1911 Gold Corporation

Condensed Interim Financial Statements

(Unaudited - expressed in thousands of Canadian dollars)

For the three and six months ended June 30, 2025 and 2024

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 condensed interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim financial statements of the Company have been prepared by management and reviewed by the Audit Committee and Board of Directors of the Company.

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

1911 Gold Corporation
Condensed Interim Statements of Financial Position
(Unaudited - expressed in thousands of Canadian dollars)

	Note	June 30, 2025	December 31, 2024
		$	$
Assets			
Current			
Cash and cash equivalents		1,296	7,412
Marketable securities	**5**	53	18
Prepaid expenses and other		690	679
		2,039	8,109
Non-current			
Restricted cash	**17**	400	400
Plant and equipment, net	**6**	1,410	763
Mineral properties	**7**	30,329	30,329
Total assets		**34,178**	**39,601**
Liabilities			
Current			
Accounts payable and accrued liabilities	**8**	1,045	896
Accrued compensation and benefits		197	309
Flow-through share premium liability	**10**	617	1,406
Lease obligation		243	–
		2,102	2,611
Non-current			
DSU liability	**9**	213	15
Reclamation obligations	**11**	3,004	2,905
Total liabilities		**5,319**	**5,531**
Share capital	**12**	44,997	44,207
Share-based payment reserve	**12**	1,902	1,597
Other reserves		130,106	130,106
Deficit		(148,146)	(141,840)
Total shareholders' equity		**28,859**	**34,070**
Total liabilities and shareholders' equity		**34,178**	**39,601**

Nature of operations and going concern – Note 1
Commitments and Contingencies – Note 17
Subsequent events – Note 18

On behalf of the Board:

/s/ Gary O'Connor	/s/ Blair Schultz
Chairman	Director

1911 Gold Corporation

Condensed Interim Statements of Loss and Comprehensive Loss
For the three and six months ended June 30, 2025 and 2024

(Unaudited - expressed in thousands of Canadian dollars, except for per share amounts)

	Note	Three months ended June 30 2025	2024	Six months ended June 30 2025	2024
		$	$	$	$
Expenses					
Administrative and office		247	262	516	478
Depreciation		74	77	146	152
Exploration and evaluation	**14**	1,080	163	3,470	368
Fuel and utilities		863	829	1,882	1,688
Marketing and investor relations		133	68	298	101
Mine maintenance		598	–	1,033	–
Professional fees and advisory		98	75	474	136
Salaries and benefits	**14**	391	371	869	588
Share-based payments	**9,12,14**	158	49	533	69
Loss before other items		(3,642)	(1,894)	(9,221)	(3,580)
Rental revenues and other	**6**	1,032	1,212	2,149	2,359
Flow-through premium recovery	**10**	244	23	789	37
Interest income		11	9	44	19
Reclamation obligations accretion	**11**	(45)	(45)	(99)	(92)
Gain (loss) on marketable securities	**5**	35	(9)	35	(53)
Foreign exchange loss		(3)	–	(3)	(6)
Gain on disposal of equipment		–	450	–	450
Net loss and comprehensive loss for the period		**(2,368)**	**(254)**	**(6,306)**	**(866)**
Loss per share					
Basic and diluted		(0.01)	(0.00)	(0.03)	(0.01)
Weighted average number of shares outstanding					
Basic and diluted		197,832,961	134,481,495	195,645,658	134,481,495

1911 Gold Corporation

Condensed Interim Statements of Cash Flows

For the six months ended June 30, 2025 and 2024

(Unaudited - expressed in thousands of Canadian dollars)

		Six months ended June 30	
	Note	2025	2024
		$	$
Cash (used in) provided by:			
Operating activities			
Net loss for the period		(6,306)	(866)
Depreciation and depletion		146	152
Reclamation obligations accretion	**11**	99	92
(Gain) loss on marketable securities	**5**	(35)	53
Share-based payments	**9,12**	533	69
Foreign exchange loss		3	6
Flow-through premium recovery	**10**	(789)	(37)
Gain on disposal of equipment		–	(450)
Changes in non-cash working capital items			
Prepaid expenses and other		(11)	(481)
Accounts payable and accrued liabilities		146	(1,041)
Accrued compensation and benefits		(112)	(47)
		(6,326)	(2,550)
Investing activities			
Expenditures on plant and equipment		(501)	(114)
Proceeds on disposal of equipment		–	450
		(501)	336
Financing activities			
Proceeds from exercise of warrants		709	–
Proceeds from exercise of options		51	–
Lease payments		(49)	–
		711	–
Decrease in cash		(6116)	(2,214)
Cash and cash equivalents – beginning of period		**7,412**	**3,099**
Cash and cash equivalents – end of period		**1,296**	**885**
Cash and cash equivalents was comprised of:			
Cash		1,238	850
Cash equivalents		58	35
Total cash and cash equivalents		1,296	885

