

D2 LITHIUM CORP.

CONSOLIDATED FINANCIAL STATEMENTS

NOVEMBER 30, 2025 and 2024

(Stated in Canadian Dollars)



(Teels Marsh)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of D2 Lithium Corp.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of D2 Lithium Corp. (the "Company"), which comprise the statements of financial position as at November 30, 2025 and 2024, and the statements of comprehensive income (loss), changes in equity and cash flows for the years then ended, including a summary of material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that the Company has not advanced its resource property to commercial production or achieved profitable operations. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined that there is the following key audit matter to communicate in our auditor's report.

Key audit matter:	How our audit addressed the key audit matter:
Assessment of impairment indicators of the Resource property cost assets.	Our approach to addressing the matter included the following procedures, among others:
<i>Refer to note 3 – Accounting policy for Resource property costs, note 4 – Use of estimates and judgements and note 7 Resource property costs</i>	Evaluated the reasonableness of management's assessment of impairment indicators, which included the following:

Management assesses at each reporting period whether there is an indication that the carrying value of the Resource property cost assets may not be recoverable. Management applies significant judgement in assessing whether indicators of impairment exist that necessitate impairment testing. Internal and external factors, such as (i) a significant decline in the market value of the Company's share price; (ii) changes in the Company's assessment of whether commercially viable quantities of mineral resources exist within the properties; and (iii) changes in metal prices, capital and operating costs, are evaluated by management in determining whether there are any indicators of impairment.

We considered this a key audit matter due to (i) the significance of the Resource property costs balance and (ii) the significant audit effort and subjectivity in applying audit procedures to assess the factors evaluated by management in its assessment of impairment indicators, which required significant management judgement.

- Assessed the Company's market capitalization in comparison to the Company's net assets, which may be an indication of impairment.
- Assessed the completeness of the factors that could be considered indicators of impairment, including consideration of evidence obtained in other areas of the audit.
- Confirmed that the Company's right to explore the properties had not expired.
- Obtained management's written representations regarding the Company's future plans for the Resource property cost assets.
- Assessed the reasonability of the Company's financial statement disclosure regarding their Resource property cost assets.

Other Information

Management is responsible for the other information. The other information comprises the information included in "Management's Discussion and Analysis" but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is James Roxburgh.

A handwritten signature in black ink that reads "De Visser Gray LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants

Vancouver, BC, Canada
March 9, 2026

D2 LITHIUM CORP.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
NOVEMBER 30, 2025 AND NOVEMBER 30, 2024
(Stated in Canadian dollars)

	Note	November 30, 2025 \$	November 30, 2024 \$
CURRENT ASSETS			
Cash and cash equivalents		788,862	1,594,772
Funds held in trust	5	115,376	-
Receivables		-	17,569
Reclamation bond	7	225,880	-
Prepaid expenses		1,900	1,757
		1,132,018	1,614,098
Resource property costs	7	3,786,997	3,666,846
Reclamation bond	7	186,322	413,116
TOTAL ASSETS		5,105,337	5,694,060
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	9	66,757	287,350
Loans payable	9,10	-	151,011
		66,757	438,361
TOTAL LIABILITIES		66,757	438,361
SHAREHOLDERS' EQUITY			
Share capital	8	44,050,687	44,050,687
Contributed surplus	8	9,107,363	9,107,363
Accumulated deficit		(48,119,470)	(47,902,351)
TOTAL SHAREHOLDERS' EQUITY		5,038,580	5,255,699
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		5,105,337	5,694,060

Subsequent events (Notes 7 and 9)

Approved on behalf of the Board of Directors:

