



METALSOURCE MINING INC.

(Formerly Silverfish Resources Inc.)

Condensed Consolidated Interim Financial Statements

For the three and nine months ended March 31, 2025 and 2024

(Expressed in Canadian Dollars)
(Unaudited)

Notice of No Auditor Review

The accompanying unaudited condensed consolidated interim financial statements were prepared by management and approved by the Board of Directors.

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

METALSOURCE MINING INC.

(Formerly Silverfish Resources Inc.)

Condensed Consolidated Interim Statements of Financial Position

(Expressed in Canadian dollars)

(Unaudited)

	March 31, 2025	June 30, 2024
ASSETS		
Current assets		
Cash	\$ 228,634	\$ 17,688
Amounts receivable	3,905	3,401
Prepaid expenses	5,000	-
	237,539	21,089
Non-current assets		
Exploration and evaluation assets (note 4)	2,577,157	2,728,378
	\$ 2,814,696	\$ 2,749,467
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 6)	\$ 31,461	\$ 229,122
SHAREHOLDERS' EQUITY		
Share capital (note 5)	4,938,645	4,135,770
Reserves (note 5)	19,157	57,178
Accumulated other comprehensive income	14	-
Deficit	(2,174,581)	(1,672,603)
	2,783,235	2,520,345
	\$ 2,814,696	\$ 2,749,467

NATURE OF BUSINESS AND CONTINUING OPERATIONS (note 1)

COMMITMENTS (note 10)

Approved on behalf of the Board:

"Michael Romanik"

Director

"Joseph Cullen"

Director

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

METALSOURCE MINING INC.

(Formerly Silverfish Resources Inc.)

Condensed Consolidated Interim Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

(Unaudited)

	Three Months Ended March 31		Nine Months Ended March 31	
	2025	2024	2025	2024
EXPENSES				
Consulting fees	\$ 36,000	\$ 36,000	\$ 127,645	\$ 108,000
General and administration	5,102	2,401	6,861	20,413
Listing fees	2,875	6,928	18,714	21,227
Management fees (note 6)	48,000	75,000	140,000	192,000
Professional fees	11,296	1,258	13,468	7,889
Rent	-	10,500	-	31,500
	(103,273)	(132,087)	(306,688)	(381,029)
OTHER INCOME (EXPENSE)				
Financing fee (note 9)	-	-	(19,157)	-
Gain on foreign exchange	122	-	75	-
Interest income	3	-	3	683
Loss on debt settlement (notes 5, 6)	-	-	(5,875)	-
Write-down of exploration and evaluation assets (note 4)	-	(273,710)	(227,514)	(273,710)
NET LOSS	\$ (103,148)	\$ (405,797)	\$ (559,156)	\$ (654,056)
OTHER COMPREHENSIVE INCOME				
Item which may be subsequently reclassified to profit or loss:				
Translation of foreign operations	6	-	14	-
TOTAL COMPREHENSIVE LOSS	\$ (103,142)	\$ (405,797)	\$ (559,142)	\$ (654,056)
LOSS PER SHARE (basic and diluted)	\$ (0.00)	\$ (0.01)	\$ (0.02)	\$ (0.03)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING				
(basic and diluted)	34,501,000	28,466,920	32,397,259	23,916,375

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METALSOURCE MINING INC.

(Formerly Silverfish Resources Inc.)

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity

(Expressed in Canadian dollars)

(Unaudited)

	Common shares			Accumulated Other Comprehensive Income	Deficit	Total equity
	Number of shares	Amount	Reserves			
Balance, June 30, 2023	14,600,000	\$ 1,330,870	\$ 57,178	\$ -	\$ (908,868)	\$ 479,180
Shares and warrants issued for cash	1,391,000	208,650	-	-	-	208,650
Shares issued for acquisition of exploration and evaluation assets – Aruba Property (notes 4 and 11)	13,000,000	2,470,000	-	-	-	2,470,000
Shares issued for exploration and evaluation assets	700,000	101,500	-	-	-	101,500
Net loss and comprehensive loss	-	-	-	-	(654,056)	(654,056)
Balance, March 31, 2024	29,691,000	\$4,111,020	\$ 57,178	\$ -	\$(1,562,924)	\$ 2,605,274
Balance, June 30, 2024	30,516,000	\$ 4,135,770	\$ 57,178	\$ -	\$(1,672,603)	\$ 2,520,345
Shares and warrants issued for cash	3,750,000	750,000	-	-	-	750,000
Shares issued for debt settlements	235,000	52,875	-	-	-	52,875
Commitment warrants issued (note 9)	-	-	19,157	-	-	19,157
Expired options	-	-	(57,178)	-	57,178	-
Net loss and comprehensive loss	-	-	-	14	(559,156)	(559,142)
Balance, March 31, 2025	34,501,000	\$ 4,938,645	\$ 19,157	\$ 14	\$(2,174,581)	\$ 2,783,235

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

METALSOURCE MINING INC.

