



**INTERNATIONAL PROSPECT VENTURES LTD.**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025 AND 2024**

**DATED: November 26, 2025**

## **SCOPE OF THIS MANAGEMENT'S DISCUSSION AND ANALYSIS AND NOTICE TO INVESTORS**

This management's discussion and analysis of financial position and results of operations ("MD&A"), is prepared as of November 26, 2025, and complements the unaudited condensed interim consolidated financial statements of International Prospect Ventures Ltd. (the "Company" or "International Prospect"), for the three and nine months ended September 30, 2025 and 2024.

The condensed interim consolidated financial statements and related notes have been prepared in accordance with IAS 34, "Interim Financial Reporting", as issued by the International Accounting Standards Board. They do not contain all the information required to be disclosed in annual financial statements. Certain information and notes usually provided in the annual financial statements have been omitted or condensed when not deemed essential to the understanding of the interim financial information of the Company. Therefore, this MD&A should be read in conjunction with the information contained in the annual audited consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2024. All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all amounts are in Canadian dollars unless otherwise indicated.

The unaudited condensed interim consolidated financial statements and the MD&A have been reviewed by the Audit Committee and approved by the Company's Board of Directors on November 26, 2025. These documents and more information about the Company are available on SEDAR+ at [www.sedar.com](http://www.sedar.com).

Mr. Glenn J. Mullan P. Geo., the President and Chief Executive Officer of International Prospect, is the Qualified Person (as that term is defined in National Instrument 43-101 - Standards of Disclosure for Mineral Projects) who approved the technical disclosure included in this MD&A.

## **FORWARD LOOKING STATEMENTS**

Certain statements made in this MD&A are forward-looking statements or information. The Company is hereby providing cautionary statements identifying important factors that could cause the Company's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Company has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the business of the Company. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results are summarized below under the heading "Risks and Uncertainties".

Further, unless otherwise noted, any forward-looking statement speaks only as of the date of this MD&A, and, except as required by applicable law, the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Company, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement.

## **ABOUT INTERNATIONAL PROSPECT VENTURES**

International Prospect Ventures Ltd., ("International Prospect" or the "Company"), incorporated on February 18, 2010 under the Business Corporations Act of British Columbia, is involved in the process of exploring, evaluating and promoting its mineral properties and other projects.

The head office of the Company is located at 152 Chemin de la Mine École, Val-d'Or, Québec, J9P 7B6. The Company's registered and records office is located at #530 - 355 Burrard Street, Vancouver, B.C. V6C 2G8. The Company also has exploration offices located at 2772 Chemin Sullivan, Val-d'Or, Québec, J9P 0B9.

International Prospect is the parent company of Valroc Ventures Pty Ltd. ("Valroc"), a New South Wales company, located in Australia. The Company's common shares trade on Tier 2 of the TSX Venture Exchange under the trading symbol "IZZ".

As at September 30, 2025, Glenn J. Mullan, the Company's President and CEO was the Company's largest shareholder, holding 10.41% of the issued and outstanding shares (December 31, 2024 – 10.41%).

## **BUSINESS OVERVIEW**

International Prospect is a natural resource issuer involved in the process of acquiring and exploring mineral property assets. The Company uses its wholly owned subsidiary Valroc, a New South Wales company, to carry out business in Australia.

To complement its current property interests in Western Australia and elsewhere in Australia, Valroc evaluates regularly new opportunities.

The Company holds one exploration property in Canada: the Porcupine Miracle Prospect (gold) within Langmuir Township in north-eastern Ontario. The Company is seeking a partner for the formation of a joint venture or for an outright sales transaction.

## **ENVIRONMENTAL, SOCIAL AND GOVERNANCE FACTORS**

International Prospect Ventures strives to ensure that its exploration activities support environmental sustainability and social responsibility. International Prospect Ventures also makes every effort to ensure that it meets or exceeds all required standards of corporate governance, following industry best practices and satisfying legal and regulatory requirements.

## **CORPORATE DEVELOPMENT**

On September 24, 2025, the Company announced that it will conduct a non-brokered private placement offering pursuant to which it will issue up to 7,000,000 Units at a per Unit price of \$0.05 for gross proceeds of up to \$350,000.

