
Pluto Ventures Inc.

**FINANCIAL STATEMENTS
FOR THE YEARS ENDED MARCH 31, 2025 AND 2024**

(EXPRESSED IN CANADIAN DOLLARS)

To the Shareholders of Pluto Ventures Inc.:

Opinion

We have audited the financial statements of Pluto Ventures Inc. (the "Company"), which comprise the statements of financial position as at March 31, 2025 and March 31, 2024, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

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

Basis for Opinion

We conducted our audits 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 Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss during the year ended March 31, 2025 and, as of that date, the Company had a working capital deficiency and an accumulated deficit. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, 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 financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our report.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

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

In connection with our audits of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated. We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, 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 Financial Statements

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

In preparing the 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 Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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 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 Jenny Lee.

Vancouver, British Columbia
July 25, 2025

MNP LLP
Chartered Professional Accountants

Pluto Ventures Inc.
Statements of Financial Position
As at March 31, 2025 and 2024
(Expressed in Canadian dollars)

	March 31, 2025	March 31, 2024
	\$	\$
ASSETS		
Current assets		
Cash	57,462	327,425
GST receivable	11,392	6,602
Total Current Assets	68,854	334,027
Exploration and evaluation assets (note 4)	196,968	122,588
Total Assets	265,822	456,615
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (note 8)	119,670	71,489
Total Liabilities	119,670	71,489
Shareholders' equity		
Share capital (note 6)	502,660	412,360
Special warrants (note 6)	-	40,300
Accumulated deficit	(356,508)	(67,534)
Total Shareholders' Equity	146,152	385,126
Total Liabilities and Shareholders' Equity	265,822	456,615

Nature of operations and going concern – Note 1
Subsequent events – Note 12

Approved on behalf of the Board of Directors on July 25, 2025.

"David Velisek" Director
David Velisek

"Lawrence Tsang" Director
Lawrence Tsang

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

Pluto Ventures Inc.
Statements of Loss and Comprehensive Loss
For the years ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

	Years ended March 31,	
	2025	2024
	\$	\$
Expenses		
Consulting fees (note 8)	109,000	13,750
Filing fees	30,960	1,301
General and administrative expenses	186	249
Professional fees	119,600	43,283
Regulatory fees	19,545	-
Transfer agent fees	9,683	-
Loss and comprehensive loss for the year	(288,974)	(58,583)
Loss per share – basic and diluted	(0.014)	(0.006)
Weighted-average number of common shares outstanding - basic and diluted	21,387,332	9,103,825

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

Pluto Ventures Inc.
Statements of Changes in Shareholders' Equity
For the years ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

	Number of Common Shares	Share Capital	Special Warrants	Deficit	Total
		\$	\$	\$	\$
Balance, March 31, 2023	8,000,000	125,000	-	(8,951)	116,049
Shares issued for cash	12,000,000	300,000	-	-	300,000
Special warrants issued for cash	-	-	30,300	-	30,300
Share issuance costs	-	(12,640)	10,000	-	(2,640)
Loss for the year	-	-	-	(58,583)	(58,583)
Balance, March 31, 2024	20,000,000	412,360	40,300	(67,534)	385,126
Special warrants converted into common shares	1,612,000	40,300	(40,300)	-	-
Share issued for option payment	200,000	50,000	-	-	50,000
Loss for the year	-	-	-	(288,974)	(288,974)
Balance, March 31, 2025	21,812,000	502,660	-	(356,508)	146,152

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

Pluto Ventures Inc.
Statements of Cash Flows
For the years ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

	Years ended March 31,	
	2025	2024
	\$	\$
Operating activities		
Loss for the year	(288,974)	(58,583)
Changes in non-cash working capital:		
GST receivable	(4,790)	(5,382)
Accounts payable and accrued liabilities	48,181	44,910
Cash used in operating activities	(245,583)	(19,055)
Investing activities		
Expenditures on exploration and evaluation assets	(24,380)	(65,452)
Cash used in investing activities	(24,380)	(65,452)
Financing activities		
Proceeds received from issuance of common shares	-	300,000
Proceeds received from issuance of special warrants	-	30,300
Share issuance costs	-	(2,640)
Cash provided by investing activities	-	327,660
Change in cash during the year	(269,963)	(243,153)
Cash, beginning of the year	327,425	84,272
Cash, end of the year	57,462	327,425

