

AFR NuVenture Resources Inc.
CONSOLIDATED FINANCIAL STATEMENTS
For the years ended May 31, 2025
and May 31, 2024
(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
AFR NuVenture Resources Inc.

Opinion

We have audited the accompanying consolidated financial statements of AFR NuVenture Resources Inc. (the "Company"), which comprise the consolidated statements of financial position as at May 31, 2025 and 2024, and the consolidated statements loss and comprehensive loss, shareholders' equity (deficit), and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

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



In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Daniel Nathan.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

December 24, 2025

AFR NuVenture Resources Inc.
Consolidated Statements of Financial Position
(Expressed in Canadian dollars)

As at	May 31 2025 \$	May 31 2024 \$
ASSETS		
Current		
Cash	9,104	55,478
Other receivables	12,640	23,256
Prepaid expenses	-	15,677
	21,744	94,411
Non-current		
Exploration and evaluation assets (note 3)	70,000	-
Total assets	91,744	94,411
LIABILITIES		
Current		
Trade and other payables (note 5)	313,912	67,924
Common shares to be issued	5,000	-
Total current liabilities	318,912	67,924
SHAREHOLDERS' EQUITY		
Common shares and reserves (note 4)	32,267,399	32,150,836
Deficit	(32,494,567)	(32,124,349)
Total shareholders' equity (deficit)	(227,168)	26,487
Total liabilities and shareholders' equity (deficit)	91,744	94,411

Nature of operations, basis of presentation and going concern (note 1)
Subsequent events (note 10)

Approved on behalf of the board:

(signed) "David Mason"
Director

(signed) "John O'Donnell"
Director

The accompanying notes are an integral part of these Consolidated Financial Statements.

AFR NuVenture Resources Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

	For the years ended	
	May 31	May 31
	2025	2024
	\$	\$
Expenses		
General and administrative (note 5 and 6)	365,574	372,848
Project evaluation	4,644	-
Foreign exchange	-	1,853
Net loss and comprehensive loss for the year	370,218	374,701
Loss per share – basic and fully diluted	0.02	0.02
Weighted average shares outstanding – basic and fully diluted	20,644,943	18,038,681

The accompanying notes are an integral part of these Consolidated Financial Statements.

AFR NuVenture Resources Inc.
Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)

For years ended May 31	2025	2024
	\$	\$
Operating activities		
Net loss for the year	(370,218)	(374,701)
Net change in non-cash working capital balances related to operating activities:		
Other receivables	10,616	(9,962)
Prepaid expenses	15,677	(153)
Trade and other payables	245,988	(302)
Cash used in operating activities	(97,937)	(385,118)
Investing activities		
Acquisition of exploration and evaluation assets (note 3)	(40,000)	-
Cash used in investing activities	(40,000)	-
Financing activities		
Issuance of common shares	91,000	-
Common shares to be issued	5,000	-
Share issue expenses	(4,437)	-
Cash provided by financing activities	91,563	-
Net decrease in cash	(46,374)	(385,118)
Cash, beginning of the year	55,478	440,596
Cash, end of the year	9,104	55,478
Supplemental cash flow items		
Common shares issued for exploration and evaluation assets	30,000	-

The accompanying notes are an integral part of these Consolidated Financial Statements.

AFR NuVenture Resources Inc.

Consolidated Statements of Shareholders' Equity (Deficit)

(Expressed in Canadian dollars)

	Share Capital		Reserves	Sub-total	Deficit	Total
	#	\$	\$	\$	\$	
Balance, May 31, 2023	18,038,681	32,030,596	120,240	32,150,836	(31,749,648)	401,188
Net loss for the year	-	-	-	-	(374,701)	(374,701)
Balance, May 31, 2024	18,038,681	32,030,596	120,240	32,150,836	(32,124,349)	26,487
Issuance of common shares	6,171,430	91,000	-	91,000	-	91,000
Issuance of common shares for mineral property	1,000,000	30,000	-	30,000	-	30,000
Share issue expense	-	(4,437)	-	(4,437)	-	(4,437)
Net loss for the year	-	-	-	-	(370,218)	(370,218)
Balance, May 31, 2025	25,210,111	32,147,159	120,240	32,267,399	(32,494,567)	(227,168)

The accompanying notes are an integral part of these Consolidated Financial Statements

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

1. Nature of operations, basis of presentation and going concern uncertainty

AFR NuVenture Resources Inc. (“AFR” or the “Company”), an exploration stage company, was incorporated on May 12, 1980, in British Columbia. On November 23, 2021, the Company changed its name to AFR NuVenture Resources Inc. Its current principal business activity is the exploration and evaluation of mineral assets.