On September 25, 2025, the Company announced that, further to its news release of September 24, 2025, it has increased the size of its previously announced non-brokered private placement offering such that it will issue up to 12,000,000 Units at a per Unit price of \$0.05 for gross proceeds of up to \$600,000 (instead of 7,000,000 Units for gross proceeds of up to \$350,000, as previously announced). Each Unit will consist of one common share in the capital of the Company and one non-transferable share purchase warrant entitling the holder thereof to acquire one common share of the Company at a per share price of \$0.07 for a period of 36 months from the closing date.

After the quarter end, on October 14, 2025, the Company announced that it has completed the non-brokered private placement offering (the “Offering”) for gross proceeds of \$602,000, oversubscribed by 40,000 Units for additional gross proceeds of \$2,000. The Company issued 12,040,000 Units under the Offering at a per Unit price of \$0.05. Each Unit comprised of one common share in the capital of the Company and one non-transferable share purchase warrant entitling the purchase of one common share at a per share price of \$0.07 until October 14, 2028.

Four insiders of the Company participated in the Offering for aggregate cash consideration to the Company of \$256,000, which constitutes a Related Party Transaction under TSX Venture Exchange Policy 5.9.

In connection with the Offering, the Company also issued an aggregate 265,200 common shares at a deemed per share price of \$0.05 to an arm’s length party in satisfaction of an aggregate \$13,260 in finder’s fees from proceeds received from subscribers introduced to the Company by the finder, and issued 265,200 finder’s warrants exercisable at a price of \$0.07 until October 14, 2028.

The net proceeds raised from the Offering will be used by the Company for general corporate purposes.

All securities issued under the Offering, including the common shares underlying the warrants and finder’s warrants, are subject to a hold period until February 15, 2026, in accordance with applicable securities legislation and the policies of the TSX Venture Exchange.

## **AUSTRALIAN EXPLORATION PROPERTY PORTFOLIO (VALROC)**

The Company holds properties and performs exploration activities in Australia through its subsidiary Valroc. International Prospect holds 100% of the equity in Valroc (see news release dated January 31, 2019) and has advanced all necessary funding for corporate and exploration expenditures.

### *Property Holdings*

As part of its ordinary business activities, the Company acquires new prospective tenements to enhance its existing property portfolio or to pursue new geological ideas and/or drops tenements that are no longer considered to be material based on results or changing commodity prices over time.

During the third quarter of 2025, the Company made no changes to its property portfolio. As of September 30, 2025, Valroc held a total of 14 tenements covering an area of 11,790 hectares. However, the Company is currently evaluating its tenements with a view to consolidate the holdings in an area that the Company found to be most prospective based on the work done to date.

The Company aims to add value to the tenements with the completion of some early-stage exploration programs, and then seeks partners to further advance the exploration on some of the more advanced properties retaining NSR royalties.

### Exploration Programs

The Company uses its network of independent local prospectors to gather information about gold-bearing structures on its tenements. This is a low-cost, but effective way to target specific areas, where traditional exploration programs will be deployed as circumstances and financings permit.

The execution of the more expensive exploration programs will depend on the availability of internal and/or external financing sources.

### **CANADIAN EXPLORATION PROPERTY PORTFOLIO**

The Company holds only one exploration property in Canada: The Porcupine Miracle Prospect (gold) within Langmuir Township in north-eastern Ontario. The Company is seeking a partner for the formation of a joint venture or for an outright sales transaction.

On November 21, 2025, the Company announced the signing of a milestone Exploration Agreement dated October 15, 2025 (the “Exploration Agreement”) with the Matachewan First Nation (“Matachewan FN”) and Mattagami First Nation (“Mattagami FN”), members within the Wabun Tribal Council (WTC). The Exploration Agreement covers the Company’s Operational Areas of Interest (“the Properties”) within the First Nations’ traditional lands, located in northeastern Ontario’s Abitibi Greenstone Belt.

The Exploration Agreement outlines the terms on how consultation and impact mitigation on exploration activities will be conducted. It also delivers financial benefits, including contracts, jobs, and training opportunities during the exploration phase, for both current and future work programs across the property portfolio covered by the Exploration Agreement. Further, the Exploration Agreement provides that the Company will, subject to the approval of the TSX Venture Exchange, issue to each of Matachewan FN and Mattagami FN 50,000 common shares of the Company, and will also grant to each of Matachewan FN and Mattagami FN incentive stock options to acquire 50,000 shares of the Company at a per share price of \$0.05 for a period of five years from issuance, in accordance with its incentive stock option plan and a consulting agreement among the parties. The Exploration Agreement will remain in effect until such time an Impact Benefit Agreement (IBA) has been concluded.