"Brian Findlay"
Director

"Bob Verhelst"
Director

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

D2 LITHIUM CORP.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

		Years Ended November 30,	
		2025	2024
	Notes	\$	\$
EXPENSES			
Accounting and audit fees		42,071	61,531
Bank charges and interest		(87)	3,154
Consulting fees		-	64,701
Foreign exchange (gain) loss		3,190	(51,627)
Legal and professional fees		149,216	194,364
Listing and filing fees		18,135	22,542
Management fees	9	36,750	29,000
Marketing and advertising		2,601	3,842
Office administration and general		28,726	26,623
Rent	9	21,401	20,416
Wages and benefits	9	70,908	67,039
LOSS FROM OPERATIONS		(372,911)	(441,585)
OTHER INCOME (LOSS)			
Write-down of resource property costs	7	-	(272,321)
Gain on sale of shares in Dajin Resources S.A.	6	-	2,961,446
Write-off of receivables		(90)	(16,416)
Gain on forgiveness of CEBA loan payable	11	-	10,000
Write-off of accounts payable in dispute	9	-	550,000
Write-off of accounts payable		127,710	-
Interest income		28,172	-
NET INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS) FOR THE YEAR		(217,119)	2,791,124
BASIC AND DILUTED EARNINGS (LOSS) PER SHARE		(0.00)	0.08
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING		36,231,804	36,231,804

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

D2 LITHIUM CORP.
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

	<u>Common Stock</u>		<u>Contributed</u>	<u>Accumulated</u>	
	<u>Issued</u>	<u>Amount</u>	<u>Surplus</u>	<u>Deficit</u>	<u>Total</u>
	<u>Shares</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>	<u>\$</u>
	(Note 8)		(Note 8)		
Balance, November 30, 2023	36,231,804	44,050,687	9,107,363	(50,693,475)	2,464,575
Net income for the year	-	-	-	3,322,986	3,322,986
Balance, November 30, 2024	36,231,804	44,050,687	9,107,363	(47,902,351)	5,255,699
Net loss for the year	-	-	-	(217,119)	(217,119)
Balance, November 30, 2025	36,231,804	44,050,687	9,107,363	(48,119,470)	5,038,580

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

D2 LITHIUM CORP.
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

	Years Ended November 30,	
	2025	2024
	\$	\$
OPERATING ACTIVITIES		
Net and comprehensive income (loss) for the year	(217,119)	2,791,124
Add items not affecting cash:		
Unrealized foreign exchange (gain) loss	1,008	(27,494)
Gain on forgiveness of CEBA loan payable	-	(10,000)
Write-down of resource property costs	-	272,321
Write-off of receivables	90	16,416
Write-off of accounts payable in dispute	-	(550,000)
Write-off of accounts payable	(127,710)	-
Gain on sale of shares in Dajin Resources S.A.	-	(2,961,446)
Interest accrued on loans payable	(1,511)	1,511
Net changes in non-cash working capital		
Funds held in trust	(115,376)	-
Receivables	11,096	(10,096)
Prepaid expenses	(143)	10,177
Accounts payable and accrued liabilities	(19,533)	(97,923)
Net cash used in operating activities	<u>(469,198)</u>	<u>(565,410)</u>
FINANCING ACTIVITIES		
Repayment of CEBA loan payable	-	(30,000)
Net proceeds from issuance of loans payable	-	424,922
Repayment of loans payable	(149,500)	(954,264)
Net cash used in financing activities	<u>(149,500)</u>	<u>(559,342)</u>
INVESTING ACTIVITIES		
Resource property additions, net	(187,212)	(83,847)
Contributions to Dajin Resources S.A.	-	(62,970)
Proceeds on sale of shares in Dajin Resources S.A.	-	2,961,446
Reclamation bond	-	(115,221)
Net cash (used in) provided by investing activities	<u>(187,212)</u>	<u>2,699,408</u>
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS DURING THE YEAR	(805,910)	1,574,656
CASH AND CASH EQUIVLAENTS, BEGINNING OF YEAR	1,594,772	20,116
CASH AND CASH EQUIVALENTS, END OF YEAR	788,862	1,594,772