Supplemental cash flow information – Note 16

1911 Gold Corporation
Condensed Interim Statements of Changes in Equity
(Unaudited - expressed in thousands of Canadian dollars)

	Note	Number of common shares	Share capital	Share–based Payment and warrant reserve	Other reserves	Deficit	Total
			$	$	$	$	$
Balance, December 31, 2023		**134,481,495**	**35,997**	**1,465**	**130,106**	**(137,044)**	**30,524**
Share-based payments	**12**	–	–	61	–	–	61
Net loss for the period		–	–	–	–	(866)	(866)
Balance, June 30, 2024		**134,481,495**	**35,997**	**1,526**	**130,106**	**(137,910)**	**29,719**
Shares issued by private placement	**12**	37,706,128	7,776	–	–	–	7,776
Share issuance costs		–	(39)	–	–	–	(39)
Flow-through share premium	**10**	–	(1,542)	–	–	–	(1,542)
Shares issued from warrant exercises	**12**	20,029,967	2,004	–	–	–	2,004
Shares issued from settlement of DSUs	**9,12**	88,412	11	–	–	–	11
Share-based payments	**12**	–	–	71	–	–	71
Net loss for the period		–	–	–	–	(3,930)	(3,930)
Balance, December 31, 2024		**192,306,002**	**44,207**	**1,597**	**130,106**	**(141,840)**	**34,070**
Shares issued from warrant exercises	**12**	7,089,850	709	–	–	–	709
Shares issued from option exercises	**12**	441,667	81	(30)	–	–	51
Share-based payments	**12**	–	–	335	–	–	335
Net loss for the period		–	–	–	–	(6,306)	(6,306)
Balance, June 30, 2025		**199,837,519**	**44,997**	**1,902**	**130,106**	**(148,146)**	**28,859**

1. Nature of Operations

1911 Gold Corporation ("1911 Gold" or the "Company") is engaged in the exploration and extraction of precious metals. The Company owns and operates the Rice Lake property which holds the True North gold mine and mill ("True North"), as well as the Apex property near Snow Lake, Manitoba and the Denton-Keefer property near Timmins, Ontario. The Company was incorporated under the British Columbia Business Corporations Act on May 3, 2018 and its common shares are traded on the TSX Venture Exchange ("TSX-V") under the symbol "AUMB" and are quoted on the OTCQB under the symbol "AUMBF". The Company's principal place of business is located at 400 Burrard Street, Suite 1050, Vancouver, BC V6C 3A6.

Going concern

These condensed interim financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of business for at least twelve months from the period end. At June 30, 2025 the Company had working capital deficit (current assets less current liabilities) of $63 (December 31, 2024 – working capital of $5,498). During the six months ended June 30, 2025 the Company incurred a loss of $6,306 (year ended December 31, 2024 - $4,796) and used cash for operating activities of $6,326 (year ended December 31, 2024 - $5,764). Subsequent to period end, the Company completed a bought deal LIFE offering for gross proceeds of $13.2 million (note 18).

The Company has a history of operating losses, has limited financial resources, and no assurance that sufficient funding will be available to enable the Company to continue exploration activities. The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to fund its mineral properties through the issuance of common shares, through entering into joint ventures or by realizing proceeds from the disposition of its mineral interests. Management plans to continue to secure the necessary financing through a combination of equity financing or other forms of financing such as joint venture partnerships; however, there can be no assurance that the Company will be successful in these actions. There is a material uncertainty related to these conditions that may cast significant doubt on the Company's ability to continue as a going concern, and the Company may be unable to realize its assets and discharge its liabilities in the normal course of business.

