



HAYASA METALS INC.

Hayasa Metals Inc.

(formerly Fremont Gold Ltd.)

An Exploration Stage Company

CONDENSED INTERIM CONSOLIDATED
FINANCIAL STATEMENTS
(Unaudited)

SIX MONTHS ENDED SEPTEMBER 30, 2025

NOTICE

These unaudited interim consolidated financial statements have been prepared by management and have not been the subject of a review by the Company's independent auditor.

Hayasa Metals Inc.

Condensed interim statements of financial position

(Expressed in Canadian Dollars)

	Notes	Sept. 30, 2025	March 31, 2025
ASSETS			
Current assets			
Cash and cash equivalents		\$ 1,790,973	\$ 1,074,738
Accounts receivable		120,631	122,906
Prepaid expenses		122,839	48,566
Total Current assets		2,034,443	1,246,210
Non-current assets			
Mineral properties	4	637,597	628,509
Fixed assets		22,389	4,766
Reclamation bonds	5	29,747	30,107
Total Assets		\$ 2,724,176	\$ 1,909,592
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		\$ 214,341	\$ 101,109
Project cost advances received	4(a)	\$ 339,981	\$ -
Due to related parties	8	2,136	303,424
Total Current liabilities		556,458	404,533
Long-term liabilities		77,881	31,309
		634,339	435,842
Shareholders' equity			
Share capital	6(a)	23,046,691	21,213,260
Warrant reserve	6(b)	315,263	315,263
Stock option reserve	6(c)	2,041,999	1,943,484
PSU reserve	6(d)	32,001	10,667
Accumulated other comprehensive income		213,225	229,988
Accumulated deficit		(23,559,342)	(22,238,912)
Total Shareholders' equity		2,089,837	1,473,750
Total Liabilities and Shareholders' equity		\$ 2,724,176	\$ 1,909,592
Nature of operations and going concern (Note 1)			

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

Approved by the Board of Directors

"Randall Chatwin"
Randall Chatwin, Director

"Joel Sutherland"
Joel Sutherland, Director

Hayasa Metals Inc.

Condensed interim consolidated statements of loss and comprehensive loss

(Expressed in Canadian Dollars except number of shares)

	Notes	3 months ended Sept. 30, 2025	3 months ended Sept. 30, 2024	6 months ended Sept. 30, 2025	6 months ended Sept. 30, 2024
Expenses					
Exploration and evaluation	7	\$ 2,010,805	\$ 253,267	\$ 2,237,292	\$ 652,007
Earned project costs advanced	4(a), 7	(1,429,284)	-	(1,429,284)	-
		581,521	253,267	808,008	652,007
Management	8	123,063	89,105	225,876	142,298
Professional fees		128,814	43,989	155,636	61,231
Stock-based compensation	6(c), (d)	55,753	34,978	119,849	58,675
Marketing		66,227	47,930	77,762	118,905
General and administration		11,112	10,744	28,907	18,391
Travel		9,484	22,892	28,766	31,769
Project development		2,585	13,466	11,303	16,131
Listing and transfer agent		(6,259)	3,404	4,317	5,201
Depreciation		1,043	317	1,494	633
		973,343	520,092	1,461,918	1,105,241
Other income and expenses					
Foreign exchange loss (gain)		(218)	47,877	35,639	50,539
Vardenis management fee	4(a)	(91,218)		(91,218)	-
Other income	8	(79,780)		(79,780)	-
Interest income		(3,021)	(7,954)	(6,129)	(8,691)
Provision on Intermont receivable		-	126,388	-	126,388
Loss on marketable securities		-	1,595	-	1,595
Net loss for the period		\$ 799,106	\$ 687,998	\$ 1,320,430	\$ 1,275,072
Other comprehensive income and loss					
Unrealised foreign currency translation items		(25,121)	2,997	16,763	(2,772)
Total comprehensive loss for the period		\$ 773,985	\$ 690,995	\$ 1,337,193	\$ 1,272,300
Loss per share, Basic and diluted		\$ 0.01	\$ 0.01	\$ 0.02	\$ 0.03
Weighted average shares outstanding, Basic and diluted		61,958,955	53,066,119	61,532,748	45,535,485

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

Hayasa Metals Inc.

