balances, beginning of the period	$116,772	$ 177,703
Amortization	(30,465)	(65,832)
Effect of foreign exchange	-	4,901
Balances, end of the period	86,307	$ 116,772

(Unaudited - Expressed in Canadian dollars)

7. Right-of-Use Assets and Lease Obligations (Continued)

The continuity of the liabilities arising from this office lease is as follow:

	Six Months ended June 30, 2025	Year ended December 31, 2024
Balances, beginning of the period	$ 159,963	$ 210,736
Accretion of interest	5,077	13,963
Lease payments	(38,977)	(81,062)
Effect of foreign exchange	(5,951)	16,326
Balances, end of the period	120,112	$ 159,963
Current	$ 85,620	$ 78,818
Non-current	$ 34,492	$ 81,145

8. Convertible Debenture

On August 26, 2024, the Company closed an unsecured convertible debenture (the "Financing") with Mercer Street Global Opportunity Fund II, LP, managed by C/M Global GP, LLC ("Mercer") for gross proceeds of $3.5 million (the "First CD"). The principal amount of $3,500,000 is convertible into up to 10,000,000 common shares of the Company until August 30, 2026 ("maturity date"), at a conversion price equal to the greater of (i) 90% of the volume-weighted average price per share for the five consecutive trading days immediately prior to the applicable conversion notice date, and (ii) $0.35 per share.

The First CD was subject to an original issue discount of $650,000 which accrues over the 24-month term. The discount may be converted into Nevgold Shares at the election of Mercer. The Company is obligated to repay $4,150,000 on the maturity date if the First CD is not converted into common shares of the Company.

The carrying value of this First CD as at June 30, 2025 was $3,426,405 (12/31/2024 - $3,153,187) and an accretion expense of $273,218 has been recorded (2024 - $Nil).

The Company also issued 5,000,000 warrants ("Nevgold Warrant") (Note 9(c)), issued 342,857 common shares to Mercer (Note 9(b)) with a fair value of $120,000, and paid $65,666 in legal fees. Each Nevgold Warrant is exercisable by the holder thereof into one Nevgold Share at an exercise price of $0.525 per share until August 30, 2026.

The transaction cost associated with the liability of the First CD has been applied to offset the liability and the transaction cost of $20,468 associated with the derivative liability has been fully expensed during the year ended December 31, 2024.

For accounting purposes, the Financing with bonus warrants was considered a compound financial instrument and was allocated into corresponding derivative liability and debt components at the date of issue. On June 30, 2025, the carrying values of derivative liability was $388,889 (December 31, 2024 - $388,889) and debt of $3,286,887 (December 31, 2024 - $3,153,187). The Company fair valued the derivative component first using a level 2 measure of fair value, then the fair valued the debt component using a discounted cash flow model. There was no residual balance allocated to the equity component. The debt component is accreted to face value of the convertible debenture at the effective interest rate of 17%.

In accordance with IFRS Accounting Standards pursuant to IAS 1, the First CD in the amount $3,426,405 must be classified as a current liability as the settlement through conversion to common shares is at the option of Mercer and that conversion right is available to them at any time up to the maturity date. However, if Mercer decides to convert at the prescribed conversion price which can be no lower than $0.35 per common share before the maturity date, Mercer can only convert the First CD into common shares of the Company and will not be repaid in cash and thus there will be a corresponding decrease in working capital deficit. The working capital deficit as at June 30, 2025 was $1,361,297 (positive working capital of $2,065,108after excluding the effect of the convertible debenture).

(Unaudited - Expressed in Canadian dollars)

9. Share Capital and Reserves

(a) Authorized Share Capital

The Company has authorized an unlimited number of common shares with no par value.

(b) Issued Share Capital

2025

On May 29, 2025, the Company received gross proceeds of $6,000,000 with the issuance of 20,000,000 units at a price of $0.30 per unit. Each unit is comprised of 20,000,000 common shares and 10,000.000 warrants (the "Offering"). The Offering was conducted pursuant to the terms of an agency agreement between the Company and Clarus Securities Inc. (the "Agent"). Each warrant entitles the holder to purchase one common share at an exercise price of $0.45 for 24 months following the completion of the Offering on May 29, 2025. The Company has applied residual method and allocated $Nil for the issuance of 10,000,000 warrants to the Company's reserve.

In connection with the Offering, the Agents received a cash commission of $339,669 and 1,132,229 non-transferable compensation options on the gross proceeds of the Offering, other than with respect to purchasers on the Company's president's list. The Company also paid a cash finder's fee of $42,000 and issued 140,000 compensation options to an arm's length finder as consideration for locating certain purchasers on the Company's president's list. The number of compensation options issued is $1,272,229 and has a fair value of $234,472 which has been valued with Black-Scholes option pricing model with the use of the following assumptions: expected volatility of 84%; expected life of 2 years; risk-free interest rate of 2.6%; expected forfeiture rate of 0%; and expected dividend of $nil.

