# BOREALIS MINING COMPANY LIMITED

**5th Floor – 410 West Georgia Street**
**Vancouver, British Columbia V6B 1Z3**

# ANNUAL INFORMATION FORM

**For the year ended July 31, 2025**

November 26, 2025

**TABLE OF CONTENTS**

## DEFINITIONS

The following is a list of certain defined terms used throughout this annual information form ("**AIF**"). This is not an exhaustive list of defined terms used herein and additional terms are defined throughout. Terms used and not defined in this AIF that are defined or interpreted in the National Instrument 14-101 – *Definitions* of the Canadian Securities Administrators, bear that definition or interpretation.

"**Agent Options**" has the meaning ascribed thereto in the section entitled "*Description of Capital Structure – Agent Options"* in this AIF.

"**Applicable Securities Laws**" means the securities legislation in each province and territory of Canada where the Company is a "reporting issuer" or the equivalent from time to time, including all rules, regulations, published policy statements and blanket orders thereunder or issued by one or more of the Canadian Securities Regulatory Authorities.

"**Arrangement**" means the arrangement of the Company completed on May 9, 2024 under Division 5 of Part 9 of the BCBCA pursuant to which the Company acquired all of the issued and outstanding common shares of Old Borealis.

"**Arrangement Agreement**" means the arrangement agreement dated as of February 6, 2024, among Old Borealis, the Company and 1000693081 Ontario Ltd., a wholly owned subsidiary of the Company prior to completion of the Arrangement, pursuant to which, among other things, the Company agreed to acquire all of the issued and outstanding common shares of Old Borealis.

"**Awards**" has the meaning ascribed thereto in the section entitled "*Description of Capital Structure – Stock Option Plan*" in this AIF.

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

"**Big Balds Project**" has the meaning ascribed thereto in the section entitled "*General Development of the Business – Overview"* in this AIF.

"**BLM**" means the United States Bureau of Land Management.

"**Board**" means the board of directors of the Company.

"**Borealis Claims Lease**" means the mining lease agreement dated January 24, 1997, as amended as of February 24, 1997.

"**Borealis Claims Lessors**" means John W. Whitney, Hardrock Mining Company, a Nevada Corporation, and Richard J. Cavell, and his successors, as trustee of the Richard J. Cavell 1994 Trust, collectively.

"**Borealis Leased Claims**" means the 128 unpatented mining claims comprising part of the Borealis Project which are leased by Borealis LLC from the Borealis Claims Lessors.

"**Borealis LLC**" means Borealis Mining Company, LLC, a limited liability company existing under the laws of the State of Nevada, an indirectly wholly owned subsidiary of the Company.

"**Borealis LLC Purchase Agreement**" means the membership interest purchase agreement dated April 17, 2023, as amended on January 16, 2024 and further amended on March 25, 2024, among Waterton, Borealis LLC and Old Borealis pursuant to which Old Borealis acquired Borealis LLC which holds a 100% interest in the Borealis Owned Claims and leases the Borealis Leased Claims.

"**Borealis Owned Claims**" means the 623 unpatented mining claims and one unpatented mill site claim comprising part of the Borealis Project which are owned by Borealis LLC.

"**Borealis Project**" means the gold project comprised of 751 unpatented mining claims of approximately 20 acres each totaling approximately 15,020 acres and one unpatented mill site claim of about five acres located in western Nevada collectively.

"**Borealis Project Purchase**" has the meaning ascribed thereto in the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Background*" in this AIF.

"**Borealis Technical Report**" means the technical report dated June 28, 2024, effective as of June 25, 2024, entitled "NI 43-101 Borealis Technical Report – Project Status Report, Borealis Mine, Nevada, U.S.A.", prepared for the Company by SRK.

"**Borealis Technical Report Principal QP**" means Douglas Reid, P.Eng., Principal Consultant (Resource Geology), the QP responsible for all sections of the Borealis Technical Report.

"**Business Day**" means any day except a Saturday, a Sunday, or any other day on which major commercial banks in Toronto, Ontario, are authorized or required by applicable Laws to be closed.

"**Cambior**" means Cambior Exploration U.S.A., Inc.

"**Change of Control**" includes situations where after giving effect to the contemplated transaction and as a result of such transaction:

(a) any one Person holds a sufficient number of the voting shares of the issuer or resulting issuer to affect materially the control of the issuer or resulting issuer, or

(b) any combination of Persons, acting in concert by virtue of an agreement, arrangement, commitment or understanding hold in total a sufficient number of the voting shares of the issuer or resulting issuer to affect materially the control of the issuer or resulting issuer;

where such Person or combination of Persons did not previously hold a sufficient number of voting shares to affect materially the control of the issuer or resulting issuer. In the absence of evidence to the contrary, any Person or combination of Persons acting in concert by virtue of an agreement, arrangement, commitment or understanding, hold more than 20% of the voting shares of the issuer or resulting issuer is deemed to materially affect the control of the issuer or resulting issuer.

"**CIM**" means the Canadian Institute of Mining, Metallurgy and Petroleum.

"**Commercial Production**" means 60-day production at 65% of nameplate capacity, related to a sulphide deposit on the underground mine at the Borealis Project. Mining operations related to bulk sampling or any milling for the purpose of testing or milling by a pilot plant may not be included in the determination of whether or not Commercial Production has been achieved.

"**Company**" means Borealis Mining Company Limited, formerly 1329300 B.C. Ltd., a company existing under the BCBCA.

"**Common Shares**" means the common shares of the Company.

"**Deed of Trust**" means the first position deed of trust, assignment of lease, rents and contracts security agreement and fixture filing dated April 17, 2023, by Borealis LLC to Matthew E. Jensen, ESQ as trustee for the benefit of Waterton recorded against the Borealis Project to secure the obligations of Old Borealis under the MPR Agreement constituting a charge and security interest in the Borealis Project.

"**Echo Bay**" means Echo Bay Mines.

"**Entity**" means any corporation (including any non-profit corporation), general partnership, limited partnership, limited liability partnership, joint venture, estate, trust, company (including any company limited by shares, limited liability company, or joint stock company), firm, society, or other enterprise, association, organization, or entity.

"**February 2025 Offering**" has the meaning ascribed thereto in the section entitled "*Three-Year History – Financial Year Ended July 31, 2025*" in this AIF.

"**February 2025 Warrants**" has the meaning ascribed thereto in the section entitled "*Description of Capital Structure – Warrants"* in this AIF.

"**Final Order**" means the final order dated March 25, 2024, of the Supreme Court of British Columbia pursuant to Section 291 of the BCBCA approving the Arrangement.

"**First Milestone**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**First Milestone Amount**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**First Payment**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**Gold Bull**" means Gold Bull Resources Corp.

"**Gold Bull Acquisition**" has the meaning ascribed thereto in the section entitled "*Three-Year History – Financial Year Ended July 31, 2025*" in this AIF.

"**Gold Bull Arrangement Agreement**" has the meaning ascribed thereto in the section entitled "*Three-Year History – Financial Year Ended July 31, 2025*" in this AIF.

"**Golden Phoenix**" means Golden Phoenix Minerals, Inc.

"**Governmental Body**" means (i) any international, multinational, national, federal, provincial, state, municipal, local or other government or governmental or public ministry, department, court, commission, board, bureau, agency or instrumentality, domestic or foreign, (ii) any subdivision or authority of any of the foregoing, (iii) any quasi-governmental or private body exercising any regulatory, expropriation or taxing authority, or (iv) any securities regulatory authority, stock exchange or securities market;

"**Gryphon**" means Gryphon Gold Corp.

"**Holder**" means a Person in whose name the MPR (or any part thereof) is registered in the MPR Register at the applicable time.

"**Insider**" if used in relation to an issuer, means:

(a) a director or senior officer of the issuer;

(b) a director or senior officer of the company that is an insider or subsidiary of the issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or

(d) the issuer itself if it holds any of its own securities.

"**Inspectorate**" means Inspectorate America Corp.

"**Interim Order**" means the interim order dated February 15, 2024, of the Supreme Court of British Columbia containing declarations and directions with respect to the Arrangement and the holding of the annual general and special meeting of the Shareholders held on March 19, 2024 to approve, among other things, the Arrangement.

"**Law**" or "**Laws**" means any and all federal, state, provincial, local, municipal, foreign, multinational, or other law (statutory, common or otherwise), statute, constitution, treaty, convention, principle of law and equity, order, injunction, notice, judgment, direction, bylaw, resolution, ordinance, code, edict, award, decree, rule, regulation, ruling, or other legal requirement, whether domestic or foreign, issued, enacted, adopted, promulgated, implemented, or otherwise put into effect by or under the authority of any Governmental Body, and includes, for greater certainty, Applicable Securities Laws.

"**LTIP**" has the meaning ascribed thereto in the section entitled "*Description of Capital Structure – Stock Option Plan*" in this AIF.

"**March 2025 Warrants**" has the meaning ascribed thereto in the section entitled "*Description of Capital Structure – Warrants"* in this AIF.

"**Material Adverse Effect**" with respect to a person or company, means a material adverse effect on the business, the properties, assets, liabilities (including contingent liabilities), results of operations, financial performance, financial condition, or the market and trading price of the securities, of such person and its subsidiaries, as applicable and taken as a whole.

"**MD&A**" means management's discussion and analysis.

"**Milestone Amounts**" means, collectively, the First Milestone Amount, the Second Milestone Amount and the Third Milestone Amount collectively.

"**MPR**" means the rights of the Holders (granted initially to Waterton) to receive payments pursuant to the MPR Agreement.

"**MPR Agreement**" means the milestone payment rights agreement dated April 17, 2023, between Waterton and Old Borealis entered into in connection with the acquisition by Old Borealis of Borealis LLC.

"**MPR Register**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**MPR Transfer**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**NI 43-101**" means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.

"**NSR**" means net smelter royalty.

"**Old Borealis**" means Borealis Mining Company Limited, a company that existed under the *Business Corporations Act* (Ontario) prior to the completion of the Arrangement.

"**Options**" has the meaning ascribed thereto in the section entitled "*Description of Capital Structure – Stock Option Plan*" in this AIF.

"**Person**" means any individual, Entity or Governmental Body.

"**PSU's**" has the meaning ascribed thereto in the section entitled "*Description of Capital Structure – Stock Option Plan*" in this AIF.

"**RSUs**" has the meaning ascribed thereto in the section entitled "*Description of Capital Structure – Stock Option Plan*" in this AIF.

"**RTO**" means any transaction involving Old Borealis and an RTO Issuer pursuant to which all of the common shares of Old Borealis are exchanged for securities of the RTO Issuer. The Arrangement qualified as an RTO.

"**RTO Issuer**" means a reporting issuer. The Company qualified as an RTO Issuer prior to completion of the Arrangement.

"**RTO Issuer Payment Shares**" has the meaning ascribed thereto in the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Borealis Project Purchase Price*" in this AIF.

"**RTO Issuer Shares**" means the common shares of the RTO Issuer.

"**Sandman Project**" has the meaning ascribed thereto in the section entitled "*General Development of the Business – Overview"* in this AIF.

"**Second Milestone Amount**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**Second Milestone**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**Second Payment**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**Seed Share Resale Restrictions**" means the seed share resale restrictions as defined in section 4 of TSXV Policy 5.4.

"**Shareholders**" means the shareholders of the Company.

"**SRK**" means SRK Consulting (U.S.), Inc.

"**Tenneco**" means Tenneco Minerals, Inc.

"**Third Milestone**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**Third Milestone Amount**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**Third Payment**" has the meaning ascribed thereto the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestones Payment Rights Agreement*" in this AIF.

"**TSX Trust**" means TSX Trust Company, the registrar and transfer agent for the Common Shares.

"**TSXV**" means the TSX Venture Exchange.

"**TSXV Policy 5.4**" means Policy 5.4 – *Escrow, Vendor Consideration and Resale Restriction*s of the TSXV.

"**United States**" means the United States of America, its territories and possessions, any state of the United States and the District of Columbia.

"**UCC Statement**" means the UCC-1 financing statement filed in Nevada on April 17, 2023, securing the obligations of Borealis LLC in favor of Waterton as the secured party.

"**Value Escrow Agreement**" has the meaning ascribed thereto in the section entitled "*Market for Securities – Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer*" in this AIF.

"**Waterton**" means Waterton Nevada Splitter, LLC, a limited liability company existing under the laws of the State of Nevada.

"**Welsh**" means J.D. Welsh & Associates, Inc.

**List of Certain Abbreviations and Technical Terms**

| Abbreviation | Unit or Term | Abbreviation | Unit or Term |
|---|---|---|---|
| % | Percent | Ma | million years ago |
| > | greater than | ml | milliliter |
| ° | Degree | mm | millimeter |
| °F | degrees Fahrenheit | MRE | mineral resource estimate |
| AAL | American Assay Laboratories | Mt | million tons |
| ADR | adsorption, desorption, and recovery | mt | metric tonne |
| Ag | Silver | opt | troy ounces per short ton |
| Au | Gold | oz | troy ounce |
| cm | centimeter | QA/QC | quality assurance/quality control |
| EM | Electromagnetic | QP | Qualified Person |
| FS | feasibility study | RC | reverse circulation |
| ft | foot | | |
| $ft^2$ | square foot | | |
| $ft^3$ | cubic foot | | |
| g | gram | | |
| g/mt | grams per metric tonne | | |
| gal | gallon | | |
| IP | Induced Polarization | | |
| JRCD | Jamie's Ridge-Cerro Duro | | |
| kg | kilograms | | |

## INTRODUCTORY NOTES

### Cautionary Note Regarding Forward-Looking Information

This AIF contains "forward-looking statements" or "forward-looking information" within the meaning of U.S. securities laws and applicable Canadian securities legislation. Forward-looking information is provided as of the date of this AIF and the Company does not intend to, nor does it assume any obligation, to update this forward-looking information, except as required by law. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". More particularly, and without limitation, this AIF contains forward-looking statements and forward-looking information concerning: the expected operations, business activities, financial results and condition of the Company and its future objectives and strategies to achieve those objectives; expectations regarding the development of the Company's exploration projects; the Company's future prospects and outlook; the corporate and capital structure of the Company; expectations that a market will be created for the Common Shares; the ability to achieve commercial production of the Borealis Project; costs and timing of the development of deposits at the Borealis Project; future exploration, development and production activities at the Borealis Project; permitting at the Borealis Project; statements regarding the gold industry generally and the regulation thereof; and other statements with respect to management's beliefs, plans, estimates and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts.

Forward-looking information is based on reasonable assumptions that have been made by the Company as at the date of such information and is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to, risks relating to: foreign subsidiaries; changes in general business and economic conditions; limited operating history; negative cash flow from

operations; dependence on the Borealis Project; exploration and development of mineral properties risk; requirement for substantial capital expenditures; fluctuations in mineral prices; environmental and endangered species laws and regulations; inadequate infrastructure; estimates of mineral deposits; ability to exploit future discoveries; defects or disputes relating to property interests; defects in title; impact of potential litigation on title; community groups; rights of indigenous peoples; permits and licenses; regulatory requirements; environmental matters; land reclamation requirements; climate change; disruption from non-governmental organizations and activists; health and safety; uninsured or uninsurable risks; information systems security threats; deficient reviews, reports and projections of third parties; failure to acquire additional property interests or select appropriate acquisitions; competition; future acquisitions and partnerships; inability to secure acceptable funding; debt financing; destabilization of global financial conditions; pandemic risks, the Russian wan in Ukraine, the Israel-Hamas war in the middle east, inflation and other global events; recent and potential tariffs imposed internationally; changes in laws; foreign exchange; inability to attract and retain qualified management personnel; conflicts of interest; market price of securities, dilution, as well as those other risk factors discussed in "*Risk Factors*" in this AIF.

Forward-looking information is based on certain assumptions that the Company believes are reasonable, including that: no unforeseen changes in the legislative, operating and regulatory framework for the businesses of the Company will occur; the ability of the Company to develop its growth projects and other exploration and development assets; sufficient working capital will be available to the Company to fund its future projects and plans; the current price of and demand for gold will be sustained or will improve; that general business and economic conditions will not change in a material adverse manner; that financing will be available if and when needed on reasonable terms; that the Company will not experience any material labour dispute, accident, or failure of plant or equipment; the availability and cost of labour and services; future operating costs and the economy in general. Accordingly, readers should not place undue reliance on the forward-looking statements and information contained in this AIF, and the Company can give no assurances that they will prove to be correct.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information contained herein, except in accordance with Applicable Securities Laws.

**Technical Information and Disclosure for Mineral Projects**

The scientific and technical information in this AIF with respect to the Borealis Project is derived from, and in some instances is an extract from, the Borealis Technical Report. Portions of the information regarding the Borealis Project contained in "*The Borealis Project*" in this AIF are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the full text of the Borealis Technical Report which is available for review at the mailing address of the Company at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2 and is posted under the Company's profile on SEDAR+ at www.sedarplus.ca.

Scientific or technical information in this AIF with respect to the Borealis Project has been reviewed and approved by Douglas Reid, P.Eng., the Borealis Technical Report Principal QP.

**General**

Unless otherwise stated, in this AIF:

- information is presented as of November 26, 2025;
- all dollar amounts are in Canadian dollars; and
- references to the "Company", "it", "its", and other related terms refer to Borealis Mining Company Limited and its subsidiaries.

## CORPORATE STRUCTURE

### Incorporation

The Company was incorporated on October 20, 2021, under the BCBCA as "1329300 B.C. Ltd.", at that time a wholly owned subsidiary of Veta Resources Inc. ("**Veta**"). On February 18, 2022, Veta completed an arrangement transaction (the "**Veta Transaction**") pursuant to which Veta spun out eight wholly owned subsidiaries, including the Company, (collectively the "**Veta Subsidiaries**") by way of distributing the securities of such Veta Subsidiaries, including the Common Shares, to the shareholders of Veta. Following completion of the Veta Transaction, each of the Veta Subsidiaries, including the Company, became a separate unlisted reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan and Manitoba.

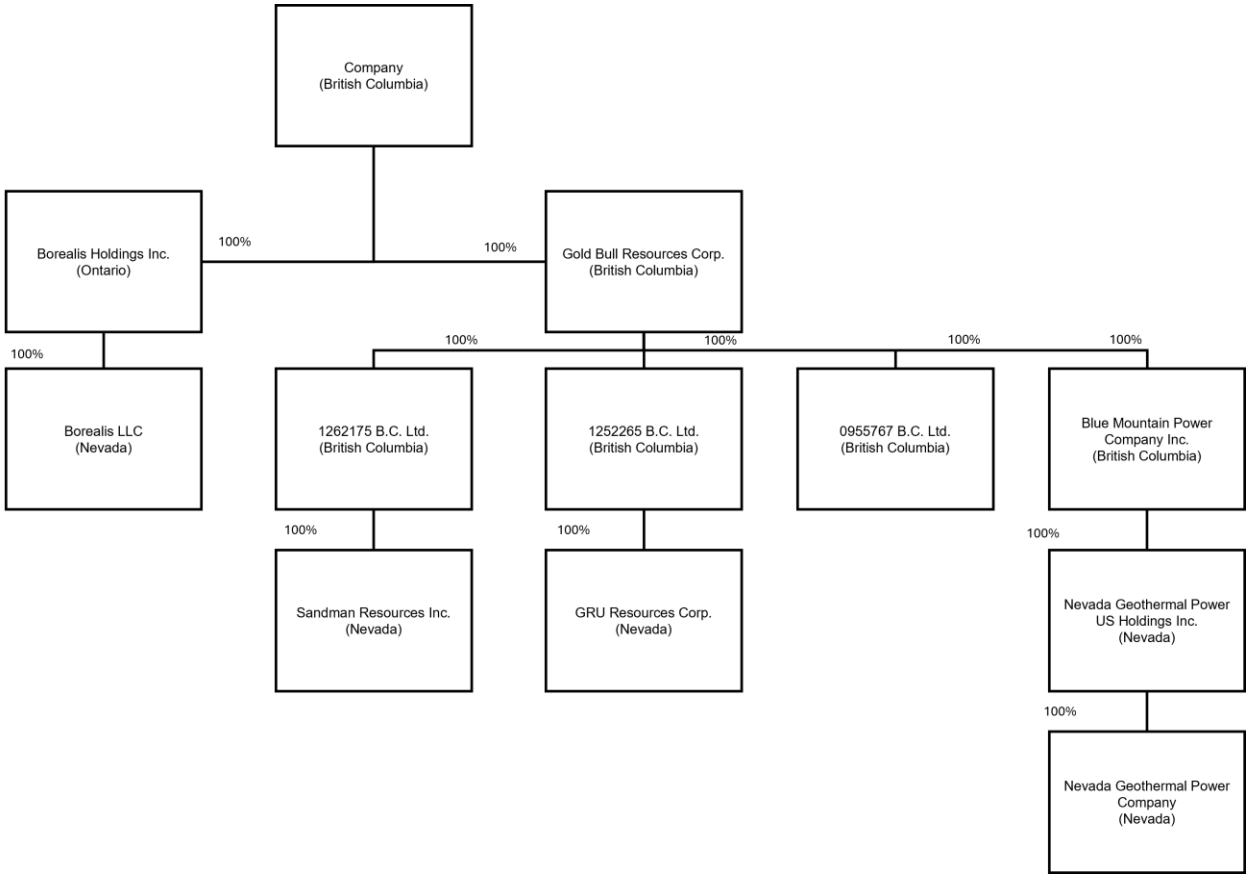
Effective March 15, 2024, the Company consolidated the Common Shares on the basis of one new Common Share for every 13 old Common Shares issued and outstanding at that time.