## SELECTED FINANCIAL INFORMATION

|  | As at September 30,<br>2025 |                  | As at December 31,<br>2024 |                |
|--|-----------------------------|------------------|----------------------------|----------------|
| Cash and cash equivalents                | \$                          | 30,497           | \$                         | 90,633         |
| Other current assets                     |                             | 31,282           |                            | 40,549         |
| Investments                              |                             | 266,667          |                            | 285,147        |
| <b>Total Assets</b>                      | <b>\$</b>                   | <b>328,446</b>   | <b>\$</b>                  | <b>416,329</b> |
| Accounts payable and accrued liabilities | \$                          | 60,653           | \$                         | 44,696         |
| Due to related parties                   |                             | 180,277          |                            | 48,888         |
| <b>Total Liabilities</b>                 | <b>\$</b>                   | <b>240,930</b>   | <b>\$</b>                  | <b>93,584</b>  |
| <b>Total Equity</b>                      |                             | <b>87,516</b>    |                            | <b>322,745</b> |
| <b>Total Liabilities and Equity</b>      | <b>\$</b>                   | <b>328,446</b>   | <b>\$</b>                  | <b>416,329</b> |
| <b>Working capital (deficit)</b>         | <b>\$</b>                   | <b>(179,151)</b> | <b>\$</b>                  | <b>56,078</b>  |

As at September 30, 2025, the Company had cash and cash equivalents of \$30,497 (December 31, 2024 - \$90,633), working capital (current assets less current liabilities) deficit of \$179,151 (December 31, 2024 – surplus of \$56,078) and accumulated deficit of \$6,518,004 (December 31, 2024 - deficit of \$6,282,775). Refer to “Liquidity and Capital Resources” section for further discussion on the Company’s working capital and sources of financing.

### TOTAL ASSETS

#### *Cash and cash equivalents*

The Company ended the third quarter of 2025 with cash and cash equivalents of \$30,497 compared to \$90,633 as at December 31, 2024. The decrease for the nine months ended September 30, 2025 relates to the cash used from operating of activities of \$78,616, net of proceeds of \$18,480 on sale of the Company’s short-term investments.

Refer to *Cash Flow Analysis* section below for further discussion on the Company’s cash position and changes thereof for the nine months ended September 30, 2025 and 2024.

#### *Other current assets*

Other current assets of \$31,282 as at September 30, 2025 (December 31, 2024 - \$40,549) included sales taxes recoverable of \$22,111 (December 31, 2024 - \$29,824), prepaid insurance of \$9,171 (December 31, 2024 - \$5,178) and due from related parties of \$nil (December 31, 2024 - \$5,547).

## *Investments*

As at September 30, 2025, investment of \$266,667 (December 31, 2024 - \$285,147) consisted of:

(a) long-term portion of investments of \$266,667 (December 31, 2024 - \$266,667) comprising of common shares of a private mining exploration company, that do not have a quoted market price in an active market. The Company assessed the fair value of these shares based on the private company's most recent financing price of \$0.10 (December 31, 2024 - \$0.10) per common share; and,

(b) short-term portion of investments of \$nil (December 31, 2024 - \$18,480) comprising of marketable securities of a publicly traded mining exploration company, that are recorded at fair value using quoted market prices. During the nine months ended September 30, 2025, the short-term investments were sold for proceeds of \$18,480.

## **TOTAL LIABILITIES**

Total liabilities of \$240,930 as at September 30, 2025 (December 31, 2024 - \$93,584) consisted of trade payables and accrued liabilities of \$60,653 (December 31, 2024 - \$44,696) and due to related parties of \$180,277 (December 31, 2024 - \$48,888).

As discussed further in the related party balances and transactions section below, amounts due to related parties of \$180,277 (December 31, 2024 - \$48,888) consisted of consulting fees of \$108,000 (December 31, 2024 - \$nil) payable to key management, royalty advance payable of \$30,000 (December 31, 2024 - \$20,000) due to 2973090 Canada Inc, of \$28,097 (December 31, 2024 - \$22,764) for geology expenses due to senior management, and rent payable of \$12,455 (December 31, 2024 - \$6,124) due to Val-d'Or Mining Corporation.

