

**AFR NuVenture Resources Inc.**  
**CONSOLIDATED FINANCIAL STATEMENTS**

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

(Expressed in Canadian Dollars)

## **RESPONSIBILITY FOR FINANCIAL STATEMENTS**

The accompanying unaudited condensed consolidated interim financial statements (the "Financial Statements") for AFR NuVenture Resources Inc. (the "Company") have been prepared by management in accordance with International Financial Reporting Standards consistently applied ("IFRS"). These financial statements have been prepared on a historical cost basis with the exception of financial instruments classified as fair value through profit and loss. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. Accordingly, a precise determination of many assets and liabilities is dependent upon future events. Therefore, estimates and approximations have been made using careful judgment. Recognizing that the Company is responsible for both the integrity and objectivity of the financial statements, management is satisfied that these financial statements have been fairly presented.

## **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the unaudited condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

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

As at	November 30 2025 \$	May 31 2025 \$
<b>ASSETS</b>		
<b>Current</b>		
Cash	27,563	9,104
Other receivables	15,096	12,640
	<b>42,659</b>	21,744
<b>Non-current</b>		
Exploration and evaluation assets (note 3)	70,000	70,000
<b>Total assets</b>	<b>112,659</b>	<b>91,744</b>
<b>LIABILITIES</b>		
<b>Current</b>		
Trade and other payables (note 6)	53,752	313,912
Loans (note 4, 10)	68,840	-
Common shares to be issued	5,000	5,000
<b>Total current liabilities</b>	<b>127,592</b>	<b>318,912</b>
<b>Non-current</b>		
Due to the related parties (note 6)	362,945	-
<b>Total liabilities</b>	<b>490,537</b>	<b>318,912</b>
<b>SHAREHOLDERS' EQUITY</b>		
Common shares and reserves (note 5)	32,267,399	32,267,399
Deficit	(32,645,277)	(32,494,567)
<b>Total shareholders' equity (deficit)</b>	<b>(377,878)</b>	<b>(227,168)</b>
<b>Total liabilities and shareholders' equity (deficit)</b>	<b>112,659</b>	<b>91,744</b>

*Nature of operations, basis of presentation and going concern (note 1)*

Approved on behalf of the board:

(signed) "David Mason"  
Director

(signed) "John O'Donnell"  
Director

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

## **AFR NuVenture Resources Inc.**

### **Condensed Consolidated Interim Statements of Loss and Comprehensive Loss**

(Expressed in Canadian dollars)

	For the three months ended		For the six months ended	
	November 30	November 30	November 30	November 30
	2025	2024	2025	2024
	\$	\$	\$	\$
<b>Expenses</b>				
General and administrative (note 6 and 7)	68,118	92,839	150,710	184,195
<b>Net loss and comprehensive loss for the period</b>	<b>(68,118)</b>	<b>(92,839)</b>	<b>(150,710)</b>	<b>(184,195)</b>
<b>Loss per share – basic and fully diluted</b>	<b>(0.00)</b>	<b>(0.00)</b>	<b>(0.01)</b>	<b>(0.00)</b>
<b>Weighted average shares outstanding basic and fully diluted</b>	<b>25,210,111</b>	<b>18,038,681</b>	<b>25,210,111</b>	<b>18,038,681</b>

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

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

For the six months ended November 30	2025	2024
	\$	\$
<b>Operating activities</b>		
Net loss for the period	(150,710)	(184,195)
Net change in non-cash working capital balances related to operating activities:		
Other receivables	(2,455)	(18,101)
Prepaid expenses	-	10,047
Trade and other payables	(11,461)	123,612
<b>Cash used in operating activities</b>	<b>(164,626)</b>	<b>(32,435)</b>
<b>Financing activities</b>		
Due to the related parties	114,245	
Loans	68,840	
Share issue expenses	-	(2,000)
<b>Cash used in financing activities</b>	<b>183,459</b>	<b>(2,000)</b>
Net decrease in cash	18,459	(34,435)
<b>Cash, beginning of the period</b>	<b>9,104</b>	55,478
<b>Cash, end of the period</b>	<b>27,563</b>	21,043

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

## **AFR NuVenture Resources Inc.**

### **Condensed Consolidated Interim Statements of Shareholders' Equity**

(Expressed in Canadian dollars)

	Share Capital		Reserves	Sub-total	Deficit	Total
	#	\$	\$	\$	\$	\$
<b>Balance, May 31, 2024</b>	<b>18,038,681</b>	<b>32,030,596</b>	<b>120,240</b>	<b>32,150,836</b>	<b>(32,124,349)</b>	<b>26,487</b>
Share issue expense		(2,000)		(2,000)	-	(2,000)
Net loss for the period	-	-	-	-	(184,195)	(184,195)
<b>Balance, November 30, 2024</b>	<b>18,038,681</b>	<b>32,028,596</b>	<b>120,240</b>	<b>32,148,836</b>	<b>(32,308,544)</b>	<b>(159,708)</b>
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	-	(2,437)	-	(2,437)	-	(2,437)
Net loss for the year	-	-	-	-	(278,862)	(278,862)
<b>Balance, May 31, 2025</b>	<b>25,210,111</b>	<b>32,147,159</b>	<b>120,240</b>	<b>32,267,399</b>	<b>(32,494,567)</b>	<b>(227,168)</b>
Net loss for the period					(150,710)	(150,710)
<b>Balance, November 30, 2025</b>					<b>(32,645,277)</b>	<b>(377,878)</b>

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

# **AFR NuVenture Resources Inc.**

## **Notes to the Condensed Consolidated Interim Financial Statements**

November 30, 2025

(Expressed in Canadian dollars)

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### **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.