(Formerly Silverfish Resources Inc.)

Condensed Consolidated Interim Statements of Cash Flows

(Expressed in Canadian dollars)

(Unaudited)

	Nine Months Ended March 31	
	2025	2024
OPERATING ACTIVITIES		
Net loss	\$ (559,156)	\$ (654,056)
Adjustment for items not involving cash:		
Financing fee	19,157	-
Loss on debt settlement	5,875	-
Write-down of exploration and evaluation assets	227,514	273,710
	(306,610)	(380,346)
Changes in non-cash working capital balances:		
Amounts receivable	(504)	37,923
Prepaid expenses	(5,000)	17,191
Accounts payable and accrued liabilities	(170,442)	75,009
Cash used in operating activities	(482,556)	(250,223)
INVESTING ACTIVITIES		
Exploration and evaluation assets	(56,431)	(86,990)
FINANCING ACTIVITIES		
Proceeds from the issuance of loans	40,000	-
Proceeds from issuance of shares and warrants	750,000	208,650
Repayment of loans	(40,000)	-
Cash provided by financing activities	750,000	208,650
Effect of foreign exchange on cash	(67)	-
CHANGE IN CASH	210,946	(128,563)
CASH, BEGINNING OF PERIOD	17,688	138,484
CASH, END OF PERIOD	\$ 228,634	\$ 9,921

Non-cash investing and financing activities:	2025	2024
Exploration and evaluation assets included in		
accounts payable and accrued liabilities	\$ 19,781	\$ 27,791
Issuance of common shares for debt settlements	\$ 47,000	\$ -
Supplemental cash flow information:	2025	2024
Interest paid (received)	\$ (3)	\$ (683)
Income taxes paid	\$ -	\$ -

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METALSOURCE MINING INC.

(Formerly Silverfish Resources Inc.)

Notes to the Condensed Consolidated Interim Financial Statements

For the three and nine months ended March 31, 2025 and 2024

(Expressed in Canadian dollars)

(Unaudited)

1. NATURE OF BUSINESS AND CONTINUING OPERATIONS

Metalsource Mining Inc. (formerly Silverfish Resources Inc.) (the "Company") was incorporated on August 18, 2020 under the laws of the Province of British Columbia. The Company's corporate office and its principal place of business is 700-838 W Hastings Street, Vancouver, British Columbia, Canada.

The Company's principal business activity is the acquisition and exploration of mineral property assets. As of March 31, 2025, the Company has yet to determine whether the Company's mineral property assets contain ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition.

The Company has a deficit of \$2,174,581 as of March 31, 2025, which has been funded by the issuance of equity. The Company's ability to continue its operations and to realize its assets at their carrying value is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These conditions indicate the existence of a material uncertainty which may cast significant doubt upon the Company's ability to continue as a going concern.

These condensed consolidated interim financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its obligations and continue its operations for its next fiscal year. These condensed consolidated interim financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the condensed consolidated interim financial statements. These adjustments could be material.

2. BASIS OF PREPARATION

Statement of compliance

These condensed consolidated interim financial statements have been prepared in accordance with IAS 34 "Interim Financial Reporting" as issued by the International Accounting Standards Board.

Approval of the financial statements

The condensed consolidated interim financial statements of the Company for the three and nine months ended March 31, 2025 and 2024 were reviewed by the Audit Committee and approved and authorized for issuance by the Board of Directors on May 12, 2025.

Basis of measurement

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value as explained in the accounting policies set out in Note 3.

The functional and presentation currency of the Company is the Canadian dollar.

METALSOURCE MINING INC.