## **EQUITY**

Equity totalled \$87,516 as at September 30, 2025 compared to \$322,745 as at December 31, 2024, which decreased of \$235,229 representing the net loss for the nine months ended September 30, 2025.

## DISCUSSION AND RESULTS OF OPERATIONS

|  | For the three months<br>ended September 30, |                     | For the nine months<br>ended September 30, |                     |
|--|---|---------------------|--|---------------------|
|  | 2025  | 2024                | 2025                                       | 2024                |
| <b>Total Revenues</b>                                | \$ -  | \$ -                | \$ -                                       | \$ -                |
| <b>Operating expenses</b>                            |   |                     |  |                     |
| Exploration and evaluation expenses                  | \$ 61,946                                   | \$ 59,673           | \$ 153,050                                 | \$ 152,151          |
| General and administrative                           | 35,228                                      | 44,259              | 142,566                                    | 143,109             |
| <b>Total operating expenses</b>                      | <b>97,174</b>                               | <b>103,932</b>      | <b>295,616</b>                             | <b>295,260</b>      |
| <b>Other expenses (recoveries)</b>                   |   |                     |  |                     |
| Forgiveness of debt                                  | (63,000)                                    | -                   | (63,000)                                   | (45,000)            |
| Change in fair value of investment in public company | -   | 112,500             | -  | 112,500             |
| Gain on settlement of debt                           | -   | -                   | -  | (12,000)            |
| Other expenses                                       | 230   | 86                  | 2,613                                      | 1,028               |
| <b>Total other expenses (recoveries)</b>             | <b>(62,770)</b>                             | <b>112,586</b>      | <b>(60,387)</b>                            | <b>56,528</b>       |
| <b>Net loss and comprehensive loss</b>               | <b>\$ (34,404)</b>                          | <b>\$ (216,518)</b> | <b>\$ (235,229)</b>                        | <b>\$ (351,788)</b> |
| <b>Basic and diluted net loss per common share</b>   | <b>\$ (0.001)</b>                           | <b>\$ (0.004)</b>   | <b>\$ (0.004)</b>                          | <b>\$ (0.006)</b>   |

### Three months ended September 30, 2025 compared to three months ended September 30, 2024:

Operating expenses for the three months ended September 30, 2025 were \$97,174, compared to \$103,932 for the same period in 2024. The decrease was primarily due to lower professional fees related to tax services and reduced travel expenses within General and Administrative expenses.

Other recoveries of \$62,770 for the three months ended September 30, 2025 consisted of forgiveness of debt totalling \$63,000 related to the settlement of amounts owed for consulting services rendered by key management of the Company and for director fees.

Other expenses of \$112,586 for the three months ended September 30, 2024 consisted primarily of an unrealized gain of \$112,500 on the change in fair value of investment in marketable securities of a publicly traded mining exploration company.

### Nine months ended September 30, 2025 compared to nine months ended September 30, 2024:

Operating expenses for the nine months ended September 30, 2025 of \$295,616 were consistent with operating expenses of \$295,260 for the same period in 2024.

Other recoveries of \$60,387 for the nine months ended September 30, 2025 consisted primarily of the forgiveness of debt totalling \$63,000 related to the settlement of amounts owed for consulting services rendered by key management of the Company and for director fees.

Operating expenses of \$56,528 for the nine months ended September 30, 2024 consisted mainly of an unrealized loss of \$112,500 on the change in fair value of investment in marketable securities of a publicly traded mining exploration company, net of the forgiveness of \$45,000 and a gain of \$12,000 relating to the settlement of debt for consulting services rendered by key management of the Company and for director fees.

## CASH FLOW ANALYSIS

|  | For the nine months<br>ended September 30, |              |
|--|--|--------------|
|  | 2025                                       | 2024         |
| Cashflows used by operating activities         | \$ (78,616)                                | \$ (226,738) |
| Cashflows from investing activities            | 18,480                                     | -            |
| Cashflows from financing activities            | -  | 274,375      |
| Increase in cash and cash equivalents          | \$ (60,136)                                | \$ 47,637    |
| Cash and cash equivalents, beginning of period | 90,633                                     | 41,785       |
| Cash and cash equivalents, end of period       | \$ 30,497                                  | \$ 89,422    |

Cash outflows from operating activities for the nine months ended September 30, 2025 totalled \$78,616 compared to cash outflows of \$226,738 for the same period in 2024. The variance in cashflows from operating activities was related to positive changes to working capital for the nine months ended September 30, 2025.