2024

During the year ended December 31, 2024, the Company issued the following common shares:

- 10,000,000 common shares issued to GMI with a fair value of $3,000,000 pursuant to the terms of the Nutmeg Mountain Gold Project Option Agreement (Note 5).
- 421,875 common shares issued with a fair value of $135,000 to settle a payable of $135,000 owing to an arm's-length supplier.
- 7,343,750 common shares issued for cash for gross proceeds of $2,350,000 with an issuance cost of $57,624 in cash. The Company also issued 135,375 warrants with fair value of $10,153 to brokers as commissions (Note 9 (c)). These broker warrants have an exercise price of $0.32 per share and will expire one year after issuance. As at December 31, 2024, in connection with the issuance of these 7,343,750 common shares, a total of $113,100 was collected subsequent to December 31, 2024.
- The Company issued 342,857 common shares with a fair value of $120,000 in connection with the issuance of the First CD (Note 8).

(c) Warrants

	Number	Warrant Reserve	Exercise Price
Balance, December 31, 2023	**6,194,859**	2,268,062	
Broker warrants issuance	135,375	10,153	$0.32
Flow-through warrants expired	(969,233)	-	$0.65
Broker warrants expired	(5,225,626)	-	$0.65-$0.85
Warrants issued (Note 8)	5,000,000	-	$0.525
Balance, December 31, 2024	**5,135,375**	**$2,278,215**	
Warrants issued – Offering	10,000,000	-	**$0.45**
Warrants Expired	(135,475)	**-**	**$0.32**
Balance June 30, 2025	**15,000,000**	**$2,278,215**	**$0.525**

(Unaudited - Expressed in Canadian dollars)

9. Share Capital and Reserves (Continued)

(c) Warrants (continued)

Warrants outstanding as at June 30, 2025 are summarized as follows:

Exercise price	Number of outstanding	Expiry date
$0.525	5,000,000	August 30, 2026
$0.450	10,000,000	May 29, 2027

As at June 30, 2025, the weighted average exercise price of the outstanding warrants was $0.475 per share (2024/12/31 - $0.50) with a remaining life of 1.67 years (2024/12/31 – 1.60 years).

(d) Share Purchase Options

The Company has a share purchase option plan under which employees, directors, and key consultants and/or advisors are eligible to be granted options. Under the share purchase option plan, which was approved by the shareholders, the maximum number of outstanding share purchase options under the plan is 10% of the number of the common shares outstanding. The number of share purchase options and the exercise price is set by the Company's Board of Directors based on the market value at the time of granting.

Options issued and outstanding are as follows:

	Number of Options	Exercise Price	Expiry date
Balance December 31, 2023	**5,116,000**	**$0.43**	
Stock options expired	(616,000)	$0.55	August 4, 2024
Stock options, issued November 27, 2024	3,400,000	$0.25	November 27, 2029
Stock options, issued November 27, 2024	625,000	$0.25	November 27, 2026
Balance December 31, 2024	**8,525,000**		
Stock options expired	(260,000)	$0.51	February 9, 2025
Stock options, issued June 12, 2025	2,600,000	$0.33	June 12, 2027 – June 12, 2030
Balance June 30, 2025	**10,865,000**		

On June 12, 2025, the Company granted 2,600,000 stock options to directors, officers and consultants of the Company. Each option has an exercise price of $0.33 per share at varying expiry dates between June 12, 2027 and June 12, 2030. Options granted to officers and directors vested immediately and 400,000 options granted to investor services providers vest 25% every three months following the date of grant over a 12-month period.

As at June 30, 2025, the weighted average exercise price of the outstanding stock options is $0.31 per share (2024/12/31 - $0.33) with a remaining life of 3.20 years (2024/12/31 – 2.91 years). Stock options outstanding as at June 30, 2025 are as follows:

Exercise price ($)	Number of outstanding	Expiry date
0.55	140,000	August 4, 2025
0.40	3,500,000	June 22, 2026
0.40	600,000	July 14, 2026
0.33	600,000	June 12, 2027
0.33	2,000,000	June 12, 2030
0.25	625,000	November 27, 2026
0.25	3,400,000	November 27, 2029
	10,865,000	

(Unaudited - Expressed in Canadian dollars)

9. Share Capital and Reserves (Continued)

(d) Share Purchase Options (continued)

2024

On November 27, 2024, the Company granted 4,025,000 stock options to certain directors, officers and consultants of the Company. Each option has an exercise price of $0.25 per share at varying expiry dates between November 27, 2026 and November 27, 2029. 3,775,000 vested immediately, and 250,000 options granted to investor relations service providers will vest in the amount of 25% every three months following the date of grant over a 12-month period.