On May 9, 2024, the Company and Old Borealis completed the Arrangement. Upon completion of the Arrangement, the Company changed its name from "1329300 B.C. Ltd." to "Borealis Mining Company Limited".

The Company is governed by the BCBCA and the Company's head office and registered office is located at 5th Floor, 410 West Georgia Street, Vancouver, British Columbia V6B 1Z3.

The Common Shares are listed on the TSXV and the Common Shares trade under the symbol "BOGO".

### Intercorporate Relationships



## GENERAL DEVELOPMENT OF THE BUSINESS

### Overview

At the time of the Veta Transaction, Veta had no material assets and did not carry on any business. Following the completion of the Veta Transaction, neither Veta nor any of the Veta Subsidiaries, including the Company, had any material assets or carried on any active business, other than the identification and evaluation of potential acquisitions of value accreting assets or businesses.

On May 9, 2024, the Company and Old Borealis completed the Arrangement, pursuant to which the Company acquired all of the outstanding common shares of Old Borealis and started carrying on the business of Old Borealis, being the development of the Borealis Project. Currently, the Company is an exploration and development stage mining company engaged in the business of acquiring and exploring mineral properties whose material property is the Borealis Project.

The Borealis Project is located in western Nevada, approximately 16 road miles southwest of the town of Hawthorne in the Walker Lane Mineral Belt and 12 miles northeast of the California border. The Borealis Project is comprised of 751 unpatented mining claims of approximately 20 acres each totaling about 15,020 acres and one unpatented mill site claim of about five acres.

On March 13, 2025, the Company completed the Gold Bull Acquisition pursuant to which the Company acquired all of the issued and outstanding common shares of Gold Bull. At the time of the Gold Bull Acquisition, Gold Bull had an interest in, among other properties, the Sandman gold project located in Nevada (the "**Sandman Project**") and the Big Balds Project (the "**Big Balds Project**") located in Nevada. The Company does not consider the Sandman Project or the Big Balds Project to be material to the Company.

### Acquisition of the Borealis Project

#### *Borealis Project Purchase Price*

On April 17, 2023, Old Borealis acquired its interest in the Borealis Project by acquiring Borealis LLC from Waterton, then the parent company of Borealis LLC, pursuant to the Borealis LLC Purchase Agreement (the "**Borealis Project Purchase**") for a purchase price comprised of:

(a) $100,000 paid by Old Borealis to Waterton on April 17, 2023;

(b) delivery of the MPR by Old Borealis to Waterton on April 17, 2023, which MPR requires that certain payments in the aggregate amount of $15,000,000 be made to, initially, Waterton upon the achievement of certain milestones in the development of the Borealis Project, as more particularly described in the section entitled "*Milestone Payment Rights Agreement*" below; and

(c) the future issuance by an RTO Issuer to Waterton of Securities (the "**RTO Issuer Payment Share**s") by the RTO Issuer in connection with an RTO equal to 19.99% of all of the issued and outstanding RTO Issuer Shares, which was satisfied through the issuance of 15,558,338 Common Shares upon the closing of the Arrangement on May 9, 2024.

#### *Milestone Payment Rights Agreement*

Pursuant to the Borealis LLC Purchase Agreement, Old Borealis is required to provide, initially to Waterton, the right to receive payments of cash upon the achievement of certain milestones in the development of the Borealis Project. Accordingly, on April 17, 2023, Old Borealis and Waterton entered into the MPR Agreement in order to create and issue the MPR to Waterton.

Waterton, or any future Holder, may transfer, sell, assign or otherwise dispose of (each an "**MPR Transfer**"), in whole or in part, the MPR to any Person by providing Old Borealis, now the Company, with written notice of such

MPR Transfer. Under the MPR Agreement, Old Borealis, now the Company, is required to maintain a register (the "**MPR Register**") for the purposes of (i) identifying the Holders of the MPR, and (ii) registering the MPR and any MPR Transfers thereof.

Under the MPR Agreement, Old Borealis, now the Company, is required to make the following payments upon the occurrence of the following milestones:

| Milestone | Milestone Payment | Milestone Amount |
|---|---|---|
| The date on which Old Borealis, now the Company, publishes an NI 43-101 resource report for the sulphide portion of the Borealis Project describing a resource of 2,800,000 or more ounces of gold equivalents ("**First Milestone**"). | $5,000,000 ("**First Payment**") | For a given Holder, the product of (a) the First Payment and (b) the percentage of the MPR held by such Holder as reflected on the MPR Register as of the close of business on the date of the occurrence of the First Milestone ("**First Milestone Amount**"). |
| The day after the date on which all of the following have occurred: (a) the applicable Governmental Body has issued, regarding proposed operations at the Borealis Project, either a finding of no significant impact with respect to an environmental assessment or a favorable record of decision with respect to an environmental impact statement; (b) the applicable Governmental Body has approved a mine plan of operations for underground mining of sulphide ore at the Borealis Project; and (c) the applicable Governmental Bodies have issued a water pollution control permit, an air permit and a reclamation permit for the commencement of underground mining of sulphide ore at the Borealis Project (the "**Second Milestone**"). | $2,500,000 ("**Second Payment**") | For a given Holder, the product of (a) the Second Payment and (b) the percentage of the MPR held by such Holder as reflected on the MPR Register as of the close of business on the date of the occurrence of the Second Milestone (the "**Second Milestone Amount**"). |
| The date of commencement of Commercial Production of sulphide ore at the Borealis Project (the "**Third Milestone**"). | $7,500,000 ("**Third Payment**") | For a given Holder, the product of (a) the Third Payment and (b) the percentage of the MPR held by such Holder as reflected on the MPR Register as of the close of business on the date of the occurrence of the Third Milestone (the "**Third Milestone Amount**"). |

Mineral rights, through Borealis LLC as the owner or lessee of the claims comprising the Borealis Project, allowed Old Borealis to explore, develop and mine the Borealis Project subject to the prior procurement of required operating permits and approvals, compliance with the terms and conditions of the Borealis Claims Lease, and compliance with applicable federal, state, and local laws, regulations and ordinances. The principal operating permits for the Borealis Project are currently in place for a heap leach operation in the center of the Borealis Project, which was operated by Waterton until early 2023 before it was acquired by Old Borealis. The Borealis Project is in good standing and all required claim fees for the Borealis Project for 2025 were paid to BLM in August 2025.

***Purchase of the Borealis Project by the Company***

On May 9, 2024, the Company and Old Borealis completed the Arrangement, pursuant to which the Company acquired all of the outstanding common shares of Old Borealis and started carrying on the business of Old Borealis, being the development of the Borealis Project.

**Three-Year History**

Financial Year Ended December 31, 2023

The Company did not carry on any business during the period.

Financial Year Ended July 31, 2024

On February 6, 2024, the Company entered into the Arrangement Agreement to complete the Arrangement.

On February 15, 2024, the Company obtained the Interim Order providing for the calling and holding of the annual general and special meeting of the Shareholders held on March 19, 2024 to approve, among other things, the Arrangement.

In connection with the Arrangement, on March 1, 2024, the Company entered into an amalgamation agreement with Old Borealis and 1000693081 Ontario Ltd., a wholly owned subsidiary of the Company prior to completion of the Arrangement, for the purposes of completing the Arrangement.

On March 19, 2024, at the annual general and special meeting of the Shareholders held on March 19, 2024, the Shareholders approved, among other things, the Arrangement.

On March 25, 2024, the Company obtained the Final Order approving the Arrangement.

On May 9, 2024, the Company completed the Arrangement and started carrying on the business of Old Borealis, being the development of the Borealis Project.

Financial Year Ended July 31, 2025

On August 7, 2024, the Common Shares commenced trading on the TSXV under the symbol "BOGO".

On August 28, 2024, the Company announced that it had completed its first gold pour of 2024 at its on-site ADR facility.

On October 3, 2024, the Company announced that it had completed its second gold pour of 2024 at its on-site ADR facility and announced that it had listed its Common Shares on the Frankfurt Stock Exchange under the symbol "L4B0".

On October 29, 2024, the Company announced that it expanded its claim package at the Borealis Project, by way of staking, with the newly acquired 64 claims adding 3.66 square miles to the area covering the Borealis Project.

On November 13, 2024, the Company announced the assay results from several drillholes at the Graben target completed as part of its ongoing ~3,500 metre drill program at the Borealis Project.

The table below illustrates the composite assay results of the drillholes completed at the Graben deposit area of the Borealis Project received in November 2024:

| BHID | From (m) | To (m) | Length (m) | Au (g/t) | Au Metal Factor |
|---|---|---|---|---|---|
| DHBM011 | 184.4 | 283.5 | 99.1 | 2.24 | 221.984 |
| including | 245.4 | 266.7 | 21.3 | 4.06 | 79.596 |
| DHBM013 | 193.5 | 230.1 | 36.6 | 2.11 | 77.226 |
| including | 221 | 225.6 | 4.6 | 8.24 | 37.904 |
| and | 312.4 | 339.9 | 27.4 | 2.06 | 56.444 |
| DHBM008 | 187.5 | 233.2 | 45.72 | 1.58 | 72.2376 |
| DHBM007 | 166.7 | 223.1 | 56.4 | 1.15 | 64.86 |
| DHBM006A | 181.8 | 274.6 | 92.2 | 0.6 | 55.32 |
| DHBM007A | 222.7 | 246.3 | 23.6 | 1.9 | 44.84 |
| DHBM010 | 189.9 | 213.7 | 23.8 | 0.7 | 16.66 |
| DHBM006 | 176 | 189 | 13 | 1.07 | 13.91 |

The table below illustrates the coordinates and details of the reported drill results at the Graben deposit area of the Borealis Project received in November 2024:

| BHID | X | Y | Z | Length (m) | Azimuth | Dip | Target | Comment |
|---|---|---|---|---|---|---|---|---|
| DHBM004 | 447080 | 1320890 | 6896 | 61.6 | 44.2 | -54.1 | Freedom Flats Extension | Anomalous mineralization |
| DHBM005 | 451317 | 1324300 | 7233 | 47.9 | 191.3 | -59.9 | Crocodile Ridge | Anomalous mineralization |
| DHBM006 | 446737 | 1321615 | 7027 | 200.3 | 292.1 | -76.3 | Graben | Failed to reach main target |
| DHBM006A | 446739 | 1321621 | 7027 | 285.4 | 290.5 | -75 | Graben | Re-Drill of DHBM006 |
| DHBM007 | 446576 | 1321327 | 7024 | 284.1 | 165.98 | -80.16 | Graben | Failed to reach main target |
| DHBM007A | 446575 | 1321343 | 7024 | 249.0 | 152.5 | -81.84 | Graben | Re-Drill of DHBM007 |
| DHBM008 | 446820 | 1322604 | 7023 | 267.6 | 174.79 | -80.73 | Graben | Majority of target intercepted and ended in mineralization |
| DHBM009 | 446584 | 1321353 | 7024 | 74.1 | 53 | -78 | Graben | Failed to reach target |
| DHBM010 | 446829 | 1322389 | 7035 | 213.7 | 0 | -90 | Graben | Ended in mineralization and failed to reach target |
| DHBM011 | 446520 | 1321375 | 7025 | 318.5 | 177.9 | -77 | Graben | Successfully drilled through target |
| DHBM012 | 446836 | 1322371 | 7035 | 166.1 | 0 | -90 | Graben | Abandoned in cover rocks |
| DHBM013 | 446838 | 1322363 | 7035 | 342.9 | 0 | -90 | Graben | Majority of target intercepted and ended in mineralization |

On December 10, 2024, the Company announced the entering into of a definitive agreement dated December 9, 2024 (the "**Gold Bull Arrangement Agreement**") with Gold Bull, pursuant to which the Company had agreed to acquire all of the issued and outstanding securities of Gold Bull pursuant to a plan of arrangement (the "**Gold Bull Acquisition**") under the provisions of Division 5 of Part 9 of the BCBCA.

On January 22, 2025, the Company announced that it had sold its final shipment of doré produced in 2024 to Asahi Refining containing a total of 190.79 troy oz and 119.88 troy oz of recoverable gold and silver, respectively. The Company further announced that it also shipped approximately 24 tonnes of spent and gold-laden carbon to be processed at Just Refiners containing an estimated 368 troy ounces of gold and 997 troy ounces of silver.

On February 3, 2025, the Company announced a $7,000,000 bought deal offering of 12,500,000 units of the Company at a price of $0.56 per unit pursuant to a short form prospectus (the "**February 2025 Offering**"). Each unit consisted of one Common Share and one-half of one Common Share purchase warrant, with each whole such warrant exercisable at a price of $0.78 per Common Share for a period of 24 months after the closing date of the February 2025 Offering.

On February 4, 2025, the company announced the increase of the size of the February 2025 Offering from $7,000,000 to $10,000,000 by offering 17,857,150 units of the Company at a price of $0.56 per unit.

On February 24, 2025, the Company announced the filing of the final prospectus in connection with the February 2025 Offering.

On February 26, 2025, the Company announced the closing of the February 2025 Offering.

On March 3, 2025, the Company announced the assay results from several drillholes at the Cerro Duro and Jaime's Ridge deposit areas completed as part of the Company's ongoing drill program at the Borealis Project. Drilling at the Cerro Duro and Jaimie's Ridge historical gold deposits demonstrated large widths of highly consistent oxidized gold and silver epithermal mineralization within an extremely silicified and altered body of volcanic rock.

On March 13, 2025, the Company announced the closing of the Gold Bull Acquisition. Pursuant to the Gold Bull Acquisition, the Company acquired each common share of Gold Bull outstanding in exchange for 0.93 of a Common Share which resulted in the issue by the Company of 14,048,403 Common Shares. In addition, the Company issued an aggregate of 1,302,000 options to acquire Common Shares in exchange for the issued and outstanding options to acquire common shares of Gold Bull and the issued and outstanding warrants to acquire common shares of Gold Bull have become exercisable to acquire 4,503,846 Common Shares, in accordance with the terms of such warrants. Upon completion of the Gold Bull Acquisition, which was considered an arm's length transaction, existing shareholders of the Company and shareholders of Gold Bull own approximately 86% and 14% of the Common Shares, respectively.

On March 21, 2025, the Company announced that it has granted an aggregate of 150,000 RSUs to employees and an officer of the Company pursuant to the terms of the LTIP. The RSUs vest on the date that is one year after the date of grant.

On April 22, 2025, the Company announced timing and plans for upcoming gold production at its fully permitted and built Borealis Project, with crushing and stacking of its mineralized stockpile to begin on June 9, 2025, with first pour expected towards the end of July 2025 and continuing regularly until at least the second quarter of 2026. In addition, the Company announced the appointment of Mr. Robert M. Buchan to the role of Non-Executive Chairman, to succeed Mr. Anthony Makuch, who will not be standing for re-election at the upcoming annual general and special meeting of shareholders of the Company to be held on May 21, 2025.

On June 3, 2025, the Company announced the mobilization of contractors at the Borealis Project, on schedule to start crushing the approximately 327,000 ton mineralized stockpile at the site on June 9, 2025.

On June 11, 2025, the Company announced that crushing of its approximately 327,000 ton mineralized stockpile at the Borealis Project began ahead of schedule on Friday, June 6, 2025. Crushing rates are expected to range from 2,500 tpd to 4,500 tpd, depending on the crushing characteristics of the material. Drip line application on the first panel of crushed material is expected to begin the week of July 7, 2025, with a tentative target of a first gold pour during the week of August 11, 2025.

Events Subsequent to July 31, 2025

On September 23, 2025, the Company announced that it received total proceeds (as at September 19, 2025) of $9,060,278.84 from the proceeds of exercises of warrants, broker warrants and compensation options, many of which were set to expire on September 14, 2025. The Company has issued an aggregate of 12,616,025 Common Shares through the process.

On September 29, 2025, the Company announced that it has successfully completed the first pour of gold and silver doré from the previously announced stockpile crushing and heap leaching at the Borealis Project. A total of 65.6 pounds, equivalent to 956.7 troy ounces of doré was poured in two bars. The Company has sent the doré to Asahi Refining in Salt Lake City, Utah, for refining and eventual sale. The Company is awaiting assay results from the pour to determine the grade and value of the doré but preliminary results indicate roughly a 50-50 gold-silver ratio, plus some additional waste metal.

On October 21, 2025, the Company announced that the U.S. Forest Service, Bridgeport Ranger District, has approved the Company's modification to the plan of operations for the Borealis Project. The modification allows for expanded mining activities at the Borealis Project in the Freedom Flats, Borealis, and Deep Ore/Polaris pits, the development of Waste Rock Facility 9, reconfiguration of existing waste facilities, construction of new haul and light vehicle roads, and relocation of key mine infrastructure including fuel storage, power lines, and process water routing. The Company further announced that receipt of this approval represents the final major regulatory step required to restart operations at the Borealis Project.

On November 12, 2025, the Company announced that it has successfully completed its second pour of gold and silver doré from the previously announced stockpile crushing and heap leaching at the Borealis Project. A total of 42.83 pounds, equivalent to 617 troy ounces of doré, was poured. In addition, the Company announced that it has granted an aggregate of 2,300,000 Options and an aggregate of 158,500 to officers, directors, employees and consultants of

the Company and a company performing investor relation activities to the Company pursuant to the terms of the LTIP. The RSUs vest on the date that is one year after the date of grant.

## DESCRIPTION OF THE BUSINESS

### General

The Company is an exploration and development stage mining company engaged in the business of acquiring and exploring mineral properties. The Company's only material mineral property is the Borealis Project. The Company has put together an experienced Board and management team to lead it through the planned exploration of the Borealis Project.

### Specialized Skills and Knowledge

Various aspects of the Company's business require specialized skills and knowledge. Such skills and knowledge include areas of exploration and development, geology, drilling, permitting, metallurgy, logistical planning, accommodation and implementation of exploration programs, as well as legal compliance, finance and accounting. The Company expects to rely upon consultants, contractors and others with specialized knowledge of exploration and development in Nevada and local community relations. While competitive conditions exist in the industry, the Company has been able to locate and retain consultants with such skills to date and does not anticipate any difficulties in locating competent employees and consultants in such fields in the future. See section entitled "*Risk Factors – Inability to Attract and Retain Qualified Management Personnel*" in this AIF.

### Environmental Protection

All aspects of the Company's operations are subject to extensive federal, state and local laws and regulations governing environmental protection and employee health and safety. These regulations mandate, among other things, the maintenance of water and air quality standards, waste disposal, worker safety, mine development, protection of endangered and other special status species and closure and reclamation of mining properties. The Company is required to obtain governmental permits and, in some instances, provide the appropriate regulatory authorities with reclamation financial assurance for mine closure obligations in accordance with applicable laws and regulations. Violations of environmental and health and safety laws are subject to civil sanctions and, in some cases, criminal sanctions, including the suspension or revocation of permits. The Company's policy is to conduct its business in a way that safeguards public health and the environment. Environmental requirements will be adhered to and monitored on an ongoing basis. The Company believes that its operations are conducted in material compliance with applicable environmental laws and regulations. Since its incorporation, neither the Company nor Old Borealis has had any material environmental incidents or non-compliance with any applicable environmental laws or regulations. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, and more stringent environmental assessments of proposed projects. See section entitled "*Risk Factors – Environmental Risks*" in this AIF.

The environmental protection requirements affect the financial condition and operational performance and earnings of the Company as a result of the capital expenditures and operating costs needed to meet or exceed these requirements. These expenditures and costs may also have an impact on the competitive position of the Company to the extent that its competitors are subject to different requirements in other governmental jurisdictions. To date, the effect of these requirements has been limited due to the small amount of production activity of the Company, but they are expected to have a larger effect in future years as the Company moves toward commercial production and eventual production expansion. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

### Employees

As at the date of this AIF, the Company has 15 employees. The Company carries on its business through Borealis LLC. The Company also relies on and engages consultants on a contract basis to assist the Company in carrying on its administrative and exploration activities.

**Competitive Conditions**

The mineral exploration and mining industry is competitive in all phases of exploration, development and production. The Company competes with a number of other entities and individuals in the search for and the acquisition of attractive mineral properties as well as for the recruitment and retention of qualified employees. As a result of this competition, the majority of which is with companies with greater financial resources and technical facilities than the Company, the Company may not be able to acquire attractive properties in the future on terms it considers acceptable. Finally, the Company competes for investment capital with other resource companies, many of whom have greater financial resources and/or more advanced properties that are better able to attract equity investment and other capital. The ability of the Company to acquire attractive mineral properties in the future depends not only on its success in exploring and developing the Borealis Project, but also on its ability to select, acquire and bring to production suitable properties or prospects for exploration, mining and development. Factors beyond the control of the Company may affect the marketability of minerals mined or discovered by the Company. See "*Risk Factors – Competition*" in this AIF.

## RISK FACTORS

The following are certain material factors relating to the business of the Company, which factors investors should carefully consider when making an investment decision concerning the Common Shares. The risks presented below should not be considered exhaustive and may not be all the risks the Company may face. Management of the Company believes that factors set out below could cause actual results to be different from expected and historical results. New risks may emerge from time to time and management may not be able to predict all of them or be able to predict how they may cause actual results to be different from those contained in any forward-looking statements. An investor should not rely upon forward-looking statements as a prediction of future results. Additional risks and uncertainties not presently known to the Company, or which the Company currently deems immaterial, may also impair the Company's business operations. If any of the possibilities described in such risks actually occurs, the Company's business, financial condition and operating results could be materially adversely harmed. The following risk factors may not be a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's business or operations.

An investment in the Company is speculative. An investment in the Company will be subject to certain material risks and investors should not invest in securities of the Company unless they can afford to lose their entire investment. The following is a description of certain material risks and uncertainties that may affect the business of the Company.