Non-Cash Transactions – Note 14

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

D2 LITHIUM CORP.
CONSOLIDATED SCHEDULE OF RESOURCE PROPERTY COSTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

	\$	USA Nevada \$
ACQUISITION COSTS		
Balance, November 30, 2023		1,174,944
Staking and filing fees		153,912
Write-down		(110,445)
Balance, November 30, 2024		1,218,411
Staking and filing fees		120,151
Balance, November 30, 2025		1,338,562
DEFERRED EXPLORATION AND DEVELOPMENT COSTS		
Balance, November 30, 2023		2,607,609
Consulting		2,702
Write-down		(161,876)
Balance, November 30, 2024 and November 30, 2025		2,448,435
TOTAL RESOURCE PROPERTY COSTS		
As at November 30, 2024		3,666,846
As at November 30, 2025		3,786,997

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

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 1 NATURE OF OPERATIONS

D2 Lithium Corp. (the “Company”) is a junior mining company. The principal business of the Company is the identification, evaluation and acquisition of mineral properties, as well as exploration of mineral properties once acquired. The Company is an exploration stage company and is in the process of acquiring and exploring its mineral property interests. The Company’s shares are quoted on the TSX Venture Exchange under the symbol DTWO, and on the OTC Market under the symbol DTWOF. The Company is a reporting issuer in the provinces of British Columbia and Alberta.

The Company was incorporated under the British Columbia Company Act on August 5, 1987.

As at November 30, 2025, the Company’s mineral interests are located in the United States and it has not yet been determined whether this property contain reserves that are economically recoverable. The recoverability of amounts shown for the Company and resource property costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company’s interest in the underlying claims, the ability of the Company to obtain necessary financing to complete the development of the resource property and upon future profitable production or proceeds from the disposition thereof.

The Company’s registered and records office and head office is located at Suite 202, 8661 – 201 Street, Langley, BC Canada V2Y 0G9.

NOTE 2 BASIS OF PRESENTATION

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board.

The consolidated financial statements were authorized for release by the Board of Directors on March 9, 2026.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 2 BASIS OF PRESENTATION – (cont'd)

b) Going Concern

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company was not expected to continue operations for the foreseeable future. As at November 30, 2025, the Company had not advanced its resource property to commercial production or achieved profitable operations. The Company has accumulated losses of \$48,119,470 since inception and expects to incur further losses in the development of its business. The Company's continuation as a going concern is dependent upon successful results from its exploration and evaluation activities, its ability to attain profitable operations to generate funds and/or its ability to raise equity capital or borrowings sufficient to meet its current and future obligations. Although the Company has been successful in the past in raising funds to continue operations, there is no assurance it will be able to do so in the future. The aforementioned factors indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern

c) Basis of Measurement

These consolidated financial statements have been prepared on a historical cost basis in Canadian dollars, which is the Company's functional currency.

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. See Note 4 for use of estimates and judgments made by management in the application of IFRS.

NOTE 3 MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements unless otherwise indicated.

a) Principles of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary Dajin Resources (US) Corp. ("Dajin US"). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefit from its activities. All inter-company accounts have been eliminated.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 3 MATERIAL ACCOUNTING POLICY INFORMATION – (cont'd)

b) Basic and Diluted Loss per Share

Basic earnings per share are computed by dividing the earnings (loss) for the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common stock. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method and the effect of convertible securities by the “if converted” method. Diluted amounts are not presented when the effect of the computations is anti-dilutive due to the losses incurred. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

c) Resource Property Costs

Pre-exploration costs

Pre-exploration costs are expensed in the period in which they are incurred.

Exploration and evaluation costs

Once the legal right to explore a property has been acquired, exploration and evaluation expenditures are recognized and capitalized in addition to the acquisition costs. Mineral exploration costs are capitalized on an individual prospect basis until such time as an economic ore body is defined or the prospect is abandoned. Costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the ore reserves, while those costs for the prospects abandoned are written off.

On an annual basis or when impairment indicators arise, the Company evaluates the future recoverability of its mineral property costs. Impairment losses or write-downs are recorded in the event the net book value of such assets exceeds the estimated indicated future cash flows attributable to such assets.

The recoverability of the amounts capitalized for the undeveloped mineral property is dependent upon the determination of economically recoverable ore reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to obtain the necessary financing to complete their development, and future profitable production or proceeds from the disposition thereof.