Condensed interim consolidated statements of changes in shareholders' equity

(Expressed in Canadian Dollars)

	Issued common shares	Share capital	Reserves, Warrants	Reserves, Stock options	Reserves, PSUs	Accumulated other comprehensive income (loss)	Accumulated deficit	Total shareholders' equity
Balance at March 31, 2024	37,922,097	\$18,952,598	\$ 291,763	\$ 1,790,445	\$ -	\$ 178,682	(\$21,008,430)	\$ 205,058
Shares issued for cash:								-
Private placement	20,150,000	2,015,000	-	-	-	-	-	2,015,000
Shares issued to CEO	116,000	12,760	-	-	-	-	-	12,760
Share issuance costs	-	(54,429)	-	-	-	-	-	(54,429)
Stock-based compensation	-	-	-	58,675	-	-	-	58,675
Comprehensive loss	-	-	-	-	-	2,772	(1,275,072)	(1,272,300)
Balance at September 30, 2024	58,188,097	\$20,925,929	\$ 291,763	\$ 1,849,120	\$ -	\$ 181,454	(\$22,283,502)	\$ 964,764
Balance at March 31, 2025	61,101,857	\$21,213,260	\$ 315,263	\$ 1,943,484	\$ 10,667	\$ 229,988	(\$22,238,912)	\$ 1,473,750
Shares issued for cash:								-
Private placement	11,165,282	1,898,098	-	-	-	-	-	1,898,098
Shares issued to CEO	116,000	17,980	-	-	-	-	-	17,980
Share issuance costs	-	(82,647)	-	-	-	-	-	(82,647)
Stock-based compensation	-	-	-	98,515	21,334	-	-	119,849
Comprehensive loss	-	-	-	-	-	(16,763)	(1,320,430)	(1,337,193)
Balance at September 20, 2025	72,383,139	\$23,046,691	\$ 315,263	\$ 2,041,999	\$ 32,001	\$ 213,225	(\$23,559,342)	\$ 2,089,837

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

Hayasa Metals Inc.

Condensed interim consolidated statements of cash flows

(Expressed in Canadian Dollars)

	6 months ended Sept. 30, 2025	6 months ended Sept. 30, 2024
OPERATING ACTIVITIES		
Net loss for the period	(\$ 1,320,430)	(\$ 1,275,072)
Adjustments for items not involving cash:		
Stock-based compensation	119,849	58,675
Increase in reclamation provision (net)	46,567	-
Shares issued to CEO	17,980	12,760
Unrealised foreign exchange items	2,119	2,714
Depreciation	1,494	633
Provision on Intermont receivable	-	126,388
Realised loss on sale of marketable securities	-	1,595
	(1,132,421)	(1,072,307)
Net changes in non-cash working capital items:		
Accounts receivable and prepaid expenses	(74,273)	(22,565)
Accounts payable and accrued liabilities	113,232	44,300
Project cost advances received	339,981	-
Due to related parties	(301,288)	(64,709)
Cash used in operating activities	(1,054,769)	(1,115,281)
INVESTING ACTIVITIES		
Additions to mineral properties (net)	(16,145)	(63,601)
Additions to fixed assets	(18,871)	-
Proceeds on sale of marketable securities	-	30,405
Cash used in investing activities	(35,016)	(33,196)
FINANCING ACTIVITIES		
Issuance of share capital	1,898,098	2,015,000
Share issuance costs	(82,647)	(54,429)
Cash provided by financing activities	1,815,451	1,960,571
Effect of change in exchange rate on cash	(9,430)	(1,013)
Net increase in cash and cash equivalents	716,235	811,081
Cash and cash equivalents, beginning of period	1,074,738	298,594
Cash and cash equivalents, end of period	\$ 1,790,973	\$ 1,109,675

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

Hayasa Metals Inc.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, Expressed in Canadian Dollars)

SIX MONTHS ENDED SEPTEMBER 30, 2025

1. NATURE OF OPERATIONS AND GOING CONCERN

In November 2024, the Company announced that it had changed its name from Fremont Gold Ltd. to Hayasa Metals Inc.