**Foreign Subsidiaries**

The Company is conducting a portion of its operations through Borealis LLC, and certain assets are held through Borealis LLC, including the Borealis Project. Accordingly, any limitation on the transfer of cash or other assets between the Company and Borealis LLC could restrict the Company's ability to fund its operations efficiently. Any such limitations, or the perception that such limitations may exist now or in the future, could have a Material Adverse Effect on the Company.

**Changes in General Business and Economic Conditions**

The Company's future performance will be affected by a range of economic, competitive, governmental, operating and other business factors, many of which cannot be controlled, such as general economic and financial conditions in the industry or the economy at large. Many industries, including the base and precious metal mining industry, are impacted by global market conditions. Some of the key impacts of previous financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and mineral markets and a lack of market liquidity. A slowdown in the financial markets or other economic conditions, including, but not limited to, consumer spending, increased unemployment rates, deteriorating business conditions, inflation, deflation, volatile fuel and energy costs, increased consumer debt levels, lack of available credit, changes in interest rates and changes in tax rates may adversely affect the Company's growth and profitability potential.

**Limited Operating History**

Neither the Company nor Old Borealis had a history of earnings or profitability prior to completion of the Arrangement. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complication and delays frequently encountered in connection with the establishment of any business, particularly those in the junior mineral exploration sector. The Company will have limited financial resources and there can be no assurance that additional funding will be available to fund further operations or to fulfill its obligations under applicable agreements. Further, there can be no assurance that the Company will be able to generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

**Negative Cash Flow from Operations**

Both the Company and Old Borealis had a limited history of operations, and no history of earnings, cash flow or profitability prior to completion of the Arrangement. Furthermore, both the Company and Old Borealis have had negative operating cash flow since incorporation and the Company will continue to have negative operating cash flow for the foreseeable future. The Borealis Project remains at the initial exploration stage. The Company will likely not have an adequate source of operating cash flow and no assurance that additional funding will be available for further exploration and development of the Borealis Project, or any other property in which the Company may in the future hold an interest, when required. Accordingly, there can be no assurance that the Company will ever attain positive cash flow or profitability.

**Dependence on the Borealis Project**

Until such time as the Company acquires an interest in another material mineral property, the Borealis Project accounts for all of the Company's viable sources of future revenue. Any adverse development affecting the progress of the Borealis Project such as, but not limited to, obtaining development financing on commercially suitable terms, hiring suitable personnel and mining contractors, or securing supply agreements on commercially suitable terms, may have a Material Adverse Effect on the Company.

**Exploration and Development Risk**

Mineral exploration and development involves a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to mitigate. The vast majority of properties that are explored are not ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities, whether in respect of the Borealis Project, the Sandman Project, the Big Balds Project or otherwise, will result in any discoveries of mineral resources or mineral reserves, or that minerals will be discovered in sufficient grade or quantities to justify commercial operations. The long-term profitability of the Company's operations will be directly related to the cost and success of its exploration programs.

**Risks Inherent in the Exploration and Development of Mineral Properties**

The Company's operations will be subject to all the hazards and risks normally encountered in the exploration, development and production of minerals, including, depending on the nature and stage of the Company's operations, environmental hazards, industrial accidents, unusual or unexpected formations, safety stoppages (whether voluntary or regulatory), pressures, mine collapses, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and other geotechnical instabilities, equipment failure or structural failure, metallurgical and other processing problems and other conditions involved in the mining of minerals, any of which could result in damage to, or destruction of, the Company's, if and as applicable, mines, plants and equipment, as well as personal injury or loss of life, environmental damage, delays in mining, increased production costs, asset write-downs, monetary losses and legal liability. The occurrence of any of these events could result in a prolonged interruption in the Company's operations that would have a Material Adverse Effect on the Company.

**Requirement for Substantial Capital Expenditures**

The Company will require substantial expenditures to (i) establish mineral reserves through drilling, (ii) develop metallurgical processes to extract metal from the ore and, (iii) in the case of new properties, develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, there can be no assurance that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis. The commercial viability of a mineral deposit once discovered is also dependent upon a number of factors, some of which relate to particular attributes of the deposit, such as size, grade and proximity to infrastructure, and some of which are more general factors such as metal prices and government regulations, including environmental protection. Most of these factors will be beyond the control of the Company. In addition, because of these risks, there can be no assurance that the expenditures proposed to be made by the Company on the Borealis Project, the Sandman Project, the Big Balds Project or any other future mineral property, will result in the discovery of commercial quantities of ore.

**Fluctuations in Mineral Prices**

The mining industry is heavily dependent upon the market price of the metals or minerals being mined or explored for. There is no assurance that, even if commercial quantities of mineral resources are discovered, a profitable market will exist for their sale. There can be no assurance that mineral prices will be such that the Borealis Project, the Sandman Project, the Big Balds Project or any other property of the Company in which the Company may acquire an interest in the future will be commercially viable. Fluctuations in the prices of precious and base metal prices may also adversely affect the Company's ability to raise capital if, as and when needed, and on commercially reasonable terms.

**Environmental and Endangered Species Laws and Regulations**

All phases of a mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of government laws and regulations, including laws and regulations relating to the protection of endangered and threatened species. Compliance with such laws and regulations can require significant expenditures and a breach may result in the imposition of fines and penalties, which may be material. In addition, such laws and regulations can constrain or prohibit the exploration and development of new projects or the development or expansion of existing projects. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, increases in land use restrictions, larger fines and liability, and potentially increased capital expenditures and operating costs. Any breach of environmental legislation by the Company and/or the owners or operators of the properties in which the Company holds an interest could have a material impact on the viability of the relevant property and impair any revenue derived from the subject property, which could have a Material Adverse Effect on the Company.

**Inadequate Infrastructure**

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect or inhibit the proposed operations at the Borealis Project, the Sandman Project, the Big Balds Project and other properties in which the Company may from time to time hold an interest, which may result in a Material Adverse Effect on the Company.

**Estimates of Mineral Deposits**

There can be no assurance that any estimates of mineral resources or mineral reserves will materialize or that any identified mineralization will be developed into a coherent mineral deposit, or that such deposit will even qualify as a commercially viable mineral reserve that can be legally and economically exploited. Until reserves or resources are actually mined and processed, the quantity of reserves or resources and grades must be considered as estimates only. In addition, the quantity of reserves or resources may vary depending on metal prices. Any material change in the quantity of reserves, resource grade or stripping ratio may affect the economic viability of the Company's properties. In addition, there can be no assurance that mineral recoveries in small scale laboratory tests will be duplicated in large tests under on-site conditions or during production.

Estimates regarding mineral deposits can also be affected by many factors such as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grades and tonnages of any mineral reserve ultimately mined may differ from that indicated by drilling results and other exploration and development work. There can be no assurance that test work and results conducted and recovered in small-scale laboratory tests will be duplicated in large-scale tests under on-site conditions. Material changes in mineralized tonnages, grades, dilution and stripping ratios or recovery rates may affect the economic viability of mineral projects. The existence of mineralization or mineral deposits should not be interpreted as assurances of the future delineation of mineral reserves or the profitability of any future operations.

**Ability to Exploit Future Discoveries**

It may not always be possible for the Company to participate in the exploitation of successful discoveries. Such exploitation may involve the need to obtain licenses or clearance from the relevant authorities, which may not be available on a timely basis, or may require conditions to be satisfied and/or the exercise of discretion by such authorities. It may or may not be possible for such conditions to be satisfied, and such conditions may prove uneconomic or impractical. Furthermore, the decision to proceed with further exploration may require the participation of other persons and companies whose interest and objectives may not be consistent with those of the Company. Such further exploitation may also require the Company to meet or commit to financial obligations that it may not have anticipated or may not be able to commit to due to a lack of funds or an inability to raise funds.

**Defects or Disputes Relating to Property Interests**

Defects in or disputes relating to the property interests the Company holds or acquires in the future may prevent the Company from realizing the anticipated benefits from these interests. Material changes could also occur that may adversely affect the estimate of management of the Company with respect to the carrying value of the Company's property interests and could result in impairment charges. While the Company will seek to confirm the existence, validity, enforceability, terms and geographic extent of the interests it acquires, there can be no assurance that disputes or other problems concerning these and other matters or other problems will not arise. Confirming these matters is complex and is subject to the application of the laws of each jurisdiction to the particular circumstances of each parcel of mineral property and to the documents reflecting the interest. The discovery of any defects in, or any disputes in respect of, the Company's property interests, including in respect of the Borealis Project, could have a Material Adverse Effect on the Company.

**Defects in Title**

A defect in the chain of title to one of the Company's property interests or necessary for the anticipated development or operation of a particular project to which an interest relates may defeat or impair the claim of the Company to a property, which could in turn result in a loss of the Company's interest in respect of that property. In addition, claims by third parties or Indigenous groups may impact the Company's ability to conduct activities on a property in which the Company holds an interest, to the detriment of the interest of the Company. To the extent that the Company, directly or indirectly, does not have title to a property, it may be required to cease operations or transfer operational control to another party. Certain interests can be contractual in nature, rather than an interest in land, with the risk that an assignment or bankruptcy or insolvency proceedings by an owner of a particular property may result in the loss of any effective interest in such property. Further, even in those jurisdictions where there is a right to record or register interests held by the Company in land registries or mining recorders offices, such registrations may not necessarily provide any protection to the Company. As a result, known title defects, as well as unforeseen and unknown title defects, may impact operations at a project in respect of which the Company has an interest and may result in a Material Adverse Effect on the Company.

**Impact of Potential Litigation on Title**

There is a potential that litigation may arise with respect to a property in which the Company holds an interest (for example, litigation between joint venture partners or between the Company (or an operator) and original property owners or neighboring property owners), including the Borealis Project, the Sandman Project and the Big Balds Project. Any such litigation that results in the cessation or reduction of production from a property in which the Company holds an interest (whether temporary or permanent) or the expropriation or loss of rights to such property could have a Material Adverse Effect on the Company. As a holder of such interests, the Company may, in certain circumstances, not have any influence on the litigation and may not have access to data.

**Community Groups**

In recent years, certain communities of both Indigenous Peoples and others, as well as non-governmental organizations, have been vocal and negative with respect to mining activities. The Company's relationship with the communities in which it will operate will be critical to ensure the future success of its activities and the future construction and development of its projects. Community groups or non-governmental organizations may create or inflame public unrest and anti-mining sentiment among the inhabitants in areas of mineral development. These communities and organizations have taken such actions as protests, road closures, work stoppages and initiating lawsuits for damages. Such organizations can be involved, with financial assistance from various groups, in mobilizing sufficient local antimining sentiment to prevent the issuance of required permits for the development of mineral projects of other companies. While the Company is committed to operating in a socially responsible manner, there is no guarantee that the Company's efforts in this respect will mitigate this potential risk. Any actions by communities and non-governmental organizations may have a Material Adverse Effect on the Company's activities, financial position, cash flow and results of operations.

**Rights of Indigenous Peoples**

Various international and national laws, codes, resolutions, conventions, guidelines, and other material relate to the rights of Indigenous Peoples. Many of these materials impose obligations on government to respect the rights of Indigenous People. Some mandate that government consult with Indigenous People regarding government actions, which may affect Indigenous People, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national materials pertaining to Indigenous People continue to evolve and be defined. Examples of recent developments in this area include the United Nations Declaration of the Rights of Indigenous People and the International Finance Corporation's revised Performance Standard 7, which requires governments to obtain the free, prior, and informed consent of Indigenous Peoples who may be affected by government action, such as the granting of mining concessions or approval of mine permits. The Company's activities will be subject to a risk that one or more groups of Indigenous People may oppose exploration, development, or new development of existing or future projects or operations. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities. Opposition by Indigenous People to the Company's operations

may require modification of, or preclude operation or development of, the Company's projects or may require the Company to enter into agreements with Indigenous People with respect to the Company's projects. Claims and protests of Indigenous Peoples may disrupt or delay the proposed activities of the Company, which may result in a Material Adverse Effect on the Company.

**Permits and Licenses**

The operations of the Company require licences and permits from various governmental authorities. The Company anticipates that it will be able to obtain all necessary licences and permits to carry on the activities which it intends to conduct, and that it intends to comply in all material respects with the terms of such licences and permits. However, there can be no guarantee that the Company will be able to obtain at all or on reasonable terms, and maintain, at all times, all necessary licences and permits required to undertake its proposed exploration and development or to place the Borealis Project, the Sandman Project, the Big Balds Project or other properties in which the Company may from time to time hold an interest into commercial production and to operate mining facilities thereon.

**Regulatory Requirements**

The Company's operations will, at all stages, require permits from various federal and local governmental authorities, and such operations will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the exploration, development, and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that such laws and regulations will not have a Material Adverse Effect on the Company. In addition, failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Persons engaged in exploration, development, and mining operations may be required to compensate those suffering loss or damage by reason of their activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations.

**Environmental Matters**

All of the Company's exploration and development operations are subject to environmental permitting and regulations, which can make operations expensive or prohibit them altogether. The Company may be subject to potential risks and liabilities associated with the pollution of the environment and the disposal of waste products that could occur as a result of its exploration, development and production activities. To the extent that the Company is subject to environmental liabilities, the payment of such liabilities or the costs that it may incur to remedy environmental pollution would reduce funds otherwise available to it and could have a Material Adverse Effect on the Company. If the Company is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a Material Adverse Effect on the Company.

**Land Reclamation Requirements**

Land reclamation requirements are generally imposed on mineral exploration companies (as well as companies with mining operations) in order to minimize long term effects of land disturbance. Reclamation may include requirements to:

- treat ground and surface water to drinking water standards;
- control dispersion of potentially deleterious effluents; and
- reasonably re-establish pre-disturbance land forms and vegetation.

In order to carry out reclamation obligations imposed on the Company in connection with exploration, development and production activities, the Company must allocate financial resources that might otherwise be spent on further exploration and development programs. In addition, regulatory changes could increase the Company's obligations to perform reclamation and mine closing activities. If the Company is required to carry out unanticipated reclamation work, its financial position could be adversely affected.

**Climate Change**

Due to changes in local and global climatic conditions, many analysts and scientists predict an increase in the frequency of extreme weather events such as floods, droughts, forest and brush fires and extreme storms. Such events could materially disrupt the Company's operations, particularly if they affect the Company's sites, impact local infrastructure or threaten the health and safety of the Company's employees and contractors. Any such event could result in material economic harm to the Company. The Company expects to be focused on operating in a manner designed to minimize the environmental impacts of its activities; however, there can be no assurance that efforts to mitigate the risks of climate change will be effective and that the physical risks of climate change will not have a Material Adverse Effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Climate change is a top priority for many countries and jurisdictions around the world and governments and regulators continue to implement and develop new rules and regulations to control carbon gas or "green-house" gas emissions attributable to climate change. As part of their efforts to shift to lower-carbon economies, governments have implemented a number of mechanisms including the implementation of taxes on carbon emissions and fuel sales, emissions trading schemes, and fossil fuel extraction fees, all of which are expected to play an ongoing role in global efforts to address climate change. Increased environmental regulation and/or the use of fiscal policy by regulators in response to concerns over climate change and other environmental impacts could have a material adverse effect on the Company's financial condition or results of operations. The cost of compliance with various climate change regulations will ultimately be determined by the regulations themselves and by the markets that evolve for carbon credits and offsets and, as a result, the financial impact, if any, on the Company's operations cannot yet be fully understood.

**Disruption from Non-governmental Organizations and Activists**

There is an increasing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. As a result, the Company may become subject to pressure and lobbying from non-governmental organizations, local community groups or other activists. There is a risk that the demands and actions of these non-governmental organizations, community groups and other activists may cause significant disruption to the Company's business, which may have a Material Adverse Effect on the Company.

**Health and Safety**

Mining, like many other explorative or extractive natural resource industries, is subject to potential risks and liabilities due to accidents that could result in serious injury or death. The impact of such accidents could affect the profitability of the operations, interrupt operations, lead to a loss of licences, affect the reputation of the Company and its ability to obtain further licences, damage community relations and reduce the perceived appeal of the Company as an employer.

There can be no assurance that the Company will be able to ensure compliance with all laws and regulations or hold, and be able to ensure compliance with, all required health and safety permits. The potential costs and delays associated with compliance with such laws, regulations and permits could prevent the Company from proceeding with the development of a project or the operation or further development of a project, and any noncompliance therewith may adversely affect the Company's business, financial condition and results of operations. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a Material Adverse Effect on the Company and, as applicable, cause increases in exploration expenses, capital expenditures or production costs, reduction in the levels of production at producing properties, or abandonment or delays in development of new mining properties.

**Uninsured or Uninsurable Risks**

During the course of exploration, development and production of mineral resource properties, several risks and, in particular, significant risks that could result in damage to, or destruction of vessels and producing or processing facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability, may occur. It is not always possible to fully insure against such risks, and the Company may decide not to take out insurance against such risks as a result of high premiums or for other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in an increase in costs and a decline in value of the securities of the Company. The Company cannot be certain that insurance will be available on acceptable terms or conditions. In some cases, coverage may not be acceptable or may be considered too expensive relative to the perceived risk.

**Information Systems Security Threats**

Information systems and other technologies, including those related to the Company's financial and operational management, and its technical and environmental data, are and will be an integral part of the Company's business activities. The Company has agreements with third parties for hardware, software, telecommunications and other information technology ("**IT**") services in connection with its operations. These IT systems could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyberattacks, as well as disruptions resulting from incidents such as cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, vandalism and theft. The Company's operations depend, in part, on how well it and its suppliers protect networks, equipment, IT systems and software against damage from a number of threats, including, but not limited to, cable cuts, damage to physical plants, natural disasters, terrorism, fire, power loss, hacking, computer viruses, vandalism and theft. The Company's operations also depend and will depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in information system failures, delays and/or increase in capital expenses. The failure of information systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

Although to date the Company has not experienced any material losses relating to cyber-attacks or other information security breaches, there can be no assurance that it will not incur such losses in the future. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

**Deficient Reviews, Reports and Projections of Third Parties**

The Company relies upon third parties to provide analysis, reviews, reports, advice and opinions regarding the Company's properties, including the Borealis Project, the Sandman Project and the Big Balds Project. There is a risk that such analyses, reviews, reports, advice, and opinions in respect of such properties may be inaccurate, in particular with respect to resource estimation, process development and recommendations for products to be produced, as well as with respect to economic assessments, including estimating the capital and operation costs of the Borealis Project and forecasting potential future revenue streams. Uncertainties are also inherent in such estimations.

**Failure to Acquire Additional Property Interests or Select Appropriate Acquisitions**

The Company will seek to acquire additional property interests in the future, subject to its future business and operational goals. In the event that the Company pursues such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions, or to integrate the acquired businesses or their personnel into the business and operations of the Company. There can be no assurance that the Company will complete any acquisition or business arrangement that it pursues, or that any acquisitions or business arrangements completed will ultimately benefit the Company.

**Competition**

Many companies are engaged in the search for and the acquisition of mineral interests, including property interests, and there is a limited supply of desirable mineral interests. The mineral exploration and mining businesses are competitive in all phases. Many companies are engaged in the acquisition of mineral interests, including large, established companies with substantial financial resources, operational capabilities and long earnings records. The Company may be at a competitive disadvantage in acquiring those interests, whether by way of property or other form of investment, as competitors may have greater financial resources and technical staff. There can be no assurance that the Company will be able to compete successfully against other companies in acquiring new properties or other interests. In addition, the Company may be unable to acquire properties or other interests at acceptable valuations, which may result in a Material Adverse Effect on the Company.

**Future Acquisitions and Partnerships**

The Company may seek to grow by acquiring companies and/or assets or establishing new joint ventures that it believes will complement its future business. There are risks inherent in such activities. Specifically, there could be unknown or undisclosed risks or liabilities of such companies for which the Company will not be sufficiently indemnified. Any such unknown or undisclosed risks or liabilities could have a Material Adverse Effect on the Company. The Company may not effectively select acquisition candidates, negotiate or finance acquisitions or integrate the acquired businesses and their personnel or acquire assets for its business. The Company could encounter additional transaction and integration related costs or experience an impact to its operations or results of operation as a result of the failure to realize all of the anticipated benefits from such acquisitions or partnerships, or an inability to successfully integrate such acquisitions or partnerships as anticipated. As a result of integration efforts, the Company may experience interruptions in its business activities, costs of integration and harm to its reputation, all of which could have a Material Adverse Effect on the Company. The Company may also experience difficulties in combining corporate cultures, maintaining employee morale and retaining key employees. The integration of any acquired company may also impose substantial demands on the management of the Company. There is no assurance that such acquisitions will be successfully integrated in a timely manner or without additional expenses incurred. In general, there can be no assurance that the Company will be able to complete any acquisition or partnership it pursues on favorable terms, or that any acquisitions or partnerships completed will ultimately benefit the business and operations of the Company.

**Inability to Secure Acceptable Funding**

Further exploration by the Company of the Borealis Project, the Sandman Project, the Big Balds Project and any future exploration of other properties in which the Company will hold an interest, will require additional capital, and the amount of capital required may be significant. There can be no assurance that the Company will be successful in obtaining the required financing for such purpose or for any other purposes, including for general working capital. The Company's ability to secure any required financing to sustain operations will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing on terms satisfactory to the management of the Company. If additional financing is raised through the issue of additional Common Shares or other securities of the Company, control of the Company may change and shareholders of the Company may suffer dilution. If adequate funds are not available, or are not available on acceptable terms, the Company may be required to scale back its current business plan or cease operating. Additionally, failure to obtain additional financing could impede the Company's funding obligations, or result in delay or postponement of further business activities, which may result in a Material Adverse Effect on the Company.