The Company recorded stock-based compensation of $515,799 during the period ended June 30, 2025 (2024 - $Nil) to account for vesting of the stock options.

The fair value of the options was determined by using the Black-Scholes option pricing model with the following assumptions:

	2025	**2024**
Expected volatility	69%-159%	127%
Expected life	2-5 years	0.1-0.7 years
Risk-free interest rate	2.68-3.2%	2.97%
Expected forfeiture rate	0%	0%
Expected dividend	-	-

Expected volatility is based on the historical volatility of the Company's market share price. The risk-free rate of return is the yield on a zero-coupon Canadian Treasury Bill of a term consistent with the assumed option life. The expected average option term is the average expected period to exercise, based on the historical activity patterns for each individually vesting tranche.

10. Non-controlling Interest

The non-controlling interests represents third party partial ownership of 141 BC. The continuity of non-controlling interest is as follows:

Balance, December 31, 2023	$ 1,003,527
Share of net loss of 141 BC	(198,179)
Balance, December 31, 2024	**805,348**
Share of net loss of 141 BC	-
Balance, June 30, 2025	**$ 805,348**

As at June 30, 2025 and December 31, 2024, the Company owned 25,000,000 common shares of 141 BC (70.3 %) while non-controlling shareholders held 10,550,000 common shares (29.7%).

(Unaudited - Expressed in Canadian dollars)

11. Related Party Transactions

During the six months ended June 30, 2025 and 2024 the Company incurred the following transactions with key management members and the directors of the Company:

Six months ended June 30,	Nature	2025	2024
		$	$
Key management and a close family member	Consulting fees	143,500	163,500
Key management, directors, and a close family member	Share-based compensation	398,400	-
Director *(i)*	Professional fees	81,104	16,650

As at June 30, 2025 and December 31, 2024, the Company's accounts payable and accrued liabilities included the following amounts due to related parties:

	Nature	June 30, 2025	December 31, 2024
		$	$
Key management and a close family member	Consulting fees	11,582	284,582
EPL	Exploration cost	35,633	35,633
Director *(i)*	Professional fees	75,000	65,377

(i) *The professional fees were charged by a law firm of which a director is a partner.*

12. Financial Instruments

The Company's financial instruments are exposed to several financial and market risks, including credit, interest rate, liquidity, and commodity risks. The Company may, or may not, establish from time-to-time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale, and pattern of cash flow of its operations would warrant such hedging activities.

Fair value of financial instruments

The fair value hierarchy established by IFRS 13 *Fair Value Measurement* has three levels to classify the inputs to valuation techniques used to measure fair value described as follows:

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 assets or liabilities either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair values of the Company's cash and cash equivalents, receivable, accounts payable and accrued liabilities approximates their carrying values due to their short-term nature. The fair values of the Company's lease obligations and convertible debenture approximate their carrying values as they accounted for using market rates of interest. The derivative liability – convertible debenture is measured at fair value using Level 2 inputs.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The financial instruments that potentially subjects the Company to a significant concentration of credit risk is cash and cash equivalents and receivable. The Company mitigates its exposure to credit loss associated with cash and cash equivalents by placing its cash and cash equivalents in major financial institutions. The Company reviews receivable for evidence of non-collection on a regular basis.

(Unaudited - Expressed in Canadian dollars)

12. Financial Instruments (Continued)

Liquidity risk

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due or that it will be required to meet them at excessive cost. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash and cash equivalents are invested in business accounts, which are available on demand. The Company manages its liquidity risk mainly through raising funds from private placements and amounts from related parties. The Company's accounts payables and accrued liabilities had contractual maturities of less than 45 days and were subject to normal trade terms.

The Company's operating cash requirements are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner.

Commodity risk

The Company is subject to commodity price risk arising from the fluctuation of metal price beyond the Company's control. The Company may have difficulties to identify and acquire economically viable projects for the Company to invest in if metal prices are depressed for an extended period.

Interest rate risk

The Company is exposed to the risk that the value of financial instruments will change due to movements in market interest rates. As of June 30, 2025 and December 31, 2024, the Company did not have debt instruments exposed to variable interest rate. Interest rate risk is not significant.

Foreign currency risk

Foreign currency risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

As at June 30, 2025 and December 31, the Company's exposure to foreign currency risk on its financial instruments is as follows:

	June 30, 2025	**December 31, 2024**
Cash	US$65,400	US$9,176
Accounts payable and accrued liabilities	(338,300)	(713,447)
Lease liability	(88,300)	(111,169)
Net liabilities denominated in foreign currency	US$(361,200)	US$(815,440)
Canadian dollar equivalent	$(492,000)	$ (1,173,418)

A 10% change in the US dollar against the Canadian dollar at June 30, 2025 would have an impact of $49,000 (2024/12/31 - $117,000) to the Company's comprehensive loss.