Supplementary Cash Flow Information:

Non-cash Financing Activities:

Share issued for property (note 4)	50,000	-
Conversion of Special Warrants into common shares (note 6)	40,300	-

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

Pluto Ventures Inc.
Notes to the Financial Statements
For the years ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

1. Nature of operations and going concern

(a) Nature of operations

Pluto Ventures Inc. (the "Company") was incorporated on September 8, 2021 under the laws of the Province of British Columbia. The Company is principally engaged in the business of acquiring, exploring and developing interests in mining projects. To date, the Company has not generated revenues from its principal activities and is considered to be in the exploration stage. On October 30, 2024, the Company completed listing of its common shares on the Canadian Securities Exchange ("CSE") and began trading under the symbol "PLTO".

The head office and principal address of the Company are located at Suite 2250, 1055 West Hastings Street, Vancouver, British Columbia, V6E 2E9. The registered and records office are located at Suite 1510, 789 West Pender Street, Vancouver, British Columbia, V6C 1H2.

(b) Going concern

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

The Company has not generated any revenues and has accumulated deficits of \$356,508 (March 31, 2024: \$67,534) since inception. The Company incurred a net loss for the year ended March 31, 2025 of \$288,974 (March 31, 2024: \$58,583). The Company is not expected to generate cash inflow from its operation during the next twelve months and therefore must rely on securing additional funds from either debt or equity financings for cash consideration.

The Company's continuing operations are entirely dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its mineral property interests, and on future profitable production or proceeds from the disposition of the mineral property interests. These matters and conditions, primarily as a result of the conditions described above, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as going concern. If the going concern assumption is not appropriate, material adjustments to the financial statements could be required.

2. Basis of presentation

(a) Statement of compliance

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

These financial statements were approved by the board of directors for issue on July 25, 2025.

(b) Basis of measurement

These financial statements have been prepared on a going concern basis, under the historical cost basis except for the financial instruments that are recorded at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

2. Basis of presentation (continued)

(c) Critical accounting judgements, estimates and assumptions

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations as of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The 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 are discussed below:

Impairment of E&E assets

The Company reviews and assesses the carrying amount of exploration and evaluation assets for indicators of impairment when facts or circumstances suggest that the carrying amount is not recoverable. If impairment is indicated, the amount by which the carrying value of the assets exceeds the estimated fair value is charged to the statement of loss.

Critical judgments in applying the Company's accounting policies

The following is the critical judgment, apart from those involving estimations that management have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements.

Going concern

Management has applied judgments in the assessment of the Company's ability to continue as a going concern when preparing its financial statements for the year ended March 31, 2025. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading, or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management considered a wide range of factors relating to current and expected profitability, debt repayment schedules and potential sources of replacement financing. As a result of the assessment, management concluded the ultimate appropriateness of the use of accounting principles applicable to a going concern.

3. Material accounting policies

(a) Exploration and evaluation assets

The Company's exploration and evaluation assets are intangible assets relating to mineral rights acquired and exploration and valuation expenditure capitalized in respect of projects that are at the exploration/predevelopment stage.

Exploration and evaluation expenditure related to an area of interest where the Company has tenure are capitalized on initial recognition at cost. Exploration and evaluation assets are subsequently stated at cost less any accumulated impairment losses and are not amortized. These assets are transferred to mine development assets in property, plant and equipment upon the commencement of mine development.

3. Material accounting policies (continued)

(a) Exploration and evaluation assets (continued)

Exploration and evaluation expenditure in the relevant area of interest comprises costs which are directly attributable to:

- Acquisition;
- Surveying, geological, geochemical and geophysical;
- Exploratory drilling;
- Land maintenance;
- Sampling; and
- Assessing technical feasibility and commercial viability.

Exploration and evaluation assets also include the costs incurred in acquiring mineral rights, the entry premiums paid to gain access to areas of interest and amounts payable to third parties to acquire interests in existing projects. Capitalized costs, including general and administrative costs, are only allocated to the extent that those costs can be related directly to operation activities in the relevant area of interest. Proceeds received from government assistances in a property will be credited against the carrying value of the property, with any excess included in operations for the year.