**Debt Financing**

From time to time, the Company may rely on debt financing for a portion of its business activities, including capital and operating expenditures. There can be no assurance that the Company will be able to comply at all times with any covenants imposed under its debt arrangements, if applicable. Similarly, there can be no assurance that the Company will be able to secure new financing that may be necessary to finance its operations and capital growth program. Any failure of the Company to secure financing or refinancing, obtain new financing, or comply with applicable covenants

under its debt arrangements could have a Material Adverse Effect on the Company. Further, any inability of the Company to obtain new financing may limit its ability to support or sustain its future growth.

**Destabilization of Global Financial Conditions**

Economic uncertainty in many parts of the world has adversely affected businesses and industries in almost every sector in more significant and unpredictable ways than in more stable economic times. Significant political, market, economic, natural or manmade events may have wide-reaching effects and, to the extent they are not accurately anticipated or priced into markets, may result in sudden periods of market volatility and correction. Prolonged depressed economic conditions and volatility in the worldwide economy may continue to adversely affect individuals and institutions investing in junior mineral exploration and development companies, which could negatively affect the Company's business and prospects.

The economic viability of the Company's business plan is impacted by the Company's ability to obtain financing. The economic conditions and outlook of the jurisdictions in which the Company will operate and may operate thereafter, and more generally global economic conditions, may impact the general availability of financing through public and private debt and equity markets, as well as through other avenues. Periods of market volatility and correction may have an adverse impact on economic growth and outlook, as well as lending and capital markets activity, all of which may impact the Company's ability to secure adequate financing on favourable terms, or at all.

Furthermore, general market, political and economic conditions, including, for example, inflation, interest and currency exchange rates, structural changes in the global mining industry, global supply and demand for commodities, political developments, legislative or regulatory changes, social or labour unrest and stock market trends will affect the Company's operating environment and its operating costs, profit margins and share price. Uncertainty or adverse changes relating to government regulation, economic and foreign policy matters, and other world events have the potential to adversely affect the performance of and outlook for the Canadian and global economies, which in turn may affect the ability of the Company to access financing on favourable terms or at all. The occurrence of negative sentiment or events in the Canadian and broader global economy could have a Material Adverse Effect on the Company's business, financial condition, results of operations, cash flows or prospects.

**Pandemic Risks, the Russian War in Ukraine, the Israel-Hamas war in the Middle East, Inflation and Other Global Events**

The COVID-19 pandemic, the Russian war in Ukraine, the Israel-Hamas war in the Middle East, inflation and other factors continue to impact global markets and cause general economic uncertainty, the impact of which may have a significant Material Adverse Effect on the Company's operations, business and financial condition.

The Company faces risks related to pandemics and epidemics, including but not limited to in respect of COVID- 19, which could significantly disrupt the Company's operations and may materially and adversely affect its business, operations, and financial condition. The full extent to which any pandemics may impact the Company's business, including its operations and the market for its securities, will depend on numerous highly uncertain factors that the Company may not be able to accurately predict or assess, including, but not limited to, the duration and severity of any pandemics, the availability of approved vaccines and remedial medications, the timing for completion of related distribution programs around the globe, and the governmental, business and individual actions taken in response to any pandemics.

Global financial markets experienced a period of correction and increased volatility during the COVID-19 pandemic which began in March 2020 and the conflicts between the Russian Federation and Ukraine and between Israel and Hamas which began in February 2022 and October 2023, respectively, and are ongoing as of the date of this AIF. As these global events evolve, there is no guarantee that credit market conditions will not worsen. A general risk-adverse approach to investing, decreases in consumer spending and increases in the unemployment rate and consumer debt levels, which may become more predominant as a result of market turmoil, may limit the Company's ability to obtain future equity financing. Inability to obtain financing at all, or on acceptable terms, may have a Material Adverse Effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Other events may also result in volatility and disruption to global supply chains, operations, mobility of people, patterns of consumption and service, and financial markets, and therefore potentially have a negative impact on the Company's ability to secure financing on favourable terms, or at all, its access to the Borealis Project, or its ability to execute its business initiatives, including its field programs. Such events may include catastrophic events, either on a global scale or in the specific jurisdictions where the Company's projects will be located, and include, but are not limited to, financial crises, such as that which occurred globally in 2008, earthquakes, tsunamis, floods, typhoons, fires, power disruptions, other natural or manmade disasters, terrorist attacks, wars, riots, civil unrest or other conflicts, outbreaks of a public health crises, including epidemics, pandemics or outbreaks of new infectious diseases or viruses, as well as related and attendant events.

Concerns over global economic conditions may also have the effect of heightening many of the other risks described herein, including, but not limited to, risks relating to: fluctuations in the market price of commodities, the terms and availability of financing, supply chain constraints and cost overruns, geopolitical concerns, and changes in law, policies or regulatory requirements.

**Recent and potential tariffs imposed internationally**

The United States government has and continues to make significant changes in United States trade policy and has taken certain actions that could negatively impact United States trade, including imposing tariffs on certain imported goods and prohibiting certain imports into the United States. In retaliation, Canada, Mexico, the European Union and China have implemented, and continue to evaluate imposing tariffs on a wide range of American products. There is also a concern that the imposition of additional tariffs by the United States could result in the adoption of tariffs by other countries as well, leading to a global trade war. Such tariffs and prohibitions, if expanded to other categories, could have a significant impact on the Company's business. If the Company fails to manage these dynamics successfully, gross margins and profitability could be adversely affected.

As of the date hereof, tariffs have not had a material impact on the Company's business, but increased tariffs or trade restrictions implemented by the United States or other countries in connection with a global trade war could have a Material Adverse Effect on the Company's business, financial condition and results of operations. The Company cannot predict what actions may ultimately be taken with respect to tariffs or trade relations between the United States, Canada, Mexico, the European Union, China or other countries, what products may be subject to such actions, or what actions may be taken by the other countries in retaliation. Any further deterioration in the relations between the United States, Canada, Mexico, the European Union and China could exacerbate these actions and other governmental interventions.

Sustained uncertainty about, or worsening of, current global economic conditions and further escalation of trade tensions between the United States and its trading partners, especially Canada, Mexico, the European Union and China, could result in a global economic slowdown and long-term changes to global trade, including retaliatory trade restrictions which may have a Material Adverse Effect on the Company's business, financial condition and results of operations. Any alterations to the Company's business strategy or operations made in order to adapt to or comply with any such changes would be time-consuming and expensive, and certain of the Company's competitors may be better suited to withstand or react to these changes.

**Changes in Laws**

Changes to any of the laws, rules, regulations or policies to which the Company is, or will be, subject could have a significant impact on the Company's business. There can be no assurance that the Company will be able to comply with any future laws, rules, regulations and policies. Any failure by the Company to comply with applicable laws, rules, regulations and policies may subject it to civil or regulatory proceedings, which may have a Material Adverse Effect on the Company. In addition, compliance with any future laws, rules, regulations and policies could negatively impact the Company's profitability and have a Material Adverse Effect on the Company.

**Foreign Exchange Risk**

A material portion of the Company's activities are expected to be located in the United States and the costs associated with such activities will be largely denominated in US dollars. However, the Company's interests will be denominated in Canadian dollars and, as a result, will be subject to foreign currency fluctuations and inflationary pressures, which may have a Material Adverse Effect on the Company. There can be no assurance that the steps taken by management of the Company to address variations in foreign exchange rates will eliminate all adverse effects, and accordingly, the Company may suffer losses due to adverse foreign currency rate fluctuations.

**Inability to Attract and Retain Qualified Management Personnel**

The Company depends and will be dependent upon the continued availability and commitment of its key management personnel, whose contributions to the operations of the Company will be of significant importance. The loss of any such key management personnel could negatively affect the business operations of the Company. From time to time, the Company may also need to identify and retain additional skilled management and specialized technical personnel to efficiently operate its business. In addition, the Company is expected to retain from time to time third party specialized technical personnel to assess and execute on potential business and operational opportunities. These individuals may have conflicts of interest or scheduling conflicts, which may delay or inhibit the Company's ability to employ such individuals' expertise in a timely manner. The Company's ability to recruit and retain qualified personnel will be critical to the Company's success and there can be no assurance that the Company will be able to recruit and retain such personnel. In the event that the Company is not successful in recruiting and/or retaining qualified personnel, the Company's ability to execute its business model and growth strategy could be affected, which could have a Material Adverse Effect on the Company.

**Conflicts of Interest**

Some of the directors and officers of the Company serve, and may in the future serve, as directors or officers of, or have significant shareholdings in, other companies involved in mineral resource exploration, development and production. To the extent that such other companies may engage in transactions or participate in the same ventures in which the Company participates, or in transactions or ventures in which the Company may seek to participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the directors and officers may result in a Material Adverse Effect on the Company.

The directors and officers of the Company are aware of the existence of laws governing accountability of directors and officers for corporate opportunity and the laws requiring disclosure by directors and officers of conflicts of interest. The Company will rely upon such laws in respect of any such conflict of interest or in respect of any breach of duty by any of its directors or officers. All such conflicts are required to be disclosed by such directors or officers in accordance with the BCBCA and the directors of the Company will be expected to govern themselves in respect thereof in accordance with the obligations imposed upon them by law.

**Market Price of Securities**

The Common Shares are listed on the TSXV. Securities markets have had a high level of price and volume volatility, and the market price of securities of many resource companies, particularly those considered exploration or development stage companies, have experienced wide fluctuations in price that have not necessarily been related to the operating performance, underlying asset values or prospects of such companies.

The trading price of the Common Shares may increase or decrease in response to a number of events and factors, not related to the Company's performance, and are, therefore, not within the Company's control, including but not limited to, the market in which the Common Shares are traded, the strength of the economy generally, the price of precious metals, the availability and attractiveness of alternative investments and the breadth of the public market for the Common Shares. The effect of these factors and others on the market price of the Common Shares in the future cannot be predicted.

**Dilution**

The Company may have further capital requirements and exploration expenditures as it proceeds to expand exploration activities at its mineral projects, develop any such projects or take advantage of opportunities for acquisitions, joint ventures or other business opportunities that may be presented to it. The Company may sell additional Common Shares or other securities in the future to finance its operations or may issue additional Common Shares or other securities as consideration for future acquisitions. The Company cannot predict the size or nature of future sales or issuances of securities or the effect, if any, that such future sales and issuances may have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares, or the perception that such sales or issuances could occur, may adversely affect the future market price of the Common Shares and dilute each shareholder's equity position in the Company.

## MINERAL PROJECTS

### The Borealis Project

The Borealis Project is the only material property of the Company. The Borealis Project is located in western Nevada.

The scientific and technical information in this AIF with respect to the Borealis Project is derived from, and in some instances is an extract from, the Borealis Technical Report. Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the full text of the Borealis Technical Report which is posted under the Company's profile on SEDAR+ at www.sedarplus.ca.

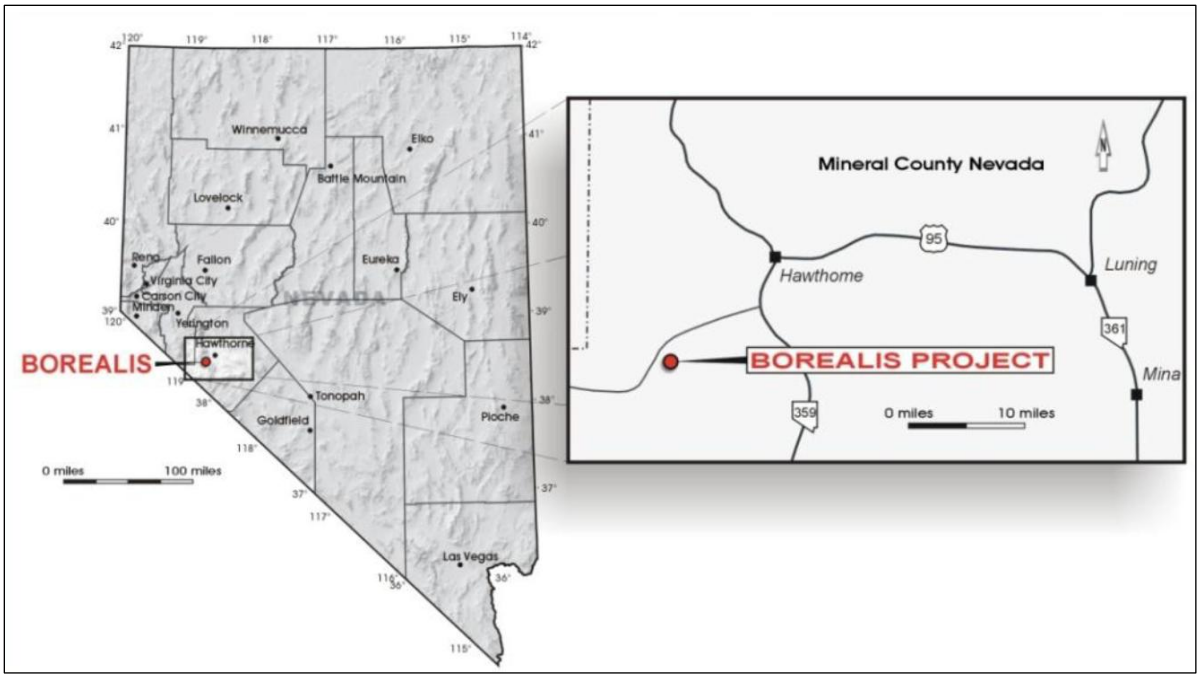
The Borealis Technical Report has been prepared in accordance with the requirements of NI 43-101 by the Borealis Technical Report Principal QP. Scientific and technical information in this AIF has been prepared under the supervision of the Borealis Technical Report Principal QP. The Borealis Technical Report Principal QP has reviewed and approved the description of the Borealis Project in this AIF. The Borealis Technical Report Principal QP is an independent "Qualified Person" as defined in NI 43-101. The Borealis Technical Report Principal QP conducted site visits at the Borealis Project on June 21, 2023 to view open-pit exposures and facilities and examine historical data and on June 12, 2024 to validate 2024 drill collar locations, collect witness samples and to verify logging of recent drill holes.

For the purposes of this section entitled "Material Mineral Projects", unless otherwise specified, the reference to "Borealis" means the Company and Borealis LLC collectively.

#### *Property Description and Location*

Property Location

The Borealis Project is located in western Nevada, approximately 16 road miles southwest of the town of Hawthorne in the Walker Lane Mineral Belt and 12 miles northeast of the California border as illustrated in the figure below.



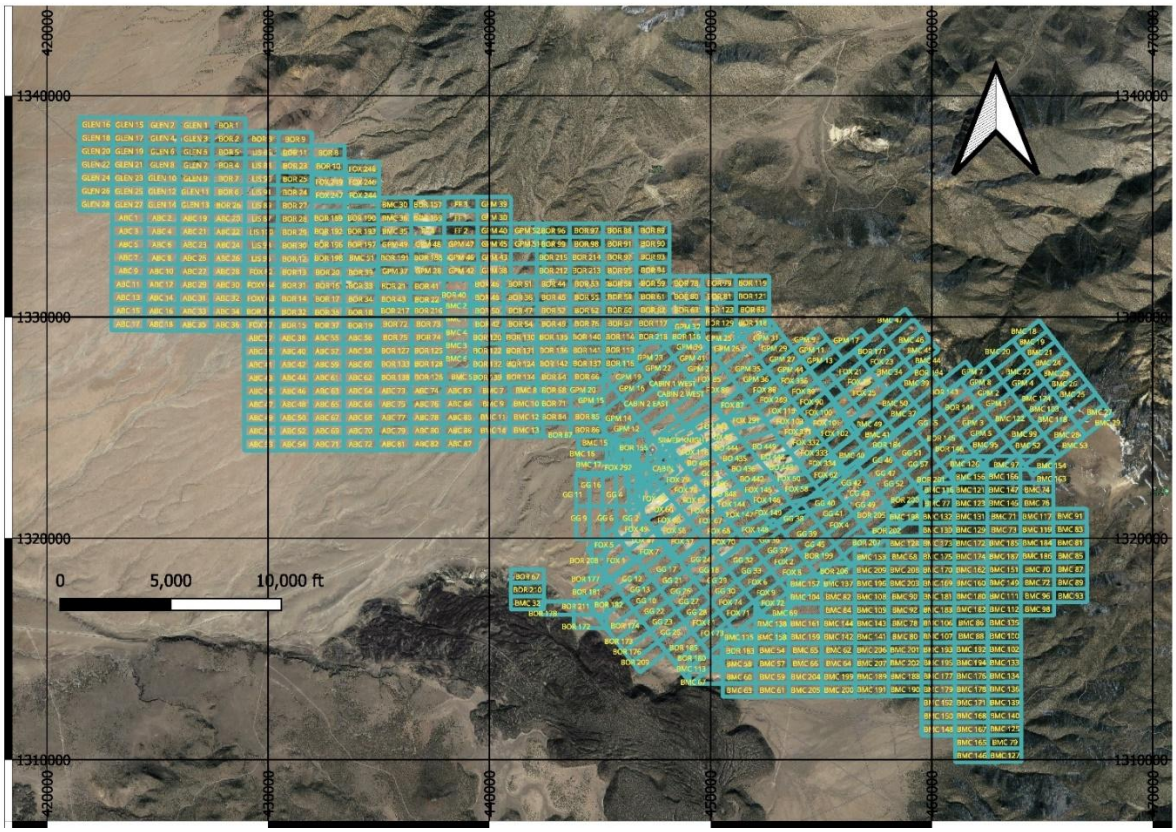

Hawthorne is 144 highway miles southeast of Reno and 331 highway miles northwest of Las Vegas.

The principal operating permits for the Borealis Project are currently in place for a heap leach operation in the center of the property, which was operated by Waterton until early 2023. The status of all approved permits is current and can be maintained with the appropriate fees being paid on an annual basis to the BLM.

*General Property Description*

The Borealis Project is comprised of 751 unpatented mining claims of approximately 20 acres each totaling about 15,020 acres and one unpatented mill site claim of about 5 acres. Of the 751 unpatented mining claims, 128 claims are owned by the Borealis Claims Lessors leased to Borealis LLC and 623 of the claims were staked by Golden Phoenix or Gryphon and transferred to Borealis.

The claims comprising the Borealis Project expire on September 1, 2025, must be renewed on an annual basis by submitting payment to the BLM and are summarized in Table 4-1 of the Borealis Technical Report. The claims comprising the Borealis Project are illustrated in the figure below:




*Land Status*

The lands on which the claims comprising the Borealis Project are located were open to mineral location at the time of claim staking. There are no apparent conflicts with any privately owned land. There are some overlaps with surface improvements, such as a power line right-of-way and stock watering facilities, but those improvements do not prevent the location of mining claims.

All of the claims comprising the Borealis Report are shown on the BLM records as being in good standing. Claim fees for 2025 were paid to the BLM in August 2025. Claim fees for the next year are due by September 1, 2026.

*Ownership, Purchase Agreement and Mining Lease*

Mineral rights, through Borealis as the owner or lessee of the claims, allow Borealis to explore, develop, and mine the Borealis Project subject to the prior procurement of required operating permits and approvals, compliance with the terms and conditions of the Borealis Claims Lease, and compliance with applicable federal, state, and local laws, regulations, and ordinances.

The 128 Borealis Leased Claims are owned by John W. Whitney, Hardrock Mining Company, and Richard J. Cavell, the Borealis Claims Lessors. Borealis leases the Borealis Leased Claims from the Borealis Claims Lessors under the Borealis Claims Lease. The Borealis Claims Lease was assigned to Borealis LLC by the prior lessee, Golden Phoenix. The Borealis Claims Lease contains an area of interest provision, such that any new mining claims located or acquired by Borealis within the area of interest after the date of the Borealis Claims Lease will automatically become subject to the provisions of the Borealis Claims Lease. The Borealis Claims Lease can be continued indefinitely for so long as any mining, development, or processing is being conducted on a continuous basis on the property covered by the Borealis Claims Lease.

The remainder of the Borealis Project consists of 623 unpatented mining claims and one unpatented mill site claim representing the Borealis Owned Claims.

A total of 202 claims of the 751 claims comprising the Borealis Project are located outside of the area of interest and are not subject to any of the provisions of the Borealis Claims Lease.

All of the mining claims comprising the Borealis Project are unpatented, such that paramount ownership of the land is in the United States of America. Claim maintenance payments and related documents must be filed annually with the BLM and with Mineral County, Nevada, to keep the claims comprising the Borealis Project from terminating by operation of law. Borealis is responsible for those actions.

On April 17, 2023, Borealis acquired its interest in the Borealis Project by acquiring Borealis LLC from Waterton, then the parent company of Borealis LLC, pursuant to the Borealis LLC Purchase Agreement for a purchase price described in the section entitled *"General Description of the Business – Borealis Project Purchase Price"* in this AIF.

*Milestone Payment Rights Agreement*

Pursuant to the Borealis LLC Purchase Agreement, Borealis is required to provide, initially to Waterton, the right to receive payments of cash upon the achievement of certain milestones in the development of the Borealis Project. Accordingly, on April 17, 2023, Borealis and Waterton entered into the MPR Agreement in order to create and issue the MPR to Waterton.

Waterton, or any future Holder, may effect an MPR Transfer by providing Borealis with written notice of such MPR Transfer. Under the MPR Agreement, Borealis is required to maintain the MPR Register for the purposes of (i) identifying the Holders of the MPR, and (ii) registering the MPR and any MPR Transfers thereof.

Under the MPR Agreement, Borealis is required to make the certain payments upon the occurrence of certain milestones, all as described in the section entitled "*General Development of the Business – Acquisition of the Borealis Project – Milestone Payment Rights Agreement*" in this AIF.

The obligations of Borealis under the MPR Agreement are secured by the Deed of Trust and the UCC Statement.