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to its mineral properties and, to the best of its knowledge, title to its properties is in good standing.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 3 MATERIAL ACCOUNTING POLICY INFORMATION – (cont'd)

c) Resource Property Costs – (cont'd)

Management's capitalization of exploration and development costs and assumptions regarding the future recoverability of such costs are subject to significant measurement uncertainty. Management's assessment of recoverability is based on, among other things, the Company's estimate of current mineral reserves and resources which are supported by geological estimates, estimated commodity prices, and the procurement of all necessary regulatory permits and approvals. These assumptions and estimates could change in the future and this could materially affect the carrying value and the ultimate recoverability of the amounts recorded for mineral properties.

Acquisition costs incurred, particularly of a non-cash nature, are not necessarily indicative of what a third party would consider to be "fair value". With the subsequent passage of time, such costs inevitably become even further removed from representing current or fair values; these latter amounts are also inherently subject to abrupt and material changes.

Mineral exploration tax credits are recorded in the accounts when there is reasonable assurance that the Company has complied with, and will continue to comply with, all conditions needed to obtain the credits.

d) Income Taxes

Income tax comprises current and deferred tax. Income tax is recognized in the statement of comprehensive loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred income tax assets and liabilities are presented as non-current.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 3 MATERIAL ACCOUNTING POLICY INFORMATION – (cont'd)

e) Share Capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, share warrants and flow-through shares are classified as equity instruments.

The Company follows the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component. The fair value of the common shares issued in a private placement are determined to be the more easily measurable component and are valued at their fair value on the announcement date and the balance, if any, is allocated to the attached warrants.

The proceeds from the exercise of stock options, share purchase warrants and escrow shares are recorded as share capital in the amount for which the stock options, share purchase warrants or escrow shares enabled the holder to purchase a share in the Company.

Share capital issued for non-monetary consideration is recorded at an amount based on fair market value reduced by an estimate of transaction costs normally incurred when issuing shares for cash, as determined by the board of directors of the Company.

Costs directly identifiable with the raising of share capital financing are charged against share capital. Share issue costs incurred in advance of share subscriptions are recorded as non-current deferred charges. Share issue costs related to uncompleted share subscriptions are charged to operations.

f) Share-based Payments

Equity-settled share-based payments for directors, officers and employees are measured at fair value at the date of grant and recorded as compensation expense in the financial statements. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period based on the Company's estimate of shares that will eventually vest. Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the statement of comprehensive loss over the remaining vesting period.

Compensation expense on stock options granted to non-employees is measured at the earlier of the completion of performance and the date the options are vested using the fair value method and is recorded as an expense in the same period as if the Company had paid cash for the goods or services received.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a Black-Scholes valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioral considerations.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 3 MATERIAL ACCOUNTING POLICY INFORMATION – (cont'd)

f) Share-based Payments – (cont'd)

All equity-settled share-based payments are reflected in contributed surplus, until exercised. Upon exercise shares are issued from treasury and the amount reflected in contributed surplus is credited to share capital along with any consideration paid.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period.

Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

g) Impairment of Long-lived Assets

The Company's tangible and intangible assets are reviewed for an indication of impairment at each statement of financial position date. If indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognized when the carrying amount of an asset, or its cash-generating unit, exceeds its recoverable amount. A cash-generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Impairment losses are recognized in the statement of comprehensive loss for the period. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

The recoverable amount is the greater of the asset's fair value less costs to sell and value in use. 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. 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.

An impairment loss is reversed if there is an indication that there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. An impairment loss with respect to goodwill is never reversed.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 3 MATERIAL ACCOUNTING POLICY INFORMATION – (cont'd)

h) Rehabilitation Provisions

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of tangible long-lived assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates is capitalized to the amount of the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using pre-tax rates that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as the related asset.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related asset with a corresponding entry to the rehabilitation provision.