Hayasa Metals Inc. (“**Hayasa**” or the “**Company**”) was incorporated under the laws of British Columbia, Canada, on June 6, 2007. The principal business activity of the Company is the acquisition and exploration of mineral properties located in the Tethyan belt of Armenia. The Company is listed on the TSX Venture Exchange (“**TSXV**”) under the trading symbol ‘HAY’ and on the OTCQB Venture Market under the trading symbol ‘HAYAF’. The head office and records office of the Company are located at Suite 1500 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2. The Company’s registered office is located at 1200 – 750 West Pender Street, Vancouver, British Columbia, Canada, V6C 2T8.

Going concern

The nature of the Company’s operations results in significant expenditures for the acquisition and exploration of mineral properties. To date, the Company has not generated any revenue from mining or other operations and it is considered to be in the exploration stage.

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards (“**IFRS**”) applicable to a going concern, which assumes the Company will be able to realise its assets and settle its liabilities in the normal course of business. For the six months ended September 30, 2025, the Company reported a net loss of \$1,320,430 (six months ended September 30, 2024: \$1,275,072) and as at that date, had a net working capital balance of \$1,477,985 (March 31, 2025: \$841,677).

The Company’s ability to continue as a going concern is dependent upon its ability to obtain additional funding from equity financings provided by the Company’s existing shareholders and/or new shareholders or through other arrangements. There is no assurance that the Company will be successful in this regard.

The recoverability of the carrying value of mineral properties and deferred expenditures is dependent upon a number of factors including the existence and discovery of economically recoverable reserves, and the ability of the Company to obtain financing to maintain properties in good standing and continue exploration.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

In the event the Company is unable to arrange appropriate financing, the carrying value of its assets and liabilities could be subject to material adjustment and the Company may not be able to meet its obligations as they become due in the normal course of business. Furthermore, these conditions indicate the existence of a material uncertainty that raises significant doubt as to the Company’s ability to continue as a going concern.

Hayasa Metals Inc.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, Expressed in Canadian Dollars)

SIX MONTHS ENDED SEPTEMBER 30, 2025

2. BASIS OF PREPARATION

These condensed interim consolidated financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board applicable to the preparation of interim financial statements, including IAS 34, 'Interim Financial Reporting'. The accounting policies followed in these condensed interim consolidated financial statements are the same as those applied in the Company's annual consolidated financial statements for the year ended March 31, 2025.

These condensed interim consolidated financial statements include the accounts of Hayasa Metals Inc. and its wholly owned subsidiary as follows:

	Location	Ownership	Functional currency
Hayasa Resources Corp. ("HRC")	Armenia	100%	AMD

HRC is a wholly owned subsidiary of Hayasa Metals Inc. incorporated under the laws of the Republic of Armenia. The subsidiary was established to facilitate the operations of the Company in Armenia.

The condensed interim consolidated financial statements do not contain all disclosures required under IFRS and should be read in conjunction with Company's annual consolidated financial statements and the notes thereto for the year ended March 31, 2025.

Certain financial statement items presented in previous financial statements have been reclassified to conform with current presentation.

3. RECENT ACCOUNTING PRONOUNCEMENTS

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended March 31, 2026, and have not been applied in preparing these consolidated financial statements.

The Company has determined that these new accounting standards and amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or will not have a significant impact on the Company's consolidated financial statements.

4. MINERAL PROPERTIES

6 months ended Sept. 30, 2025	Incurred		Foreign		
	Mar. 31, 2025	during period	Teck funding	exchange	Sept. 30, 2025
Vardenis	\$ 542,823	\$ 14,577	(\$ 14,561)	(\$ 6,278)	\$ 536,561
Urasar	85,686	16,129	-	(779)	101,036
	\$ 628,509	\$ 30,706	(\$ 14,561)	(\$ 7,057)	\$ 637,597

Hayasa Metals Inc.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, Expressed in Canadian Dollars)

SIX MONTHS ENDED SEPTEMBER 30, 2025

Year ended					
March 31, 2025	Mar. 31, 2024	during period	Foreign exchange	Mar. 31 2025	
Vardenis	\$ 202,554	\$ 320,632	\$ 19,637	\$ 542,823	
Urasar	16,104	66,374	3,208	85,686	
	\$ 218,658	\$ 387,006	\$ 22,845	\$ 628,509	

The capitalised costs of mineral properties relate to the claim maintenance and acquisition costs associated with exploration and evaluation assets.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee their titles. Property title may be subject to unregistered prior agreements or transfers and may be affected by undetected defects.