*Royalty*

The Borealis Claims Lease requires a monthly payment of approximately US$14,000 for advance royalty payments, which is adjusted each year for inflation. Once the Borealis Project is in production, under the Borealis Claims Lease the Borealis Project is subject to a 5% NSR which can be offset by the advance royalty payments made previously.

Any commercial production from adjacent claims owned by others and acquired by Borealis within the Borealis Project area of interest will be subject to a 2% NSR to be paid to the royalty holders.

***Accessibility, Climate, Local Resources, Infrastructure and Physiography***

The Borealis Project is located about 16 road miles southwest of the small town of Hawthorne, Nevada, and is accessed via Lucky Boy Pass road. This wide, well-maintained, gravel road begins about 2 miles south of Hawthorne off of Nevada State Highway 359.

Hawthorne provides the nearest available services for both mineral exploration and mine operations, having substantial housing, adequate fuel supplies, and a sufficient infrastructure to take care of basic needs. Reno, 144 miles away by paved highway, is the nearest major hub and can provide any goods or services that are not available locally.

Prior to being reopened by Gryphon, and later operated by Waterton, the Borealis Project area had been reclaimed to early 1990s standards. Gryphon began construction of the mine and installed office buildings, an ADR plant, and associated infrastructure in 2011. The pits and the Borealis Project boundary are fenced for public safety.

Currently, access to the pits and heap leaching areas is gained through locked gates. There is a current haul road connecting the East Ridge and Northeast Ridge pits to the crushing area and leach pad facilities, and an additional two-track road connects the other existing pits to the main Borealis Project area, generally following reclaimed historic haul roads. A production water well was drilled in June 2008, which provided water for the recent mining operation at the Borealis Project and it is currently active.

The elevation on the Borealis Project ranges from 7,200 to 8,200 feet above sea level. Topography ranges from moderate and hilly terrain with rocky knolls and peaks to steep and mountainous terrain in the higher elevations. This relatively high elevation results in moderate summer weather with high temperatures in the 90 degrees-Fahrenheit (°F) range, while winters can be cold and windy with temperatures near 0°F. Average annual precipitation is approximately 10 inches, including significant winter snowfall. During recent operations, the mine located on the Borealis Project only experienced limited weather-related interruptions.

Predominate vegetation species include pinion pine, Utah juniper, greasewood, a variety of sagebrush species, crested wheat grass and four-wing saltbush from previous reclamation activities.

***History***

In 1978, the Borealis gold deposit was discovered by S.W. Ivosevic, a Houston International Minerals Company geologist (a subsidiary of Houston Oil and Minerals Corporation). The property was acquired through a lease agreement with the Whitney Partnership, which later became the Borealis Partnership, following Houston's examination of the submitted property. Initial discovery of gold mineralization in the Borealis district and subsequent rapid development resulted in production beginning in October 1981 as an open-pit mining and heap leaching operation. Tenneco acquired the assets of Houston International Minerals Company in late 1981 and continued production from the Borealis open pit mine. Subsequently, several other gold deposits were discovered along the generally northeast-striking Borealis trend and mined by open-pit methods. Also, several small deposits were discovered further to the west in the outlying area known as Orion's Belt (encompassing the Cerro Duro, Jaime's Ridge, and Purdy Peak deposits). Tenneco's exploration in early 1986 discovered the Freedom Flats deposit, and then in October 1986, Echo Bay acquired the Nevada assets of Tenneco.

With the completion of mining of the readily available oxide material in the Freedom Flats deposit and other deposits in the district, active mining was terminated in January 1990, and leaching operations ended in late 1990. All eight open-pit operations are reported to have produced 10.7 million tons of material averaging 0.059 troy ounces per short ton Au. Gold recovered from the material placed on heaps was approximately 500,000 troy ounces plus an estimated 1.5 million troy ounces of silver. Reclamation of the closed mine began immediately and continued for several years.

Echo Bay decided not to continue with its own exploration, and the Borealis Project was farmed out as a joint venture in 1990 to 1991 to Billiton Minerals, which drilled 28 reverse circulation exploration drillholes totaling 8,120 ft on outlying targets. Billiton Minerals dropped the Borealis Project with no retained interest. Santa Fe Pacific then entered into a joint venture with Echo Bay in 1992 to 1993, compiled data, constructed a digital drillhole database, and drilled 32 deep RC and core holes, including a number of holes into the Graben deposit. Santa Fe Pacific had success in identifying new sulfide-zone gold mineralization but terminated the joint venture because of reduced exploration budgets. Echo Bay completed all reclamation requirements in 1994 and then terminated its lease agreement with the Borealis Partnership in 1996.

In late 1996, Welsh negotiated an option-to-lease agreement (the "**Welsh Lease**") for the Borealis Project from the Borealis Partnership and immediately joint-ventured the Borealis Project with Cambior. During 1996, Welsh drilled 11 auger holes (totaling 760 ft) into Heap 1 to determine if there was sufficient remaining gold to consider reprocessing the heap. During 1997, Cambior performed a major data compilation program and several gradient Induced Polarization surveys. In 1998, Cambior drilled 10 holes, which succeeded in extending the Graben deposit and in identifying new zones of gold mineralization near Sunset Wash. Cambior terminated the joint venture in late 1998 because of severe budget constraints.

During the Cambior joint-venture period in late 1997, Golden Phoenix entered into an agreement to purchase a portion of the Welsh interest in the Borealis Project. Welsh sold its remaining interest in the Borealis Project to a third party, who in turn sold it to Golden Phoenix; therefore, in 2000 Golden Phoenix controlled 100% interest in the Welsh Lease.

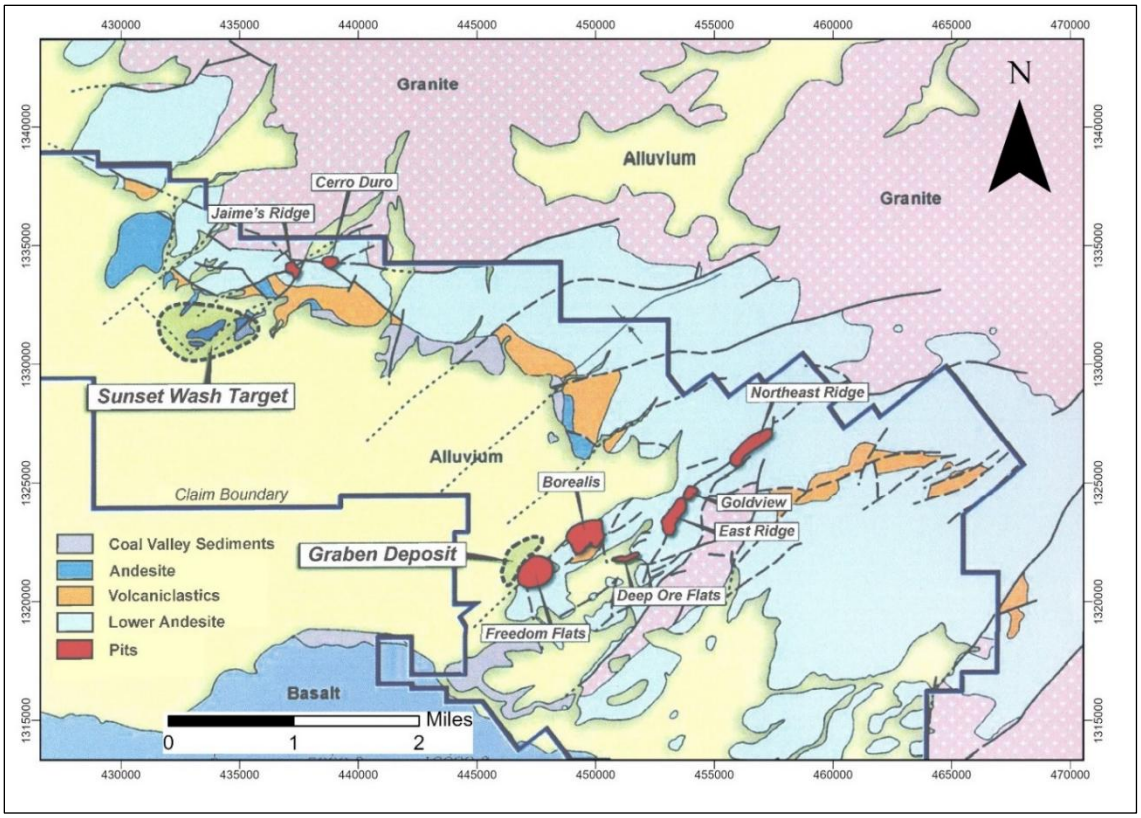
Golden Phoenix maintained the Borealis Project during the years of low gold prices, compiled a database, validated the drillhole data, and developed new mineral resource estimates for the Borealis Project.

In July 2003, the Borealis Project was joint ventured by Golden Phoenix with Borealis LLC, which was at the time a wholly owned subsidiary of Gryphon. Borealis LLC, the operator of the joint venture, originally controlled the Borealis Project through an option agreement with Golden Phoenix whereby Borealis LLC could earn a 70% joint-venture interest in the Borealis Project. Borealis LLC had the right to acquire its interest in the Borealis Project with a combination of qualified expenditures on work programs, and/or making payments to Golden Phoenix, and/or delivering a FS over a period of 5 and 1/2 years beginning July 2003. In January 2005, Borealis LLC purchased 100% interest in the option agreement, and Golden Phoenix surrendered its interest in the Borealis Project. During 2004 and 2005 to 2007, Gryphon conducted two drilling programs. In 2010, Borealis LLC completed a third drilling program in the central portion of the Borealis Project.

Gryphon began construction of the Borealis Project in June 2011, and the first loaded carbon was shipped in October 2011. Gryphon had anticipated that the first phase of construction would cost US$12.7 million and that doré sales would provide the necessary cash to bring the Borealis Project to full production. Construction delays and reliance on inadequate or broken-down equipment ballooned costs while cashflow dwindled. Gryphon spent US$19.6 million by the end of the year, forcing management to arrange several additional capital raises, the great majority of which came from Waterton. Gryphon filed for voluntary Chapter 11 bankruptcy protection in July of 2013, triggering a protracted court battle over the fate of the Borealis Project. The case was dismissed in November 2015, and Waterton foreclosed on Gryphon. Waterton assumed control of Borealis LLC and operated the Borealis Project until early 2023, when the Borealis Project was sold to Borealis.

***Geological Setting and Mineralization***

Epithermal gold and silver mineralization at the Borealis Project is hosted by Miocene pyroclastic rocks/tuffs, andesite flows, dacite flows, and laharic breccias. These volcanic units together exceed 1,200 ft in thickness, strike northeasterly, and dip shallowly to the northwest. Pediment gravels cover the volcanic rocks at lower elevations along the mountain front where drilling has identified large areas of hydrothermal alteration. Structures are dominantly northeast-striking faults with steep dips and generally west-to-northwest-striking faults with steep southerly dips. Both of these fault systems lie on regional trends of known mineralized systems; thus, the Borealis Project appears to be at a major intersection of structural and mineralized trends. Another strong control for alteration/mineralization within the district is a series of north to north-to-northeast-trending structures that host the Graben deposit and other exploration targets. A number of these pre-mineral faults in the district may have been feeders for high-sulfidation hydrothermal systems. The following figure illustrates the local geology of the Borealis district and the Borealis Project area.




Gold mineralization is often associated with hydrothermal breccias, pervasive silica, and sulfides, principally pyrite. It is likely that the higher-grade deposits may have been localized along the intersections of small second-order faults with the major feeder structures. Many of the oxide deposits at the Borealis Project site, such as the Borealis deposit, have a flat-lying tabular shape and appear to have formed within gently dipping volcanic units. The pyroclastic/tuff unit is the most favorable host for gold mineralization. Alteration and mineralization closely associated with mineralized material are fine-grained vuggy to massive silica and pyrite often with and enveloped by advanced-argillic alteration including alunite and dickite. Outward from the central silica zone is a zone that may contain kaolinite, quartz, pyrite, dickite, and diaspore, and is surrounded by montmorillonite and pyrite, and finally an outermost broad propylitic halo with minor pyrite. Large bodies of opaline and microcrystalline silica occur peripheral to some mineralized zones. During its emplacement, finely disseminated gold found in the Borealis mineralizing system was enclosed in pyrite. In the oxide zone, the upper reaches of the system, natural weathering, and oxidation liberated this gold and made it available to extraction by cyanidation. Gold still bound in pyrite or pyrite-silica is not recovered easily by a simple cyanide heap leach operation and requires more-complicated and costly treatment.

Widely spaced historic drilling suggests that nearby pediment gravels cover the majority of the altered and mineralized volcanic rocks of the Borealis system, of which the historic Borealis Project was only a small, visibly outcropping part. The currently known extents of alteration form a 7 mile long zone in the southern and southwestern parts of the district, and the pediment gravels cover many favorable exploration targets.

***Deposit Types***

*Hydrothermal Gold Deposits*

The Borealis Project hydrothermal system is recognized as a high-sulfidation-type system, generally with high-grade gold occurring along steeply dipping structures and with lower grade gold surrounding the high grade and commonly controlled by volcanic stratigraphy in relatively flat-lying zones. Gold deposits with minor silver are hosted by Miocene pyroclastic rocks/tuffs, andesitic flows and flow breccias, dacite flows, and, to a lesser degree, laharic breccias, which are all reported to strike northeasterly and dip shallowly to the northwest. In the areas of some fault

zones, the granitic basement rocks are weakly altered and limonite stained. Pediment gravels cover the altered-mineralized volcanic rocks at lower elevations along the mountain front, and there is potential for discovery of more blind deposits, similar to the Graben.

The Borealis Project hydrothermal system is defined as high-sulfidation (acid sulfate) based on the following features: presence of advanced argillic alteration with alunite, dickite, pyrophyllite, and diaspore deeper in the system; presence of large bodies of opaline silica; presence of many zones of acid leaching with feldspar phenocrysts removed leaving vuggy silica rock; presence of minor amounts of enargite; lack of adularia; and high iron-sulfide content, principally pyrite with minor marcasite.

Structures controlling mineralized deposits are both northeast-striking faults and generally west-to-northwest-striking faults. Another strong control within the district is a series of north to north-to-northeast-trending structures that host the Graben deposit and other exploration targets. Steeply dipping faults in the district may have been feeders for high-grade gold deposits. High-grade zones were likely to be formed by more than one episode of hydrothermal, possibly explosive, brecciation and silicification with accompanying metallic minerals. The vertical high-grade zone in the Freedom Flats deposit probably formed through this mechanism along a northeast-trending structure.

The Graben system appears to be localized along an elongate north-to-northeast-trending structural zone containing two or more high-grade pods that plunge steeply (45 degrees (°) to 60°) to the east. Hydrothermal brecciation and pervasive silicification are also common to the Graben system. The Graben deposit is somewhat different than other deposits in the district. Both the low-grade gold zone and hydrothermal brecciation are more extensive. Within the low-grade gold aureole are at least two apparently separate high-grade gold zones. Resource modeling identifies continuity of the moderate to high-grade zone for 2,000 ft in length and from 50 to 200 ft wide. There are less developed and extensive vuggy silica zones. Additionally, the apparent structural control has a north-to-northeasterly orientation, which was considered to be unusual in the district but is becoming more prominent as geophysical surveys are conducted. Due to extensive gravel cover in the pediment environment, additional blind deposits such as the Graben are anticipated to be discovered as exploration progresses beneath the alluvial cover.

Other gold deposits in the district have similar alteration features but may have been developed by less-explosive events. In these other systems, gold-bearing mineralizing fluids migrating upward along fault zones intersected favorable lithologic horizons where the gold-bearing fluids moved laterally and deposited lower-grade mineralization. This process created gold deposits that have a flat-lying attitude and appear to be lenticular in section. The original Borealis deposit and the lower-grade portions of the Graben deposit are examples. The Graben deposit has components of both styles of mineralization.

The surface footprints of the high-grade pods found to date are rather small, and they can be easily missed with patterns of too-widely spaced geophysical surveys and drillholes. Once a higher-grade zone is suspected, fences of drillholes with a 100 ft spacing should be conducted, and a 50 ft spacing may be required, but even this spacing may not be adequate to accurately define the high grade within the zones. Eng describes the underestimation of grades in the Freedom Flats deposit due to the drillholes missing small, very high-grade pods (greater than (>) 0.5 opt Au) of mineralization and to possible loss of fines during drilling. Another aspect not covered by Eng, but one that has become extremely important, is the orientation of drillholes with respect to controls of the mineralized zones. Because much of the high-grade gold occurs along steeply dipping structures, the mineralized zones can best be defined by angle drillholes oriented approximately normal to the dip of the controlling features. Most of the drilling on the property, including the Graben deposit, is vertical and therefore did not adequately sample the steeply dipping higher-grade zones. Drillhole orientation has compounded the underestimation of grades within the district. A coarse gold component has been considered but not proven, and if present, it can be captured with very careful sampling of drill cuttings and core, collecting large samples, and special assaying techniques.

Most deposits mined in the district, including the Borealis Project, have a generally flatter tabular shape, and they may have formed parallel to, and within, permeable portions of gently dipping pyroclastic/tuff units, volcanic flows and flow breccias, and along contact zones between lithologies. Beneath the northwest margin of the former Borealis pit, additional flat-lying gold zones of the Borealis Extension and another deeper zone are found. Steeply dipping high-grade feeder structures have been identified within the original Borealis deposit and extend beneath the pit. Similarly, other steeply dipping high-grade feeder structures have been identified within other deposits and can be projected below the limit of drilling. Substantial drilling is required to define the extent of these mineralized zones.

*Graben Breccias*

The core of the Graben deposit is characterized by a complex hydrothermal breccia that hosts most of the gold mineralization and extends vertically and laterally beyond the limits of the deposit. The form of the breccia is imperfectly known, but there are indications that it has steeply dipping roots and flares near its top into a sub-horizontal zone that may be controlled by lithology or contact zones. Several varieties of breccia are present, many of which may be variations of the same event. Two units seem to have consistent crosscutting relationships in several core holes; therefore, at least two periods of brecciation are present. The younger unit is light gray, and it intrudes the older black breccia. The light-gray breccia contains about 40% clasts that are matrix supported. Typically, the clasts are from a few millimeters to a few centimeters across in an extremely fine-grained light-gray siliceous matrix. The majority of the clasts contain 100% texture-destructive secondary silicification. In a few areas, clasts of moderately silicified and weakly argillized welded tuff and siltstone occur. This breccia commonly contains 1% to 5% pyrite, most of which is in the matrix.

The black breccia contains a variety of sub-textures that will be described together as part of this breccia, but it is recognized that some, or all, of these could be separate brecciation events. Black breccia contains 40% to 60% clasts up to 10 cm across in a dense siliceous matrix. Clasts are matrix supported and consist primarily of dark gray to black highly siliceous material of unknown origin with lesser amounts of silicified andesite, welded tuff, and massive iron sulfide clots. In places, the unit is extremely black and sooty as if there is an organic component or, alternatively, very fine-grained sulfides. Several of the drillholes pass from the breccia into altered andesite. The contact zone is characterized by a gradational decrease in brecciation into unbrecciated silicified andesite over a distance of a few feet. There is also a corresponding decrease in the amount of silicification into argillized andesite.

Two of the more-common textures within the black breccia are zones of banded matrix with few, if any, clasts and areas of vuggy textures. The banded zones typically occur with the banding at high angles to the core axis. The areas of vuggy texture appear similar to other areas of acid leaching on the property. Generally, the cavities are lined with quartz and pyrite. All of the breccias are cut by at least two periods of quartz veins, the oldest of which is white quartz up to 10 mm wide, and the younger is dark quartz-pyrite veins that are up to 5 mm wide and cut the white quartz veins. Pyrite and minor marcasite are concentrated in the matrix where clots of >50% iron sulfides are common. Generally, the matrix contains 5% to 25% iron sulfides, while the clasts contain 1% to 5% iron sulfides. The only feature within the breccia that seems to correlate with high grades of gold mineralization is the abundance of quartz veining of either type. While all of the breccias contain iron sulfides, not all breccias contain gold.

***Exploration***

*Introduction*

All of the information in this section is historical and is based on historical reports. The Borealis Technical Report Principal QP has not verified any of these results.

Since the late 1970s, significant exploration has been completed at the Borealis Project with the primary objective of finding near-surface oxidized gold deposits. Exploration work has consisted of field mapping, surface sampling, geochemical surveys, geophysical surveys, and shallow exploration drilling.