Cash inflows from investing activities for the nine months September 30, 2025 totalled \$18,480 compared to \$nil for the same period in 2024. The cash inflows for the nine months ended September 30, 2025 were related to the proceeds from the sale of short-term investments as discussed above.

Cash inflows from financing activities for the nine months September 30, 2025 totalled \$nil compared to \$274,375 for the same period in 2024. The cash inflows for the nine months ended September 30, 2024 were related from the closing of a non-brokered private placement offering, whereby the Company issued 6,100,000 units at a per unit price of \$0.05, for gross proceeds of \$305,000, net of share issuance costs of \$22,100.

## SUMMARY OF QUARTERLY RESULTS

The following selected financial information is for the 8 most recently completed quarters as derived from the Company's respective consolidated financial statements and notes thereto. The following information should be read in conjunction with the referenced consolidated financial statements, the notes to those statements and "Results of Operations" herein.

|  | Sept<br>2025 | June<br>2025 | Mar<br>2025 | Dec<br>2024 | Sept<br>2024 | Jun<br>2024 | Mar<br>2024 | Dec<br>2023             |
|--|--------------|--------------|-------------|-------------|--------------|-------------|-------------|-------------------------|
|  |              |              |             |             |              |             |             | (Restated) <sup>1</sup> |
| Operating expenses (income)                          | \$ 97,174    | \$ 97,131    | \$ 101,311  | \$ 167,015  | \$ 103,932   | \$ 102,367  | \$ 88,961   | \$ (355,912)            |
| Other expenses (income)                              | (62,770)     | 8,448        | (6,065)     | 115,183     | 112,586      | (131,779)   | 75,721      | 423                     |
| Net loss (income) and comprehensive loss (income)    | \$ 34,404    | \$ 105,579   | \$ 95,246   | \$ 282,198  | \$ 216,518   | \$ (29,412) | \$ 164,682  | \$ (355,489)            |
| Basic and diluted net loss (income) per common share | 0.001        | 0.002        | 0.002       | 0.005       | 0.004        | (0.001)     | 0.003       | (0.007)                 |

## LIQUIDITY AND CAPITAL RESOURCES

### *Liquidity*

At September 30, 2025, the Company had a working capital deficit (current assets less current liabilities) of \$179,151 (December 31, 2024 – working capital surplus of \$56,078). During the nine months ended September 30, 2025 the Company incurred a loss of \$235,229 (for the nine months ended September 30, 2024 – loss of \$351,788) and used cash for operating activities of \$78,616 (for the nine months ended September 30, 2024 – used cash of \$236,738).

The Company's continuing operations entirely depend upon its ability to obtain equity financings required to complete exploration and development of its projects, existence of economically recoverable mineral reserves at its projects, its ability to acquire necessary permits to explore or mine, future profitable production of any mine, and proceeds from disposition of its mineral property interests. These material uncertainties are indicative of significant doubt as to the Company's ability to continue as a going concern.

The Company improved its liquidity and working capital subsequent to the quarter on closing of the non-brokered private placement offering for gross proceeds of \$602,000 as discussed above.

### *Capital resources*

The Company's objectives in managing capital are to safeguard its ability to continue its operations, to increase the value of the assets of the business and to provide an adequate return to owners. These objectives will be achieved by identifying the right exploration prospects, adding value to these projects

<sup>1</sup> During the year ended December 31, 2023, the Company changed its accounting policy from capitalization of exploration and evaluation costs to expensing these costs. The annual information for the years ended December 31, 2022 and 2021 have been restated to reflect the results of this change in accounting policy. See Note 4 of the audited financial statements for the year ended December 31, 2023 and 2022 for further details.

and ultimately taking them through to production either with partners or by the Company's own means or sale.

The Company does not derive any revenues from operations and does not expect to generate any revenues from operations in the foreseeable future. The Company has no material income from operations.