It is possible that economically recoverable reserves may not be discovered and accordingly a material portion of the carrying value of mineral properties could be written off in the future.

(a) Vardenis

Teck option agreement

In August 2025, the Company entered into an amended and restated option and joint venture agreement (the “**Agreement**”) which grants Teck Resources Limited (“**Teck**”) the sole and exclusive option to acquire up to an 80% interest in Mendia Resources LLC (“**Mendia**”), the company that owns the geological exploration license relating to the Vardenis copper-gold project located in east-central Armenia. The Agreement supersedes the option agreement previously entered into by the Company in June 2023 (as subsequently amended) to acquire up to a 100% interest in Mendia.

The Agreement provides for the following:

- The Company and the Optionor will grant Teck the sole and exclusive option to acquire a 70% interest in Mendia (the “**Initial Option**”), which may be exercised by Teck upon (i) incurring an aggregate of US\$ 15 million in exploration expenditures on the Vardenis project by December 31, 2029, (ii) fulfilling its firm commitment to complete 4,300 meters of diamond drilling on the Vardenis Project by October 31, 2026 (completed in October 2025), including 3,000 meters by December 31, 2025, and (iii) making any required payments to the Optionor
- If Teck exercises the Initial Option, it will have a further sole and exclusive option to acquire an additional 10% interest in Mendia, which would bring Teck’s total interest in Mendia to 80% (the “**Second Option**”). Teck may exercise the Second Option by delivering to Hayasa and the Optionor a National Instrument 43-101 compliant pre-feasibility study in respect of the Vardenis project within six years of exercising the Initial Option. Teck will receive the remaining 10% interest in Mendia held by the Optionor for a US\$3.5 million payment. Following Teck’s exercise of the Second Option, the shareholders of Mendia are expected to be as follows: Teck (80%) and Hayasa (20%)
- During the term of the Initial Option (which commenced May 3, 2025) and, if applicable, the Second Option, Teck will be solely responsible for funding all expenditures and costs relating to

Hayasa Metals Inc.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, Expressed in Canadian Dollars)

SIX MONTHS ENDED SEPTEMBER 30, 2025

- the Vardenis project, including costs related to maintaining the Vardenis project in good standing
- If Teck incurs a minimum of US\$ 2.5 million in the 30-month period following the date of the Agreement but chooses not to exercise the Initial Option, the Agreement will terminate and Teck will be granted a 1.0% net smelter return royalty on the Vardenis property, payable by Mendia
 - If Teck exercises the Initial Option and elects not to pursue the Second Option, or if Teck exercises the Second Option, a corporate joint venture (the “**Joint Venture**”) will be deemed to be formed between Teck and Hayasa (and if applicable, the Optionor) in accordance with the terms of the Agreement. A shareholder’s interest in Mendia will be converted to a 1.0% net smelter return if its interest is diluted to below 10% or if it defaults on cash calls in certain circumstances
 - For a period of 18 months from the Joint Venture formation date (the “**Deferral Period**”), Hayasa may elect to defer the contribution of its proportionate share of the costs of approved programs, which costs will be contributed by Teck on behalf of Hayasa and will become repayable by Hayasa within 18 months from the end of the Deferral Period.

Pursuant to the Agreement, Hayasa will initially be the manager of the Vardenis project during the term of the Initial Option, with Teck having the right to replace Hayasa as the manager at any time. The manager of the project is entitled to receive a management fee based on a percentage of the expenditures incurred (5% to 10% depending on the nature of the expenditure). The management fee earned by the Company in respect of the period May 3 through September 30, 2025 was \$91,218.

Funding is provided by Teck in advance of the applicable month(s) of spend based on agreed budgets. Funds received relating to spend to be incurred subsequent to a balance sheet date are presented as a current liability in the condensed interim statement of financial position. As at September 30, 2025, the balance of funds received in respect of subsequent periods amounted to \$339,981.