The Financial Statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). The Company has presented the Financial Statements for the three-month period ended November 30, 2025, and the comparative figures for the three, and six month period ended November 30, 2025. The Financial Statements have been prepared by management and approved by the Board of Directors on January 28, 2026.

These Financial Statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. AFR is at an early stage of development and as is common with many exploration companies, it raises financing for its exploration and acquisition activities. As at November 30, 2025, the Company had no sources of operating cash flows. The Company will therefore require additional funding which, if not raised, would result in the curtailment of activities and project delays. As at November 30, 2025, AFR had a working capital deficit of \$84,933 (\$227,168 as at May 31, 2025), and has incurred losses since inception resulting in an accumulated operating deficit of \$32,645,277. The Company’s ability to continue as a going concern is uncertain and is dependent upon its ability to continue to raise adequate financing. There can be no assurance that the Company will be successful in this regard, and therefore, there is substantial doubt regarding the Company’s ability to continue as a going concern, and accordingly, the use of accounting principles applicable to a going concern. These 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 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**

These Financial Statements have been prepared in accordance with IFRS as issued by the IASB applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting. The Financial Statements do not include all financial risk management information and disclosures as required in the audited annual financial statements. The Financial Statements should be read in conjunction with the audited annual financial statements for the year ended May 31, 2025, which have been prepared in accordance with IFRS as issued by the IASB. The accounting policies and methods of computation remain the same as presented in the audited annual financial statements for the year ended May 31, 2025.

In the opinion of management, all adjustments considered necessary for fair presentation have been included in these Financial Statements. The interim results for the three month periods ended November 30, 2025, may not be indicative of the results for the year ending May 31, 2026.

# **AFR NuVenture Resources Inc.**

## **Notes to the Condensed Consolidated Interim Financial Statements**

November 30, 2025

(Expressed in Canadian dollars)

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### **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 repurchase 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 Project, in the Virginia City Mining District of Montana, USA (the "Project"). On February 17, 2025, by mutual consent, the option agreement was terminated.

# AFR NuVenture Resources Inc.

## Notes to the Condensed Consolidated Interim Financial Statements

November 30, 2025

(Expressed in Canadian dollars)

### 4. Loans

In November 2025, the balance of the loan (note 10) is \$68,840. Principal amount is \$ 62,188, Commitment Fee and accrued interest is \$6,652.

### 5. 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 \$
<b>Balance, May 31, 2023, May 31, 2024</b>	<b>18,038,681</b>	<b>32,030,596</b>
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)
<b>Balance, May 31 2025 and November 30, 2025</b>	<b>25,210,111</b>	<b>32,147,159</b>

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 \$
<b>Outstanding and exercisable, May 31, 2024, May 31, 2025 and November 30, 2025</b>	<b>1,800,000</b>	<b>0.09</b>

All outstanding stock options expire on November 30, 2026 if not previously exercised.

# **AFR NuVenture Resources Inc.**

## **Notes to the Condensed Consolidated Interim Financial Statements**

November 30, 2025

(Expressed in Canadian dollars)

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### **6. 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 and directors for the six months ended November 30, 2025 was \$126,000 (November 30, 2024 - \$141,000). A total of \$362,945 was owing as at November 30, 2025 (May 31, 2025 - \$248,700). Related parties have agreed to postpone the repayment to 2027.

### **7. General and administrative expenses**

For the six months ended November 30	2025	2024
	\$	\$
Consulting, management and directors' fees (note 6)	126,000	141,000
Professional fees (legal & audit)	5,000	12,500
Commitment Fee and interest expense (note 4)	6,652	-
Shareholder communications, advertising and promotion	4,406	3,097
Rent	-	13,715
Insurance	8,712	7,857
Other	(60)	6,026
	<b>150,710</b>	<b>184,195</b>

### **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 these financial instruments.

As of November 30, 2025, except for cash, none of the Company's financial instruments are recorded at fair value in the statements of financial position. Cash is classified as level 1 fair value.

#### **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 November 30, 2025, the Company has \$27,563 in cash and current liabilities of \$127,592. 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.

# **AFR NuVenture Resources Inc.**

## **Notes to the Condensed Consolidated Interim Financial Statements**

November 30, 2025

(Expressed in Canadian dollars)

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### **8. Financial instrument risk management (continued)**

#### **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**

Interest rate risk is the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at November 30, 2025, the Company has loans with principal and commandment fees of \$68,407 and accumulated interest of \$433.

#### **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 favor 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 \$113,927. Unless an Event of Default (defined below) has occurred prior to this time, the Principal Amount, together with a commitment fee of 10% 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.

By news releases dated January 23 and January 26 2026 the Company announced the publication of the TSX Venture Exchange notice to reinstate trading on that exchange January 27, 2025 and a proposed financing of \$125,000 by issuance of a unit consisting of one share and one share purchase warrant exercisable for a period of 5 years. Price of the unit and exercise price of the warrant are subject to approval by the exchange pursuant to TSX Venture Exchange policies for pricing following a lengthy halt.