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Notes to the Condensed Consolidated Interim Financial Statements

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2. BASIS OF PREPARATION (continued)

Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly owned Botswana subsidiary Red Ridge Mining Proprietary Limited ("Red Ridge"). All intercompany accounts and transactions between the Company and its subsidiary have been eliminated upon consolidation. The functional currency of Red Ridge is the Botswana Pula.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Critical accounting estimates and judgments

The preparation of these condensed consolidated interim financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed consolidated interim financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These condensed consolidated interim financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the condensed consolidated interim financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions, and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting estimates

Share-based payments

The valuation of compensation options requires estimation and assumptions for the inputs to the valuation model, including the term, volatility, and forfeiture rate. Changes in such assumptions and estimates could materially impact the recorded amounts.

Critical accounting judgments

Business combinations

The application of the Company's accounting policy for business combinations requires management to make certain judgments on a case-by-case basis as to the determination of the accounting method of an acquisition to determine if the assets acquired meet the definition of a business requiring the acquisition method of accounting for a business combination or an asset acquisition by application of the optional asset concentration test. Pursuant to this assessment, the acquisition of Red Ridge during the year ended June 30, 2024, was determined to be an asset acquisition (note 11).

Impairment of exploration and evaluation assets

The assessment of indications of impairment of the Company's exploration and evaluation assets and related determination of the recoverable amount and impairment of the Company's exploration and evaluation assets, where applicable.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Business combinations and asset acquisitions

The acquisition method of accounting is used to account for acquisitions of businesses and assets that meet the definition of a business under IFRS. Identifiable assets acquired and liabilities (including provisions) assumed in a business combination are measured initially at their fair values at the acquisition date. The excess of the cost of acquisition over the fair value of the identifiable assets acquired and liabilities and contingent liabilities assumed is recorded as goodwill. If the cost of the acquisition is less than the fair value of the net assets acquired, the difference is recognized immediately in profit or loss. Business combination associated transaction costs are expensed when incurred. In determining whether an entity meets the definition of a business, there is an optional concentration test which is a simplified assessment that results in the acquisition being an asset acquisition if substantially all of the fair value of the gross assets is concentrated in a single identifiable asset or a group of similar identifiable assets. If an entity chooses not to apply the concentration test, or the test is failed, then the assessment focuses on the existence of a substantive process, and the acquisition is accounted for as a business combination. The cost of an acquisition that does not meet the definition of a business under IFRS and does not qualify as a business combination is measured as the fair value of the consideration given and liabilities incurred or assumed at the date of exchange. No goodwill arises on an asset acquisition and the cost of the assets acquired and liabilities assumed are allocated to the assets and liabilities on the basis of their relative fair values at the date of purchase. Asset acquisition associated transaction costs are capitalized as a cost of the acquisition.

Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease based on whether the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Lessees are permitted to make an election for leases with a term of 12 months or less, or where the underlying asset is of low value, and not recognize lease assets and lease liabilities. For short term leases, the Company has elected to use this election, and has recognized rent expense associated with these leases on a straight-line basis over the lease term within profit or loss as occupancy costs.

Financial instruments

Financial assets

When the Company becomes party to a contract, financial assets are classified as measured at:

- i. Amortized cost;
- ii. Fair value through other comprehensive income ("FVOCI"); or
- iii. Fair value through profit or loss ("FVTPL").

Financial assets 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.

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

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial assets (continued)

Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification:

i. Amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at amortized cost.

ii. FVOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

The Company does not have any assets classified at FVOCI.

iii. FVTPL

Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss in the statement of loss and comprehensive loss in the period in which it arises.

The Company's cash is classified at FVTPL.

Impairment of financial assets

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, including reasonable and supportive forward-looking information.

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For the three and nine months ended March 31, 2025 and 2024

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(Unaudited)

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Financial instruments (continued)

Financial liabilities and equity

When the Company becomes party to a contract, debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and are measured at their fair value. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued are recorded at the proceeds received, net of direct issue costs.

Financial liabilities are classified as measured at (i) FVTPL; (ii) FVOCI; or (iii) amortized cost.

i. FVTPL

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred.

The Company does not classify any financial liabilities at FVTPL.

ii. FVOCI

The amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI and the remaining amount of the change in the fair value is presented in profit or loss.

The Company does not classify any financial liabilities at FVOCI.

iii. Amortized cost

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

The Company classifies its accounts payable and accrued liabilities and loans payable at amortized cost.

Derecognition of financial assets and liabilities

Financial assets are derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset, or when cash flows expire.

A write-off of a financial asset (or a portion thereof) constitutes a derecognition event. Write-off occurs when the Company has no reasonable expectations of recovering the contractual cash flows on a financial asset.