These condensed interim financial statements do not give effect to adjustments to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Basis of Presentation

Statement of compliance and functional currency

These condensed interim financial statements have been presented in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including IAS 34, *Interim Financial Reporting*. These financial statements were approved by the Board of Directors on August 19, 2025. These financial statements have been prepared on a historical cost basis except for certain financial instruments which are measured at fair value.

These financial statements are presented in Canadian dollars, which is the functional currency of the Company.

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

Consistency of Presentation

The Company retains the presentation and classification of items in the financial statements from the previous period. However, some items on the condensed interim statements of loss and comprehensive loss were reclassified in order to improve the presentation of the financial statements and provide more relevant information. The table below provides a summary of how the previous period presentation was amended accordingly to be consistent with the current presentation:

	Three months ended June 30, 2024			Six months ended June 30, 2024		
	Old presentation	Reclass	New presentation	Old presentation	Reclass	New presentation
			$			$
Expenses						
Administrative and office	201	61	262	365	113	478
Consulting	47	(47)	–	81	(81)	–
Director fees	18	(18)	–	35	(35)	–
Professional fees and advisory	28	47	75	55	81	136
Property tax and insurance	61	(61)	–	113	(113)	–
Salaries and benefits	353	18	371	553	35	588

3. Material Accounting Policies

In the preparation of these condensed interim financial statements, the Company has used the same accounting policies and methods of computation as in the most recent audited annual financial statements for the Company for the year ended December 31, 2024.

Accounting standards issued but not yet effective

In April 2024, the IASB issued IFRS 18, *Presentation and Disclosure of Financial Statements* ("IFRS 18"), which replaces IAS 1, Presentation of Financial Statements. IFRS 18 introduces a specified structure for the income statement by requiring income and expenses to be presented into the three defined categories of operating, investing and financing, and by specifying certain defined totals and subtotals. Where company-specific measures related to the income statement are provided, IFRS 18 requires companies to disclose explanations around these measures, which are referred to as management-defined performance measures. IFRS 18 also provides additional guidance on principles of aggregation and disaggregation which apply to the primary financial statements and the notes. IFRS 18 will not affect the recognition and measurement of items in the financial statements, nor will it affect which items are classified in other comprehensive income and how these items are classified. The standard is effective for reporting periods beginning on or after January 1, 2027, including for interim financial statements. Retrospective application is required, and early application is permitted. We are currently assessing the effect of this new standard on our financial statements.

On May 30, 2024, the IASB issued targeted amendments to IFRS 9 and IFRS 7 to respond to recent questions arising in practice, and to include new requirements not only for financial institutions but also for corporate entities. These amendments clarify the date of recognition and derecognition of some financial assets and liabilities, with a new exception for some financial liabilities settled through an electronic cash transfer system; clarify and add further guidance for assessing whether a financial asset meets the solely payments of principal and interest (SPPI) criterion; add new disclosures for certain instruments with contractual terms that can change cash flows (such as some financial instruments with features linked to the achievement of environment, social and governance targets); and update the disclosures for equity instruments designated at fair value through other comprehensive income (FVOCI). These amendments are effective for reporting periods beginning on or after January 1, 2026. We are currently assessing the impact of these amendments on our financial statements.

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

As at June 30, 2025, there are no other IFRS Accounting Standards or IFRIC interpretations with future effective dates that are expected to have a material impact on the Company.

4. Critical Accounting Estimates and Judgments

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make estimates and assumptions about future events that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the annual financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates and assumptions, which by their nature are uncertain, affect the carrying value of assets, impact decisions as to when exploration and evaluation costs should be capitalized or expensed. The Company regularly reviews its estimates and assumptions; however, actual results could differ from these estimates and these differences could be material. Revisions to estimates and the resulting impacts on the carrying amounts of the Company's assets and liabilities are accounted for prospectively.

The Company's critical accounting estimates and judgments applied in the preparation of these condensed interim financial statements are consistent with those reported in our 2024 annual financial statements.

5. Marketable Securities

	$
Balance at December 31, 2023	**71**
Mark-to-market adjustment on fair value of marketable securities	(53)
Balance at December 31, 2024	**18**
Mark-to-market adjustment on fair value of marketable securities	**35**
Balance at June 30, 2025	**53**

As at June 30, 2025, the Company held 1,745,550 shares of 55 North Mining Inc. During the six months ended June 30, 2025, the Company recorded a mark-to-market adjustment of $35 (year ended December 31, 2024: $53), bringing the fair value of the shares as at June 30, 2025 to $53 (2024: $18).

