



IMPERIAL GINSENG PRODUCTS LTD.

AUDITED ANNUAL CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2025 and June 30, 2024

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Imperial Ginseng Products Ltd.

Opinion

We have audited the accompanying consolidated financial statements of Imperial Ginseng Products Ltd. (the "Company"), which comprise the consolidated statements of financial position as at June 30, 2025 and 2024, and the consolidated statements of comprehensive (loss) income, changes in equity 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 June 30, 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 as at June 30, 2025, the Company incurred a net loss of \$173,593, and as of that date, had a working capital of \$152,354 and an accumulated deficit of \$18,912,896. As stated in Note 1, these events and conditions indicate 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 ended 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 Glenn Parchomchuk.

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

Vancouver, Canada

Chartered Professional Accountant

October 16, 2025

Imperial Ginseng Products Ltd.
Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at June 30	Note	2025	2024
ASSETS			
Current			
Cash and cash equivalents		\$ 119,030	\$ 361,163
Receivables	6	98,504	407
Prepaid Expense		912	-
Total current assets		218,446	361,570
Total Assets		\$ 218,446	\$ 361,570
LIABILITIES			
Current			
Accounts payable and accrued liabilities		\$ 66,092	\$ 35,623
Total current liabilities		66,092	35,623
SHAREHOLDERS' EQUITY			
Share capital	12	17,721,092	17,721,092
Contributed surplus		1,344,158	1,344,158
Deficit		(18,912,896)	(18,739,303)
Total shareholders' equity		152,354	325,947
Total Liabilities and Shareholders' Equity		\$ 218,446	\$ 361,570

Nature of operations and going concern (Note 1)

On Behalf of the Board of Directors:

"Stephen McCoach"
Director, Stephen McCoach

"Maurice Levesque"
Director, Maurice Levesque

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

Imperial Ginseng Products Ltd.
Consolidated Statements of Comprehensive (Loss) Income
(Expressed in Canadian Dollars)

For the years ended June 30,	Note	2025	2024
Administrative expenses	10	(196,411)	(722,216)
Loss from operations before other items		(196,411)	(722,216)
Other items			
Finance income	8	7,531	490,345
Finance costs	8	-	(5,360)
Other income	2(b)	-	33,333
Gain on disposition of property and equipment	9	-	484,902
(Loss) income before income taxes		(188,880)	281,004
Income tax refund (expense)	7	15,287	(72,537)
		(173,593)	208,467
Net (loss) income and comprehensive (loss) income for the year		\$ (173,593)	\$ 208,467
Earnings (loss) per share:			
Basic	15	\$ (0.02)	\$ 0.03
Diluted		(0.02)	0.03

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

Imperial Ginseng Products Ltd.
Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)

	Share capital	Contributed surplus	Deficit	Total shareholders' equity
Balance, June 30, 2023	\$ 34,939,323	\$ 1,344,158	\$ (18,947,770)	\$ 17,335,711
Changes in the year:				
Net Income and comprehensive income for the year	-	-	208,467	208,467
Dividend	(17,218,231)	-	-	(17,218,231)
Balance, June 30, 2024	17,721,092	1,344,158	(18,739,303)	325,947
Changes in the year:				
Net loss and comprehensive loss for the year	-	-	(173,593)	(173,593)
Balance, June 30, 2025	\$ 17,721,092	\$ 1,344,158	\$ (18,912,896)	\$ 152,354

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

Imperial Ginseng Products Ltd.
Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

For the years ended June 30,	2025	2024
Cash used in operating activities:		
Net (loss) income	\$ (173,593)	\$ 208,467
Adjustments for items not involving cash:		
Finance income	(7,531)	(490,345)
Finance costs	-	5,360
Gain on disposition of property and equipment	-	(484,902)
Changes in non-cash working capital items:		
Receivables and prepaids	(95,997)	550,529
Accounts payable and accrued liabilities	30,469	(608,533)
Income tax payable	-	(129,037)
Post-employment benefit obligation	-	(372,521)
Net cash used in operating activities	(246,652)	(1,320,982)
Cash provided by investing activities:		
Proceeds from disposition of property and equipment	-	1,768,620
Return of capital on investments	-	10
Net cash provided by investing activities	-	1,768,630
Cash provided by (used in) financing activities:		
Finance income received	4,519	490,345
Dividend	-	(17,218,231)
Net cash provided by (used in) financing activities	4,519	(16,727,886)
Decrease in cash and cash equivalents	(242,133)	(16,280,238)
Cash and cash equivalents, beginning of the year	361,163	16,641,401
Cash and cash equivalents, end of the year	\$ 119,030	\$ 361,163
Supplemental disclosure of cash flow information:		
Income taxes refund (paid)	\$ 15,287	\$ (260,537)