The Company's estimates are reviewed annually for changes in regulatory requirements, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to the statement of comprehensive loss for the period. As at November 30, 2025 and 2024, the Company is not aware of any reclamation costs and no amounts have been recorded.

i) Translation of Foreign Currencies

The functional currency of the Company's foreign subsidiary is measured using the currency of the primary economic environment in which that entity operates. These consolidated financial statements are presented in Canadian dollars which is the parent company's functional and presentation currency. The functional currency of the subsidiary that has operations in the United States is the Canadian dollar.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined and not subsequently restated.

Exchange differences arising on the translation of monetary items or on settlement of monetary items are recognized in profit or loss in the statement of comprehensive loss in the period in which they arise, except where deferred in equity as a qualifying cash flow or net investment hedge.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 3 MATERIAL ACCOUNTING POLICY INFORMATION – (cont'd)

j) Financial Instruments

Financial Assets - Classification

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

- Those to be measured subsequently at fair value (either through Other Comprehensive Income (“OCI”), or through profit or loss (“FVTPL”), and
- Those to be measured at amortized cost.

The classification depends on the Company’s business model for managing the financial assets and contractual terms of the cash flows. For assets measured at fair value, gains or losses are recorded in profit or loss or OCI.

The Company has classified cash and cash equivalents, receivables excluding GST receivable and reclamation bond as at amortized cost.

Financial Assets - Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, the 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. 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. These are the measurement categories under which the Company classifies its financial assets:

- 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 in finance income using the effective interest rate method.
- Fair value through OCI (“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.
- Fair value through profit or loss: 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 and presented net as revenue in the statement of comprehensive loss in the period which it arises.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 3 MATERIAL ACCOUNTING POLICY INFORMATION – (cont'd)

j) Financial Instruments – (cont'd)

Impairment of Financial Assets at Amortized Cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If, at the reporting date, the credit risk of the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company recognizes in the statement of comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Financial Liabilities

The Company classifies its financial liabilities into the following categories: financial liabilities at FVTPL and amortized cost.

A financial liability is classified as 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 fair value changes to financial liabilities at FVTPL are presented as follows: the amount of change in 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 designate any financial liabilities at FVTPL.

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 rate method. The Company classifies its accounts payable and accrued liabilities and loans payable as financial liabilities held at amortized cost.

k) Investments in Associates

An associate is an entity in which the Company has significant influence and which is neither a subsidiary nor a joint venture. Significant influence is presumed to exist when the Company holds between 20 and 50 percent of the voting power of the investee unless it can be clearly demonstrated that this is not the case.

Investments in associates are accounted for using the equity method (equity accounted investees) and are recognized initially at cost. The financial statements include the Company's share of the income and expenses and equity movements of equity accounted investees, after adjustments to align the accounting policies with those of the Company from the date that significant influence or joint control commences, until the date that significant influence or joint control ceases. When the Company's share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest, including any long-term investments,

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 3 MATERIAL ACCOUNTING POLICY INFORMATION – (cont'd)

k) Investments in Associates – (cont'd)

is reduced to nil, and the recognition of further losses is discontinued, except to the extent that the Company has obligation, or has made payments on behalf of the investee.

l) Changes in Accounting Policies

There were no changes in accounting policies during the year ended November 30, 2025 that had a material impact on the consolidated financial statements.

m) Accounting standard issued but not yet applied

There are no accounting standards issued but not yet applied that are expected to have a material impact on the consolidated financial statements.

NOTE 4 USE OF ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Information about critical judgments and estimates in applying accounting policies that have the most significant effect on the amounts recognized in these consolidated financial statements are as follows:

a) Resource property expenditures

The application of the Company's accounting policy for resource property expenditures requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the statement of comprehensive loss in the period the new information becomes available.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 4 USE OF ESTIMATES AND JUDGMENTS – (cont'd)

b) Impairment

At each reporting period, assets, specifically resource property costs are reviewed for impairment whenever events or changes in circumstances indicate that their carrying amounts exceed their recoverable amounts. The assessment of the carrying amount often requires estimates and assumptions such as discount rates, exchange rates, commodity prices, future capital requirements and future operating performance.

c) Going concern

The Company uses its judgment in determining its ability to continue as a going concern in order to discharge its liabilities via raising additional financing.

d) Investment in Dajin Resources S.A.