The carrying amount of the exploration and evaluation assets is reviewed whenever events or changes in circumstances indicate the recoverable value may be less than the carrying amount. Recoverable value determinations are based on management's estimates of discounted future net cash flows expected to be recovered from specific assets or groups of assets through use or future disposition. An impairment loss is recognized in profit or loss whenever the carrying amount of an asset exceeds its recoverable amount.

Tax Credit Related to Resources and Mining Tax Credit

The Company is entitled to a tax credit related to resources on eligible exploration expenses incurred in the province of British Columbia. In addition, the Company is entitled to a mining tax credit on eligible exploration expenditures, reduced of tax credit related to resources. The mining tax credits and mining duties are recognized in the year of receipt. British Columbia mining exploration tax credits for certain exploration expenditures incurred in British Columbia are treated as a reduction of exploration and evaluation costs of the respective mineral property.

(b) Earnings (loss) per share

Basic earnings (loss) per share is calculated by dividing the earnings (loss) for the year by the weighted average number of shares outstanding during the year.

Diluted earnings/loss per common share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted.

(c) Related parties

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. Parties are also considered to be related if they are subject to common control, 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.

3. Material accounting policies (continued)

(d) Financial Instruments

Financial assets

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments of principal and interest ("SPPI"). Financial assets are initially measured at fair value and are subsequently measured at either (i) amortized cost; (ii) fair value through other comprehensive income, or (iii) at fair value through profit or loss.

• Amortized cost

Financial assets classified and measured at amortized cost are those assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and the contractual terms of the financial asset give rise to cash flows that are SPPI. Financial assets classified at amortized cost are measured using the effective interest method. The Company's financial asset classified as amortized costs includes cash.

• Fair value through other comprehensive income ("FVTOCI")

Financial assets classified and measured at FVTOCI are those assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and the contractual terms of the financial asset give rise to cash flows that are SPPI. This classification includes certain equity instruments where IFRS 9 allows an entity to make an irrevocable election to classify the equity instruments, on an instrument-by-instrument basis, that would otherwise be measured at fair value through profit or loss ("FVTPL") to present subsequent changes in FVTOCI. The Company did not have financial asset classified as FVTOCI.

• Fair value through profit or loss ("FVTPL")

Financial assets classified and measured at FVTPL are those assets that do not meet the criteria to be classified at amortized cost or at FVTOCI. This category includes marketable securities and debt instruments whose cash flow characteristics are not SPPI or are not held within a business model whose objective is either to collect contractual cash flows, or to both collect contractual cash flows and sell the financial asset. The Company did not have financial asset classified as FVTPL.

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than debt instruments measured at fair value through profit or loss and equity investments. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial liabilities

The Company's financial liabilities are generally classified and measured at fair value at initial recognition and subsequently measured at amortized cost using effective interest method. The Company's financial liabilities classified as amortized costs include accounts payable and accrued liabilities. The Company did not have financial liabilities classified as FVTPL.

Financial liabilities measured at fair value through profit or loss are liabilities which were not measured at amortized cost, such as derivatives and loans and financings that are designated at fair value option.

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

3. Material accounting policies (continued)

(e) Adoption of New Accounting Standards and New Accounting Pronouncements

The following amendments were adopted by the Company on April 1, 2024:

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements, to provide a more general approach to the presentation of liabilities as current or non-current based on contractual arrangements in place at the reporting date.

These amendments:

- specify that the rights and conditions existing at the end of the reporting period are relevant in determining whether the Company has a right to defer settlement of a liability by at least twelve months;
- provide that management's expectations are not a relevant consideration as to whether the Company will exercise its rights to defer settlement of a liability; and
- clarify when a liability is considered settled.

On October 31, 2022, the IASB issued a deferral of the effective date for the new guidance by one year to annual reporting periods beginning on or after January 1, 2024 and is to be applied retrospectively.

There was no impact on the Company's financial statements upon the adoption of these amendments.

(f) Accounting Pronouncements Not Yet Adopted

IFRS 18, Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date. The Company is currently assessing the impact of adopting this new pronouncement.

4. Exploration and Evaluation Assets

Terrace Property

On June 29, 2022, the Company entered into an option agreement (the "Option Agreement") with Decade Resources Ltd. (the "Optionor" or "Decade") to acquire a 100% interest in the Terrace Property (the "Property"). The option will be exercised by the Company over a period of four years by making the following payments and share issuances, and completing expenditures on the property of at least \$2,000,000 by the fourth anniversary of the Company's common shares being listed on October 30, 2024 (the "Listing Date") on the CSE.