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

Imperial Ginseng Products Ltd.

Notes to the Consolidated Financial Statements

June 30, 2025 and June 30, 2024

(Expressed in Canadian Dollars)

1. Nature of operations and going concern

Imperial Ginseng Products Ltd. (the "Company") was incorporated under the laws of the province of British Columbia in 1989. The Company's common shares ("Common Shares") are listed on the TSX Venture Exchange ("TSXV") under the stock symbol "IGP". The head office and principal address of the Company is Suite 702, 1030 West Georgia Street, Vancouver, British Columbia, Canada V6E 2Y3.

Until the year ended June 30, 2023, the Company's principal business was cultivating and processing North American ginseng in Ontario and selling the dried ginseng to wholesalers in China. As disclosed in the audited annual financial statements for the prior year, after the Company completed the final harvest in the fall of 2022, it proceeded with the wind up of its farm operation, which was approved by shareholders at a special meeting held on August 15, 2023. With the completion of the wind up of the farm operation, the board of directors of the Company (the "Board") decided that rather than dissolving the Company, it will preserve the value of the Company as a publicly traded corporation by maintaining it until a viable business alternative is identified.

In December 2023, the Company received TSXV's approval of a cash distribution to shareholders of the Company. On December 20, 2023, the Board declared a cash distribution of \$2.25 per Common Share to the holders of record on January 12, 2024, which was settled on January 26, 2024.

On September 11, 2024, the Company announced that it has entered into a definitive merger agreement (the "Merger Agreement") dated September 11, 2024, with One Bullion Ltd. ("One Bullion"), a private arm's length Ontario incorporated gold exploration company headquartered in Toronto, Ontario with projects located in Botswana. Pursuant to the Merger Agreement, the Company will acquire all the issued and outstanding common shares of One Bullion (the "Transaction") and in connection with the Transaction, One Bullion intends to complete a concurrent financing to raise minimum gross proceeds of \$5,000,000 and a maximum of \$10,000,000 (the "Concurrent Financing").

The Transaction is subject to the approval of the TSX Venture Exchange (the "TSXV") and is intended to constitute a reverse takeover of the Company by One Bullion as defined in TSXV Policy 5.2 – Change of Business and Reverse Takeovers. The combined company that will result from the completion of the Transaction (thereafter referred to as the "Resulting Issuer") will be renamed to a name as agreed to by One Bullion (the "Name Change"). Subject to TSXV approval, the common shares of the Resulting Issuer will trade on the TSXV under a new trading symbol to be determined by the parties and the Resulting Issuer will seek to be listed as a Tier 2 mining issuer.

The Transaction is an Arm's Length Transaction (as such term is defined in TSXV Policy 1.1 – Interpretation) and, in connection with the announcement of the Transaction, trading in the common shares of the Company (the "Imperial Shares") has been halted and is expected to remain halted until the closing of the Transaction.

These consolidated financial statements are prepared on the basis that the Company will continue as a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations. As at June 30, 2025, the Company incurred a net loss of \$173,593, and as of that date, had a working capital of \$152,354 and an accumulated deficit of \$18,912,896.

The continued operations of the Company are dependent on its ability to complete its reverse takeover transaction with One Bullion, including the related concurrent financing. There can be no assurance the Company will be successful in achieving these goals and, accordingly, a material uncertainty exists that casts significant doubt on the Company's ability to continue as a going concern.

Imperial Ginseng Products Ltd.

Notes to the Consolidated Financial Statements
June 30, 2025 and June 30, 2024
(Expressed in Canadian Dollars)

2. Basis of preparation

(a) Statement of compliance

These consolidated financial statements, including comparatives, are prepared in accordance with following the measurement, recognition and disclosure requirements of IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board.