The accounting for investments in other companies can vary depending on the degree of control and influence over those other companies. Management is required to assess at each reporting date the Company's control and influence over these other companies. Management has used its judgment to determine which companies are controlled and require consolidation and those which are significantly influenced and require equity accounting. The Company had diluted its interest in its previously wholly-owned subsidiary Dajin Resources S.A. ("Dajin S.A.") to less than 50%, therefore it did not have the ability to control the key operating activities of the company. Pursuant to the Shareholders and Operating Agreements entered into by the companies, Lithium S Holdings Corporation ("Lithium H"), a wholly-owned subsidiary of LSC Lithium Corporation ("LSC"), was appointed operator for the earn-in period and the board of directors of Dajin S.A. was comprised of two directors appointed by Lithium H and one director appointed by the Company. Prior to its sale during the year ended November 30, 2024, management had determined that the Company did have significant influence over Dajin S.A. Accordingly, the investment in Dajin S.A. was accounted for as an investment in associate (Note 6).

NOTE 5 FUNDS HELD IN TRUST

In conjunction with the claims and counterclaims as described in Note 9, the company paid into trust with its lawyers the amount of \$112,825. During the year ended November 30, 2025, these funds earned interest in the amount of \$2,551. As at November 30, 2025, the Company had cash of \$115,376 in trust.

NOTE 6 INVESTMENT IN DAJIN RESOURCES S.A.

On September 27, 2024, the Company sold its 49% interest in Dajin Resources S.A. for cash consideration of \$3,037,275 (US\$2,250,000) and recognized a gain on sale of \$2,961,446.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 7 RESOURCE PROPERTY COSTS

Teels Marsh Lithium Brine Project – State of Nevada, USA

As of November 30, 2025, the Company through its wholly owned operating subsidiary Dajin Resources (US) Corp held a 100% interest in 386 placer mineral claims in the Teels Marsh Valley of Mineral County, Nevada.

As at November 30, 2025, the Company had posted \$412,202 (US\$294,299) compared to 2024 \$413,116 (US\$294,299) in reclamation bond with the U.S. Bureau of Land Management (“BLM”) concerning its interest in the Teels Marsh Project. On January 6, 2026, the BLM reduced the reclamation bond to \$180,252 (US\$130,618) and agreed to issue to the Company a refund of \$225,880 (US\$163,681).

As of November 30, 2025, the Company has been granted water rights to May 24, 2027 by the Nevada Division of Water Resources for the Teels Marsh Valley.

Alkali Springs Valley Lithium Project – State of Nevada, USA

As at September 1, 2024, the Company decided not to renew their interest in 139 placer claims held in the Alkali Springs Valley of Esmeralda County, Nevada. As a result, the Company recorded a write-down of resource property costs of \$161,876 (US\$126,997) on the consolidated statement of comprehensive income (loss).

NOTE 8 SHARE CAPITAL

Authorized:

Unlimited common shares without par value.
Unlimited preferred shares without par value.

Issued:

During the years ended November 30, 2025 and 2024 there were no shares issued during the year.

Nature and Purpose of Equity and Reserves:

‘Contributed Surplus’ is used to recognize the value of stock option grants and share purchase warrants prior to exercise.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 8 SHARE CAPITAL – (cont'd)

Commitments:

Share-Based Compensation Plan

The Company has granted employees and directors common share purchase options. These options are granted with an exercise price equal to the market price of the Company's stock on the date of the grant.

A summary of the status of the stock option plan as of November 30, 2025 and 2024 and changes during the years then ended is presented below:

	November 30,		November 30,	
	Shares	2025 Weighted Average Exercise Price \$	Shares	2024 Weighted Average Exercise Price \$
Outstanding, at beginning of period	1,045,000	0.61	1,045,000	0.61
Expired/cancelled	(445,000)	0.50	-	-
Outstanding, at end of period	600,000	0.70	1,045,000	0.61
Options exercisable at end of the period	600,000	0.70	1,045,000	0.61
Weighted-average remaining life, in years		1.25		1.47

At November 30, 2025, the Company has 600,000 share purchase options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number	Exercise Price	Expiry Date
600,000	\$0.70	February 28, 2027

The Company granted no options during the years ended November 30, 2025 and 2024.