A financial liability is derecognized when the contractual obligation under the liability is discharged, cancelled or expires or its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

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Notes to the Condensed Consolidated Interim Financial Statements

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(Unaudited)

3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Exploration and evaluation assets

Pre-exploration costs or property investigation costs are expensed in the period in which they are incurred. Once the legal right to explore a property has been acquired, all costs related to the acquisition, exploration and evaluation are capitalized by property. Costs not directly attributable to exploration and evaluation activities, including general and administrative overhead costs, are expensed in the period in which they occur.

Management annually assesses carrying values of non-producing properties and properties for which events and circumstances may indicate possible impairment. Impairment of a property is generally considered to have occurred if the right to explore has expired or will expire in the near future, and is not expected to be renewed, substantive expenditure on the property is neither budgeted nor planned, exploration has not led to a commercially viable discovery and has been discontinued, and sufficient data exist to indicate that the carrying amount is unlikely to be recovered in full from successful development or by sale. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

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

Exploration and evaluation expenditures are classified as intangible assets.

Decommissioning, restoration and similar liabilities

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

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the units-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss.

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

The Company has no material restoration, rehabilitation and environmental obligations as the disturbance to date is immaterial.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Income taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the financial statements date, and includes any adjustments to tax payable or receivable in respect of previous years.

Deferred taxes are recorded using the liability method whereby deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the statement of financial position date. Deferred tax is not recognized for temporary differences which arise on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting, nor taxable profit or loss.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Loss per share

The Company presents basic and diluted loss per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. Basic and diluted loss per share excludes all of the Company's common shares from the weighted average shares calculation that are contingently returnable.

Share capital

Common shares, options and warrants are classified as equity. Transaction costs directly attributable to the issuance of common shares, options and warrants are recognized as a deduction from equity, net of any tax effects.

The Company bifurcates units which consist of common shares and share purchase warrants using the residual value approach, whereby it measures the common share component of the unit at fair value using the trading price on the date of grant and then allocates the residual value, if any, of the units over the fair value of the common shares to the warrant component. The value of the warrant component is credited to reserves. When warrants are exercised, the corresponding value is transferred from reserves to share capital. When warrants expire unexercised or are cancelled, the applicable amounts recorded in reserves are reclassified to deficit.

Warrants issued as finders' and agents' fees, including agents' compensation options issued during the initial public offering, are recorded at fair value measured using the Black-Scholes option pricing model.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Share issuance costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

Share-based payments

The Company may grant stock options to acquire common shares 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 granted to employees and others providing similar services is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized in expense and reserves over the vesting period. Consideration paid for the shares along with the fair value recorded in reserves on the exercise of stock options is credited to share capital. When stock options expire unexercised or are cancelled, the applicable amounts recorded in reserves are reclassified to deficit.

The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and the fair value of some or all of the goods or services received by the entity cannot be estimated reliably, the equity instruments are measured at the fair value of the share-based payment. Otherwise, share-based payment transactions are measured at the fair value of goods or services received.

Where the terms and conditions of options are modified, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Flow-through shares

Resource expenditure deductions for income tax purposes may be renounced to investors in accordance with income tax legislation for flow-through share arrangements. On issuance of flow-through common shares, the Company bifurcates the flow-through share proceeds into: (i) share capital, for the fair value of common shares without a flow-through feature (based on quoted trading prices), and (ii) a flow-through share premium liability, for the amount investors pay for the flow-through feature (in excess of the quoted trading price of the common shares). As resource expenditures are incurred, the Company derecognizes the liability and recognizes other income.

Proceeds from the issuance of flow-through shares are restricted, to be used only for Canadian resource expenditures, and must be incurred within a two-year period before a 10% penalty tax applies on any unspent amount that has been renounced.

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3. MATERIAL ACCOUNTING POLICY INFORMATION (continued)

Foreign currency translation

Foreign currency transactions are initially recorded in the individual entity's functional currency at the transaction date exchange rate. At period end, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the period-end exchange rate. All foreign currency adjustments are recognized in profit or loss.

Financial statements of subsidiaries for which the functional currency is not the presentation currency are translated into Canadian dollars. All asset and liability accounts are translated at the period end exchange rate and all earnings and expense accounts and cash flow statement items are translated at average exchange rates for the period. The resulting translation gains and losses are recorded as foreign currency translation adjustments in other comprehensive income or loss.