These consolidated financial statements were reviewed by the Audit Committee and approved and authorized for issuance by the Board on October 16, 2025.

(b) Basis of consolidation

These consolidated financial statements include the accounts of Imperial Ginseng Products Ltd. and the following wholly-owned subsidiaries. All intercompany balances and transactions have been eliminated on consolidation.

- (i) Canadian Imperial Ginseng Ontario Ltd. ("CIGO"), a wholly owned subsidiary through which the Company carried out the farming of ginseng. CIGO was dissolved on September 30, 2023.
- (ii) Imperial AcquisitionCo was incorporated pursuant to the provisions of the OBCA under the name 1000975360 Ontario Inc. on August 9, 2024. Imperial AcquisitionCo was incorporated for the sole purpose of facilitating the Amalgamation in connection with the Transaction.

The Company has control over the subsidiaries, where control is defined as the power to govern the financial and operating policies. Control is achieved when the Company has power over its subsidiaries, has exposure or rights to variable returns from the subsidiaries and has the ability to use its power to affect the amount of the returns.

Business Management Agreement for Knightswood

Knightswood Holdings Ltd. was the subsidiary of the Company until February 28, 2024. The Company had an agreement with ECYC Holdings Ltd. and Canterra Capital Corp. (collectively the "Operator") for the sole management of Knightswood (the "Knightswood Agreement"). Each Operator is owned and controlled by a director of the Company. The Knightswood Agreement had a term of five years expiring January 6, 2025 but may be terminated earlier either by mutual agreement or providing a 60-day written notice to the other party. By mutual agreement, the Knightswood Agreement was terminated on February 28, 2024. The Company transferred all the shares of Knightswood to an unrelated party, nominated by the Operator, for \$10.

Under the Knightswood Agreement, the Operator was solely responsible for managing the business operations and financial affairs, making decisions and setting out policies of Knightswood. In return, the Operator was entitled to all the cash surplus in Knightswood after paying a fixed annual fee of \$50,000 to the Company for holding the shares of Knightswood (the "Fixed Fee"). The Fixed Fee, which ceased on February 28, 2024, was due in four equal instalments at the end of each calendar quarter and paid by Knightswood directly to the Company. For the year ended June 30, 2025, the Company reported \$nil in other income (2024 - \$33,333). No amounts were outstanding from Knightswood at June 30, 2025 and June 30, 2024.

(c) Basis of presentation and measurement

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which are measured at fair value, as specified by IFRS Accounting Standards, as well as information presented in the statements of cash flows. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

(d) Functional and presentation currency

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

Imperial Ginseng Products Ltd.

Notes to the Consolidated Financial Statements

June 30, 2025 and June 30, 2024

(Expressed in Canadian Dollars)

3. Material accounting policy information

(a) Cash and cash equivalents

Cash and cash equivalents comprise cash with banks that are readily convertible into known amounts of cash.

(b) Trade and other receivables

Trade and other receivables are initially measured at fair value and subsequently carried at amortized cost less any provision for expected credit loss ("ECL"). ECL is recognized when there is no reasonable expectation of recovery of trade receivables. ECL is measured by applying the simplified approach as described under IFRS 9 and the amount of loss is written off in the statements of comprehensive (loss) income.

(c) Other income

Revenues generated from activities that are not the Company's core business are treated as other income. Included in the other income for the year ended June 30, 2024 is the fee received from Knightswood Holdings Ltd. in the amount of \$33,333.

(d) Share-based payments

Options and warrants granted to employees and others providing similar services are accounted for using the fair value method. Under this method, the fair value of stock options and warrants granted are measured at estimated fair value at the grant date and recognized over the vesting period on a graded basis. Consideration received on exercise of stock options is recorded as share capital and the related contributed surplus on options granted is transferred to share capital.

Options and warrants granted to employees and others providing similar services are measured at grant date at the fair value of the instruments issued. The Company uses the Black-Scholes option pricing model to determine the fair value of these incentives taking into consideration terms and conditions upon which the options and warrants were granted. At each financial reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options and warrants that are expected to vest, if applicable.