Share Purchase Warrants

The Company issued no share purchase warrants during the years ended November 30, 2025 and 2024.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 9 RELATED PARTY TRANSACTIONS

The Company incurred the following charges with directors and officers of the Company and companies controlled by the directors:

	2025 \$	2024 \$
Key management compensation:		
Wages and benefits	70,908	62,491
Management fees	36,750	29,000
Rent reimbursements	21,401	20,416
	129,059	111,907

These charges were measured by the exchange amount that is the amount agreed upon by the transacting parties.

Accounts payable and accrued liabilities previously included amounts owing to related party individuals consisting of current and former directors and officers of the Company and companies with common officers and directors for unpaid fees and expense reimbursements of which \$550,000 was under dispute as detailed in the Statement of Claim filed in the Alberta Courts on March 30, 2023. In September 2023, these former directors and officers and certain employees of the Company had filed counterclaims against the Company with the Court of King's Bench of Alberta for the payment of \$550,000. On or about October 13, 2025, the Company was advised that these individuals had discontinued their claim for the \$550,000. On February 5, 2026, the Court of King's Bench of Alberta confirmed the discontinuance documentation had been filed, resulting in full and final releases in favour of the Company being received from all of the former directors, officers and consultants that were plaintiffs in the counterclaims. For accounting purposes, these amounts had been written off during the year ended November 30, 2024.

As a result of a Plan of Arrangement entered into in 2022, former officers and directors caused the Company to issue 6,930,000 common shares to a company controlled by them. The Company filed Statements of Claim in the Court of King's Bench of Alberta on March 30, 2023 and May 3, 2024 disputing the issuance of the 6,930,000 common shares as the Company has taken the position that there was no valuation report provided or confirmation of ownership of the assets vended into HeliosX Corp., or no payment of cash to justify the issuance of the said shares. The Company is seeking return of these shares to the Company's treasury or alternatively monetary compensation/restitution.

Included in November 30, 2025 loans payable is \$Nil (November 30, 2024: \$99,500) owing to an officer of the Company (Note 10).

Amounts due to related parties were non-interest bearing, unsecured and are due on demand.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 10 LOANS PAYABLE

At November 30, 2025, the Company has a loans payable balance of \$Nil (November 30, 2024: \$151,011).

	November 30, 2025 \$	November 30, 2024 \$
Demand loans, bearing 12% interest per annum compounding monthly, unsecured	-	51,511
Demand loan, non-interest bearing, unsecured due to a director of the Company	-	99,500
	-	151,011

During the year ended November 30, 2025, the Company recorded a recovery of \$1,511 (2024 – expenses of \$1,511) related to the loans payable.

NOTE 11 CEBA LOAN PAYABLE

On April 7, 2020, the Company received, through its bank, a \$40,000 Canada Emergency Business Account (“CEBA”) loan (“Principal”). During the initial term expiring on December 31, 2023, the Company was not required to repay any portion of the loan and no interest was paid. On January 18, 2024, the Company repaid \$30,000 of the loan with the balance of \$10,000 owing forgiven as per the terms of the loan.

NOTE 12 CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The board of directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 12 CAPITAL MANAGEMENT – (cont'd)

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the year ended November 30, 2025. Neither the Company nor its subsidiaries are subject to externally imposed capital requirements.