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

6. Plant and Equipment

	Building	Field equipment	Furniture and equipment	Assets under construction	Total
	$	$	$	$	$
Cost:					
Balance at December 31, 2023	13,534	–	124	–	13,658
Additions	–	164	–	–	164
Balance at December 31, 2024	13,534	164	124	–	13,822
Additions	–	292	–	501	793
Balance at June 30, 2025	13,534	456	124	501	14,615
Accumulated depreciation and depletion:					
Balance at December 31, 2023	(12,666)	–	(101)	–	(12,767)
Additions	(266)	(16)	(10)	–	(292)
Balance at December 31, 2024	(12,932)	(16)	(111)	–	(13,059)
Additions	(131)	(14)	(1)	–	(146)
Balance at June 30, 2025	(13,063)	(30)	(112)	–	(13,205)
Net - December 31, 2024	**602**	**148**	**13**	**–**	**763**
Net - June 30, 2025	**471**	**426**	**12**	**501**	**1,410**

Leasing of the True North Mill Complex

On July 18, 2023, the Company entered into a letter agreement (the "Grid Agreement") with Grid Metals Corp. ("Grid") to lease the True North mill complex for future processing of spodumene pegmatite (lithium ore) from Grid's Donner Lake Lithium Project. The agreement involved a series of milestone payments as well as a net smelter royalty of 1% from the sale of any lithium concentrate from ore processed by the True North mill complex and ongoing payments to cover operating and depreciation costs during the term of the lease.

On February 12, 2025, the Company signed an amending agreement to terminate the Grid Agreement. The termination requires Grid to make $450 in additional payments, payable monthly, by October 2025 ($200 paid).

During the three and six months ended June 30, 2025, the Company recognized $150 and $200 of lease payments from the Grid Agreement in rental revenues and other in profit or loss (2024 - $100 and $100).

Data Centre Agreements

The Company entered into three agreements in June, September and November of 2022 for the lease of a 0.35-hectare parcel of land on the True North site for the purpose of hosting a data processing centre, for a term of 3 to 5 years (the "Data Centre Agreement"). This data centre is independently operated and maintained and will utilize excess hydroelectric power available at site for the purposes of providing data processing services to third parties. During the three and six months ended June 30, 2025, the Company recognized $874 and $1,941 from the Data Centre Agreements in rental revenues and other in profit or loss (three and six months ended June 30, 2024 - $1,083 and $2,225).

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

7. Mineral Properties

	Mineral properties
	$
Cost:	
Balance at December 31, 2023	61,124
Additions	4
Balance at December 31, 2024	61,128
Balance at June 30, 2025	61,128
Accumulated depreciation and depletion:	
Balance at December 31, 2024	(30,799)
Balance at June 30, 2025	(30,799)
Net - December 31, 2024	**30,329**
Net - June 30, 2025	**30,329**

As a result of the shutdown of mining operations in 2018 and the focus on exploration activity for the foreseeable future, all the Company's mineral properties are considered to be in the exploration phase.

8. Accounts Payable and Accrued Liabilities

	June 30, 2025	December 31, 2024
	$	$
Accounts payable	718	421
Accrued liabilities	327	475
	1,045	**896**

9. Deferred Share Units ("DSUs")

On June 26, 2024, the shareholders of the Company approved a new long-term incentive plan, which is a rolling 10% plan that provides for the grant of Stock Options, Restricted Share Units ("RSUs") and DSUs. Under the plan, the DSUs can be granted to directors as part of their long-term compensation package, entitling them to receive the payout in either cash or shares. Should the payout be in cash, the cash value of the payout would be determined by multiplying the number of DSUs at the payout date by the closing price of the Company's shares on the day the individual ceased to be a director. Should the payout be in shares, each DSU represents an entitlement to one common share of the Corporation.

