ROCKMOUNT CAPITAL CORPORATION

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2025

(Expressed in Canadian Dollars)

Notice of No Auditor Review of Condensed Interim Financial Statements

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

The accompanying condensed interim financial statements of Rockmount Capital Corporation (the "Company") have been prepared by and are the responsibility of the Company's management.

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

ROCKMOUNT CAPITAL CORPORATION
Interim Statement of Financial Position
As at June 30, 2025 and December 31, 2024
(Expressed in Canadian dollars)
(Unaudited)

	June 30, 2025	December 31, 2024
	$	$
Assets		
Current		
Cash (Note 4)	**253,710**	278,602
Prepaid expenses	**3,891**	975
Total assets	**257,601**	279,577
Liabilities		
Current liabilities		
Accounts payable and accruals (Note 7)	**11,425**	14,753
Total liabilities	**11,425**	14,753
Shareholders' equity		
Share capital (Note 5)	**320,073**	320,073
Contributed surplus (Note 5)	**62,313**	62,313
Deficit	**(136,210)**	(117,562)
Total shareholders' equity	**246,176**	264,824
Total liabilities and shareholders' equity	**257,601**	279,577

Nature of operations (Note 1)

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

Approved on behalf of the Board of Directors

Signed "Russell J. Kalmacoff" — Director

Signed "Dale W. Bossert" — Director

ROCKMOUNT CAPITAL CORPORATION
Interim Statement of Loss and Comprehensive Loss
For the three and six months ended June 30, 2025 and 2024
(Expressed in Canadian dollars)
(Unaudited)

	Three Months Ended June 30, 2025 $	Three Months Ended June 30, 2024 $	Six Months Ended June 30, 2025 $	Six Months Ended June 30, 2024 $
Expenses				
Consulting fees (Note 7)	**3,150**	3,150	**6,300**	6,300
Professional fees	**1,478**	6,616	**5,311**	8,865
Transfer agent and listing fees	**3,159**	3,210	**6,741**	5,318
General and administrative	**-**	-	**296**	309
Total expenses	**7,787**	12,976	**18,648**	20,792
Net loss and comprehensive loss	**(7,787)**	(12,976)	**(18,648)**	(20,792)
Net loss per share				
Basic and diluted (Note 5)	**(0.00)**	(0.00)	**(0.01)**	(0.01)
Weighted average number of common shares outstanding (Note 5)	**3,500,000**	3,500,000	**3,500,000**	3,500,000

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

ROCKMOUNT CAPITAL CORPORATION
Interim Statement of Changes in Shareholders' Equity
For the six months ended June 30, 2025
(Expressed in Canadian dollars)
(Unaudited)

	Number of Shares	Share Capital $	Contributed Surplus $	Accumulated Deficit $	Total Equity $
Balance, December 31, 2022	**3,000,000**	**150,000**	**-**	**-**	**150,000**
Issuance of common shares (Note 5)	3,600,000	355,000	-	-	355,000
Financing costs	-	(184,927)	30,185		(154,742)
Share-based payment (Note 5)	-	-	32,128	-	32,128
Loss and comprehensive loss	-	-	-	(78,921)	(78,921)
Balance, December 31, 2023	**6,600,000**	**320,073**	**62,313**	**(78,921)**	**303,465**
Loss and comprehensive loss	-	-	-	(38,641)	(38,641)
Balance, December 31, 2024	**6,600,000**	**320,073**	**62,313**	**(117,562)**	**264,824**
Loss and comprehensive loss	-	-	-	(18,648)	(18,648)
Balance, June 30, 2025	**6,600,000**	**320,073**	**62,313**	**(136,210)**	**246,176**

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

ROCKMOUNT CAPITAL CORPORATION
Interim Statement of Cash Flows
For the three and six months ended June 30, 2025 and 2024
(Expressed in Canadian dollars)
(Unaudited)