Options and warrants granted to non-employees are measured at the fair value of the goods or services received, unless the fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received.

(e) Income taxes

Current taxes are recognized for the estimated income taxes payable for the current period. The tax rates used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period. Current tax assets and liabilities are offset only when there is a legally enforceable right of offset, and the Company intends either to settle on a net basis or to realize assets and settle liabilities simultaneously.

Deferred taxes are recognized for the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred taxes are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the tax benefits can be utilized. Deferred tax assets and liabilities are offset only if they relate to income taxes levied by the same taxation authority and the Company has a legally enforceable right to set off current tax assets against current tax liabilities.

Imperial Ginseng Products Ltd.

Notes to the Consolidated Financial Statements

June 30, 2025 and June 30, 2024

(Expressed in Canadian Dollars)

3. Material accounting policy information (continued)

(f) Earnings per share

Basic earnings per share is calculated using the weighted average number of common shares outstanding during each period. Diluted earnings per share is calculated using the treasury stock method under which all options whose average price is less than or equal to the average share price for the period are assumed to be exercised and all convertible securities are converted at the average share price during the period, and that the Company will use the proceeds to purchase its common shares at the average market price during the period. The purchased shares reduce the number of shares issued upon exercise of the convertible securities and this net number of shares is included in the denominator when calculating diluted earnings per share. Diluted amounts are not presented when the effect of the computations is anti-dilutive due to the loss incurred.

(g) Financial instruments

Financial assets

Financial assets are initially recorded at fair value and are measured subsequently into one of the following classifications:

(a) Amortized cost

Financial assets are measured subsequently at amortized cost using the effective interest rate method if they are acquired principally to collect contractual cash flows of principal and interest on specified dates. Interest income is recognized in profit or loss.

(b) Fair value through other comprehensive income ("FVTOCI")

Financial assets are measured subsequently at FVTOCI if they are acquired to collect contractual cash flows of principal and interest on specified dates. FVTOCI classification is mandatory for certain debt instrument assets unless the option for FVTPL is chosen. Interest income from debt instruments, calculated using the effective interest rate method, and impairment gains or losses are recognized directly in profit or loss. Fair value gains or losses are recognized in other comprehensive income and classified to profit or loss on derecognition.

FVTOCI classification for equity investments is an irrevocable election at initial recognition. Dividends are recognized in profit or loss unless the dividends clearly represent a recovery of part of the cost of investment. All other gains and losses are recognized in other comprehensive income and there is no reclassification on derecognition.

(c) Fair value through profit or loss ("FVTPL")

Financial assets are measured subsequently at FVTPL if they do not meet the criteria for being measured at amortized cost or FVTOCI. Changes in fair value are recognized in profit or loss.

All financial liabilities are initially recorded at fair value and classified upon inception as either at amortized cost or fair value through profit or loss. After initial recognition, changes in fair value are recognized in profit or loss.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses ("ECL") on financial assets measured at amortized cost.

At each reporting date, the Company measures the ECL for a financial asset at an amount equal to the lifetime expected credit losses if the credit risk on that financial asset has increased significantly since initial recognition. If, at the reporting date, the credit risk has not increased significantly since initial recognition, the Company measures the ECL at an amount equal to twelve-month expected credit losses.

Imperial Ginseng Products Ltd.

Notes to the Consolidated Financial Statements

June 30, 2025 and June 30, 2024

(Expressed in Canadian Dollars)

3. Material accounting policy information (continued)

(g) Financial instruments (continued)

Impairment of financial assets at amortized cost (continued)

For trade receivables, the Company applies the simplified approach permitted under IFRS 9 and measures a loss allowance equal to lifetime expected credit losses. The amount of expected credit losses (or reversals thereof) required to adjust the loss allowance to the appropriate amount at the reporting date is recognized in profit or loss as an impairment gain or loss.

Classification of financial instruments

The Company accounts for its cash and cash equivalents, trade and other receivables, accounts payable and accrued liabilities at amortized cost.

(h) New and amended IFRS pronouncements

IFRS 18 *Presentation and Disclosure in Financial Statements*, which will replace IAS 1. Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from 1 January 2027. Companies are permitted to apply IFRS 18 before that date.