The Company's mineral exploration activities have provided the Company with no sources of income and a history of losses and deficit positions. However, given the nature of its business, the results of operations as reflected in the net losses and losses per share do not provide meaningful interpretation of the Company's performance and valuation. The Company is dependent on raising funds through the issuance of shares and/or debt instruments or disposing of interests it has in exploration and evaluation assets in order to finance further acquisitions, undertake exploration and development activities on exploration and evaluation assets and meet general and administrative expenses in the long term.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares to improve its financial performance and flexibility. When financing conditions are not optimal, the Company may enter into option agreements or other solutions to continue its exploration and evaluation activities or may slow its activities until conditions improve. The Company monitors capital on the basis of the carrying amount of equity.

## **COMMITMENTS**

### *Exploration expenditure commitment*

In order to maintain the Company's interest in mining tenements in Australia, the Company is committed to meet the annual minimum expenditure of approximately \$216,000 (or AUD\$236,000) under which the tenements were granted.

### *Advance royalty payments*

Advance royalty payments of \$10,000 per annum is payable by the Company.

### *Consulting fee commitments*

The Company is party to certain management contracts and severance obligations. Minimum commitments under these contracts due within one year are \$222,000.

## RELATED PARTY TRANSACTIONS

### *Transactions with key management*

Key management personnel of the Company comprise of the members of the Board of Directors, as well as the President and Chief Executive Officer, Vice President Exploration, and the Chief Financial Officer. The compensation paid to key management is presented below:

|                            | For the three months<br>ended September 30, |           | For the nine months<br>ended September 30, |            |
|----------------------------|---|-----------|--|------------|
|                            | 2025  | 2024      | 2025                                       | 2024       |
| Key senior management fees | \$ 57,000                                   | \$ 54,000 | \$ 171,000                                 | \$ 162,000 |
| Other fees                 | 4,500                                       | 4,500     | 13,500                                     | 13,500     |
| Royalty                    | 10,000                                      | 10,000    | 10,000                                     | 10,000     |
|                            | \$ 71,500                                   | \$ 68,500 | \$ 194,500                                 | \$ 185,500 |

### *Key senior management fees*

For the three months ended September 30, 2025, consultant fees of \$57,000 (2024 - \$54,000) were accrued/paid to key management of which \$45,000 (2024 - \$45,000) were recorded under exploration and evaluation expense and of \$12,000 (2024 - \$9,000) were recorded under General and administrative expenses in the consolidated statements of net loss and comprehensive loss.

For the nine months ended September 30, 2025, consultant fees of \$171,000 (2024 - \$162,000) were accrued/paid to key management of which \$135,000 (2024 - \$135,000) were recorded under exploration and evaluation expense and of \$36,000 (2024 - \$27,000) are recorded under General and administrative expenses in the consolidated statements of net loss and comprehensive loss.

As at September 30, 2025, the Company had indebtedness of \$108,000 (December 31, 2024 - \$nil) for consulting and director fees due to key senior management and \$28,097 (December 31, 2024 - \$22,764) for geology expenses due to senior management, which are included in due to related parties. The amounts are unsecured, non-interest bearing and has no fixed terms of repayment. Consulting fees payable of \$45,000 and director fees payable of \$18,000 were forgiven by key senior management for the three and nine months ended September 30, 2025 (for the three and nine months ended September 30, 2024 - \$nil and \$45,000 in consulting fees).

### *Other fees*

For the three and nine months ended September 30, 2025, the Company incurred fees of \$4,500 (2024 - \$4,500) and \$13,500 (2024 - \$13,500) with the spouse of the Company's director, as part of a consulting agreement for accounting services. These fees were recorded under Professional fees in the consolidated statements of net loss and comprehensive loss. As at September 30, 2025, the Company had indebtedness of \$1,725 (December 31, 2024 - \$nil) to this individual.

### *Royalty*

The Company owns a 100% interest in the Porcupine Miracle Project located in Langmuir Township in the Province of Ontario, Canada. The Property is subject to an NSR royalty in favor of 2973090 Canada Inc, a company controlled by the President, CEO and Director, equal to 3% of net smelter returns. Advance royalty payments of \$10,000 per annum are payable by the Company, which commenced in 2017; the advance royalty payments will be deducted from the amounts payable under the royalty. As at September 30, 2025, advance royalty payment of \$30,000 (December 31, 2024 - \$20,000) remain outstanding, which is included in due to related parties.