Pluto Ventures Inc.
Notes to the Financial Statements
For the years ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

4. Exploration and Evaluation Assets (continued)

Dates	Cash	Shares	Expenditures
On signing of the Option Agreement	\$10,000 (paid)		
On or before the 15 th business day after the Listing Date	\$10,000	200,000 (Issued)	
On the 1 st anniversary of the Listing Date	\$20,000	200,000	\$50,000
On the 2 nd anniversary of the Listing Date	\$30,000	200,000	As recommended in the 43-101 report
On the 3 rd anniversary of the Listing Date	\$40,000	200,000	As recommended in the 43-101 report
On the 4 th anniversary of the Listing Date	-	-	As recommended in the 43-101 report
Total	\$110,000	800,000	\$2,000,000

Pursuant to the Option Agreement, the Company shall grant to the Optionor a 1% net smelter returns ("NSR") royalty. The Company shall retain the right to purchase at any time from the Optionor for \$500,000. In addition, the Company shall grant the optionors a 2% NSR royalty pursuant to the terms and conditions of the agreement dated as of July 2017 between Decade and Detour Gold Corporation.

The schedule below outlines the costs incurred on the Property as at March 31, 2025:

	As at March 31		As at March 31		As at March 31
	2023	Additions/ (Writedowns)	2024	Additions/ (Writedowns)	2025
	\$	\$	\$	\$	\$
Acquisition					
Cash payment	10,000	-	10,000	10,000	20,000
Share issuance	-	-	-	50,000	50,000
	10,000	-	10,000	60,000	70,000

	Expenditures		March 31,	Expenditures	
	March 31, 2023	during the year	2024	during the year	March 31, 2025
	\$	\$	\$	\$	\$
Exploration and evaluation expenditures					
Assays and reports	4,844	10,624	15,468	731	16,199
Geological consulting	-	8,000	8,000	10,500	18,500
Helicopter	-	15,000	15,000	-	15,000
Surveys and geophysics	24,245	38,500	62,745	-	62,745
Travel and accommodation	-	11,375	11,375	2,823	14,198
General and administration	-	-	-	326	326
Total exploration and evaluation expenditures	29,089	83,499	112,588	14,380	126,968

5. Line of Credit

On September 26, 2024, the Company entered into a Line of Credit Agreement with an arm's length party. The Line of Credit Agreement provides for a revolving line of credit to the Company in the amount of \$200,000 at an interest rate of 10% per annum from the date of the first advance which shall be payable monthly, with the full amount, including accrued interest, to be repaid on September 26, 2026. As at March 31, 2025, \$nil was advanced to the Company.

6. Share Capital

(a) Authorized

Unlimited number of common shares without par value.

On November 13, 2024, the Company completed a forward split of its shares on the basis of 2 new shares for each one share outstanding (the "Forward Split"). Except where otherwise indicated, all historical share numbers and per share amounts have been adjusted on a retroactive basis to reflect the Forward Split.

(b) Issued and outstanding

As at March 31, 2025, there were 21,812,000 common shares issued and outstanding (March 31, 2024 – 20,000,000).

Fiscal Year 2025

On November 21, 2024, the Company issued 200,000 common shares at a price of \$0.25 per share to Decade as the option payment.

On October 16, 2024, the Company entered into an escrow agreement between the Company, Endeavor Trust Corporation, and certain shareholders of the Company, whereby 5,200,000 common shares have been deposited in escrow.

On June 6, 2024, at the discretion of the Company, 1,212,000 special warrants and 400,000 compensation special warrants were converted into 1,612,000 common shares, without any additional consideration.

Fiscal Year 2024

On March 22, 2024, the Company completed a non-brokered private placement whereby the Company issued 8,000,000 common shares at a price of \$0.025 per share for gross proceeds of \$200,000.

On January 8, 2024, the Company completed a non-brokered private placement whereby the Company issued 4,000,000 common shares at a price of \$0.025 per share for gross proceeds of \$100,000.