The adoption of this new accounting standard is not expected to have a material impact on the Company's consolidated financial statements.

4. Critical accounting estimates and judgments

The preparation of these financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Estimates and assumptions are based on past experience and factors considered reasonable under the circumstances. Though these estimates and assumptions are reviewed on an ongoing basis, due to their uncertainty, material adjustments could be required in future periods. In preparing these financial statements, the Company applied the same critical accounting estimates and judgments disclosed in the Company's audited financial statements for the year ended June 30, 2024.

Going concern assessment

Management is required to assess the Company's ability to continue as a going concern when preparing financial statements. This assessment involves significant judgment, particularly in evaluating current financial conditions, future cash flow projections, and the Company's ability to raise additional funding.

The assessment of the Company's ability to continue as a going concern, as discussed in Note 1, involves judgement regarding future funding for operations. This includes the Company's ability to complete its reverse takeover transaction with One Bullion, including the related concurrent financing, which could materially affect operations if not achieved.

Determination of control of subsidiaries

The Company relies on its interpretation of the definition of control under IFRS in determining whether consolidation of the financial statements of the Company and its subsidiaries is required. In determining whether the Company controls its subsidiary, management assesses whether the Company has (i) power over the subsidiary; (ii) exposure, or rights, to variable returns from its involvement with the subsidiary and (iii) the ability to use its power over the subsidiary to affect those returns.

Imperial Ginseng Products Ltd.

Notes to the Consolidated Financial Statements
June 30, 2025 and June 30, 2024
(Expressed in Canadian Dollars)

4. Critical accounting estimates and judgments (continued)

Income tax

Deferred tax assets and liabilities are due to temporary differences between the carrying amount for accounting purposes and the tax basis of assets and liabilities, as well as accumulated tax losses. The Company estimates the timing of the reversal of these temporary differences and applies an applicable tax rate. Since there could be changes in the expected operating results or enacted tax rates and legislation, it might result in material adjustments to deferred tax.

5. Related party balances and transactions

Transactions with related parties are recorded at the amount agreed to by the related parties.

Heritage Bancorp Ltd. ("Heritage") provides the Company with accounting, administration and office services. Heritage is related through the Company's director, who is a director of both companies and also a majority shareholder of Heritage. Administration fees and office service fees of \$42,000 were incurred for the year ended June 30, 2025 (2024 - \$36,000), of which \$546 (2024 - \$nil) is included in accounts payable and accrued liabilities.

Qwest Investment Fund Management Ltd. ("Qwest") is related through the Company's director, who is a director of both companies and also a majority shareholder of Qwest. During the year ended June 30, 2025, the Company reimbursed \$1,696 to Qwest for travel expenses (2024 - \$nil).

Key management personnel compensation

The Company's key management personnel have authority and responsibility for overseeing, planning, directing and controlling the activities of the Company. Key management personnel include members of the Board, executive officers and the president of its former subsidiary until June 30, 2023. Short-term benefits for key management personnel compensation consist of salaries, bonuses and medical benefits. Post-employment benefits are pre-determined lump-sum amounts payable at the end of the retention period. The Company does not provide any other long-term employee benefits. No stock options were granted during the fiscal years ended June 30, 2025 and 2024.

The table below summarizes the composition of key management personnel compensation for the years ended June 30, 2025 and 2024:

For the years ended June 30,	2025	2024
Short-term benefits	\$ 6,000	\$ 334,416
Post-employment benefits	-	97,839
	\$ 6,000	\$ 432,255

6. Accounts Receivable

Accounts Receivable consist mainly of expenses paid by the Company on behalf of One Bullion. As of June 30, 2025, \$92,232 was recorded as a receivable from One Bullion. The remainder was related to GST receivable and interest receivable by the Company.

One Bullion Receivable is classified as a current asset, as it primarily pertains to reimbursements due from One Bullion in respect of RTO-related expenses initially incurred and paid by the Company. Subsequent to the reporting date, One Bullion has settled an amount of \$91,092 and has committed to settle the remaining balance in full prior to the completion of the RTO. Regardless of this, in the event of the Company's RTO with One Bullion, the outstanding balance will naturally be offset between the parties.