### *Cost Sharing Arrangement*

Effective January 1, 2024, the rental arrangement with Val-d'Or Mining was amended whereby the Company pays a rental fee of \$3,000 per annum. For the three and nine months ended September 30, 2025, the Company incurred rent to Val-d'Or Mining in the amount of \$750 (2024 - \$3,000) and \$1,500 (2024 - \$6,000), respectively. As at September 30, 2025, the Company had indebtedness of \$12,455 (December 31, 2024 - \$6,124) due to Val-d'Or Mining, which is included in due to related parties.

### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

### **JUDGMENT, ESTIMATES AND ASSUMPTIONS**

The judgements, estimates and assumptions used by management are described in note 5 of the audited consolidated financial statements for the year ended December 31, 2024.

### **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

The changes in accounting policies including those that have not been adopted are explained in note 4 of the audited consolidated financial statements as at December 31, 2024.

### **RISKS RELATED TO FINANCIAL INSTRUMENTS**

Financial Instruments measured at fair value are classified into one of three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities at the reporting date;
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)
- Level 3: inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

## **Fair value**

The Company's financial instruments include cash and cash equivalents and accounts payable. The carrying values of cash, receivables and payables approximate fair value because of the short-term nature of these instruments.

## **Credit Risk**

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations.

Concentration of credit risk exists with respect to the Company's cash and cash equivalents as all are placed with a Canadian financial institution. The Company is not exposed to significant credit risk on its cash and cash equivalents as all have been placed with major financial institutions.

## **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. At September 30, 2025, the Company had working capital deficit of \$179,151. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. Subsequent to quarter-end, the Company was able to raise funding to discharge its existing financial obligations. The Company will require additional funding in the future in order to continue as a going concern. There is no assurance that financing of sufficient amounts or on terms acceptable to the Company will be available.

## **Interest Rate Risk**

The Company is not subject to any significant interest rate risk. In management's opinion, the Company's interest rate risk is minimal as its cash equivalents may be redeemed upon demand without significant penalty.

## **Foreign Currency**

Risk Foreign currency risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. The Company is not subject to any significant foreign currency risk as it does not have a significant number of financial instruments denominated in foreign currencies. The Company does not engage in any hedging activity.

## **Commodity Price Risk**

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities. Management closely monitors commodity prices, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company

## INFORMATION ON OUTSTANDING SECURITIES

The following table sets out the number of common shares and options outstanding as of the date hereof:

|                                   |            |
|-----------------------------------|------------|
| <b>Common shares outstanding:</b> | 72,926,442 |
| <b>Stock options outstanding:</b> | 5,770,556  |
| <b>Warrants outstanding:</b>      | 15,465,200 |

| <b>Expiry Date</b> | <b>Exercise Price</b> | <b>Number of stock options outstanding</b> |
|--------------------|-----------------------|--|
| July 10, 2027      | \$ 0.050              | 265,000                                    |
| December 12, 2027  | \$ 0.265              | 495,000                                    |
| October 18, 2029   | \$ 0.050              | 2,210,556                                  |
| October 6, 2025    | \$ 0.065              | 2,700,000                                  |
| October 10, 2025   | \$ 0.060              | 100,000                                    |
|                    | \$ 0.076              | 5,770,556                                  |

| <b>Expiry Date</b> | <b>Exercise Price</b> | <b>Number of warrants outstanding</b> |
|--------------------|-----------------------|---------------------------------------|
| April 4, 2026      | \$ 0.07               | 3,160,000                             |
| October 14, 2028   | \$ 0.07               | 12,305,200                            |
|                    | \$ -                  | 15,465,200                            |

## RISKS AND UNCERTAINTIES

An investment in the common shares of the Company involves a high degree of risk and must be considered highly speculative due to the financial and operational risks inherent to the nature of the Company's business and the present stage of exploration and development of its mineral resource properties. These risks may affect the Company's eventual profitability and level of operating cash flow. Prospective buyers of the common shares of the Company should consider the following risk factors:

### Limited Financial Resources and Going Concern:

The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources, no operating revenues and its ability to continue operating as a going concern is dependent upon management's success in raising additional funding to sustain the Company until cash flow from operations is adequate to sustain the Company's viability. Substantial expenditures are required to be made by the Company to establish ore reserves and develop a mining operation. At present, the Company has no producing properties and generates no operating revenues; therefore, for the foreseeable future, it will be dependent upon raising equity in the capital markets to provide financing for its continuing exploration budgets. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development of the Company's projects and the Company may become unable to carry out its business objectives. The Financial