On April 1, 2025, the Company executed the definitive agreement for the option of the Massey Nickel/Copper project, situated in Timmins, Ontario.

On January 9, 2024, the Company announced the acquisition of a Mineral Exploration License called Mary Ann’s Lake, situated in Richmond County, Nova Scotia on Cape Breton Island.

These consolidated financial statements (the “financial statements”) have been prepared on a going concern basis which assumes that the Company will be able to continue in operation for the foreseeable future and meet its obligations in the normal course of business. The Company has an accumulated deficit of \$32,494,567 and expects to incur further losses in the development of its business. The Company's ability to continue its operations and to realize its assets is dependent upon obtaining additional financing to further its business objective. Although the Company has been successful in raising equity financing in the past, there is no assurance that such financing will continue to be available. These material uncertainties may cast significant doubt about the Company’s ability to continue as a going concern.

The financial statements of the Company have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IASB). The financial statements have been prepared by management and approved by the Board of Directors on December 23, 2025.

These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern assumption were not appropriate for these consolidated financial statements, then adjustments to the carrying values of the assets and liabilities, the expenses and the balance sheet classifications, which could be material, would be necessary.

2. Material accounting policies

Basis of presentation

These financial statements have been prepared using accounting policies consistent with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

Key sources of estimation uncertainty and critical accounting judgments

The preparation of the Company’s financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management’s experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates. Information about significant areas of estimation uncertainty and judgments made by management in preparing the consolidated financial statements are described below:

Significant estimates and judgement made by management affecting the financial statements include:

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

Income taxes

Tax interpretations, regulations and legislation in Canada, in which the Company and its subsidiaries operate are subject to change. As such, income taxes are subject to measurement uncertainty. Deferred tax assets are assessed by management at the end of the reporting period to determine the likelihood that they will be realized from future taxable earnings.

Basis of consolidation

These financial statements include the financial statements of the Company and the entities controlled by the Company:

Entity	Country of Incorporation	Principal Business	2025 Interest	2024 Interest
Chevalier Resources Inc.	Canada	Holding company	100%	100%
African Metals Holdings (BVI) Ltd.	BVI	Holding company	100%	100%
African Metals Resources (BVI) Ltd.	BVI	Holding company	100%	100%

Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated.

Cash and cash equivalents

Cash is comprised of cash on hand, there were no cash equivalents for the years presented.

Exploration and evaluation assets

The Company's exploration and evaluation assets have not reached the development stage and as a result are considered exploration and evaluation assets. Expenditures that result in the acquisition of exploration and evaluation assets or an interest therein are capitalized. Exploration and evaluation expenditures are expensed in the period they are incurred. The amount shown for exploration and evaluation assets represents acquisition costs to date, less impairments recognized, and does not necessarily reflect present or future values.

Expenditures on properties in which the Company does not have a registered or contractual interest are expensed as incurred.

When a project is deemed to no longer have commercially viable prospects to the Company, exploration and evaluation expenditures in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written-off to profit or loss.

The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount.

Provision for environmental rehabilitation

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the asset, as soon as the obligation to incur such costs arises. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. These costs are

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

charged against profit or loss over the economic life of the related asset, through amortization using either a unit-of-production or the straight-line method as appropriate. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation.

Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against profits as extraction progresses.

The Company has no material restoration, rehabilitation and environmental costs for the years presented as the disturbance to date is minimal.

Share-based payments

The Company's stock option plan allows Company employees, directors, officers and consultants to acquire shares of the Company. The fair value of options granted is recognized as share-based payment expense with a corresponding increase in equity reserves. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

Fair value is measured at grant date, and each tranche is recognized using the graded vesting method over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Income taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Share issue costs

Share issue costs incurred on the issue of the Company's shares are charged directly to share capital.

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

Income (loss) per share

Basic income (loss) per share is calculated by dividing the loss for the period by the weighted average number of shares outstanding during the period. Diluted loss per share is calculated using the treasury stock method.

Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to repurchase common shares of the Company at the average market price during the period.

Existing stock options and share purchase warrants have not been included in the computation of diluted loss per share as to do so would be anti-dilutive. Accordingly, basic and diluted loss per share are the same for the years presented.

Translation of foreign currencies

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency of the Company, Chevalier Resources Inc., African Metals Holdings (BVI) Ltd., and African Metals Resources (BVI) Ltd. is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated at the period end exchange rate while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in the statement of operations.

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. All financial instruments are initially recorded at fair value, adjusted for directly attributable transaction costs. The Company determines each financial instrument's classification upon initial recognition. Measurement in subsequent periods depends on the financial instrument's classification.