Standards, amendments and interpretations to existing standards that are not yet effective and have not been adopted early by the Company

At the date of authorization of these condensed consolidated interim financial statements, several new, but not yet effective, standards and amendments to existing standards, and interpretations have been published by the IASB. None of these standards or amendments to existing standards have been adopted early by the Company. Management anticipates that all relevant pronouncements will be adopted for the first period beginning on or after the effective date of the pronouncement. New standards, amendments and interpretations not adopted in the current period are not expected to have a material impact on the Company's condensed consolidated interim financial statements.

4. EXPLORATION AND EVALUATION ASSETS

Aruba Property

On September 26, 2023, the Company acquired a 100% interest in 5 prospecting licenses totaling approximately 4,663 km² in South-Central Botswana, 200 km west of the coeval Busvhveld Complex in neighboring South Africa (see note 11).

Eastmain Property

On October 8, 2020 and amended on September 23, 2021, December 31, 2021 and December 11, 2023, the Company entered into a Mineral Property Option Agreement (the "Option Agreement") with Blair Naughty (the "Optionor") pursuant to which the Company has an option to acquire a 100% interest in 42 mineral claims known as the Eastmain Property located in the Province of Québec (the "Claims"). In consideration of the Optionor agreeing to amend the option agreement on December 11, 2023, the Company issued 125,000 common shares during the year ended June 30, 2024.

Under the terms of the Option Agreement, in order to earn the 100%, the Company has to make cash payments totaling \$15,000, issue 725,000 common shares and incur \$225,000 of exploration expenditures on the Claims as follows:

- a. pay \$15,000 on signing of the option agreement (paid);
- b. issue 250,000 common shares on or before June 30, 2023 (issued);
- c. issue an additional 475,000 common shares on or before December 30, 2023 (issued);
- d. incur \$75,000 of exploration expenditures on or before December 30, 2024 (incurred); and
- e. incur an additional \$150,000 of exploration expenditures on or before June 30, 2025.

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(Expressed in Canadian dollars)

(Unaudited)

4. EXPLORATION AND EVALUATION ASSETS (continued)

Eastmain Property (continued)

Under the terms of the Option Agreement, the Optionor has granted the Company the option to acquire all rights, title and interest in the Claims. In addition, the Claims are subject to a Net Smelter Return royalty (the "NSR") of 3% subject to the Company's right to purchase, at any time, a two-thirds interest in the Optionor's NSR for cash consideration of \$2,000,000, leaving the Optionor with a 1% NSR.

During the year ended June 30, 2024, the Company wrote down the value of the Eastmain Property in the amount of \$273,710, leaving a nominal value of \$1.

During the period ended March 31, 2025, the Company elected to terminate its option and recorded a write-down of \$1.

Summit Old Timer Property

On December 16, 2021 and as amended on October 25, 2022 and December 11, 2023, the Company entered into a mineral property option agreement (the "Option Agreement") with Rockland Resources Ltd. (the "Optionor") pursuant to which the Company has an option to acquire 75% interest in the Summit Old Timer Property located in the Province of British Columbia (the "Claims"). The Option Agreement makes reference to a mineral property option agreement dated May 21, 2020, and amended November 9, 2021 and December 4, 2021, between Brian William Scott (the "Head Optionor") and the Optionor (the "Head Option Agreement"). In consideration of the Optionor agreeing to amend the option agreement on December 11, 2023, the Company issued 100,000 common shares during the year ended June 30, 2024 (2023 – 50,000 common shares in consideration for the October 25, 2022 amendment).

Under the terms of the Option Agreement, in order to earn the 75%, the Company has to make cash payments totaling \$72,500 issue 1,350,000 common shares and incur \$1,350,000 of exploration expenditures on the Claims as follows:

- a. pay \$7,500 and issue 100,000 common shares on the earlier of: (i) listing of the Company's common shares on the Canadian Securities Exchange, and (ii) June 30, 2022 (paid and issued);
- b. pay an additional \$15,000 and issue an additional 250,000 common shares on or before December 15, 2022 (paid and issued);
- c. incur \$100,000 of expenditures on the claims by September 30, 2024 (incurred);
- d. pay an additional \$50,000 and issue an additional 1,000,000 common shares on or before December 15, 2024;
- e. incur a further \$250,000 of expenditures on the Claims by September 30, 2025; and
- f. incur a further \$1,000,000 of expenditures on the Claims by September 30, 2026.