Statements contain a note that indicates the existence of material uncertainties that raise substantial doubt about the Company's ability to continue as a going concern. 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 capital stock, and to realize future profitable production or proceeds from the disposition of its mineral interests. While the Company has been successful in obtaining financing from the capital markets for its projects in recent years, there can be no assurance that the capital markets will remain favourable in the future, and/or that the Company will be able to raise the financing needed to continue its exploration programs on favourable terms, or at all. Restrictions on the Company's ability to finance could have a materially adverse outcome on the Company and its securities, and its ability to continue as a going concern.

#### *Financing Risks and Dilution to Shareholders*

The Company has limited financial resources and no revenues. If the Company's exploration program on its exploration properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

#### *Climate Change*

The Company has properties in various regions and jurisdictions where environmental laws are evolving and are not consistent. A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to the potential impact of climate change, such as regulation relating to emission levels. If the current regulatory trend continues, this may result in increased costs directly or indirectly affecting the Company. In addition, the physical effect of climate change, such as extreme weather conditions, natural disasters, resource shortages, changing sea levels and changing temperatures, could have an adverse financial impact on operations located in the regions where these conditions occur, directly or indirectly impacting the business of the Company.

#### *Investment of Speculative Nature*

Investing in the Company, at this early stage of its development, is of a highly speculative nature.

#### *Nature of Mineral Exploration and Mining*

There are no known mineral resources on the Company's properties. Mineral exploration and development involves a high degree of risk, requires substantial expenditures and few properties that are explored are ultimately developed into producing mines.

#### *Exploration and Development Risks*

Resource exploration and development is a speculative business, involving considerable financial and technical risks, including the failure to discover mineral deposits, market fluctuations and government regulations, which are beyond the control of the Company.

### Country Risk

The Company has operations outside Canada in Australia. The Australian regulatory regime is generally stable. Country risk refers to the risk of investing in a country, dependent on changes in the business environment that may adversely affect operating profits or the value of assets in a specific country. For example, financial factors such as currency controls, devaluation or regulatory changes, or stability factors such as mass riots, civil war and other potential events contribute to companies' operational risks.

### Stress in the Global Economy and Financial Condition

The adverse effects on the capital markets generally make the raising of capital by equity or debt financing much more difficult and the Company is dependent upon the capital markets to raise financing. Adverse effects of coronavirus developments (COVID-19) on consumer confidence, market stability and public health creates uncertainties on macroeconomic conditions and may also result in closures, cancellations of, or reductions in operations or production on properties where the Company holds royalty interests or investments.

### Permits and Licenses

There can be no assurances that the Company will be able to obtain all necessary licenses and permits required to carry out exploration, development and mining operations for its proposed projects.

### Competition

The mineral exploration and mining business is competitive in all of its phases. There is no assurance that the Company will be able to compete successfully with the competition in acquiring suitable properties or prospects for mineral exploration.

### No Assurance of Title to Property

The Company's claims may be subject to prior unregistered agreements or transfers or third party and aboriginal land claims and title may be affected by undetected defects.

### Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

### Political Regulatory Risks

Any changes in government policy may result in changes to laws affecting the Company's ability to undertake exploration and development activities in respect of present and future properties.

### Conflicts of Interest

The Directors and Officers of the Company are also directors and officers of other companies, some of which are in the same business as the Company. This situation may result in conflicting legal obligations which may expose the Company to liability to others and impair its ability to achieve its business objectives.

### Insurance

The Company will remain at risk and will be potentially subject to liability for hazards associated with mineral exploration which it cannot insure against or which it has elected not to insure against because of premium costs or other reasons.

### Influence of Third-Party Stakeholders

Claims by third parties on the lands in which the Company holds interests, or the exploration equipment and road or other means of access which the Company intend to utilize in carrying out work programs or general exploration mandates, even if not meritorious, may create delays resulting in significant financial loss and loss of opportunity for the Company.

### Fluctuation in Market Value of Shares

The market price of a publicly-traded stock is affected by many variables not directly related to the corporate performance of the entity. The future effect of these and other factors on the market price of Company's shares on the Exchange cannot be predicted.