(Unaudited - Expressed in Canadian dollars)

13. Segments

The Company operates primarily in one business segment, which is the exploration and development of resource properties located in two geographical areas, Canada and the United States.

As of June 30, 2025, a breakdown of the Company's non-current assets and liabilities by area is as follows:

June 30, 2025	USA	Canada	Total
	$	$	$
Prepaid expense, non-current	7,965	-	7,965
Property	-	36,572	36,572
Right-of-use assets	86,307	-	86,307
Exploration and evaluation assets	24,028,287	3,387,240	27,415,527
Reclamation bond	22,820	2,700	25,520
Convertible debenture	-	(3,426,405)	(3,426,405)
Lease obligations, non-current	(41,012)	-	(41,012)

December 31, 2024	USA	Canada	Total
	$	$	$
Prepaid expense, non-current	8,400	-	8,400
Property	-	38,096	38,096
Right-of-use assets	116,772	-	116,772
Exploration and evaluation assets	24,408,866	3,387,240	27,796,106
Reclamation bond	17,785	2,700	20,485
Convertible debenture	-	(3,153,187)	(3,153,187)
Lease obligations, non-current	(81,145)	-	(81,145)

(Unaudited - Expressed in Canadian dollars)

14. Commitments

Lease

The Company has a lease for office space. As at June 30, 2025 and December 31, 2024, minimum lease payments in relation to the office lease are payable as follows:

	June 30, 2025	December 31, 2024
Not later than 1 year	US$62,658	US$61,698
Later than 1 year and not later than 5 years	26,670	58,674
Total lease commitments	US$89,328	US$120,372
Canadian dollar equivalent	$121,800	$159,963

Flow-through exploration expenditures

In connection with the flow-through shares issued in 2022, the Company was required to incur $1,120,000 exploration expenditures on Ptarmigan Property or other BC mineral properties before December 31, 2023 pursuant to the look-back rule in accordance with Canadian income tax regulations. The full required expenditures have not been met as of December 31, 2024. As a result, the Company has accrued $521,759 in contingent flow-through share penalties and obligations for this non-compliance at June 30, 2025 (2024/12/31 - $450,002).

In connection with the flow-through shares issued in 2020, the Company received an assessment from the Canada Revenue Agency. As a result of the assessment, the Company has accrued $41,757 in contingent flow-through share penalties and obligations for this non-compliance at December 31, 2024 (2023 - $Nil).

Net Smelter Royalty

The Company has various royalties on its Limousine Butte Project in Nevada. There is a 2.5% Net Smelter Royalty Agreement ("NSR") with Franco-Nevada Corporation. On select claims at the project, the Company has a 1% NSR owed to Amselco Minerals Inc., and a 2.5% NSR owed to Teck Resources Limited. As part of the acquisition of Limousine Butte from McEwen, the Company granted a 0.5% NSR to McEwen on a majority of the claims (Note 5).

As part of the consideration for the acquisition of the Cedar Wash Project in Nevada from McEwen (Note 5), the Company granted a 2.5% NSR to McEwen. The royalty has buydown options of 0.5% for US$500,000, 0.5% for US$500,000, and a final 0.5% for US$750,000. If all buydown options are exercised, the NSR owed to McEwen on Cedar Wash is 1%.

In relation to the Nutmeg gold property, the property is subject to various royalties to the underlying landowners and a 0.5% NSR to Gold Royalty Inc. which was formerly held by GMI.

15. Contingent Liability

Nevgold USA settled legal claims with InterGeo Drilling, LLC ("InterGeo") with a payment of $205,469 (US$150,000), which was recorded in net loss during the year ended December 31, 2024.

16. Subsequent Event

On August 27, 2025 Nevgold completed a transaction (the "**Transaction**") whereby 5,000,000 shares of Nevgold were sold from GoldMining Inc ("**GoldMining**") to a group of institutional investors. Prior to the Transaction, GoldMining held, and had control and direction over, 24,068,350 common shares of the Company representing 21.1% of the Company's outstanding common shares. On completion of the Transaction, GoldMining holds, and has control and direction over, 19,073,350 common shares, representing approximately 16.7% of the Company's outstanding common shares. As part of the Transaction, GoldMining has agreed to a Standstill Agreement ("**Standstill**") prohibiting GoldMining or its affiliates from otherwise selling, transferring or disposing of Nevgold Shares for 18 months through open market transactions.