Under the terms of the Head Option Agreement, the Head Optionor will be entitled to a 2% net smelter returns royalty, as defined in the Head Option Agreement (the "Royalty"), subject to the Optionor's right to purchase a one-half interest in the Royalty in accordance with the terms of the Head Option Agreement.

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4. EXPLORATION AND EVALUATION ASSETS (continued)

Summit Old Timer Property (continued)

Upon the Company acquiring a 75% undivided interest in the Summit Old Timer Property pursuant to the terms of the Head Option Agreement and the Option Agreement, the Company and the Head Optionor will be deemed to have formed a joint venture for the purposes of the continued exploration of the Summit Old Timer Property.

During the period ended March 31, 2025, the Company elected to terminate its option and recorded a write-down of \$227,513.

	Aruba	Eastmain	Summit Old Timer	Total
		\$	\$	\$
Balance, June 30, 2023	-	186,711	127,518	314,229
Acquisition costs				
Shares	2,470,000	87,000	14,500	2,571,500
Other	29,286	-	-	29,286
Exploration costs				
Prospecting	-	-	85,495	85,495
Geological consulting	1,578	-	-	1,578
Write-down	-	(273,710)	-	(273,710)
Balance, June 30, 2024	2,500,864	1	227,513	2,728,378
Acquisition costs				
Other	2,140	-	-	2,140
Exploration costs				
Geological consulting	10,910	-	-	10,910
Prospecting	63,162	-	-	63,162
Write-down	-	(1)	(227,513)	(227,514)
Impact of foreign currency translation	81	-	-	81
Balance, March 31, 2025	2,577,157	-	-	2,577,157

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5. SHARE CAPITAL

Authorized

Unlimited number of common shares without par value.

Issued and outstanding

As of March 31, 2025, there were 34,501,000 (2024 - 29,691,000) common shares issued and outstanding.

During the nine months ended March 31, 2025:

- I. On November 22, 2024, the Company issued, pursuant to a private placement, 3,750,000 units at a price of \$0.20 per unit for gross proceeds of \$750,000. Each unit consists of one common share and one-half of a warrant. Each whole warrant allows the holder to purchase one additional common share at a price of \$0.30 per share for a period of 24 months. The warrants were valued at \$Nil using the residual value method.
- II. On December 3, 2024, the Company issued 235,000 common shares with a fair value of \$0.225 per share (\$52,875 total) to settle \$47,000 of accounts payable for past services rendered a certain related party and a consultant of the Company and recorded a loss on debt settlement of \$5,875.

During the nine months ended March 31, 2024:

- I. On September 26, 2023, the Company issued 13,000,000 common shares with a fair value of \$0.19 per share (\$2,470,000 total) in respect of the acquisition of Red Ridge in order to acquire exploration and evaluation assets (Aruba Property) (notes 4 and 11).
- II. On December 20, 2023, the Company issued 475,000 common shares with a fair value of \$0.145 per share (\$68,875 total) pursuant to the Eastmain Property option agreement (note 4).
- III. On December 20, 2023, the Company issued 125,000 common shares with a fair value of \$0.145 per share (\$18,125 total) in consideration of the December 11, 2023 amendment to the Eastmain Property option agreement (note 4).
- IV. On December 20, 2023, the Company issued 100,000 common shares with a fair value of \$0.145 per share (\$14,500 total) in consideration of the December 11, 2023 amendment to the Summit Old Timer Property option agreement (note 4).
- V. On February 28, 2024, the Company issued, pursuant to a private placement, 1,391,000 units at a price of \$0.15 per unit for gross proceeds of \$208,650. Each unit consists of one common share and one-half of a warrant. Each whole warrant allows the holder to purchase one additional common share at a price of \$0.30 per share for a period of 24 months. The warrants were valued at \$Nil using the residual value method.

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5. SHARE CAPITAL (continued)

Escrow

As of March 31, 2025, included in the shares outstanding, there were 622,500 (2024 - 1,867,500) common shares and 360,000 (2024 - 1,080,000) warrants held in escrow. The shares and warrants held in escrow are released over a period of 36 months following the initial public offering.