	Three Months Ended June 30, 2025 $	Three Months Ended June 30, 2024 $	Six Months Ended June 30, 2025 $	Six Months Ended June 30, 2024 $
Cash flows provided by (used in):				
Operating activities				
Net loss	**(7,787)**	(12,976)	**(18,648)**	(20,792)
Items not affecting cash:				
Prepaid expenses	**1,459**	1,463	**(2,916)**	(3,901)
Accounts payable and accrued liabilities	**(199)**	(8,247)	**(3,328)**	(4,959)
Net cash used in operating activities	**(6,527)**	(19,760)	**(24,892)**	(29,652)
Change in cash	**(6,527)**	(19,760)	**(24,892)**	(29,652)
Cash, beginning of period	**260,237**	307,155	**278,602**	317,047
Cash, end of period	**253,710**	287,395	**253,710**	287,395

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

1. NATURE OF OPERATIONS

Rockmount Capital Corporation (the "Company") was incorporated on June 23, 2022 under the Business Corporations Act (Alberta). The Company is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option or by any associated transaction. The purpose of such an acquisition is to satisfy the related conditions of a qualifying transaction under the Exchange rules.

On December 14, 2023, the Company's Common Shares began trading under the symbol "RSC.P".

The head office and registered office of the Company is located at Suite 305, 999 – 8 Street SW, Calgary, AB, T2R 1J5.

Where an acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing.

2. BASIS OF PRESENTATION

Statement of compliance
These condensed interim financial statements have been prepared in accordance with IFRS® Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

These condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2024, which include information necessary or useful to understanding the Company's business and financial statement presentation.

These condensed interim financial statements were authorized for issue in accordance with a resolution of the board of directors on July 8, 2025.

Basis of measurement
These condensed interim financial statements have been prepared on a historical cost basis.

Functional and presentation currency
These condensed interim financial statements are stated in Canadian dollars which is the Company's functional and presentation currency.

3. MATERIAL ACCOUNTING POLICY INFORMATION, AND USE OF ESTIMATES, AND JUDGMENTS

Use of accounting estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year include, but are

3. MATERIAL ACCOUNTING POLICY INFORMATION, AND USE OF ESTIMATES, AND JUDGMENTS *(continued)*

not necessarily limited to:

Share-based payment
Compensation costs accrued for share-based compensation plans are subject to the estimation of the ultimate payout using pricing models such as the Black-Scholes model which is based on significant assumptions such as volatility, dividend yield and expected term.

Material accounting policy information

Cash
Cash includes cash held in trust accounts.

Share-based payments
The Company applies a fair value-based method of accounting to all share-based payments. Employee and director stock options are measured at the fair value of each tranche on the grant date and recognized over its respective vesting period. Non-employee stock options are measured based on the service provided to the reporting date and at their then-current fair values. The cost of stock options is presented as share-based compensation expense when applicable with a corresponding credit to contributed surplus. On the exercise of stock options, share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based payments.

Taxes
Tax expense comprises current and deferred tax. Tax is recognized in the statement of loss and comprehensive loss except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current tax
Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax
Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

3. MATERIAL ACCOUNTING POLICY INFORMATION, AND USE OF ESTIMATES, AND JUDGMENTS *(continued)*

Financial Instruments

Recognition and derecognition
Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

Classification and initial measurement of financial assets
Financial assets are classified into the following categories: amortized cost; fair value through profit or loss ("FVTPL") or fair value through other comprehensive income ("FVOCI"). The classification is determined by both the Company's business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.

On initial recognition, all financial assets are measured at fair value adjusted for directly attributable transaction costs except for financial assets classified as FVTPL, in which case the transaction costs are expensed as incurred.

Subsequent measurement of financial assets – recognition and derecognition

Financial assets at amortized cost
Financial assets are measured at amortized cost if the assets meet the following conditions (and are not designated as FVTPL):

- they are held within a business model whose objective is to hold the financial assets and collect its contractual cash flows; and,
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial recognition, these are measured at amortized cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

The Company's cash fall into this category of financial asset.

Financial assets at FVTPL
Financial assets that are held within a different business model than 'hold to collect' or 'hold to collect and sell', and financial assets whose contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Assets in this category are measured at fair value with gains or losses recognized in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists. The Company has no financial asset in this category.

Financial assets at FVOCI
A financial asset is measured at FVOCI if the financial asset is held within a business model of both collecting contractual cash flows and selling the financial assets or through an irrevocable election for equity instruments that are not held for trading.

3. MATERIAL ACCOUNTING POLICY INFORMATION, AND USE OF ESTIMATES, AND JUDGMENTS *(continued)*

Any gains or losses recognized in other comprehensive income ("OCI") will be recycled upon derecognition of the asset.