Pursuant to the Agreement, Hayasa maintains certain of its rights to acquire interests in the capital of Mendia as set out in the option agreement entered into in June 2023 (as subsequently amended) as long as such rights do not derogate from Teck’s rights under the Agreement. Specifically:

- The Company shall be entitled to 51% of the issued and outstanding Mendia shares on a fully-diluted basis (inclusive of any Mendia shares held by Hayasa as of the date of the Agreement) upon the completion of an aggregate 2,500 metres of diamond drilling on the property on or before October 31, 2025 (such drilling was completed by October 31, 2025)
- The Company shall be entitled to an additional 29% of the issued and outstanding Mendia shares on a fully-diluted basis (inclusive of any Mendia shares held by Hayasa as of the date of the Agreement) upon the completion of an additional 2,500 metres of diamond drilling on the property on or before October 31, 2026 (such drilling was completed by October 31, 2025)
- The Company shall be entitled to an additional 9% of the issued and outstanding Mendia shares on a fully-diluted basis (inclusive of any Mendia shares held by Hayasa as of the date of the Agreement) upon the payment to the Optionor of US\$ 100,000 and the issuance to the Optionor of 1,000,000 Hayasa common shares on or before December 3, 2027.

As at November 28, 2025, the Company had fulfilled all requirements – including the diamond drilling requirements - to acquire a total of 80% of the issued and outstanding Mendia shares on a fully-diluted basis. The Company had not initiated the transfer of the shares as at this date.

The option to acquire Mendia is held by Hayasa (not HRC).

Hayasa Metals Inc.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, Expressed in Canadian Dollars)

SIX MONTHS ENDED SEPTEMBER 30, 2025

Vardenis, data acquisition

The Vardenis copper-gold property was formerly held by Dundee Precious Metals Corp. (“DPMC”) between 2015 and 2018. In June 2023, the Company entered into an agreement with DPMC to purchase its historic exploration data relating to Vardenis. The Company paid \$30,000 to DPMC and criteria that would result in additional compensation were not satisfied

(b) Urasar

In October 2023, the Company was granted an exploration permit by the Armenian government comprising 33.8 km² over the Urasar mineral district in northern Armenia.

Sale of 1.25% NSR over Urasar Mineral District

In January 2025, the Company sold a 1.25% NSR royalty covering all minerals produced from the Urasar copper-gold project to Franco-Nevada Corporation (“**Franco-Nevada**”) and EMX Royalty Corporation (“**EMX**”) for total cash proceeds of US\$ 1,000,000.

Each of Franco-Nevada and EMX retain a 0.625% NSR royalty interest.

In addition, each of Franco-Nevada and EMX were issued 250,000 share purchase warrants, which may be exercised on a one-for-one basis for common shares of the Company within 18 months following issuance at an exercise price of \$0.22.

As part of the transaction, Franco-Nevada and EMX will have a right of first refusal in respect of any future royalty, stream or similar interest on Urasar.

5. RECLAMATION BONDS

Reclamation bonds provided to the Armenian state in connection with exploration work undertaken at Vardenis and Urasar amounted to the Armenian Dram (“**AMD**”) equivalent of \$16,800 and \$12,947, respectively, as at September 30, 2025 (March 31, 2025: total of \$30,107).

6. SHAREHOLDERS’ EQUITY

(a) Share capital

The Company has authorized capital of an unlimited number of common voting shares without nominal or par value.

The Company has authorized capital of an unlimited number of preferred voting shares without nominal or par value.

September 2025 non-brokered private placement

On September 23, 2025, the Company closed a non-brokered private placement financing pursuant to which a total of 11,165,282 units were issued at a price of \$0.17 per unit for gross proceeds of

Hayasa Metals Inc.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, Expressed in Canadian Dollars)

SIX MONTHS ENDED SEPTEMBER 30, 2025

\$1,898,098. The units issued under the placement were offered pursuant to the listed issuer financing exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions and were therefore not subject to Canadian resale restrictions in accordance with applicable Canadian securities laws.

Each unit was comprised of one common share of the Company and one half of one share purchase warrant. Each full warrant entitles the holder to acquire one common share at a purchase price of \$0.22 from November 23, 2025 through March 23, 2027 being 18 months following closing of the private placement.

Current directors and officers of the Company participated in the private placement subscribing for an aggregate of 738,400 common shares for gross proceeds of \$125,528.