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

The Company's DSUs outstanding as at June 30, 2025 and December 31, 2024 and the changes for the periods then ended are as follows:

	Number of DSUs
Balance at December 31, 2023	–
Granted April 15, 2024	79,545
Granted July 8, 2024	103,647
Settled August 21, 2024	(88,412)
Balance at December 31, 2024	**94,780**
Granted January 8, 2025	166,665
Granted January 21, 2025	500,000
Granted April 9, 2025	125,000
Balance at June 30, 2025	**886,445**

All grants under the plan are fully vested upon grant.

During the six months ended June 30, 2025, the Company granted 791,665 DSUs (2024: 183,192) with an average market value of $0.15 (2024: $0.21), at the date of grants, to non-executive directors. During the year ended December 31, 2024, 88,412 shares were issued as settlement for the DSUs. As at June 30, 2025, there are 886,445 (2024: 94,780) DSUs outstanding with a fair value of $0.24 (2024: $0.15). The total share-based payment expense recognized for DSUs during the three and six months ended June 30, 2025 was $65 and $198 (three and six months ended June 30, 2024: $8 and $8)

10. FLOW-THROUGH SHARE PREMIUM LIABILITY

Flow-through share premium liabilities include the liability portion of the flow-through shares issued. The following is a continuity schedule of the liability portion of the flow-through share premium liability:

	$
Balance at December 31, 2023	80
Settlement of flow-through share liability on incurred expenditures	(216)
Liability incurred on flow-through shares issued during the year	1,542
Balance at December 31, 2024	**1,406**
Settlement of flow-through share liability on incurred expenditures	(789)
Balance at June 30, 2025	**617**

During the year ended December 31, 2024, the Company issued 10,645,540 flow-through shares ("FT Shares") at $0.19 per FT Share for gross proceeds of $1,969 and 20,032,760 flow-through shares ("Manitoba FT Shares") of the Company issuable to residents in Manitoba at $0.239 per Manitoba FT Share for total proceeds of $4,788. A premium of $0.02 per share was recorded for the FT Shares and a premium of $0.069 per share was recorded for the Manitoba FT Shares.

During the six months ended June 30, 2025, the Company incurred $3,470 of eligible flow-through expenditures and a total flow-through share premium liability of $789 was amortized to flow-through premium recovery in profit or loss (year ended December 31, 2024 - $216).

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

11. RECLAMATION OBLIGATIONS

The reclamation obligations are related to True North and are estimated based upon the present value of expected cash flows using estimates of inflation and a credit-adjusted discount rate. The undiscounted amount of cash flows required to settle the reclamation obligations was estimated at $9,004 as at June 30, 2025 (December 31, 2024 – $9,004).

The key assumptions on which the provision estimates were based in the periods ended June 30, 2025 and December 31, 2024 are:

- Expected timing of the cash flows occurs between 2039-2044 based on the expected activities of True North.
- The inflation rate used for the period ended June 30, 2025 is 2.00% (year ended December 31, 2024 – 2.00%).
- The discount rate used for the period ended June 30, 2025 is 7.37% (year ended December 31, 2024 – 7.37%).

The following table provides a summary of changes in the reclamation obligations:

	$
Balance at December 31, 2023	2,719
Accretion expense	182
Change in estimate	4
Balance at December 31, 2024	**2,905**
Accretion expense	99
Balance at June 30, 2025	**3,004**

12. SHARE CAPITAL

a) **Authorized:** Unlimited common shares without par value.

b) **Shares issued**

During the six months ended June 30, 2025:

The Company issued 441,667 common shares from the exercise of share options (note 12(c)); and

The Company issued 7,089,850 common shares from the exercise of share purchase warrants (note 12(d)).

During the year ended December 31, 2024:

The Company completed a private placement raising gross proceeds of $7,776 (the "Offering"). The Offering was comprised of 7,027,828 non-flowthrough shares of the Company (the "Shares") at $0.145 per Share for total proceeds of $1,019. The Offering also included 10,645,540 flow-through shares ("FT Shares") at $0.19 per FT Share for gross proceeds of $1,969 and 20,032,760 flow-through shares ("Manitoba FT Shares") of the Company issuable to residents in Manitoba at $0.239 per Manitoba FT Share for total proceeds of $4,788. A premium of $0.02 per share was recorded for the FT Shares and a premium of $0.069 per share was recorded for the Manitoba FT Shares;

The Company issued 20,029,967 common shares from the exercise of share purchase warrants (note 12(d)); and

The Company issued 88,412 shares upon settlement of 88,412 DSUs (note 9).