Stock options

The Company has an incentive Stock Option Plan (the "Option Plan") pursuant to which the Board may, from time to time, grant options to directors, officers, employees and consultants of the Company. The number of common shares granted under each option and the vesting terms thereof are at the discretion of the Board after discussion with management. Options granted under the Option Plan must have a term of no more than ten years from the date of grant. The exercise price of each option granted under the Option Plan is at the discretion of the Board, provided that the exercise price cannot be below the market price on the date of grant. The number of common shares that may be optioned under the Option Plan is limited to 10% of the outstanding common shares from time to time; provided, that any one participant under the Option Plan shall not be entitled to receive options to acquire an aggregate of greater than 5% (10% in the case of insiders, 2% in the case of consultants and 2% in the case of those providing investor relations services) of the outstanding common shares in any 12-month period.

As of March 31, 2025, the Company had Nil (2024 - Nil) stock options outstanding and exercisable to acquire common shares of the Company.

Restricted share units

The Company has a 10% rolling Restricted Share Unit Plan ("RSU Plan") whereby the Company may issue up to 10% of its issued capital as RSUs to eligible directors, officers and consultants of the Company.

As of March 31, 2025, the Company had Nil (2024 - Nil) RSUs outstanding and exercisable to acquire common shares of the Company.

Compensation options

A continuity schedule of outstanding compensation options is as follows:

	Number Outstanding	Weighted Average Exercise Price
Balance, June 30, 2023 and 2024	360,000	\$ 0.25
Expired	(360,000)	0.25
Balance, March 31, 2025	-	\$ -

As of March 31, 2025, the Company had Nil (2024 - 360,000) compensation options outstanding and exercisable to acquire common shares of the Company.

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5. SHARE CAPITAL (continued)

Warrants

A continuity schedule of outstanding warrants is as follows:

	Number Outstanding	Weighted Average Exercise Price
Balance, June 30, 2023	2,400,000	\$ 0.03
Issued	695,500	0.30
Exercised	(825,000)	0.03
Balance, June 30, 2024	2,270,500	\$ 0.11
Issued	2,075,000	0.29
Balance, March 31, 2025	4,345,500	\$ 0.20

As of March 31, 2025, the Company had warrants outstanding and exercisable to acquire common shares of the Company as follows:

Expiry Date	Number of warrants	Exercisable	Exercise Price
January 26, 2026	1,575,000	1,215,000	\$ 0.03
February 28, 2026	695,500	695,500	\$ 0.30
November 22, 2026	1,875,000	1,875,000	\$ 0.30
December 18, 2026	200,000	200,000	\$ 0.20
	4,345,500	3,985,500	

6. RELATED PARTY BALANCES AND TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Key management personnel includes directors and key officers of the Company, including the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

The Company had incurred the following key management personnel costs:

	Nine months ended March 31, 2025	Nine months ended March 31, 2024
Management fees paid to the Company's CEO	\$ 70,000	\$ 129,000
Management fees paid to the Company's CFO	8,000	36,000
Management fees paid to a corporation controlled by the Company's CFO	35,000	-
	\$ 113,000	\$ 165,000

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6. RELATED PARTY BALANCES AND TRANSACTIONS (continued)

As at March 31, 2025, accounts payable and accrued liabilities include \$Nil (2024 – \$48,586) due to key management personnel. Included in this amount was \$Nil (2024 - \$31,700) due to the CEO, \$Nil (2024 - \$4,200) due to the CFO, and \$Nil (2024 - \$12,686) due to James Rogers, a director of the Company. The amount due to Mr. Rogers was for the reimbursement of company expenses. The amounts payable is unsecured, non-interest bearing and due on demand.

During the period ended March 31, 2025, the Company issued 210,000 common shares with a fair value of \$0.225 per share (\$47,250 total) to settle \$42,000 of management fees payable to the CEO and recorded a loss on debt settlement of \$5,250.

7. MANAGEMENT OF CAPITAL

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification, evaluation and acquisition of its exploration and evaluation assets. The Company does not have any externally imposed capital requirements to which it is subject.

The Company's capital structure consists of shareholders' equity in the amount of \$2,783,235 at March 31, 2025 (2024 - \$2,605,274). The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue common shares or dispose of assets.

The Company's strategy for managing capital did not change during the period ended March 31, 2025.

8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK

International Financial Reporting Standards 13, Fair Value Measurement, establishes a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs other than quoted prices included in 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 - inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Fair value of financial instruments

The carrying value of accounts payable and accrued liabilities approximates its fair value due to the relatively short period of maturity. The Company has classified cash measured at fair value on a recurring basis presented on the statements of financial position using level 1 inputs.