(c) Special Warrants

Fiscal 2024

During the year ended March 31, 2024, the Company completed a private placement of 1,212,000 of special warrants (each a "Special Warrant") valued at CDN\$0.025 per Special Warrant for total proceeds of \$30,300 whereby each Special Warrant will convert into one common share of the Company (i) at any time, at the discretion of the Company, (ii) on the date on which the Company obtains the final receipt of a non-offering prospectus by the British Columbia Securities Commission, or (iii) the date that is 18 months from the date of issuance of the Special Warrant. Cash fees of \$2,640 and 400,000 Special Warrants valued at \$10,000 have been paid in connection with the private placement.

Pluto Ventures Inc.
Notes to the Financial Statements
For the years ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

6. Share Capital (continued)

(d) Stock options ("Options"), Performance Share Units, Restricted Share Units and Deferred Share Units ("Performance-Based Award")

The Company has adopted an Omnibus Equity Incentive Plan (the "Plan"), which is a rolling plan for Options and Performance-Based Awards such that the aggregate number of common shares issuable under the Plan (and all of the Company's other Security-Based Compensation Arrangements) in respect of Options and Performance-Based Awards shall not exceed 20% of the Company's then total issued and outstanding common shares calculated as at the date of any grant. As at March 31, 2025, none of the options and performance-based awards have been issued.

7. Income Taxes

The following table reconciles the expected income tax (expense) recovery at BC statutory income tax rates to the amounts recognized in the statements of loss for the years ended March 31, 2025 and 2024:

	2025	2024
	\$	\$
Loss before taxes	(288,974)	(58,583)
Statutory tax rate	27.00%	27.00%
Expected income tax recovery	(78,023)	(15,817)
Non-deductible items and other	15,228	-
Share Issuance cost	-	(713)
Change in deferred tax asset not recognized	62,795	16,530
	<u>-</u>	<u>-</u>

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Details of deferred tax assets (liabilities) are as follows:

	2025	2024
	\$	\$
Non-capital loss carry-forwards	6,987	5,940
Exploration and evaluation assets	(6,987)	(5,940)
Net deferred tax assets (liabilities)	<u>-</u>	<u>-</u>

The unrecognized deductible temporary differences as at March 31, 2025 and 2024 are comprised of the following:

	2025	2024
	\$	\$
Non-capital loss carry-forwards	301,162	68,062
Share issuance costs	1,584	2,112
Total unrecognized deductible temporary differences	<u>302,746</u>	<u>70,174</u>

Pluto Ventures Inc.
Notes to the Financial Statements
For the years ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

7. Income Taxes (continued)

The Company has unrecognized non-capital loss carryforwards of approximately \$301,162 (2024: \$ 68,062) which may be carried forward to apply against future income for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

Expiry	\$
2044	64,182
2045	236,980
Total	301,162

The Company was required to file Canadian tax returns for March 31, 2025 and 2024 taxation years.

8. 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 include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its directors and certain senior officers as its key management personnel and the compensation costs for key management personnel and companies related to them were recorded at their exchange amounts as agreed upon by transacting parties.

The following is a summary of related party transactions with key management personnel that occurred during the years ended March 31, 2025 and 2024, and amounts in accounts payable and accrued liabilities as at March 31, 2025 and 2024:

	For the years ended March 31,		Amount payable as at March 31,	
	2025	2024	2025	2024
Accounting and management services	\$60,000	-	\$21,000	-

The services were provided by a company where a director of the Company served as the managing director, by a company owned by a director of the Company, and by a company owned by an officer of the Company.

9. Financial Instruments

The Company is exposed to financial risks through its use of financial instruments in its ordinary course of operations. The financial risks include market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The Company does not have any written risk management policies and guidelines. However, the board of directors meets regularly and co-operates closely with key management to identify and evaluate risks and to formulate strategies to manage financial risks. The Company has not used any derivatives or other instruments for hedging purposes and does not hold or issue derivative financial instruments for trading purposes. The most significant risks to which the Company is exposed to are described below.

9. Financial instruments (continued)

(i) Currency risk

Some of the operating expenses and cash held are denominated in foreign currencies and as such are subject to currency risk. The Company does not enter into derivative financial instruments to mitigate this risk but the Company does not believe its net exposure to foreign exchange risk is significant as most funds are held by the Company in Canadian dollars.