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

Subsequent to June 30, 2025, the Company issued an additional 57,284,766 common shares (see Note 18).

c) Options

The Company has adopted a share option plan that allows for the issuance of up to 10% of the issued and outstanding shares as incentive share options to directors, officers, employees, and consultants to the Company. Share options granted under the plan may be subject to vesting provisions as determined by the Board of Directors.

The options vest as to one-third immediately and one-third after the first and second anniversary of the date of grant, with the exception of 825,000 options that vest 100% on the date of grant, 500,000 options that vest ½ immediately and ½ after the first anniversary, and 300,000 options that vest four months after the date of grant.

The Company's share options outstanding as at June 30, 2025 and December 31, 2024 and the changes for the periods then ended are as follows:

	Number	Weighted average exercise price
		$
Balance at December 31, 2023	5,306,668	0.35
Granted – April 14, 2024	875,000	0.11
Granted – June 14, 2024	400,000	0.09
Granted – July 8, 2024	200,000	0.11
Granted – August 7, 2024	250,000	0.11
Granted – August 27, 2024	200,000	0.14
Expired	(1,406,668)	0.31
Balance at December 31, 2024	**5,825,000**	**0.27**
Granted – January 21, 2025	5,700,000	0.155
Granted – May 2, 2025	150,000	0.205
Exercised	(441,667)	0.11
Balance at June 30, 2025	**11,233,333**	**0.22**

The total share-based payment expense recorded during the three and six months ended June 30, 2025 was $86 and $323 (2024: $41 and $61).

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

The following table summarizes information about the share options as at June 30, 2025:

Exercise price per share of options outstanding	Number of options outstanding	Weighted average remaining life (years)	Weighted average exercise price of options exercisable	Number of options exercisable	Expiry date
$0.77	275,000	0.10	$0.77	275,000	August 5, 2025
$0.78	540,000	0.16	$0.78	540,000	August 27, 2025
$0.35	750,000	1.59	$0.35	750,000	February 2, 2027
$0.40	300,000	1.71	$0.40	300,000	March 15, 2027
$0.38	450,000	1.75	$0.38	450,000	April 1, 2027
$0.09	300,000	1.96	$0.09	300,000	June 14, 2027
$0.16	800,000	2.56	$0.16	266,666	January 21, 2028
$0.10	1,460,000	3.16	$0.10	1,056,666	August 28, 2028
$0.11	625,000	3.79	$0.11	416,666	April 15, 2029
$0.09	100,000	3.96	$0.09	66,666	June 14, 2029
$0.11	200,000	4.02	$0.11	66,666	July 8, 2029
$0.11	250,000	4.11	$0.11	125,000	August 7, 2029
$0.14	200,000	4.16	$0.14	66,666	August 27, 2029
$0.155	4,833,333	4.56	$0.155	1,566,666	January 21, 2030
$0.205	150,000	4.84	$0.205	50,000	May 2, 2030

The fair value of options recognized has been estimated using the Black-Scholes Option Pricing Model with the following assumptions on the grant date of the options:

Grant date	Expected Option life (years)	Risk-free interest rate	Dividend yield	Expected volatility[1]	Weighted average fair value
April 15, 2024	5.00	3.74%	Nil	75%	$0.07
June 14, 2024	3.00	3.77%	Nil	75%	$0.04
June 14, 2024	5.00	3.41%	Nil	75%	$0.05
July 8, 2024	5.00	3.57%	Nil	75%	$0.07
August 7, 2024	5.00	3.03%	Nil	75%	$0.06
August 27, 2024	5.00	2.97%	Nil	75%	$0.09
January 21, 2025	5.00	3.02%	Nil	75%	$0.09
January 21, 2025	3.00	2.94%	Nil	75%	$0.09
May 2, 2025	5.00	2.67%	Nil	75%	$0.13

[1] The expected volatility was calculated by taking the average volatility of similar junior resource companies.

Subsequent to June 30, 2025, the Company issued 2,505,037 in compensation options (see Note 18).