The Company has no financial assets in this category.

Classification and initial measurement of financial liabilities
Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Company designated a financial liability at FVTPL.

Subsequent measurement of financial liabilities
Subsequently, financial liabilities are measured at amortized cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognized in profit or loss.

The Company's accounts payable accruals are measured at amortized cost.

The Company has not designated any financial liabilities at FVTPL.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured 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 financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to 12 months of expected credit losses. For accounts receivable, the Company applies the simplified approach to providing for expected credit losses, which allows for the use of a lifetime expected credit loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and is related to an event occurring after the impairment was recognized.

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

Loss per share
The Company presents basic loss per share 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 year. Diluted earnings or loss per share is calculated by adjusting the number of common shares for the effects of dilutive options and other dilutive potential units. Diluted loss per share does not adjust the loss attributable to common shareholders on the weighted average number of common shares outstanding when the effect is antidilutive.

Shares held in escrow that are concluded to be contingently issuable are not included in the calculation of the weighted average number of common shares.

(Expressed in Canadian dollars)

3. MATERIAL ACCOUNTING POLICY INFORMATION, AND USE OF ESTIMATES, AND JUDGMENTS *(continued)*

Future accounting pronouncements
There are no new standards issued but not yet effective as of January 1, 2025, that have a material impact to the Company's financial statements.

4. CASH

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used to cover prescribed costs of issuing common shares or administrative and general expenses of the Company. These restrictions may apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange ("Qualifying Transaction").

5. SHARE CAPITAL

a) Share Capital

Authorized:
Unlimited number of common shares and preferred shares which are issuable in series.

Issued:

Common shares	Number of Shares	$
As at December 31, 2022	3,000,000	150,000
Issued at $0.05	100,000	5,000
Issued at $0.10	3,500,000	350,000
Share issuance costs	-	(184,927)
As at December 31, 2023 and 2024 and June 30, 2025	**6,600,000**	**320,073**

On December 14, 2023, the Company completed its initial public offering of 3,500,000 common shares in the capital of the Company (the "Common Shares") at the price of $0.10 per Common Share for gross proceeds of $350,000 (the "Offering" or the "IPO") and the TSX Venture Exchange (the "Exchange") issued a bulletin approving the listing of the Common Shares.

Canaccord Genuity Corp. (the "Agent") acted as agent under the Offering. For its services, the Agent received a cash commission equal to $35,000 (10% of the total gross proceeds of the IPO), a corporate finance fee of $15,000 and additional consideration consisting of agent's share purchase options in an amount equal to 10% of the Common Shares issued pursuant to the Offering registered in the name of the Agent or as the Agent may otherwise direct (the "Agent's Options"). Each Agent's Option will entitle the Agent to acquire one Common Share at an exercise price of $0.10 per Common Share until December 14, 2028. In addition, the Company paid the agent legal and administration expenses of $23,361.

Concurrent with the closing of the Offering, the Company granted options to acquire an aggregate of 218,000 Common Shares at an exercise price of $0.10 per Common Share to the directors and officers of the Company, which expire five years from the date of grant.

(Expressed in Canadian dollars)

5. SHARE CAPITAL (*continued*)

Share issuance costs for the year ended December 31, 2023 were $184,927. Of the $184,927 in share issuance costs, $30,185 represented the fair value of 350,000 non-transferable options issued to the Agent.

Loss per share
Basic per share amounts are calculated using the weighted average number of shares outstanding during the three months ended June 30, 2025 of 3,500,000. The 3,100,000 shares issued by the Company at $0.05 are considered to be contingently issuable and are not included in the basic loss per share calculation. The calculation of diluted loss per share equals basic loss per share as the effect of outstanding options are anti-dilutive.

b) Share based compensation

The Company has adopted an incentive stock option plan (the "Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and technical consultants to the Corporation and Eligible Charitable Organizations, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance under the Plan will not exceed 10% of the issued and outstanding Common Shares as at the date of grant of any such option, and that the exercise period does not exceed 10 years from the date of the grant.

The number of Common Shares issuable to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares of the Corporation as at the date of grant of such option. The number of Common Shares issuable at any given time to all technical consultants in aggregate will not exceed 2% of the issued and outstanding Common Shares of the Corporation as at the date of grant of such option.