Common shares issued to new CEO

The Company appointed a new Chief Executive Officer in late August 2024. As part of his compensation package, the new CEO will receive an aggregate of 580,000 common shares of the Company to be issued as follows:

- 116,000 common shares upon TSXV approval (the “**Initial Issuance**”; issued)
- 116,000 common shares on the six-month anniversary of the Initial Issuance (issued)
- 116,000 common shares on the 12-month anniversary of the Initial Issuance (issued)
- 116,000 common shares on the 18-month anniversary of the Initial Issuance, and
- 116,000 common shares on the 24-month anniversary of the Initial Issuance.

The common shares will be issued at a deemed price equal to the market price of the Company’s shares on the day preceding each issuance.

The common shares associated with the Initial Issuance were issued on September 5, 2024.

(b) Share purchase warrants

A continuity schedule of the Company’s share purchase warrants is as follows:

Hayasa Metals Inc.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, Expressed in Canadian Dollars)

SIX MONTHS ENDED SEPTEMBER 30, 2025

	Expiry date	Number of average exercise warrants	Weighted price
March 31, 2024		5,776,500	0.17
Issuance			
Warrants (July 2024 private placement)	January 23, 2026	10,075,000	0.17
Warrants (Jan. 2025 sale of NSR)	July 21, 2026	500,000	0.22
March 31, 2025		16,351,500	0.17
Issuance			
Warrants (Sept. 2025 private placement)	March 23, 2027	5,582,641	0.22
September 30, 2025		21,934,141	0.18

The Company had the following share purchase warrants outstanding as at September 30, 2025:

	Expiry date	Exercise price	Number of warrants
Warrants (October 2023 private placement)	October 27, 2025	0.17	5,776,500
Warrants (July 2024 private placement)	January 23, 2026	0.17	10,075,000
Warrants (January 2025 sale of NSR)	July 21, 2026	0.22	500,000
Warrants (September 2025 private placement)	March 23, 2027	0.22	5,582,641
		0.18	21,934,141

The weighted average remaining life of outstanding share purchase warrants as at September 30, 2025 was 7 months (September 30, 2024: 15 months).

(c) Stock options

A continuity schedule of the Company's stock options is as follows:

Hayasa Metals Inc.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, Expressed in Canadian Dollars)

SIX MONTHS ENDED SEPTEMBER 30, 2025

	Number of average exercise options	Weighted price
March 31, 2024	3,400,000	0.17
Issued	1,350,000	0.12
Forfeited	(40,000)	0.09
March 31, 2025	4,710,000	0.16
Issued	1,350,000	0.14
Expired	(175,000)	1.00
September 30, 2025	5,885,000	0.13

The Company had the following stock options outstanding as at September 30, 2025:

Expiry date	Number of options	Exercise price
November 5, 2026	25,000	0.80
November 5, 2026	160,000	0.09
January 18, 2026	150,000	0.80
April 23, 2028	1,750,000	0.09
December 20, 2028	1,100,000	0.09
July 5, 2029	150,000	0.10
August 21, 2029	600,000	0.095
November 8, 2029	600,000	0.15
June 24, 2030	750,000	0.12
September 23, 2030	600,000	0.17
	5,885,000	0.13

The weighted average remaining life of outstanding stock options as at September 30, 2025 was 41 months (September 30, 2024: 45 months).

Stock-based compensation relating to stock options totalled \$98,515 in the six months ended September 30, 2025 (six months ended September 30, 2024: \$58,675).

4,085,000 of the stock options outstanding as at September 30, 2025, were exercisable as at this date.

A total of 750,000 stock options were granted in June 2025. The stock options have an exercise price of \$0.12 and are exercisable through June 24, 2030. One third of the issued stock options vested on

Hayasa Metals Inc.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited, Expressed in Canadian Dollars)

SIX MONTHS ENDED SEPTEMBER 30, 2025

the date of issuance; the remaining stock options will vest in four equal parts equivalent to one sixth of the total grant every six months thereafter.

A total of 600,000 stock options were granted in September 2025. The stock options have an exercise price of \$0.17 and are exercisable through September 23, 2030. All of the stock options will vest in five equal tranches over 24 months including an initial tranche vesting on the date of issuance of the stock options.