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI"), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The classification for each of the Company's financial assets and financial liabilities are summarized in the following table:

Classification	IFRS 9
Cash	Amortized cost
Other receivables	Amortized cost
Trade and other payables	Amortized cost

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

Measurement

Financial assets at FVTOCI:

Elected investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost:

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the consolidated statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the consolidated statements of net (loss) income in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in other comprehensive income (loss).

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the consolidated statements of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the consolidated statements of operations and comprehensive income (loss). However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statements of net (loss) income.

Impairment

At the end of each reporting period, the Company's long lived assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the financial asset at the date of impairment is reversed and does not exceed what the amortized cost would have been had the impairment not been recognized.

3. Exploration and evaluation assets

Massey Project

On April 1, 2025, the Company executed the definitive agreement to option a 100% interest in the Massey Nickel/Copper Project, consisting of 94 claims covering approximately 2,000 hectares. The terms of the option agreement are as follows:

In order to earn a 100% interest in the Property, the Company is required to:

- a) pay a total cash consideration of \$325,000 as follows:
 - i. \$40,000 upon the date of execution of the Definitive Agreement (paid)
 - ii. \$60,000 on the first anniversary date of the Definitive Agreement
 - iii. \$75,000 on the second anniversary date of the Definitive Agreement
 - iv. \$150,000 on the third anniversary date of the Definitive Agreement

- b) Issue a total of 9,500,000 common shares of the Company (the "Consideration Shares") as follows:
 - i. 1,000,000 upon the date of execution of the Definitive Agreement (issued)
 - ii. 2,000,000 on the first anniversary date of the Definitive Agreement
 - iii. 3,000,000 on the second anniversary date of the Definitive Agreement
 - iv. 3,500,000 on the third anniversary date of the Definitive Agreement

- c) grant a 2.0% net smelter returns royalty ("NSR") on the Property with an option for AFR to re-purchase 50% of the NSR at any time at a price of \$1,000,000.

Mary Ann's Lake

On January 9, 2024, the Company announced the acquisition of a Mineral Exploration License called Mary Ann's Lake, consisting of 14 claims situated in Richmond County, Nova Scotia on Cape Breton Island. This property was transferred to the Company by a director and related party, for no additional consideration. The property has subsequently been expanded in size. The Company has been granted two separate Mineral Exploration Licences through its director and Qualified Person (QP), Doug Hunter, to exercise the right to search and prospect for all minerals saving and excepting coal, uranium and geothermal resources to extract minerals for test purposes and to apply for a mineral lease for all or part of the area held under the exploration licence, for a period not exceeding 24 months from the dates hereof.

Silver Bell – St. Lawrence Gold Project

On April 26, 2019, the Company entered into an agreement with a related party (who is a director and officer of the Company) whereby the Company may acquire a 51% interest in the Silver Bell - St. Lawrence Gold

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

Project, in the Virginia City Mining District of Montana, USA (the "Project"). During the year ended December 31, 2024, the optionee did not renew the mineral claims and this agreement has been allowed to lapse.

4. Shareholders' equity

The authorized share capital of the Company is unlimited shares without par value.

Share capital

Share capital comprises the following:

	Number of shares	Amount \$
Balance, May 31, 2023, May 31, 2024	18,038,681	32,030,596
Issuance of common shares	6,171,430	91,000
Issuance of common shares for mineral property	1,000,000	30,000
Share issuance expenses	-	(4,437)
Balance, May 31 2025	25,210,111	32,147,159

On April 1, 2025, the Company closed a non-brokered private placement with the issuance of 1,171,430 common shares at a price of \$0.035 per share for gross proceeds of \$41,000.

On December 18, 2024, the Company closed a non-brokered private placement with the issuance of 5,000,000 common shares at a price of \$0.01 per share for gross proceeds of \$50,000.

On March 31, 2025, the Company issued 1,000,000 common shares with respect to the option of the Massey project.

Stock options

The Company has adopted an incentive stock option plan (the "Plan"). The essential elements of the Plan provide that the aggregate number of shares of the Company's share capital issuable pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding shares.

Options granted under the Plan may have a maximum term of five years. The exercise price of options granted under the Plan will not be less than the discounted market price of the shares (defined as the last closing market price of the Company's shares immediately preceding the issuance of a news release announcing the granting of the options, less the maximum discount permitted by TSX Venture Exchange Policy) or such other price as may be agreed to by the Company and accepted by the TSX Venture Exchange. All options granted under the Plan will become vested in full upon grant, except options granted to consultants performing investor relations activities, which options are subject to vesting restrictions such that one-quarter of the options shall vest every three months subsequent to the date of the grant of the options.