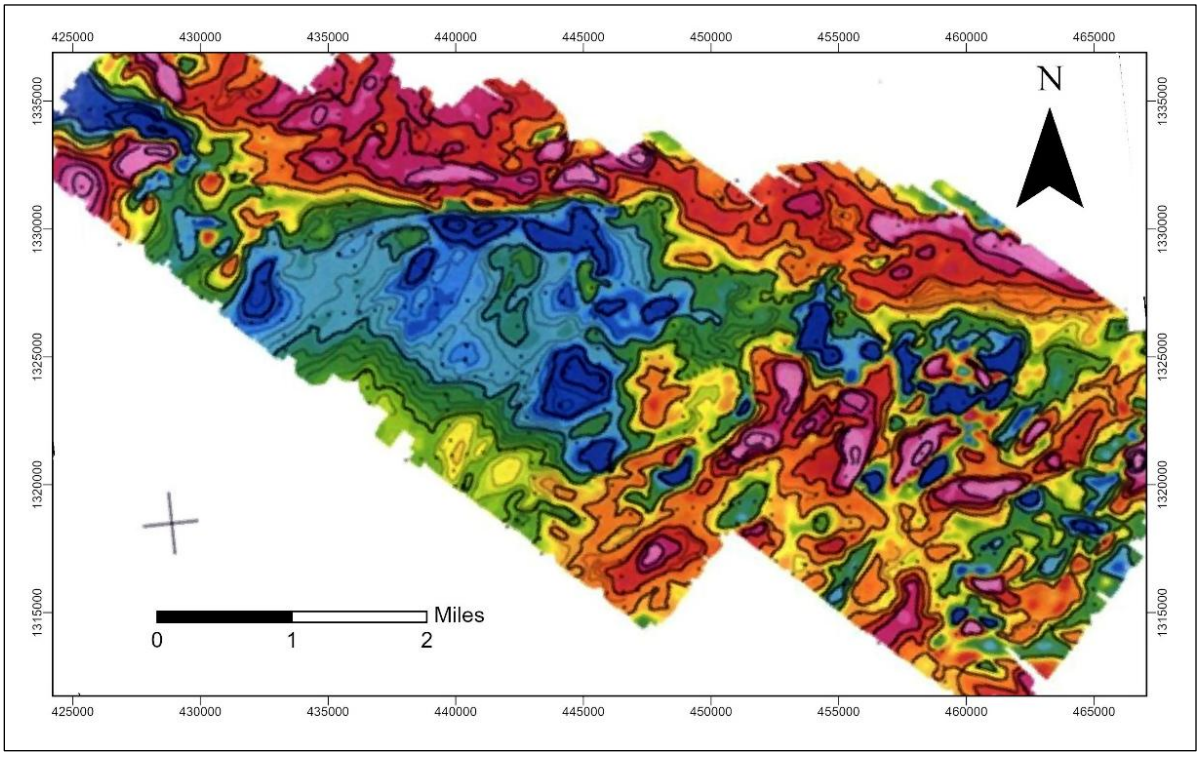
Areas with known occurrences of gold mineralization (which have been defined by historical exploration drilling) and had historical mine production include Northeast Ridge, Gold View, East Ridge, Deep Ore Flats, Borealis, Freedom Flats, Jaime's Ridge, and Cerro Duro. All of these deposits still have gold mineralization remaining in place, contiguous with the portions of each individual deposit that were mined. Graben, Crocodile Ridge, Purdy Peak, Boundary Ridge, and Bullion Ridge are known gold deposits in the district that have not been mined.

Discovery potential on the Borealis Project includes oxidized gold mineralization included as waste in the proposed mining reserve, gold mineralization adjacent to existing pits, new oxide gold deposits at shallow depth within the large land position, gold associated with sulfide minerals below and adjacent to the existing pits, in possible feeder zones below surface mined material and deeper gold-bearing sulfide mineralization elsewhere on the Borealis Project. Both

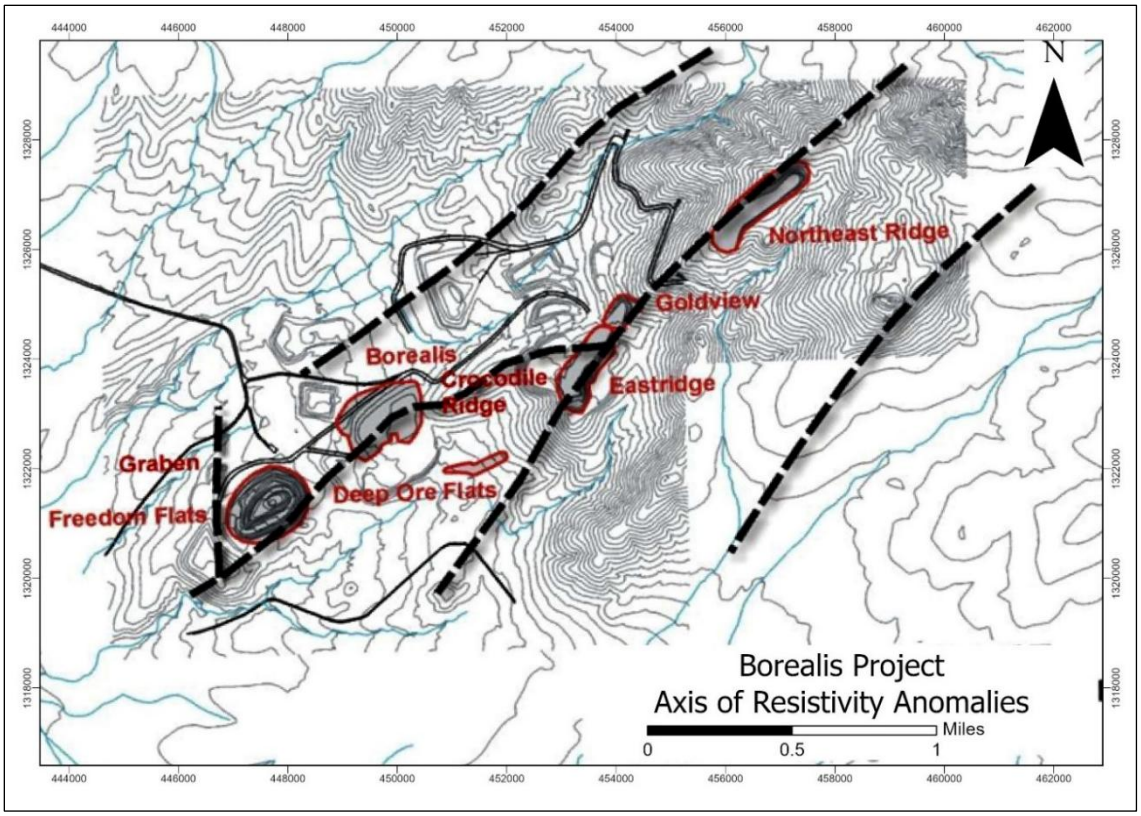
oxidized and sulfide-bearing gold deposits exhibit lithologic and structural controls for the locations and morphologies of the gold deposits.

*Historical Exploration*

Resistivity surveys were successfully used in the early exploration of the district to track favorable trends of strong silica alteration that is commonly associated with gold deposits. Chargeability anomalies were found later with the use of IP surveys that penetrated deeper to the sulfide zones and were found to reflect strong sulfide systems, such as the Graben zone. Aeromagnetic data provide useful tools for mapping of lithologic units and medium-to-large scale structures and can identify potential hydrothermal alteration systems in some terranes; however, it is generally not a primary tool for locating mineralized zones in epithermal deposits like Borealis. The following figure shows airborne Total Magnetic Intensity data over the Borealis Project.




The following figure shows an example of geologic interpretation from the EM data.




Areas with known occurrences of gold mineralization which are defined by historical exploration drilling and had historical mine production include Northeast Ridge, Gold View, East Ridge, Deep Ore Flats (also known as Polaris), Borealis, Freedom Flats, Cerro Duro, and Jaime's Ridge. All of these deposits still contain gold mineralization remaining in place, contiguous with the portions of each individual deposit that were mined.

The following areas have not been subject to historic mine production but have been historically explored and contain anomalous gold mineralization.

*Borealis Extension Deposit*

The Borealis Extension deposit occurs at shallow to intermediate depth beneath the northern and western parts of the former Borealis pit. Most of the mineralization begins at 110 to 375 ft below the surface. Generally, the top of this target occurs at or slightly below 7,000 ft elevation. The primary target is defined by 16 contiguous drillholes completed by previous operators that have potential economic intercepts. Thickness of low-grade mineralized intercepts ranges from 15 to 560 ft, with nine holes having from 155 to 560 ft of >0.01 opt Au; average thickness of the zone is 236 ft. Gryphon drilled an additional 16 holes into the deposit with mixed results. Further evaluation and drilling are required to fully evaluate this mineralized zone.

*Graben Deposit*

The Graben deposit has been defined with approximately 36 historical RC holes and 19 historical core holes. This drilling defined a zone of gold mineralization, using an 0.01 opt Au boundary, that extends at least more than 1,800 ft in a north-to-south direction, between 200 and 750 ft east-to-west, and up to 300 ft in thickness. The top of the deposit is from 500 to 650 ft below the surface. Near its southern margin, the axis of the deposit is within 800 ft of the Freedom Flats deposit, and along one portion of the southeastern margin, low-grade mineralization may connect with the Freedom Flats mineralization through an east-to-west-trending splay.

Through November 2007, Gryphon drilled an additional 58 RC drillholes into the Graben zone. All holes reported mineralized intervals. Gryphon's Graben drilling program was designed to test for extensions of the interior high-grade zones and to expand the exterior boundaries of the deposit. Drilling along the margins of the deposit, particularly along the northwestern portion, identified significant extensions of lower- and higher-grade gold zones, indicating that their boundaries are not well defined. Drilling for extensions of the northern and southern high-grade pods also revealed that these zones are larger than previously thought. Additional drilling in and around the Graben deposit is needed before it can be considered fully explored.

In mid-2007, a CSAMT survey was conducted over the Graben deposit as a test case. Several anomalies were identified that correlated favorably with known mineralization. The survey lines ended to the northwest in a similar-looking anomaly in an undrilled area. The initial interpretation is that this could be an extension of the Graben deposit.

The Graben zone has a strike length of more than 2,000 ft. Future drilling will both fill in gaps between widely spaced holes in the Graben and step out from the Graben zone in a north, east, and west direction to delineate more gold mineralization and to determine the boundaries of the zone.

*North Graben Prospect*

The North Graben prospect is defined by the projection of known mineralization, verified by drillhole sampling, and coincident with a large intense aeromagnetic low and an elongate chargeability (IP) high. This blind target lies on trend of the north-to-northeast-elongate Graben mineralized zone. In 1989, Echo Bay completed a district-wide helicopter magnetic/EM survey, which identified a large, intense-type aeromagnetic low in the North Graben area. This coincident magnetic low/chargeability high is interpreted as being caused by an extensive hydrothermal alteration-mineralization system. Five drillholes completed in the North Graben by Gryphon encountered a permissive geologic setting and trace levels of gold mineralization.

In early 2006, four holes were drilled by Gryphon into the North Graben geophysical anomaly, and one additional hole was drilled in 2007. All the holes intercepted hydrothermal system as indicated by several zones of silicification and pyrite up to 20%. None of the holes contained significant amounts of gold, but they were geochemically anomalous in gold and silver. Additional CSAMT lines were surveyed over the prospect.

*Sunset Wash Prospect*

The Sunset Wash prospect consists of a gravel-covered pediment underlain by extensive hydrothermal alteration in the western portion of the Borealis district. 16 holes drilled by Echo Bay indicated that intense alteration occurs within a loosely defined west-to-southwest belt that extends westerly from the Jaime's Ridge/Cerro Duro deposits. At the western limit of the west-to-southwest belt, Cambior's IP survey and drilling results can be interpreted to indicate that the alteration system projects toward the southeast into the pediment along a mineralized northwest-oriented fault. Cambior conducted a gradient array IP survey over the Sunset Wash area, effectively outlining a 1,000 ft x 5,000 ft chargeability anomaly. The anomaly corresponds exceptionally well to alteration and sulfide mineralization identified by Echo Bay's drillhole results. Two structures appear to be mapped by the chargeability anomaly: one is a 5,000 ft-long west-to-southwest-trending structure, and the other is a smaller, northwest-trending structure that cuts off the west-to-southwest structure at its western limit. Alteration types and intensity identified by the drilling, combined with the strong IP chargeability high and the aeromagnetic low, strongly suggest that the robust hydrothermal system at Sunset Wash is analogous to the mineralized systems at Graben and Freedom Flats.

Geologic observations based on mapping and drillhole logging indicate that both the Freedom Flats and Graben deposits are localized along a favorable horizon near the contact between the upper and lower volcanic units. This same contact zone appears to underlie the Sunset Wash pediment at a shallow depth. The target concept suggests that mineralization should favor zones where mineralizing structures crosscut the upper and lower volcanic contact. Cambior drilled three holes to test portions of the Sunset Wash geophysical anomaly and to offset other preexisting drillholes with significant alteration. Each of the three holes was drilled vertically to maximize the depths tested. The three holes were collared in the upper volcanic unit, but only one crossed the contact.

The westernmost of Cambior's three holes encountered the most encouraging alteration and best gold mineralization, suggesting that this drillhole is near the most prospective area. This drillhole intercepted hydrothermally altered rock from the bedrock surface to the bottom of the hole, including an extremely thick zone of chalcedonic replacement in the lower two-thirds of the hole.

Gryphon drilled three holes in the same area, all of which encountered strongly developed hydrothermal alteration with anomalous gold and favorable pathfinder trace elements.

*Boundary Ridge/Bullion Ridge Prospect*

The northeast-trending alteration zone extending along Boundary Ridge into Bullion Ridge contains intense silicification that is surrounded by argillization, with abundant anomalous gold. Widely spaced, shallow drillholes completed by previous operators have tested several of the alteration/anomalous gold zones and defined discrete zones of mineralized material. Further exploration work will require permitting for drilling specific targets associated with the previously identified gold mineralization.

*Central Pediment (Lucky Boy) Prospect*

Another prospect area similar to North Graben and Sunset Wash is the Lucky Boy area, which may be in a shallower pediment environment in the central portion of the district near the range front. Historic drillholes in the periphery have found thick zones of silicification and traces of gold mineralization. Echo Bay's aeromagnetic map shows another magnetic low, and Cambior's IP map shows a coincident chargeability high in the area of the silicification.

Gryphon drilled eight RC holes in this area during late 2006 and 2007. All of these holes encountered intense hydrothermal alteration with anomalous gold and favorable trace element geochemistry. A subsequent CSAMT survey indicated that these holes may have encountered the margins of a high-sulfidation gold system. The target has been permitted for drilling.

***Drilling***

Various companies conducted drill programs since 1978. These include Houston International Minerals, Tenneco, Echo Bay, Billiton Minerals, Santa Fe Pacific Mining, Cambior, Gryphon and Borealis. The following table summarizes each campaign's specific objectives.

| Year | Objectives | Number of Holes | Total Footage (ft) |
|---|---|---|---|
| 1978 to 2003 | Deposit discovery, exploration and delineation | 2,331 | 653,291 |
| 2004 | Test heaps and dumps | 32 | 2,478 |
| 2005 to 2006 | Oxide gold expansion adjacent to past producing pits, some deeper holes testing sulfides | 175 | 99,270 |
| 2007 | Sulfide gold expansion in the Graben and Western Pediments | 45 | 51,255 |
| 2010, Part 1 | Oxide gold confirmation in four pits | 21 | 5,585 |
| 2010, Part 2 | Close spaced drilling on Leach Pad #1 to confirm resource | 28 | 1,630 |
| 2011 | Oxide gold confirmation/expansion at Borealis and East Ridge/ Gold View pits | 59 | 5,780 |
| 2012 | Test existing Leach pad #3, Freedom Flats dump material, and ER dump | 47 | 2,902 |
| 2023-2024 | Borealis preliminary drill program | 10 | 5,268 |

*Historical Drilling*

The historical exploration drillhole database for the Borealis Project contains 2,738 drillholes with a total drilled length of 822,191 ft. These holes were drilled by several different operators of the Borealis Project. Drillhole types include diamond core holes, RC holes, and rotary holes. Drillhole sampling lengths are generally 5 ft for the RC holes but vary for the core holes based on geologic intervals. Gold assays in parts per billion and ounces per ton are provided for most of the drillhole sample intervals. Silver assays in parts per million and ounces per ton are also provided for many of the sample intervals.

Mineralized zones covered by these drillholes include Northeast Ridge, East Ridge, Deep Ore Flats, Borealis, Freedom Flats, and Graben. Except for Graben, all have been partially mined by previous operators of the Borealis Project; the Borealis and Deep Ore Flats Pits are backfilled with waste from the Freedom Flats Pit. The drillholes in the west model area are mostly in the Cerro Duro, Jaime's Ridge and Purdy Peak areas, at approximately 3 miles northwest of the main Borealis Project site. Cerro Duro and Jaime's Ridge areas were also partially mined. Drillholes in the east model area are mostly in the Boundary Ridge and Bullion Ridge areas, about 1 mile northeast of the main Borealis Project site. Neither of these areas have been mined.

*Gryphon Drilling*

Gryphon conducted several drilling campaigns since it acquired the lease rights to the Borealis Project in 2003.

In 2004, Gryphon used a sonic drill rig to drill 32 holes totaling 2,478 ft in five Borealis heaps and parts of the Freedom Flats and Borealis mine dumps to confirm the amount and grade of gold-bearing rock that exists in heaps and dumps. The drilling provided samples for metallurgical test work to define geotechnical conditions and to demonstrate the geotechnical characteristics for design purposes in the waste characterization database. A separate drilling program was undertaken to install baseline groundwater monitoring systems.

Dump holes were drilled deep enough to penetrate the soil horizon below the dump, while holes on the heaps were drilled to an estimated 10 to 15 ft above the heap's liner. Several holes were drilled on each heap and dump to obtain an initial and representative view of grade distribution. Heap drilling in 1996 by Welsh totaled 11 auger holes for 760 ft into Heap 1 to determine the gold content remaining in that heap. Gryphon's drilling generally confirmed the gold grade and distribution in that heap.

The extensive oxide expansion drilling (mainly RC) program was started in 2005 and completed in 2006. The main targets focused by this program were Northeast Ridge, Middle Ridge, East Ridge, Deep Ore Flats, Crocodile Ridge, Borealis Extension, and Freedom Flats. Also, as part of this drilling program, some isolated sulfide targets in Graben, North Graben, Leach Pad area, and Western Pediment were tested. Because of favorable results in these sulfide targets, a program that focusing on sulfide gold was recommended for 2007.

In 2007, RC drilling was entirely focused on expanding the gold resources of the Graben and testing several geophysical targets in the Western and Central Pediments. This drilling was highly successful in Graben, as this gold deposit remains open on several sides. The results from the pediment targets were positive, but no strong gold mineralization was found. Additional drilling in Graben is recommended along with some focused drilling in the pediment targets.

The 2010 drilling effort consisted of two different programs, each with its own objectives. The first consisted of 21 RC drillholes that focused on the Freedom Flats, East Ridge, Borealis Extension, and Middle Ridge areas with the objective of converting Inferred gold ounces to Indicated and general confirmation or delineation of the gold resource. Two condemnation holes were also drilled into the planned leach pad site.

The second program carried out in 2010 consisted of 28 RC holes that better defined the distribution of the gold mineralization in Leach Pad #1. This old heap consisted of the Re-Leach portion on the west and the Freedom Flats portion on the east. The Freedom Flats portion was drilled on 100 ft centers. This work confirmed the past results from the Welsh auger drilling and the Gryphon sonic drilling along while filling in areas that did not have any drillholes. The Re-Leach portion of the pad was tested with five holes, and these confirmed the results of previous drillholes.

The 2011 program consisted primarily of close-spaced RC drillholes to define oxide resource in the historic Borealis and East Ridge/Gold View pit areas, along with a couple of deep exploratory holes checking for a Borealis northeastern extension and three shallow holes testing the East Ridge pit waste dump.

In 2012, in an effort to find more near-term, easily accessible ounces, 45 sonic drillholes were driven in Leach Pad #3 and the Freedom Flats waste dump to the southeast of the Borealis pit. Two additional sonic holes were sunk in the East Ridge pit waste dump.

*Borealis Drilling*

Borealis initiated a diamond drilling campaign that began in November of 2023 and is ongoing as of the date of the Borealis Technical Report. Diamondback Drilling of Reno, Nevada, has been operating with a single diamond drill rig, with drilling overseen by Iain Campbell, P.Geo., Vice President of Exploration of Borealis, and the Borealis geological staff. SRK's staff spent several days on-site at the beginning of the program assisting the Borealis geology team in creating standards for core logging, samples, and chain-of-custody procedures, in line with industry best practices.

Drilling by Borealis to date has targeted the Jaime's Ridge, Crocodile Ridge, and Graben areas of the Borealis Project, with a focus on both expansion and infill of the historical mineralized bodies. The table below provides a summary showing the coordinates, targets, and the status of assay results for all holes completed by Borealis to the effective date of the Borealis Technical Report:

The table below provides a summary of the drilling conducted by Borealis as of May 15, 2024:

| Hole | Prospect | Easting (ft) | Northing (ft) | Elevation (ft) | Azimuth (°) | Dip (°) | Length (ft) | Assay Status |
|---|---|---|---|---|---|---|---|---|
| DHBM001 | JRCD | 437,418.0 | 1,333,992.9 | 7,312.1 | 301 | 60 | 290 | Received |
| DHBM002 | JRCD | 437,403.1 | 1,333,404.6 | 7,312.2 | 301 | 75 | 167 | Received |
| DHBM003 | JRCD | 436,875.2 | 1,334,768.4 | 7,447.2 | 157 | 54 | 367 | Received |
| DHBM005 | Crocodile Ridge | 451,317.3 | 1,324,300.0 | 7,232.5 | 191.3 | 59.9 | 157 | Received[(1)] |
| DHBM006 | Graben | 446,737.0 | 1,321,615.4 | 7,026.8 | 292.1 | 76.3 | 657 | Received[(1)] |
| DHBM006A | Graben | 446,737.0 | 1,321,615.4 | 7,026.8 | 290.5 | 75 | 936.5 | Received[(1)] |
| DHBM007 | Graben | 446,576.5 | 1,321,326.8 | 7,023.6 | 137 | 83 | 932 | Received[(1)] |
| DHBM007A | Graben | 446,575.4 | 1,321,343.1 | 7,024.8 | 152 | 83 | 817 | Received[(1)] |
| DHBM009 | Graben | 446,581.6 | 1,321,352.2 | 7,024.4 | 53 | 78 | 243 | Received[(1)] |
| DHBM010 | Graben | 446,828.9 | 1,322,389.5 | 7,035.2 | 0 | 90 | 701 | Received[(1)] |

*Note:*

*(1) As at the date of the Borealis Technical Report, results had only been received for the first three holes, which were all targeting the JRCD area of the Borealis Project. The results of the remaining holes were received in November 2024. See "General Development of the Business – Three-Year History – Financial Year Ended July 31, 2025" in this AIF.*

The use of diamond drilling to test the shallow and highly altered oxide mineralization within the JRCD area of the Borealis Project created some challenges, as the areas of oxide mineralization had very poor recoveries, possibly owing to the diamond drill bit and water washing away much of the mineralized material. An RC drill rig may achieve better recoveries and more representative samples within the surficial oxide targets. Nevertheless, assays from drillholes DHBM001 and DHBW002 returned gold and silver values that correlate well with historic drilling, with DHBM001 returning 1.89 g/t Au, 13.3 g/t Ag, and 0.47% Cu over a core length of 26.5 ft.