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

d) Warrants

The Company's warrants outstanding as at June 30, 2025 and December 31, 2024 and the changes for the periods then ended are as follows:

	Number	Weighted average exercise price
		$
Balance at December 31, 2023	61,739,882	0.16
Exercised	(20,029,967)	0.10
Balance at December 31, 2024	**41,709,915**	**0.18**
Exercised	(7,089,850)	0.10
Balance at June 30, 2025	**34,620,065**	**0.19**

The weighted average share price on the date of warrant exercises during the six months ended June 30, 2025 was $0.22 (2024 - $0.16).

The balance of warrants outstanding as at June 30, 2025 is as follows:

Expiry Date	Exercise Price	Remaining Life (Years)	Warrants Outstanding
December 22, 2025	$0.10	0.48	33,370,065
February 11, 2029	$1.52	3.62	625,000
April 3, 2032	$4.24	6.76	625,000

e) Restricted Share Units ("RSUs")

On June 26, 2024, the shareholders of the Company approved a new long-term incentive plan, which is a rolling 10% plan that provides for the grant of Stock Options, RSUs and DSUs. The RSUs can be granted to officers of the Company and vest as to one-third after the first, second, and third anniversary of the date of grant.

The Company's RSUs outstanding as at June 30, 2025 and December 31, 2024 and the changes for the periods then ended are as follows:

	Number of RSUs
Balance at December 31, 2023	–
Balance at December 31, 2024	–
Granted January 21, 2025	325,000
Balance at June 30, 2025	**325,000**

During the six months ended June 30, 2025, the Company granted 325,000 RSUs (2024: nil) with a market value of $0.15, at the date of grants, to officers of the Company. The total share-based payment expense recorded during the three and six months ended June 30, 2025 related to the RSUs was $7 and $12 (2024: $nil and $nil).

(Unaudited - expressed in thousands of Canadian dollars, except per share amounts)

13. SEGMENT INFORMATION

The Company's has one operating segment, the Rice Lake property, which is located in Manitoba, Canada. All non-current assets are located within this operating segment.

14. RELATED PARTY TRANSACTIONS

Key Management Compensation

Key management includes directors and executive officers of the Company. During the three and six months ended June 30, 2025 and 2024, the Company incurred the following charges by key management of the Company and by companies controlled by them:

	Three months ended June 30		Six months ended June 30	
	2025	2024	2025	2024
	$	$	$	$
Salaries and wages	169	150	338	289
Consulting fees	22	18	44	23
Director fees	37	18	74	35
Share–based payments	126	21	431	34
	354	207	887	381

Of the $338 in salaries and wages, $220 was recorded in salaries and benefits expense and $118 in exploration and evaluation expense (2024 – $195 and $94, respectively). Director fees are also recorded in salaries and benefits expense.

Of the consulting fees, $14 was recorded in professional fees and advisory and $30 in exploration and evaluation expense (2024 - $10 and $13, respectively).

As at June 30, 2025, $102 was owing to directors, officers or companies controlled by them related to their director fees, salaries, and professional fees (December 31, 2024 - $230).

Other than the amounts disclosed above, there was no other compensation paid or payable to key management for employee services for the reported periods.

15. FINANCIAL INSTRUMENTS AND CAPITAL MANAGEMENT

Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern so that it can provide returns for shareholders and benefits for other stakeholders, and to explore and develop assets with a view to building a diversified mineral resource company.

The capital structure of the Company consists of equity attributable to common shareholders of $28,859.

The Company manages the capital structure and adjusts it based on changes in economic conditions and the risk characteristics of the mineral property assets. In order to maintain or adjust the capital structure, the Company may issue new shares through equity offerings or sell assets to fund activities. Management reviews its capital management approach on a regular basis. The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the six months ended June 30, 2025.

Financial Instruments

Fair value

Financial instrument disclosures establish a fair value hierarchy that requires the Company to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The Company primarily applies the market approach for recurring fair value measurements. This section describes three input levels that may be used to measure fair value:

> Level 1 – unadjusted quoted prices in active markets for identical assets or liabilities. An active market for the asset or liability is a market in which transactions for the asset or liability occur with sufficient frequency and volume to provide information on an ongoing basis.
>
> Level 2 – quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
>
> Level 3 – unobservable inputs that are supported by little or no market activity.