The number of Common Shares issuable at any given time to Eligible Charitable Organizations in aggregate will not exceed 1% of the issued and outstanding Common Shares of the Corporation as at the date of grant of such option.

A summary of the Company's stock option activity is as follows:

	Number of Options	**Weighted Average Exercise Price**	**Remaining Life (Years)**
Balance, December 31, 2022	-	-	-
Options issued at $0.05	310,000	$0.05	2.77
Options issued at $0.10	218,000	$0.10	3.46
As at December 31, 2023 and 2024 and June 30, 2025	**528,000**	**$0.07**	**3.05**

The fair value of the $0.05 options granted was determined to be $13,327 using the Black-Scholes option pricing model under the following assumptions: Risk-free interest rate 2.87%, expected life - 5 years; expected volatility 129% and expected dividends – nil. The fair value of the $0.10 options granted was determined to be $18,801 using the Black-Scholes option pricing model under the following assumptions: Risk-free interest rate 3.24%, expected life - 5 years; expected volatility 129% and expected dividends – nil.

5. SHARE CAPITAL (*continued*)

c) Agent options

On December 14, 2023, pursuant to the closing of the IPO, the Company granted 350,000 non-transferrable options to the Agent. The Agents' options, which vested immediately, may be exercised at a price of $0.10 per common share until December 14, 2028. The Company recorded the fair value of $30,185 in share issuance costs. The fair value was estimated at the issuance date based on the Black- Scholes option pricing model, using the following weighted average assumptions: Risk-free interest rate 3.24%, expected life - 5 years; forfeiture rate 0%, expected volatility 129% and expected dividends - nil. The remaining contractual life of agent options is 3.46 years.

d) Escrowed securities

All of the 3,100,000 common shares issued at $0.05, and 262,500 of the common shares issued at $0.10, are held in escrow until completion of a Qualifying Transaction. 25% of the common shares held in escrow will be released on the issuance of the Final Exchange Bulletin and an additional 25% will be released on the dates 6 months, 12 months and 18 months following the initial release.

The 3,100,000 common shares issued at $0.05, which are considered contingently issuable until the Company completes a Qualifying Transaction, are not considered to be outstanding for the purpose of the loss per share calculation. As at June 30, 2025, there are 3,362,500 common shares held in escrow.

In addition, all of the Company's 528,000 Share Options are held in escrow on the same terms as the common shares.

6. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Company, as part of its operations, carries financial instruments consisting of cash and accruals. It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations and arises principally from the Company's cash balance. The Company believes it has no significant credit risk as its cash balance is held in a lawyer's trust account at a reputable Canadian law firm.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. As at June 30, 2025, the Company has cash of $253,710 (December 31, 2024 - $278,602) to satisfy obligations of $11,425 (December 31, 2024 - $14,753) as they come due and, as such, is not exposed to significant liquidity risk.

Market risk

Market risk is the risk that changes in market prices – e.g., foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments.

6. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (*continued*)

(i) Currency risk
The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

(ii) Interest rate risk
Interest rate risk is part of market risk and is defined as 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 does not have any financial liabilities at variable interest rates and, therefore, is not exposed to interest rate risk.

(iii) Commodity risk
The Company is not exposed to commodity risk.

7. RELATED PARTY TRANSACTIONS

Key management personnel consist of officers and directors of the Company. The following compensation was paid to key management personnel during the current period.

During the six months ended June 30, 2025, the Company incurred accounting services in the amount of $6,300 (2024 - $6,300) from a company controlled by an officer. As at June 30, 2025, $3,900 (December 31, 2024 - $3,780) is included in accounts payable and accrued liabilities related to these services and expenses.

Transactions with related parties are incurred in the normal course of business and initially measured at fair value.

8. CAPITAL MANAGEMENT

The Company's capital consists of share capital. The Company's objective for managing capital is to maintain sufficient capital to identify, evaluate and complete an acquisition or other transaction as disclosed in Note 1. The Company sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets.

The Company's objectives when managing capital are:

i. to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk; and,
ii. to maintain investor, creditor and market confidence in order to sustain the future development of the business.

The Company is not subject to any externally or internally imposed capital requirements at period-end.