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8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Financial risk management objectives and policies

The Company's financial instruments include cash, accounts payable and accrued liabilities, and loans payable. The risks associated with these financial instruments and any mitigating factors are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner. There were no changes to the Company's risk exposures during the period ended March 31, 2025.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's maximum exposure to credit risk is the carrying amount of cash. To minimize the credit risk, the Company places its cash with a high-quality financial institution.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. In the management of liquidity risk, the Company maintains a balance between continuity of funding and the flexibility through the use of borrowings. Management closely monitors the liquidity position and expects to have adequate sources of funding to finance the Company's projects and operations. All of the Company's accounts payable and accrued liabilities are due within 30 days and are subject to normal trade terms. The Company had cash at March 31, 2025 in the amount of \$228,634 (2024 – \$9,921) in order to meet short-term business requirements. At March 31, 2025, the Company had current liabilities of \$31,461 (2024 – \$143,690).

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

Currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's property interests in Botswana make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, financial performance and cash flows. The Company is not exposed to material currency risk at March 31, 2025.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk on the variable rate of interest earned on bank deposits. The fair value interest rate risk on bank deposits is insignificant as the deposits are short-term.

The Company has not entered into any derivative instruments to manage interest rate fluctuations.

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8. FINANCIAL INSTRUMENTS AND FINANCIAL RISK (continued)

Financial risk management objectives and policies (continued)

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices, whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is not exposed to material other price risk at March 31, 2025.

9. LOANS

In September 2024, the Company obtained a private, non-interest-bearing loan from a certain insider (the "Lender") in the amount of \$40,000, payable in full on the closing date of the Company's next private placement financing (the "Future Financing"). Pursuant to the loan agreements, on closing of the Future Financing, the Company will repay the Loan and will issue to the Lender such number of transferable common share purchase warrants of the Company ("Warrants") as determined in accordance with the loan agreements, which will be based on the per share issue price (the "Financing Issue Price") of the Company's common shares being sold pursuant to the Future Financing. Each Warrant will entitle the holder thereof to purchase one common share at an exercise price equal to the Financing Issue Price, subject to the minimum pricing rules of the Canadian Securities Exchange, for the same period as the warrants issued pursuant to the Future Financing.

During the period ended March 31, 2025, the Company fully repaid the \$40,000 loan and issued 200,000 commitment warrants with a fair value of \$19,157. Each commitment warrant is exercisable to purchase one common share of the Company at a price of \$0.20 for a period of 24 months from the issuance date of December 18, 2024 (note 5).

10. COMMITMENTS

The Company is committed to certain cash payments, common share issuances and exploration expenditures as described in Note 4.

11. ASSET ACQUISITION

On March 6, 2023, the Company entered into a share purchase agreement with One Bullion Ltd. ("One Bullion") and its wholly owned Botswana subsidiary Red Ridge pursuant to which the Company agreed to purchase all of the issued and outstanding shares of Red Ridge from One Bullion in exchange for 13,000,000 common shares of the Company. The transaction closed on September 26, 2023 and the Company's stock price was \$0.19. The fair value of the common shares was determined to be \$2,470,000.

For accounting purpose, the acquisition is considered to be outside the scope of IFRS 3 Business Combinations as Red Ridge did not constitute a business prior to the transaction. As a result, the acquisition is accounted for in accordance with IFRS 2 Share-based Payment whereby the Company issued shares in exchange for the net assets of Red Ridge. At the acquisition date, Red Ridge did not have any assets other than evaluation and exploration assets and did not have any liabilities. The fair value of the evaluation and exploration assets acquired was measured by reference to the fair value of the equity instruments issued, plus any transaction costs incurred as the fair value of the evaluation and exploration assets could not be estimated reliably.

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11. ASSET ACQUISITION (continued)

The fair values of the consideration, assets acquired, and liabilities assumed were as follows:

<u>Consideration given and costs incurred:</u>	\$
13,000,000 common shares	2,470,000
Legal and other transaction costs	<u>29,286</u>
	<u>2,499,286</u>
 <u>Net assets acquired:</u>	 \$
Exploration and evaluation assets	<u>2,499,286</u>
	<u>2,499,286</u>

12. SEGMENTED INFORMATION

The Company has two reportable operating segments being the acquisition, exploration and evaluation of exploration and evaluation assets in Canada and Botswana (note 4).

As at March 31, 2025, long-term assets of \$2,577,157 (2024 – \$2,499,286) relate to the Aruba property located in Botswana and \$Nil (2024 - \$227,514) relate to the Eastmain and Summit Old Timer properties located in Canada.