The Company's financial instruments consist of cash and cash equivalents, restricted cash, marketable securities, accounts payable and accrued liabilities. The carrying values of cash and cash equivalents, accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these financial instruments. Restricted cash is measured at fair value. Marketable securities are recorded at FVTPL and are measured at fair value using Level 1 inputs. There have been no movements between levels of the fair value hierarchy during the six months ended June 30, 2025

The Company's activities potentially expose it to a variety of financial risks, including liquidity risk, credit risk and market risk. These risks are described below and have not changed during the six months ended June 30, 2025.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset (see Note 1). The Company closely monitors and reviews its costs incurred and actual cash flows against the approved budget on a monthly basis to ensure the Company's access to funds is adequate to support the Company's operations on an ongoing basis. The Company expects to be able to meet its commitments, continue operations and realize its assets and discharge its liabilities in the normal course of operations for at least twelve months from period end. At June 30, 2025, the Company had a working capital deficit (current assets less current liabilities) of $63 (December 31, 2024 – working capital of $5,498). Future operations or exploration programs will require additional financing primarily through equity markets or other forms of financing such as joint venture partnerships. Subsequent to period end, the Company completed a bought deal LIFE offering for gross proceeds of $13.2 million (note 18).

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. Credit risk arises from cash and cash equivalents, and restricted cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of these financial assets. The Company considers credit risk with respect to its cash and cash equivalents, and restricted cash to be immaterial as all of these instruments are held in large Canadian financial institutions.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. There has been no change to this risk during the six months ended June 30, 2025.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances, interest-bearing bank accounts and no interest-bearing debt. Therefore, the Company considers this risk to be immaterial.

Currency risk

Currency risk is the risk that future cash flows will fluctuate because of changes in foreign exchange rates. The Company is not exposed to significant currency risk.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is exposed to other price risk in respect of its marketable securities. The Company considers this risk to be immaterial.

16. SUPPLEMENTAL CASH FLOW INFORMATION

Investing and financing activities that do not require the use of cash are excluded from the statements of cash flows. The following transactions were excluded from the statement of cash flows:

During the six months ended June 30, 2025:

- The recognition of an asset in property, plant and equipment and related lease obligation in the amount of $292 related to the lease of two compressors; and

- The movement of $30 from stock option reserve to equity as the result of option exercises during the period.

During the six months ended June 30, 2024 no transactions were excluded from the statement of cash flows.

The Company paid or accrued $nil for income taxes during the six months ended June 30, 2025 (2024 - $nil).

17. COMMITMENTS AND CONTINGENCIES

True North Mine Closure Plan and Financial Security

In connection with the Company's reclamation obligations (Note 11), the Company is obligated to provide financial security to the Province of Manitoba. In 2021 the Company provided partial financial security through the provision of a third-party surety for $800 which included a cash deposit of $400 held by the third-party surety provider with the remaining $400 covered by the surety insurance. This cash deposit is included in restricted cash on the Statements of Financial Position. In addition to the financial security amounts to be added to the surety above, the Company will pledge certain physical assets, notably the plant and equipment, as security against the entirety of the reclamation obligations, until such time as the financial security adequately covers the closure costs.

18. SUBSEQUENT EVENTS

Private placement

On July 17, 2025 the Company completed a bought deal LIFE offering (the "Offering") for gross proceeds of $13,225. The Offering consisted of the sale of: (i) 3,750,000 common shares of the Company (the "Non-FT Shares") at a price of C$0.20 per Non-FT Share; (ii) 2,924,000 common shares (the "Tranche 1 CEE Shares") at a price of C$0.342 per Tranche 1 CEE Share; (iii) 31,163,633 common shares (the "Tranche 2 CEE Shares" and together with the Tranche 1 CEE Shares, the "CEE Offered Shares") at a price of C$0.288 per Tranche 2 CEE Share; and (iv) 10,163,000 common shares (the "CDE Offered Shares" and, together with the Non-FT Shares and CEE Offered Shares, the "Offered Shares") at a price of C$0.246 per CDE Offered Share. In connection with this private placement, the Company issued 2,505,037 in compensation options.

Issuance of DSUs

Subsequent to June 30, 2025 the Company issued 125,000 DSUs to directors of the Company. Each DSU entitles the holder to receive one share of the Company, or in certain circumstances, a cash payment equal to the value of one share of the Company, when the holder ceases to be a director of the Company.

Issuance of common shares from the exercise of warrants

9,284,133 common shares from the exercise of share purchase warrants for a value of $928.