The table below summarizes significant mineralization intercepts from the Borealis drillholes at the Borealis Project received as of the date of the Borealis Technical Report:

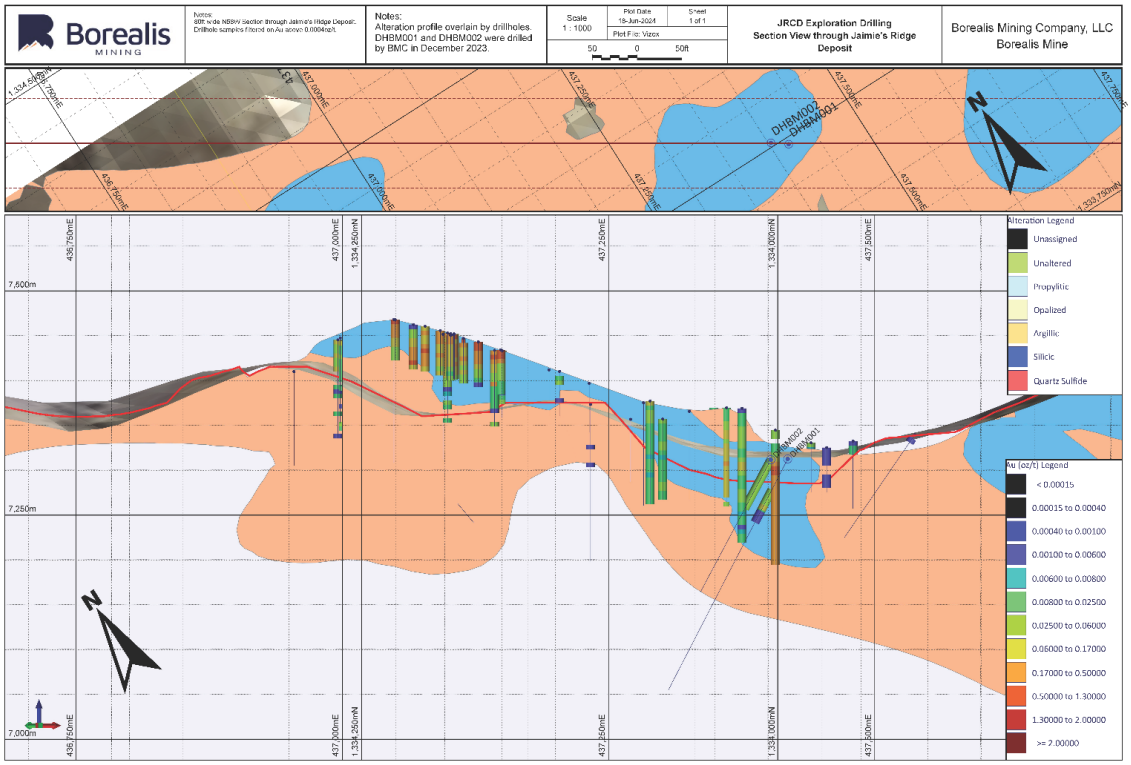
| DHID | From (ft) | To (ft) | Interval (ft) | Au (g/t) | Ag (g/t) | Cu (%) |
|---|---|---|---|---|---|---|
| DMBM001 | 38.5 | 65 | 26.5 | 1.89 | 13.3 | 0.47 |
| DMBM002 | 0 | 62 | 62[(1)] | 1.5 | 16.15 | 0.03 |
| DMBM003 | No significant intercepts | | | | | |

*Note:*

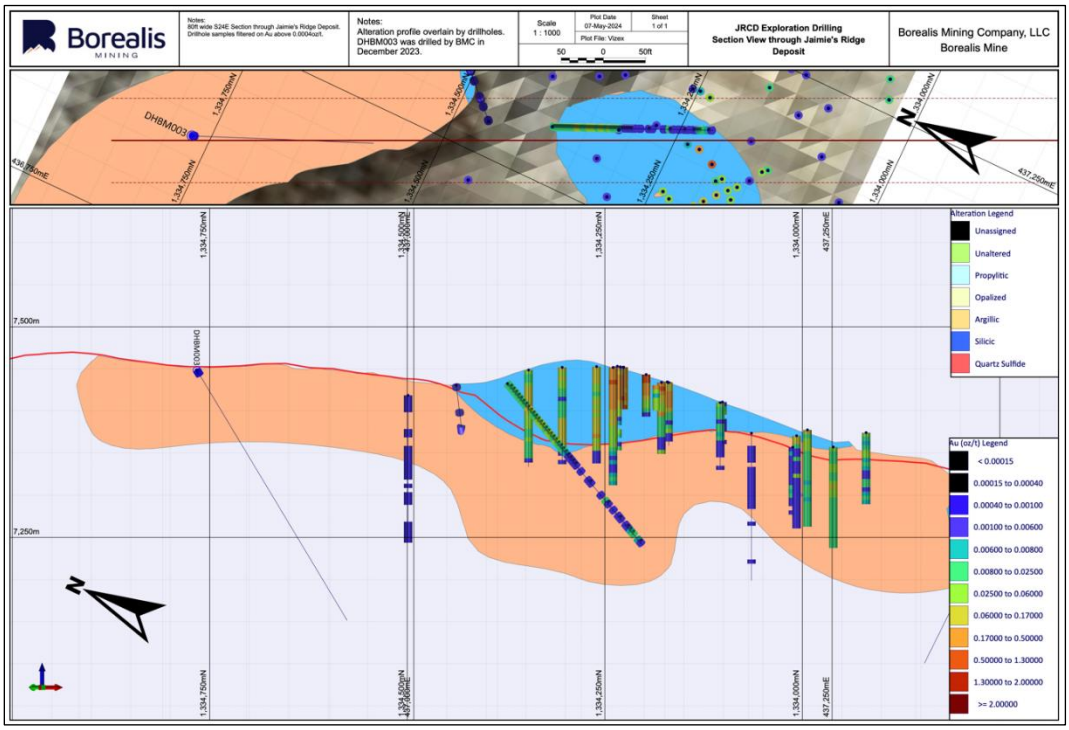
*(1) The interval from DHBM002 represents a single sample of extremely low recovery mineralization within the oxide portion of the historical JRCD resource area. The interval is insufficient to be used for resource purposes but was included as it mirrors the results of the neighboring DHBM001 with similar results at similar depths, along with historical drillholes in the same area.*

For the composite assay results of the drillholes completed by Borealis at the Graben deposit area of the Borealis Project received in November 2024, after the date of the Borealis Technical Report, see "*General Development of the Business – Three-Year History – Financial Year Ended July 31, 2025*" in this AIF.

The figure below illustrates a cross section through the JRCD area of the Borealis Project showing the results of the assays received as of the date of the Borealis Technical Report from DHBM001 and DHBM002:




The figure below illustrates a cross section through the JRCD area of the Borealis Project showing the results of the assays received as of the date of the Borealis Technical Report from DHBM003:



*Collar Surveys*

Borealis provided the Borealis Technical Report Principal QP with its internal survey procedures. Collars and drill pads are surveyed using a Trimble GPS unit with sub-centimeter accuracy. Orientation of the collars is measured using an azimuth aligner tool from Minnovare that accurately measures both azimuth and dip to one decimal place.

*Downhole Surveys*

Borealis has been utilizing the services of IDS to survey most of its drillholes. IDS uses a gyroscopic survey tool that is not affected by magnetic fields. Borealis requests IDS's downhole services at the completion of each drillhole. All holes larger than 200 ft are surveyed at 50-ft intervals.

*Logging*

Borealis provided the Borealis Technical Report Principal QP with its logging survey procedures. Drill core is logged in the on-site Borealis core shack. A geotechnician cleans, rotates, and measures all core, along with rock quality designation measurements. Geologists then log the drill core, with attention to alteration, structure, brecciation, mineralization, oxidation, and lithology, and all observations are recorded in a Geospark database. The geologists then mark the core up for sampling, and the geotechnicians photograph the core.

*Sampling*

Samples are selected at the geologist's discretion based on a number of features, including alteration and mineralization. The minimum sample interval is 1 ft, but the typical sample interval is 5 ft. Drill core is marked up with a wax pencil, and sample tags are inserted at the end of each sample interval. Drill core is then cut in half using a diamond-bladed core saw and placed in sample bags under the supervision of the Borealis geologists. Samples are then stored on the fenced-off Borealis Project site until ready for shipment to the ALS USA Inc. laboratory facility in Reno, Nevada.

*Procedures for Historical Drilling Programs*

Limited documentation was available for SRK to review the procedures for collar surveying, downhole surveying, logging and sampling followed in the various historical drilling campaigns. Sampling procedures for Gryphon drilling are described below.

*Sampling for the Gryphon Drilling*

Auger drilling in the heaps (2004) were originally designed to be every 10 ft but were contingent upon drilling conditions. Actual drill sample interval lengths were subject to the position of the sample tube where this was extracted from the drillhole. Individual runs varied from 1 to 3 ft, which were then combined to produce a sample with an interval length as close to 10 ft as practicable (the combination was completed at AAL). Combined sample intervals routinely varied from 9 to 11 ft, except at the bottom of a hole where the final sample intervals were typically shorter.

When the sample tube was extracted from the drillhole, the sample was immediately slid into a plastic sleeve that was sealed and marked with the drillhole number and footage interval. These plastic sample sleeves were not reopened until they reached the analytical laboratory. All of the drill procedures and handover to the analytical laboratory were monitored by a contract geologist. The contract field geologist also maintained lithologic logs for each drillhole. A non-blind standard was added as the last sample interval of each drillhole. The standard was obvious to the laboratory because the standard was contained in a pulp envelope, although the laboratory did not know the gold value of the standard.

In 2005, RC sampling procedures at the drill sites and monitoring of assays were standardized. Initially, the program consisted of a limited number of standards and duplicates submitted with each drillhole. In May 2006, Gryphon instituted more-rigorous quality control procedures.

Drift Exploration Drilling was contracted in the spring of 2010 to drill with a RC drill rig. A Telesto geologist was on-site for drill supervision for 14 of the 21 total RC holes drilled during the 2010 program. A Gryphon geologist was on-site for drill supervision for the remaining seven holes of the program. The same sampling procedures as used during the 2005 through 2007 drilling program were utilized.

Samples were collected at 5 ft intervals from each hole, starting at the surface and continuing through the end of the hole. Material from each 5 ft interval was split to about one-quarter to one-half of the original volume at the drill site and was then bagged and sealed by the drilling contractor. At the completion of each drillhole, samples were put into a sample bin and moved to a secure site on the Borealis Project where they were held until picked up by AAL of Sparks, Nevada.

The Borealis Technical Report Principal QP notes that some of the samples from a drillhole in the Middle Ridge area were contaminated by diesel fuel during transport to the sample bin. Because of this, the labels for 60 ft of drill samples were rendered unreadable. These samples were not assayed.

The same sampling procedures as used during the 2005 through 2007 drilling program were utilized. Samples were collected at 5 ft intervals from each hole, starting at the surface and continuing through the end of the hole. Material from each 5 ft interval was split to about one-quarter to one-half of the original volume at the drill site, then bagged and sealed by the drilling contractor. At the completion of each drillhole, samples were put into a sample bin and moved to a secure site on the Borealis Project property where they were held until picked up by AAL of Sparks, Nevada.

*Summary of Historical Drill Intercepts*

RC and core drilling are reasonable methods for the Borealis Project and these techniques have been applied by all operators since early exploration and mining on the Borealis Project. Drilling has been completed from surface with drillholes designed to provide reasonable intersections to the interpreted dip and strike of the mineralization.

All intercepts reported were drilled by previous operators. There has been no exploration or infill drilling on the Borealis Project since 2011. Heaps were drilled in 2012, but these intercepts are not included in the table below. The table below summarizes historical significant mineralization intercepts at the Borealis Project:

| Hole-ID | Deposit | From (ft) | To (ft) | Length (ft) | Weathering | Au (oz/ton) | Au (g/t) | Comment |
|---|---|---|---|---|---|---|---|---|
| DFF229 | Graben | 620 | 720 | 100 | Sulfide | 0.844 | 28.94 | |
| CBO002 | Graben | 722 | 761.5 | 39.5 | Sulfide | 0.554 | 19.00 | |
| CBO023 | Graben | 602.6 | 662.6 | 60 | Sulfide | 0.257 | 8.81 | |
| GGCG-55 | Graben | 770 | 840 | 70 | Sulfide | 0.225 | 7.72 | |
| CBO028 | Graben | 687 | 721.3 | 34.3 | Sulfide | 0.815 | 27.95 | |
| DFF173 | Graben | 680 | 730 | 50 | Sulfide | 0.546 | 18.72 | |
| DJR071 | Jamie's Ridge | 35 | 150 | 115 | Oxide | 0.298 | 10.22 | Below historic pit |
| DBX009 | Borealis | 100 | 160 | 60 | Oxide | 0.0931 | 3.19 | Below historic pit |
| DLB058A | Borealis | 105 | 170 | 65 | Oxide | 0.174 | 5.97 | Below historic pit |
| DRR022 | Borealis | 85 | 120 | 35 | Oxide | 0.11 | 3.77 | Below historic pit |
| DFF050 | Freedom Flats | 550 | 710 | 160 | Sulfide | 0.16 | 5.49 | Below historic pit |
| DFF032 | Freedom Flats | 360 | 495 | 135 | Oxide/ Sulfide | 0.322 | 11.04 | Below historic pit |
| DFF254 | Freedom Flats | 115 | 135 | 20 | Oxide | 1.24 | 42.52 | Below historic pit |
| DFF252 | Freedom Flats | 115 | 252 | 137 | Oxide/ Sulfide | 0.305 | 10.46 | Below historic pit |
| DFF032 | Freedom Flats | 365 | 415 | 50 | Oxide/ Sulfide | 0.337 | 11.56 | Below historic pit. Contains 50' of oxide grading 0.28oz/t (9.6g/t) |

***Sample Preparation, Analysis and Security***

*Borealis Drilling*

*Sample Security*

Throughout the active Borealis diamond drilling program, samples were routinely collected from each hole, starting at the bedrock surface and continuing through the end of the hole. Drill core from each sample interval was split in half by a core saw, and each half core sample was placed in a sample bag along with an assay tag. Samples were then stored in a secure location on the Borealis Project site and then shipped by truck to the ALS USA Inc. laboratory facility in Reno, Nevada. Upon receipt of the samples at the ALS USA Inc. laboratory facility, the laboratory maintained control over the samples until coarse rejects and pulps were returned to the site. The Borealis Technical Report Principal QP notes that samples from holes DHBM004 through DHBM010 (8 holes) were at the effective date of the Borealis Technical Report stored at a secured location at the Borealis Project site.

*Sample Preparation*

Samples were submitted to ALS USA Inc. of Reno, Nevada. At the laboratory, each analytical sample was split in a Boyd rotary splitter. Each analytical split was weighed and dried. Each dried sample was crushed to 70% passing <2 mm, and a 250-g sample was riffle split off for assay. Each sample was subsequently pulverized to 85% passing <70 µm. The remaining pulverized material and the coarse rejects were retained at the laboratory until assaying was completed.

*Sample Analysis*

Each sample was assayed for gold and silver by a 30-g fire assay with an atomic absorption finish, along with a four-acid digest inductively coupled plasma-mass spectrometry analysis for 48 additional elements. Each sample was also analyzed for its spectral mineralogy characteristics using a TerraSpec 4 HR spectrometer on the coarse reject material.

*QA/QC*

As part of the current quality control program, OREAS standard reference materials and river rock blanks were routinely inserted in the sample stream by Borealis geologists at a rate of one standard per 20 samples and one blank per 20 samples. As only a limited number of results were received to the effective date of the Borealis Technical Report, the number of standard and blank results available for review by the Borealis Technical Report Principal QP were extremely limited. Analytical results of the four standards submitted with the drill samples in the results received to the effective date of the Borealis Technical Report were within two standard deviations of the standard's gold content, which was deemed acceptable by the Borealis Technical Report Principal QP. Analytical results of the three blank samples submitted with the drill samples in the results received to the effective date of the Borealis Technical Report were within reasonable with two of the samples returning below detection limit and one sample returning 11 ppb Au, all of which were deemed acceptable by the Borealis Technical Report Principal QP. The assays and security controls are continually monitored by Iain Campbell, P.Geo, Vice President of Exploration for Borealis.

The Borealis Technical Report Principal QP has reviewed the QA/QC data received by Borealis. In general, the quality control samples indicate that the laboratory data are suitable to support Mineral Resource Estimates. The Borealis Technical Report Principal QP recommends that Borealis commence including both coarse and pulp reject duplicates as part of the QA/QC protocol; this will enable a study on the level of precision achieved by ALS USA Inc. Borealis Technical Report Principal QP recommends that check assays should be submitted to a third independent assay laboratory as well.

*Historical Drilling*

Little documentation has been discovered discussing historic sample preparation, analysis, and sample security. The Borealis Technical Report Principal QP recommends Borealis search for documentation, but it may not exist.

*Gryphon Drilling*

*Sample Preparation*

All samples were submitted to AAL of Sparks, Nevada. At the laboratory, each of the individual samples was combined into an analytical sample that approximated 10 ft intervals, as instructed by the geologist. Each analytical sample was split in a rotary splitter, with one-fifth of the sample removed for assay and the remaining four-fifths retained for metallurgical testing. Each analytical split was weighed, dried, and weighed again. Each dried sample was crushed to less than 1/4 inch, and a 300 to 500 g sample was riffle split off for assay. Each sample was subsequently pulverized and then assayed for gold and silver by 1 assay ton fire assay. The coarse rejects were retained at the laboratory until assaying was completed.

*Sample Analysis*

Each assay sample was pulverized and assayed for gold and silver by 1 assay ton fire assay. A two-hour cyanide shake assay for dissolvable gold was conducted on a 200 gram split of selected samples.

*Sample Security*

Throughout the Borealis RC drilling program during 2005 to 2007, samples were routinely collected at 5 ft intervals from each hole, starting at the surface and continuing through the end of the hole. Material from each 5 ft interval was split to about one-quarter of the original volume at the drill site and then bagged and sealed by the drilling contractor. At the completion of each drillhole, samples were moved to a secure site on the Borealis Project where they were held until picked up by assay laboratory personnel. Initially, this was AAL; starting in the spring of 2006, Inspectorate of Sparks, Nevada, became the assay facility of choice. From the time that the pickup was made, the laboratory maintained control over the samples until coarse rejects and pulps were returned to the site.

*QA/QC*

As part of the 2004 quality control program, standards were submitted to AAL with each drillhole, several assayed pulps and two standards were submitted to ALS Chemex, and three of the duplicates and two standards were submitted to Actlabs-Skyline. All of the data show good precision and accuracy except for ALS Chemex's analyses of the standard. Based on this information, the analyses from AAL are considered reliable. The Borealis Technical Report Principal QP has not yet done sufficient work to verify this.

Until May 2006, a blind standard was included at the end of each drillhole, and with the initial group of holes, a duplicate sample was collected at the drill and included in the sample sequence as a blind sample. The new quality control program started in May 2006 required sufficient standards being inserted so that one standard would be included with each fire assay tray at the laboratory. Additionally, a blank sample was inserted as a blind sample within the drill sample sequence.

The quality control program consisted of standards included with each drillhole, duplicate samples collected at the drill, and duplicate assays as part of the laboratory's internal control. The assays and these controls were monitored continually by Dr. Roger Steininger. If questionable assays were received, a decision on re-assaying portions of or the entire hole was made at the time of receipt of the preliminary assay reports. In general, the quality control samples indicate that both laboratories produced high-quality assays. The close correlation between assays of the original sample and the duplicate sample indicates that sampling at the drill produced representative samples.

Analytical results of the standards submitted with the drill samples were within two standard deviations of the standard's gold content, which was deemed acceptable. Generally, duplicate assays performed by the laboratory corresponded well with the original assays.

During the early part of the drilling program, a duplicate sample was collected at the drill, initially to ensure that a representative sample was collected. Secondly, these samples were also a check on laboratory assay reproducibility. Except for three samples, there is an extremely close correlation between the duplicate samples from each hole. This indicates that representative samples were collected at the drill and that the laboratory was able to produce similar

assays for the same drillhole interval. The three samples with wider variations are probably representative of the nature of a gold deposit with occasional coarse gold and wide variations in gold content over short distances.

As a further check on AAL, six holes, or portions of a hole, were submitted to Inspectorate for re-assay. Except for one hole, there was good correlation in the assays between respective drillhole intervals between the two laboratories. Overall, the assays from this one hole had a good correlation between laboratories with a few inconsistencies between the two laboratories. Some of AAL's assays were higher than Inspectorate's, and for other intervals, the reverse was the case.