Imperial Ginseng Products Ltd.

Notes to the Consolidated Financial Statements

June 30, 2025 and June 30, 2024

(Expressed in Canadian Dollars)

7. Income Tax Refund

CIGO, a wholly owned subsidiary through which the Company carried out the farming of ginseng was dissolved on September 30, 2023. The final tax-return of CIGO resulted in an income tax refund of \$15,287, which was received from the Canada Revenue Agency during the year ended June 30, 2025 (June 30, 2024 - \$(72,537) expense).

8. Finance Income and Finance Cost

Finance income consists of interest earned on bank balances and demand deposits. Interest income for the year ended June 30, 2025 is \$7,531 (June 30, 2024 - \$490,345).

There was no finance costs incurred for the year ended June 30, 2025 (2024 - \$5,360).

9. Gain on disposition of property and equipment

During the year ended June 30, 2024, the Company completed the sale of all its farm assets for total proceeds of \$1,768,620 resulting in a gain of \$484,902. The table below summarizes the gains made by the Company from the dispositions of its assets in the years ended June 30, 2025 and 2024:

As at June 30,	2025	2024
Land, buildings and farm equipment	\$ -	\$ 484,902

10. Administrative expenses

For the years ended June 30,	2025	2024
Operating expenses	136,813	136,790
Professional fees	53,598	121,402
Director's Fee	6,000	11,000
Salaries ⁽¹⁾	-	453,024
	\$ 196,411	\$ 722,216

(1) Included in salaries for the year ended June 30, 2024 was post-employment benefits of \$92,479

11. Post-employment benefits

In 2021, the Company entered into a retention agreement with certain key employees. Under the retention agreement, each employee would receive a pre-determined lump-sum amount (the "Retention Payment") at the end of the retention period. The Retention Payment, which was approximately \$2,200,000 in total, was discounted at 2% and amortized over the expected retention period. The present value of the Retention Payment was reported as a post-employment benefit obligation in the statements of financial position, with the corresponding expenses in administrative expenses and finance cost in the statements of comprehensive income (loss).

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11. Post-employment benefits (continued)

During the year ended June 30, 2024, \$462,500 of the Retention Payment was paid. At June 30, 2024, the undiscounted contractual obligation for Retention Payment was \$nil. The table below summarizes the present value of the Company's post-employment benefit obligation at June 30, 2025 and June 30, 2024.

As at	June 30 2025	June 30 2024
Balance, beginning of the year	\$ -	\$ 367,161
Additions in the year:		
Benefits	-	92,479
Interest	-	5,360
	-	465,000
Less payments	-	(465,000)
Balance, being all current, end of the year	\$ -	\$ -

12. Share capital

- (a) Authorized
- Unlimited number of common shares without par value
 - Unlimited number of convertible preference shares without par value
- (b) Issued and outstanding

	Number of Common Shares	Amount
Balance, June 30, 2023	7,652,547	\$ 34,939,323
Dividend	-	(17,218,231)
Balance, June 30, 2024	7,652,547	17,721,092
Balance, June 30, 2025	7,652,547	\$ 17,721,092

In December 2023, the Company received the TSXV's approval of a cash distribution to shareholders of the Company and accordingly, the Board of Directors declared a cash distribution of \$2.25 per Common Share to the holders of record on January 12, 2024, which was settled on January 26, 2024. The total amount paid was \$17,218,231.

13. Equity incentive plan

In January 2025, the Company terminated its existing stock option plan and approved a new Equity Incentive Plan. The new plan included an approval of a 10% rolling plan for stock options, and a fixed plan of at least 15,850,830 common shares at the time of closing of its proposed reverse takeover transaction with One Bullion (the "Closing") in the event of a minimum concurrent financing being achieved, and up to 16,250,830 common shares at the time of Closing in the event of the maximum concurrent financing being achieved.