(ii) Credit risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's exposure to credit risk is limited to cash and cash equivalents.

(iii) Interest rate risk

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has interest-bearing assets in relation to cash at banks. The Company's operating cash flows are substantially independent of changes in market interest rates. The Company has not used any financial instrument to hedge potential fluctuations in interest rates. The exposure to interest rates for the Company is considered minimal. The Company has no interest bearing borrowings.

The policies to manage interest rate risk have been followed by the Company since prior years and are considered to be effective.

(iv) Liquidity risk

The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company had net current liabilities as at March 31, 2025 of \$50,816 (March 31, 2024: net current asset of \$262,538). The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the board of directors are actively involved in the review, planning and approval of significant expenditures and commitments.

The liquidity policies have been followed by the Company since prior years and are considered to have been effective in managing liquidity risk.

(v) Fair value measurements

The following table presents financial assets and liabilities measured at fair value in the statement of financial position in accordance with the fair value hierarchy. The hierarchy groups financial assets into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets. The fair value hierarchy has the following three levels:

Level 1 – quoted prices (unadjusted) in active markets for identical assets;

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 – inputs for the asset that are not based on observable market data (unobservable inputs).

The level in the fair value hierarchy within which the financial asset is categorized in its entirety is based on the lowest level of input that is significant to the fair value measurement.

9. Financial instruments (continued)

(v) Fair value measurements (continued)

There have been no significant transfers between levels 1 and 2 in the respective reporting years. The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting years. Marketable securities are measured at fair value using level 1.

Financial instruments that are not measured at fair value are represented by cash and accounts payable and accrued liabilities. The fair value of these financial instruments approximates their carrying value due to their short-term nature.

10. Capital risk management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern so as to benefit from its operations to provide an adequate return for its shareholders.

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 Company defines capital that it manages as its shareholders' equity. 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 Company has historically relied on the equity markets to fund the acquisition, exploration and development of mineral properties. In addition, the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds 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.

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

The Company is not subject to externally imposed capital requirements.

11. Proposed transaction

On December 19, 2024, the Company has entered into a Letter of Intent (the "LOI") to purchase all of the issued and outstanding shares of 1508260 B.C. Ltd. ("BC1508260"), which holds the rights to acquire a series of mineral claims located in Alaska known as the Union Bay property (the "Union Bay Property"), and resulting in the indirect acquisition of the right to acquire a 100% interest in the Union Bay Property, located in Alaska.

In consideration for the acquisition of all outstanding shares of BC1508260, the Company shall issue 7,500,000 common shares of the Company (the "Consideration Shares") and 4,500,000 common share purchase warrants (the "Consideration Warrants") entitling the holders to acquire an equivalent number of common shares of the Company at a price of \$0.35 for a period of thirty-six months.

On February 19, 2025, the Company terminated the LOI with BC1508260 to purchase all of the issued and outstanding shares of BC1508260.

12. Subsequent events

On April 4, 2025, the Company entered into a loan agreement with two arm's length parties. The lenders agreed to advance the Company a loan in the principal amount of \$20,000. The loan matured on July 3, 2025, and bears interest at a rate of 10% per annum from and including the advance date until the date the loan is paid in full. As of the date of the audit report, the loan remains outstanding, and the Company is working with the lenders to extend the loan with the same terms and conditions.

On May 7, 2025, the Company entered into a definitive Option Agreement (the "Agreement") with Troubadour Resources Inc. to acquire a 100% interest in the Monarch Uranium Project (the "Project"), located in Nunavut, Canada.

Under the terms of the Agreement, the Company can earn a 100% interest in the Monarch Uranium Project, subject to a 2.5% NSR royalty, by satisfying the following commitments:

The Company will issue an aggregate of 650,000 common shares to the Optionor, as follows: 250,000 shares on the effective date of the Agreement; 250,000 shares on or before the first anniversary of the Agreement; and 150,000 shares on or before the second anniversary of the Agreement.

An aggregate of \$50,000 in total cash consideration, payable on or before the second anniversary of the Agreement and a minimum of \$150,000 in exploration expenditures on the property, to be completed on or before the second anniversary of the Agreement. The Company will serve as the operator during the option period and may, at its sole discretion, accelerate share issuances, cash payments, and/or exploration expenditures to earn its interest ahead of schedule.