The fair values of the stock options granted in the six months ended September 30, 2025, were estimated as at the date of issuance using the Black-Scholes option-pricing model applying the following assumptions:

	June 25, 2025 (\$0.12)	Sept. 24, 2025 (\$0.17)
Dividends	-	-
Expected volatility (average)	150%	122%
Risk-free interest rate	2.9%	2.7%
Expected life (months)	60	60
Expected rate of forfeiture	5.0%	0.0%

No stock options were issued or exercised subsequent to September 30, 2025 through November 28, 2025.

(d) Performance share units

The Company's omnibus equity compensation plan (the "**Omnibus Plan**") was approved by the Company's shareholders at its annual general meetings in October 2024 and November 2025. The Omnibus Plan includes the ability to issue stock options, restricted share units ("**RSUs**"), PSUs, and deferred share units ("**DSUs**"), and together with stock options, RSUs and PSUs, the "**Awards**"). The aggregate number of common shares reserved for issuance in respect of stock options may not exceed 10% of the total number of issued common shares (calculated on a non-diluted basis) at the time a stock option is granted. The aggregate number of common shares issuable in respect of RSUs, PSUs and DSUs may not exceed 5,818,809 common shares. The Omnibus Plan replaced the Company's previous 10% rolling stock option plan with any stock options issued and outstanding pursuant to the Company's previous stock option plan continuing to be exercisable but governed by the Omnibus Plan.

In January 2025, the Company granted a total of 4,800,000 PSUs pursuant to the Omnibus Plan to certain directors, officers, and employees. The PSUs will expire if certain performance criteria have not been met within three years following the grant date. If the performance conditions are met, each vested PSU entitles the holder to receive one common share of the Company or, at the discretion of the board of directors of the Company, the obligation may be settled in cash.

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Stock-based compensation relating to PSUs totalled \$21,334 in the six months ended September 30, 2025 (six months ended September 30, 2024: \$nil).

7. EXPLORATION AND EVALUATION EXPENDITURES

6 months ended Sept. 30, 2025				
	Vardenis	Urasar	Logistical support	Total
Drilling (1)	\$ 947,394	\$ 419,652	\$ -	\$ 1,367,046
Third party services	181,702	101,614	-	283,316
Field activity and supplies	119,490	64,093	-	183,583
Labour	76,076	49,454	-	125,530
Local community	46,470	21,505	-	67,975
Assay	6,371	50,908	-	57,279
Reclamation (provision)	21,836	24,731	-	46,567
Travel and freight	8,740	30,857	-	39,597
Armenia country manager	23,190	29,268	13,941	66,399
	1,431,269	792,082	13,941	2,237,292
Teck funding (2)	(1,429,284)	-	-	(1,429,284)
	\$ 1,985	\$ 792,082	\$ 13,941	\$ 808,008

- (1) Includes an Armenian VAT refund of \$69,242 relating to the Urasar drill program undertaken in late 2024
- (2) Vardenis exploration and evaluation expenditures are presented net of funding provided by Teck pursuant to the amended and restated option and joint venture agreement entered into in August 2025 (see Note 4(a))

6 months ended Sept. 30, 2024				
	Urasar	Vardenis	Logistical support	Total
Third party services	\$ 135,211	\$ 125,021	\$ -	\$ 260,232
Labour	44,820	50,970	-	95,790
Local community	26,979	58,095	-	85,074
Field activity and supplies	26,507	29,996	-	56,503
Travel and freight	39,382	14,889	-	54,271
Assay	49,040	1,575	-	50,615
Road construction and maintenance	11,769	-	-	11,769
Country manager	18,991	10,377	8,385	37,753
	\$ 352,699	\$ 290,923	\$ 8,385	\$ 652,007

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8. RELATED PARTY TRANSACTIONS

Related party transactions

The Company incurred the following expenses resulting from transactions with related parties including officers and directors or entities that are controlled by officers and directors of the Company:

	6 months ended Sept. 30, 2025	6 months ended Sept. 30, 2024
Remuneration of officers of the Company (1)	\$ 225,876	\$ 142,298
Stock-based compensation relating to stock options and PSUs issued to officers and directors of the Company (2)	90,847	37,743
	\$ 316,723	\$ 180,041

(1) Comprises remuneration of the Company's Chief Executive Officer, President and Chief Financial Officer and includes fees charged by companies controlled by officers of the Company

(2) Stock-based compensation relates to both stock options and PSUs (see Notes 6(c) and 6(d))

Management debt settlement

In October 2024, the Company agreed to settle outstanding debts owing to two current and one former member of its management team totalling \$499,333. The debt settlement agreements were subject to TSXV approval and provided for the following:

- Issuance by the Company to the debtors of a total of 2,097,760 common shares at a deemed price of \$0.10 per share (being the unit price of the non-brokered private placement that closed in July 2024) having a total deemed value of \$209,776
- Immediate payment of a total of \$100,000
- Deferred payment of a total of \$109,777 to take place following the closing of the Company's next equity financing, and
- The two current members of the management team agreed to forgive a total of \$79,780 in debt (being 20% of the total amount owing to each).