The following summary sets out the activity in the Plan:

	Options #	Weighted average exercise price \$
Outstanding and exercisable, May 31, 2023, May 31, 2024 and May 31, 2025	1,800,000	0.09

All outstanding stock options expire on August 31, 2026 if not previously exercised.

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

5. Related party transactions

Compensation of key management and directors

Key management includes the Chief Executive Officer, the Chief Financial Officer, and directors.

Compensation to key management for the year ended May 31, 2025 was \$282,000 (May 31, 2024 - \$282,000). A total of \$248,700 was owing as at May 31, 2025 (May 31, 2024 - \$nil).

6. General and administrative expenses

For the years ended May 31	2025	2024
	\$	\$
Consulting, management and directors' fees (note 5)	282,000	282,546
Professional fees (legal & audit)	27,269	28,474
Shareholder communications, advertising and promotion	19,552	22,262
Rent	20,388	21,696
Insurance	11,385	16,676
Travel	576	-
Other	4,404	1,194
	365,574	372,848

7. Income taxes

The reconciliation of the combined Canadian federal and provincial income tax rate to the income tax recovery presented in the consolidated statements of income (loss) and comprehensive income (loss) is provided below:

	2025	2024
	\$	\$
Loss before income taxes	(370,218)	(374,701)
Expected income tax benefit based on statutory rate	(98,000)	(99,000)
Change in statutory, foreign tax, foreign exchange rates and other	(7,000)	
Adjustments to benefit resulting from:		
Change in unrecognized deductible temporary differences	91,000	99,000
	-	-

The components of the Company's deferred income tax assets are as follows:

	2025	Expiry Dates	2024	Expiry Dates
	\$		\$	
Non-capital losses	7,302,000	2028 to 2045	6,931,000	2028 to 2044
Capital losses	1,784,000	No expiry date	1,784,000	No expiry date
Resource related deductions	3,558,000	No expiry date	3,558,000	No expiry date

All non-capital loss carry-forwards are in Canada.

8. Financial instrument risk management

a) Fair value of financial instruments

The carrying value of trade and other payables approximates fair value due to the short-term nature of

AFR NuVenture Resources Inc.

Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

these financial instruments.

As of May 31, 2025, none of the Company's financial instruments are recorded at fair value in the statements of financial position.

b) Risk management

Credit risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The Company's maximum exposure to credit risk is the carrying amount of cash. To minimize this risk, cash has been placed with major Canadian financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company cannot meet a demand for cash or fund its obligations as they come due. The Company ensures that there is sufficient capital in order to meet annual business requirements, after taking into account administrative, property holding and exploration budgets, against cash and short-term investments. As at May 31, 2025, the Company has \$9,104 in cash and current liabilities of \$318,912. As the Company does not have operating cash flow, the Company has and will continue to rely primarily on equity financing to meet its capital requirements.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

Foreign currency risk

The Company's functional currency is the Canadian Dollar. There were no significant transactions incurred by the Company in foreign currencies.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Interest rate risk

Aside from cash and cash equivalents, the Company has no interest-bearing assets or debts. The Company excess cash balance earns interest in the accounts holding cash. The Company reviews its interest rate exposure periodically, considering potential renewals of existing positions and alternative financial investments. The Company is not exposed to significant interest rate risk.

Price Risk

The Company has no operating revenue, as a result the market price of the commodities it is exploring for does not have a material effect on the financial results of the Company.

9. Segmented Information

The Company operates in one reportable segment, being the exploration and evaluation of mineral assets in North America.

10. Subsequent events

In November and December 2025, Company issued promissory notes secured by a general security agreement whereby the Company granted and created by way of a mortgage, charge, assignment and transfer in favour of the secured parties, a continuing security interest in all of its present property. The amount advanced and owing under the promissory note to date is \$62,183. Unless an Event of Default (defined below) has occurred prior to this time, the Principal Amount, together with a commitment fee of 10%

AFR NuVenture Resources Inc.
Notes to the Consolidated Financial Statements

May 31, 2025

(Expressed in Canadian dollars)

of the Principal Amount (the "Commitment Fee") and any accrued and unpaid interest on such Principal Amount and Commitment Fee (together, the "Indebtedness"), will be due and payable in full on that date which is the earliest to occur of twelve (12) calendar months from the date of initial advance of funds under this Note and the date that is five (5) business days following the closing date for the completion by the Company of a financing or financings involving the issuance of common shares or securities convertible or exchangeable for common shares for aggregate net proceeds to the Company exceeding \$300,000. All payments or prepayments made under the Note shall be made pro rata to the Lenders in proportion to their share of the Principal Amount. The Indebtedness, bears simple interest at the rate of ten (10%) percent per annum, accruing and calculated daily.