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14. Income taxes

(a) Income tax expense

For the years ended June 30,	2025	2024
Current tax		
Adjustments with respect to prior year	\$ (15,287)	\$ 72,537
Income tax expense	\$ (15,287)	\$ 72,537

(b) Reconciliation of income taxes

The following table reconciles income taxes calculated at the statutory tax rate to the actual tax provision for the years ended June 30, 2025 and 2024:

For the years ended June 30,	2025	2024
(Loss) income before taxes	\$ (188,880)	\$ 281,004
Statutory tax rate	27.00%	27.09%
Expected income tax (recovery) expense	(50,998)	76,118
Increase (decrease) in income taxes resulting from:		
Change in unrecognized deferred tax assets (c)	(15,485)	(183,242)
Non-deductible items	156	567
Others	51,040	179,094
Income tax (recovery) expense	\$ (15,287)	\$ 72,537

(c) Unrecognized deferred tax assets

Deferred tax assets are recognized to the extent that it is more likely than not that some portion or all of the tax benefits will be utilized. The ultimate recognition of deferred tax assets is dependent on the Company's ability to generate future taxable income. At June 30, 2025, deferred tax benefits of \$361,000 were not recognized as it was not probable that future taxable income would be available against which these tax benefits could be utilized.

15. Basic and diluted earnings per share

For the years ended June 30,	2025	2024
Net (loss) income	\$ (173,593)	\$ 208,467
Weighted average number of shares outstanding	7,652,547	7,652,547
Basic (loss) earnings per share	\$ (0.02)	\$ 0.03
Weighted average number of shares outstanding	7,652,547	7,652,547
Effect of common share equivalents	-	-
	7,652,547	7,652,547
Diluted (loss) earnings per share	\$ (0.02)	\$ 0.03

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16. Financial instruments

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

- Level 1 - Quoted prices in active markets for identical assets and liabilities;
- Level 2 - Inputs other than quoted prices from observable market transactions either directly or indirectly; and
- Level 3 - Inputs that are generally unobservable and typically reflect management's estimate of assumptions that market participants would use in pricing the asset or liability.

The Company classifies and measures its cash and cash equivalents, trade and other receivables, accounts payable and accrued liabilities at amortized cost as their fair values approximate their carrying amounts due to their immediate or short-term nature.

17. Financial risk management

Credit risk

The Company's primary credit risk is its receivables. The carrying amount of receivable represents the Company's maximum exposure to credit risk. At June 30, 2025 and 2024, the Company did not have any trade receivables. Receivables consist mainly of expenses paid by the Company on behalf of One Bullion, input tax credits and accrued interest on guaranteed investments. The Company considers the risk on input tax credits and accrued interest on guaranteed investments to be low. The credit risk on receivables from One Bullion is also considered to be low, as the Company is currently engaged in a reverse takeover with One Bullion and if the Company is able to complete its reverse takeover transaction with One Bullion, the receivable from One Bullion will be offset post the completion of the reverse take-over. Further, One Bullion has also shown commitment in settling the amounts due for receivables, as One Bullion has paid an amount of \$91,092 subsequent to the statement of financial position date.

The Company may also have credit risk relating to cash and cash equivalents, which it manages by dealing with Canadian chartered banks. To minimize its exposure to credit risk, the Company places all its cash and cash equivalents in accounts which can be drawn on demand. At June 30, 2025, the carrying value of the Company's cash and cash equivalents was \$119,030 representing the maximum exposure to credit risk of these financial assets.

Currency risk

The Company does not have any exposure to currency risk as all payments and receivables are in Canadian dollars.

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its financial obligations when they come due. At June 30, 2025, the Company had a working capital surplus of \$152,354. The Company believes that its exposure to liquidity risk is minimal.

The Company's contractual obligations include accounts payable and accrued liabilities. The following table is a summary of contractual obligations and payments related to financial liabilities due as at June 30, 2025 and 2024. The amounts disclosed are contractual undiscounted cash flows.

As at June 30,	2025	2024
Contractual obligations		
Payables and accrued liabilities	\$ 66,092	\$ 35,623
	\$ 66,092	\$ 35,623

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18. Management of Capital

The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern. The Company monitors its adjusted capital, which comprises all components of shareholders' equity. The Company manages and adjusts its capital structure based on current economic conditions and the risk characteristics of the underlying assets. The Company is not exposed to any externally imposed capital requirements. No changes were made to the Company's capital management practices during the year ended June 30, 2025.