NOTE 13 FINANCIAL INSTRUMENTS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Credit risk

Credit risk is the risk of an unexpected loss if a party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to cash and cash equivalents. The Company has no significant concentration of credit risk arising from operations. The Company reduces its credit risk on cash and cash equivalents by placing it with institutions of high credit worthiness. As at November 30, 2025, the Company is not exposed to any significant credit risk.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. At November 30, 2025, the Company had cash and cash equivalents of \$788,862 (2024: \$1,594,772) and current liabilities of \$66,757 (2024: \$438,361). All of the Company's accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms.

c) 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. When excess cash exists, the Company's current policy is to invest the excess cash in short-term deposits with its banking institutions. The Company monitors the investments it makes and is satisfied with the credit ratings of the financial institutions with which they are held.

d) Price risk

The ability of the Company to finance the exploration and development of its properties and the future profitability of the Company is directly related to the commodity prices of industrial minerals (Lithium and Boron), and precious and base metals. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. Sensitivity to price risk relative to earnings is remote since the Company has not established any reserves or production. The Company is also exposed to the risk of equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company monitors commodity prices of industrial minerals, precious and base metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 13 FINANCIAL INSTRUMENTS – (cont'd)

e) Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following is "reasonably possible" during the upcoming financial year:

Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of precious metals. Precious metal prices have fluctuated significantly in recent years. There is no assurance that, even as commercial quantities of industrial minerals and precious metals may be produced in the future, a profitable market will exist for them. As of November 30, 2025, the Company was not an industrial mineral or precious metal producer. As a result, commodity price risk largely affects the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

f) Foreign currency risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company's operations are carried out in Canada and United States. As at November 30, 2025, the Company had accounts payable of \$1,442 (2024: \$68,503) denominated in US dollars. These factors expose the Company to foreign currency exchange rate risk, which could have an adverse effect on the profitability of the Company. The Company currently does not plan to enter into foreign currency future contracts to mitigate this risk.

NOTE 14 NON-CASH TRANSACTIONS

The following non-cash investing and financing activities were excluded from the statements of cash flows:

- At November 30, 2025, the Company had \$1,442 (2024: \$68,503) in accounts payable and accrued liabilities related to resource property costs.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 15 CORPORATION INCOME TAXES

A reconciliation of Canadian income taxes at statutory rates is as follows:

	2025	2024
Corporate tax rate	27.00%	27.00%
	\$	\$
Net income (loss) for the year before income taxes	(217,119)	2,791,124
Expected income tax expense (recovery)	(58,600)	753,600
Net adjustment for deductible and non-deductible amounts	-	(409,200)
Recognition of prior year losses	-	(424,600)
Effect of foreign exchange	1,400	(36,800)
True-up of prior period amounts	(207,600)	-
Change in unrecognized benefit of tax pool assets	264,800	117,000
Total income tax recovery	-	-

The significant components of the Company's deferred income tax assets are as follows:

	2025	2024
	\$	\$
Deferred income tax assets:		
Capital loss carry-forwards	46,000	46,000
Resource properties	1,693,000	1,748,000
Non-capital loss carry-forwards	2,821,000	2,498,000
Share issue costs and other	3,000	6,000
Equipment	35,000	35,000
	4,598,000	4,333,000
Valuation allowance	(4,598,000)	(4,333,000)
Net deferred income tax assets	-	-

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2025	
	\$	Expiry Date Range
Temporary Differences		
Resource property costs	6,269,000	No expiry date
Allowable capital losses	171,000	No expiry date
Non-capital losses available for future periods:		
Canada	10,316,000	2030 to 2045
USA	133,000	No expiry date
Equipment	128,000	No expiry date
Share issue costs and other	11,000	No expiry date

Future tax benefits which may arise as a result of these losses and resource deductions have not been recognized in these financial statements and have been offset by a valuation allowance.

D2 LITHIUM CORP.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2025 AND 2024
(Stated in Canadian Dollars)

NOTE 16 SEGMENTED INFORMATION

The Company operates in one business segment, mineral exploration. As at November 30, 2025, its mineral properties and head office are located in two geographic locations: Canada and the United States.

The Company's net loss is allocated to the geographic segments as follows:

	2025 \$	2024 \$
Net income (loss):		
Canada	(214,687)	3,053,873
United States	(2,432)	(262,749)
	(217,119)	2,791,124

The Company's total assets are allocated to the geographic segments as follows:

	2025 \$	2024 \$
Total Assets:		
Canada	906,138	1,614,098
United States	4,199,199	4,079,962
	5,105,337	5,694,060