In January 2025, the Company received TSXV approval to proceed with the execution of the debt settlement agreements at which time the 2,097,760 common shares were issued and the balance of the immediate payment of \$100,000 was made. The common shares issued were subject to a four-month hold period in accordance with applicable securities laws.

The deferred payment amount of \$109,777 was repaid in September 2025. Upon repayment of this amount, the remaining balance of \$79,780 was forgiven by the two current members of management; this amount was recognised as Other income in the condensed interim consolidated statement of loss.

All balances owing to members of management were unsecured and non-interest bearing.

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Related party balances

The Company owed the following amounts to related parties including officers and directors and companies that are controlled by officers and directors of the Company:

	Sept. 30, 2025	March 31, 2025
Amounts owing to directors and officers relating to deferred remuneration and expense reimbursement	\$ 2,136	\$ 203,424
Advance provided by the President	-	100,000
	<u>\$ 2,136</u>	<u>\$ 303,424</u>

In August 2023, the President loaned \$200,000 to the Company of which \$100,000 was repaid with the proceeds of the October 2023 private placement. The remaining balance was repaid in September 2025. The advance was unsecured and non-interest bearing.

9. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the acquisition, exploration and evaluation of mineral properties. The Company's assets are located in Canada and Armenia as follows:

	Canada	United States	Armenia	Total
Non-current assets:				
Sept. 30, 2025	\$ 1,835	\$ -	\$ 687,898	\$ 689,733
March 31, 2025	2,345	-	661,037	663,382
Net loss				
6 months ended Sept. 30, 2025	434,787	1,711	883,932	1,320,430
6 months ended Sept. 30, 2024	\$ 557,673	\$ 8,684	\$ 708,715	\$ 1,275,072

10. CAPITAL MANAGEMENT

The Company manages its capital structure, which consists of working capital and share capital, and makes adjustments to it depending on the funds available to the Company for acquisition, exploration and evaluation of mineral property assets. 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.

All of the exploration and evaluation assets in which the Company has interests are in the exploration stage. As such, the Company is dependent on external financing to fund its activities. In order to carry out its planned exploration and pay for ongoing general and administrative expenses, the Company will use existing working capital and expects to raise additional funds through equity private placements as required in the future. The Company will continue to assess new exploration

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and evaluation assets and seeks to acquire additional interests if sufficient geologic or economic potential is established and adequate financial resources are available.

Management reviews its capital management approach on an on-going basis and believes that this approach, given the relatively small size of the Company, is reasonable. The Company is not subject to externally imposed capital requirements and there were no significant changes in its approach to capital management during the six months ended September 30, 2025.

Additional information relating to the Company's ability to continue as a going concern is presented in Note 1.

11. RISK MANAGEMENT

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with one major bank in Canada so there is a concentration of credit risk. This risk is managed by using a major bank that is a high credit quality financial institution as determined by rating agencies.

Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the Company's functional currency. The Company's exploration activity is situated entirely in Armenia and it is therefore exposed to foreign exchange risk arising from transactions and monetary balances denominated in United States dollars and Armenian drams. The Company has no program in place for hedging foreign currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's exposure to interest rate risk relates to its ability to earn interest income on cash balances at variable rates. The risk is considered minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to assist in determining the funds required to support the Company's normal operating requirements on an ongoing basis. The Company attempts to ensure there is sufficient access to funds to meet ongoing business requirements, taking into account its current cash position and potential funding sources.

With the exception of accrued liabilities totalling \$11,000 and balances due to related parties (see Note 8), all accounts payable and accrued liabilities are due within 90 days of September 30, 2025.

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Additional information relating to the Company's ability to continue as a going concern is presented in Note 1.