It was decided to switch to Inspectorate for analytical work in the spring of 2006 after sample preparation irregularities were found to have generated erratic assays on at least one and possibly up to three holes. The samples were rerun. Coarse rejects from several holes were retrieved and submitted to Inspectorate for comparison. These assays agreed closely with the results from AAL, and Gryphon determined that there was no reason to consider previous assays from AAL unreliable. After the switch to Inspectorate's laboratories, the quality control program was not changed.

The source of the standard material is not noted in the technical disclosures reviewed by the Borealis Technical Report Principal QP to the date of the Borealis Technical Report and it is considered by the Borealis Technical Report Principal QP these materials may have been internal and not certified, but further investigation is needed to confirm. The procedures for standards are described below.

Standard pulps were included with the drill samples in the sample bin before pickup so that one standard would be included with each fire assay tray at the laboratory. The standards were labeled with the drillhole identification number and intervals representing approximately every 70 ft of the drillhole. In addition, for nine of the total 21 RC holes, a blank standard was inserted as a blind sample within the drill sample sequence. This practice was eliminated because it was deemed unnecessary because AAL routinely inserted blanks and standards into the sample sequence to confirm analytical integrity.

The quality control program consisted of standards included with each drillhole and re-assays as part of the laboratory's internal control. The assays and these controls were continually monitored by Steven Craig, Vice President of Exploration for Gryphon. In general, the quality control samples indicate that the laboratory produced high-quality assays.

Analytical results of the standards submitted with the drill samples were within two standard deviations of the standard's gold content, which was deemed acceptable. Re-assays performed by the laboratory corresponded well with the original assays.

The Borealis Technical Report Principal QP has not reviewed or verified the historical QA/QC data. During the site visit, paper records of QA/QC results were located. The Borealis Technical Report Principal QP recommends Borealis compile the various QA/QC data, and these data be reviewed prior to the 2024 MRE.

***Data Verification***

*Borealis Database Verification*

The Borealis Technical Report Principal QP has verified the collar and downhole survey data against original documents. The assay results were verified based on csv files directly transmitted to the Borealis Technical Report Principal QP from ALS USA Inc.

During the June 12, 2024, site visit, the Borealis Technical Report Principal QP verified the collar locations described in the table below using a handheld GPS unit (Garmin eTrex 10), reviewed logging for DHBM001, DHBM006A and DHBM009A and collected 5 witness samples (4 samples from outcrop and one sample from drill core).

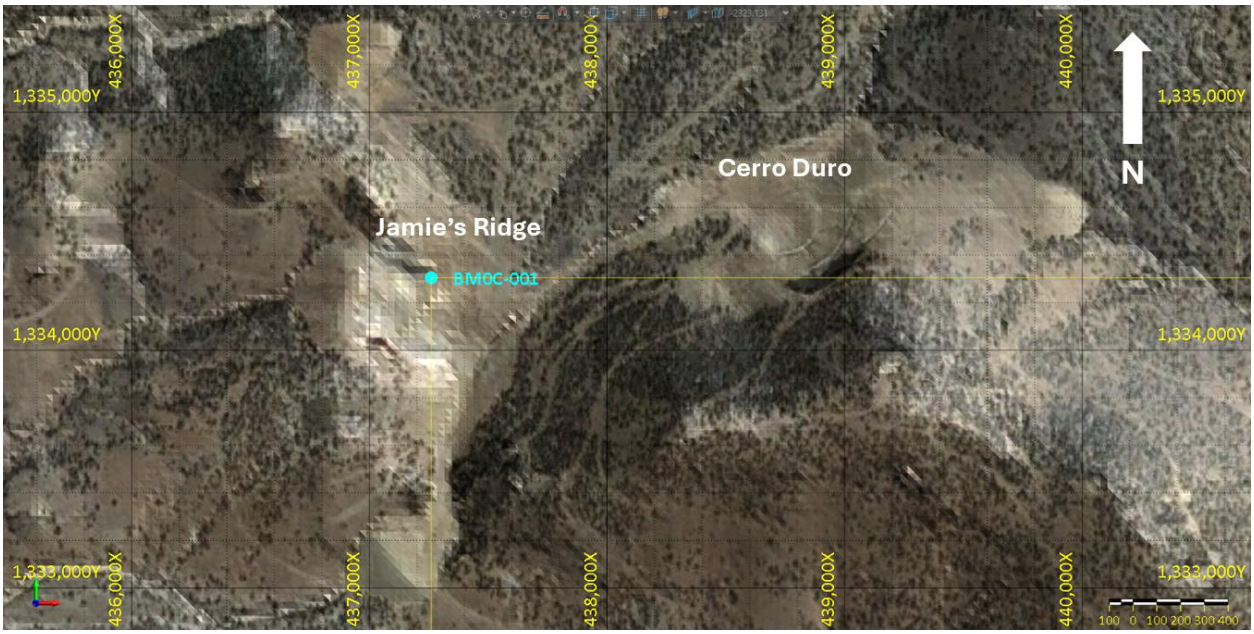
| WP | Latitude | Longitude | Elevation (m) | GPS Easting (ft) | GPS Northing (ft) | GPS Elevation (ft) | Hole | Prospect | UTM_Grid | East (ft) | North (ft) | Elev (ft) | Difference Easting (ft) | Difference Northing (ft) | Difference Elevation (ft) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 145 | 38.41 | -118.80 | 2232.2 | 437421.7 | 1333985.4 | 7323.6 | DHBM001 | JRCD | StatePlane_NV_West | 437418.0 | 1333992.9 | 7312.18 | -3.7 | 7.5 | -11.5 |
| 144 | 38.41 | -118.80 | 2230.7 | 437403.4 | 1333994.5 | 7318.6 | DHBM002 | JRCD | StatePlane_NV_West | 437403.1 | 1334004.6 | 7311.42 | -0.3 | 10.0 | -7.2 |

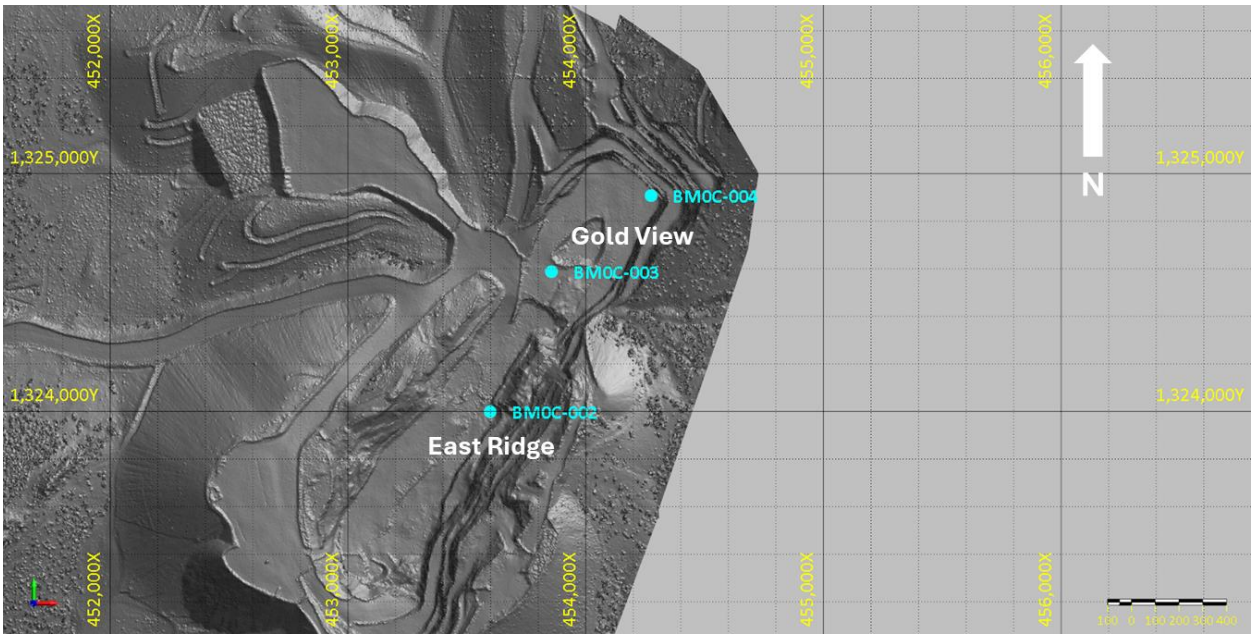
| WP | Latitude | Longitude | Elevation (m) | GPS Easting (ft) | GPS Northing (ft) | GPS Elevation (ft) | Hole | Prospect | UTM_Grid | East (ft) | North (ft) | Elev (ft) | Difference Easting (ft) | Difference Northing (ft) | Difference Elevation (ft) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 146 | 38.42 | -118.80 | 2269.1 | 436880.9 | 1334760.5 | 7444.5 | DHBM003 | JRCD | StatePlane_NV_West | 436875.2 | 1334768.4 | 7447.22 | -5.7 | 8.0 | 2.7 |
| 154 | 38.39 | -118.75 | 2206.3 | 451317.6 | 1324294.8 | 7238.6 | DHBM005 | BOR | StatePlane_NV_West | 451317.3 | 1324300.0 | 7232.54 | -0.3 | 5.2 | -6.1 |
| 149 | 38.38 | -118.77 | 2142.6 | 446736.1 | 1321615.6 | 7029.7 | DHBM006A | GBN | StatePlane_NV_West | 446738.9 | 1321621.3 | 7026.70 | 2.8 | 5.7 | -3.0 |
| 150 | 38.38 | -118.77 | 2142.1 | 446575.1 | 1321337.7 | 7027.8 | DHBM007A | GBN | StatePlane_NV_West | 446575.4 | 1321342.9 | 7024.36 | 0.4 | 5.2 | -3.4 |
| 148 | 38.38 | -118.77 | 2146.0 | 446828.5 | 1322380.9 | 7040.7 | DHBM010 | GBN | StatePlane_NV_West | 446828.9 | 1322389.5 | 7035.18 | 0.4 | 8.6 | -5.5 |

The Borealis Technical Report Principal QP delivered these samples to ALS USA Inc. laboratory in Reno. The results are described in the table below:

| Sample ID | Location | Received Weight (kg) | Au g/t | Certificate | Sample Type |
|---|---|---|---|---|---|
| BM0C-001 | Jamie's Ridge Pit | 5.62 | 0.056 | RE24157679 | Outcrop |
| BM0C-002 | East Ridge | 6.49 | 0.486 | RE24157679 | Outcrop |
| BM0C-003 | Gold View | 4.95 | 7.77 | RE24157679 | Outcrop |
| BM0C-003a | n/a | 2.63 | 0.174 | RE24157679 | Blank |
| BM0C-004 | Gold View Highwall | 3.41 | 0.56 | RE24157679 | Outcrop |
| BM0C-005 | DHBM001 | 3.26 | 0.064 | RE24157679 | Drill Core |
| BM0C-006 | n/a | 0.12 | 1.315 | RE24157679 | CRM |

The location of the outcrop samples are illustrated in the figure below:






The Borealis Technical Report Principal QP included one blank sample (sourced from a local quarry) and one CRM sample with the submission. These samples returned acceptable results, although the blank sample suggests possible sample contamination or the blank sample may contain low levels of mineralization. Sample contamination is not observed in the blank samples submitted by Borealis as part of their program, but should be monitored in the future.

In the Borealis Technical Report Principal QP's opinion, the witness samples confirm the presence of mineralization on the Borealis Project.

*Historical Database Verification*

Much of the data from historical records of drilling, sampling, sample security, and assay procedures are not well documented. Previous verification exercises did not identify material issues with the data. The Borealis Technical Report Principal QP has not conducted sufficient work to verify or validate the quality of the current database.

The Borealis Technical Report Principal QP recommends the historical data (drillhole and QA/QC data) be compiled into a comprehensive database and a current data verification exercise be completed.

***Mineral Processing and Metallurgical Testing***

Eight open pit mines were developed at the Borealis Project site during its operating years from 1981 to 1990; they include the Northeast Ridge, Gold View, East Ridge, Deep Ore Flats, Borealis, Freedom Flats, Jaime's Ridge, and Cerro Duro mines. Each pit has associated waste rock disposal areas proximal to their mine areas. Two of the pits (Borealis and Deep Ore Flats) were backfilled with mine waste produced from proximal pits. Processing of the mineralized material was by conventional cyanide-agglomerated heap leaching using both permanent and reusable pads. Precious metals were recovered using a Merrill-Crowe process.

Historical heap leach operations throughout the 1980s typically produced gold recoveries in the upper 70% to mid-80% range. This material was primarily oxide and mixed oxide-sulfide and required cement agglomeration to achieve suitable solution percolation, pH control, and precious metal dissolution. Previous heap leach operations also processed run-of-mine material (uncrushed), which were typically low-grade material that was stacked on the upper lifts of the heap leach pad. Historical gold recoveries for RoM ranged from 20% on the RoM from the East Ridge pit to 50% for the Northeast Ridge pit.

More-recent and modern metallurgical testing was completed between 2004 and 2005 to support the last-issued engineering study prior to Gryphon putting the Borealis Project back in production. To the best of the Borealis Technical Report Principal QP 's knowledge, no further metallurgical work has been completed since 2010.

The table below summarizes the projected metal recovery from the respective mineralized material locations based on the 2004 to 2005 metallurgical program.

| Area | Range of Au Recovery (%) | Estimated Au Recovery (%) |
|---|---|---|
| Borealis | 62 – 86 | 75 |
| East Ridge/Goldview | 62 – 86 | 75 |
| Crocodile Ridge | 59 – 85 | 75 |
| Freedom Flats | 20 – 80 | 75 |
| Boundary Ridge | 40 – 92 | 75 |
| Northeast Ridge | 37 – 85 | 75 |
| West Model Pits | 46 – 92 | 75 |
| New RoM Material | 55 – 94 | 55 |
| Legacy Leach Pads | 29 – 40 | 29 |
| Northeast Ridge RoM Pads | - | 40 |
| Borealis Waste Dump | 62 – 86 | 55 |

Section 6 of the Borealis Technical Report summarizes the historical mineral processing and metallurgical testing conducted at the Borealis Project.

***Mineral Resource Estimates***

Numerous mineral resource estimates have been completed on the Borealis Project by previous explorers. These estimates are not considered as current and the Borealis Technical Report Principal QP will perform further work to provide a current mineral resource estimate at the Borealis Project. Further work is required by the Borealis Technical Report Principal QP to update the mineral resources and verify these historical estimates. The Borealis Technical Report Principal QP currently has not done sufficient work to classify the historical mineral resource estimate as current mineral resources, and Borealis is not treating the historical mineral resource estimates as current mineral resources. Historical resource estimates are reviewed in section 6.4 of the Borealis Technical Report.

Borealis has commissioned SRK to act as independent engineers and QPs for the review and assessment of the Borealis Project and to develop a strategic plan to progress the Borealis Project to an advanced exploration project as well as the declaration of mineral resources in 2026.

**The Sandman Project**

The Sandman Project was acquired by the Company pursuant to the Gold Bull Acquisition. The Sandman Project is not considered to be material to the Company.

The Sandman Project is located in Humboldt County, Nevada. The Sandman Project is situated south of the Slumbering Hills and west of the Tenmile Hills, circa 24 km northwest of the town of Winnemucca, Nevada. The Sandman Project lies 23 km south of the Sleeper gold mine.

The Sandman Project can be generally described as 117 square km of consolidated checker-board lands consisting of BLM and private ownership sections. The Sandman Project is made up of 761 unpatented lode mining claims and approximately six square km of private land holdings in Humboldt County, Nevada. The underlying title for the mining claims and the private land is held in the name of Sandman Resources Inc., a wholly-owned subsidiary of the Company.

The Borealis Technical Report Principal QP has not reviewed any data related to the Sandman Project.

### The Big Balds Project

The Big Balds Project was acquired by the Company pursuant to the Gold Bull Acquisition. The Big Balds Project is not considered to be material to the Company.

The Big Balds Project is located within White Pine Country, Nevada. The Big Balds Project is located on the structural intersection of the Carlin and Bida gold trends. The Big Balds Project lies 10 km west of the Bald Mountain mine.

The Big Balds Project can be generally described as 109 lode mining claims. The underlying title for the mining claims is held in the name of GRU Resources Corp., a wholly-owned subsidiary of the Company.

The Borealis Technical Report Principal QP has not reviewed any data related to the Big Balds Project.

## DIVIDENDS AND DISTRIBUTIONS

The Company has not paid any dividends or made any distributions for the years ended July 31, 2025 and 2024 or the year ended December 31, 2023, and has no plans to pay dividends or make any distributions in the foreseeable future. The Company has no restrictions on paying dividends, but if the Company generates earnings in the foreseeable future, it is expected that they will be retained to finance growth, if any. The Board will determine if and when dividends should be declared and paid in the future based upon the Company's financial position at the relevant time. All of the Common Shares will be entitled to an equal share in any dividends declared and paid.

## DESCRIPTION OF CAPITAL STRUCTURE

### General

The authorized share capital of the Company consists of an unlimited number of Common Shares without par value, of which 115,700,697 Common Shares were issued and outstanding as at July 31, 2025 and 131,337,978 Common Shares were issued and outstanding as at the date of this AIF.

### Common Shares

Holders of Common Shares are entitled to one vote per Common Share at all meetings of Shareholders, to receive dividends as and when declared by the directors and to receive a *pro rata* share of the assets of the Company available for distribution to holders of Common Shares in the event of liquidation, dissolution or winding up of the Company. All rank *pari passu*, each with the other, as to all benefits which might accrue to the holders of Common Shares.

### Warrants

As of the date of this AIF, the Company had outstanding:

(a) an aggregate of 6,452,598 warrants (the "**February 2025 Warrants**") issued in connection with the February 2025 Offering, with each February 2025 Warrant entitling the holder to acquire, upon exercise, one Common Share upon payment of $0.78 of cash consideration to the Company on or before 5:00 p.m. (Toronto time) on February 26, 2027; and

(b) an aggregate of 3,736,105 Gold Bull warrants ("**March 2025 Warrants**") are outstanding in connection with the Gold Bull Acquisition to acquire 3,474,577 Common Shares, with each March 2025 Warrant entitling the holder to acquire, upon exercise, one Common Share upon payment of $0.43 of cash consideration to the Company on or before 5:00 p.m. (Toronto time) on March 7, 2027.

The February 2025 Warrants were issued on February 26, 2025 in connection with the February 2025 Offering and are governed by the terms of a warrant indenture dated February 26, 2025 between the Company and TSX Trust. The March 2025 Warrants were issued on March 13, 2025 in connection with the Gold Bull Acquisition pursuant to certificates representing such March 2025 Warrants.

**Agent Options**

As at the date of this AIF, the Company had an aggregate of 209,566 agent options ("**Agent Options**") outstanding issued to the underwriters in connection with the February 2025 Offering. Each Agent Option entitles the holder thereof to acquire one Common Share at an exercise price of $0.56 until February 26, 2027.

**Options**

As of the date of this AIF, the Company had outstanding obligations to issue up to 6,910,300 Common Shares in respect of 6,910,300 Options.

**RSUs**

As of the date of this AIF, the Company had outstanding obligations to issue up to 278,500 Common Shares in respect of 278,500 RSUs.

**Stock Option Plan**

The Company adopted an omnibus long term incentive plan (the "**LTIP**") on February 7, 2024, which was last approved and confirmed by the Shareholders at the annual and general meeting of the Shareholders held on May 21, 2025.

The LTIP allows for a variety of equity-based awards that provide different types of incentives to be granted to certain of the officers, directors, employees, management company employees and consultants of the Company or a subsidiary of the Company consisting of options ("**Options**"), performance share units ("**PSUs**") and restricted share units ("**RSUs**"). Options, PSUs and RSUs are collectively referred to herein as "**Awards**". In addition, the LTIP allows for the issue of Options to certain investor relations service providers and eligible charitable organizations. Each Award will represent the right to receive Common Shares, or in the case of PSUs and RSUs, Common Shares or cash, in accordance with the terms of the LTIP. The following discussion is qualified in its entirety by the text of the LTIP.

Under the terms of the LTIP, the Board, or if authorized by the Board, the Compensation Committee, may grant Awards to eligible participants, as applicable. Participation in the LTIP is voluntary and, if an eligible participant agrees to participate, the grant of Awards will be evidenced by a grant agreement with each such participant. The interest of any participant in any Award is not assignable or transferable, however, upon a participant's death, such participant's Awards may be exercised by the legal representative of the participant's estate.

The LTIP provides those appropriate adjustments, if any, which will be made by the Board in connection with a reclassification, reorganization or other change of the Common Shares, share split or consolidation, distribution, merger or amalgamation, in the Common Shares issuable or amounts payable to preclude a dilution or enlargement of the benefits under the LTIP.

The maximum number of Common Shares reserved for issue pursuant to the exercise of Options in the aggregate, under the Option portion of the LTIP, is 10% of the aggregate number of Common Shares issued and outstanding from time to time, being 13,133,797 Common Shares as of the date of this AIF. In addition, the aggregate number of PSUs and RSUs issuable to all participants may not exceed 7,779,558. Common Shares in respect of which an Award is granted under the LTIP but not exercised prior to the termination of such Award or not vested or settled prior to the termination of such Award due to the expiration, termination, cancellation or lapse of such Award, will be available for Awards to be granted thereafter pursuant to the provisions of the LTIP.

The maximum number of Common Shares that may be: (i) issued to Insiders of the Company (as a group) within any one-year period; or (ii) issuable to Insiders of the Company (as a group) at any time, in each case, under the LTIP alone, or when combined with all of the Company's other share-based compensation arrangements, may not exceed 10% of the aggregate number of Common Shares issued and outstanding from time to time determined on a non-diluted basis. Any Awards granted pursuant to the LTIP prior to the participant becoming an Insider of the Company, are excluded for the purposes of such limits.

All Options granted under the LTIP vest in accordance with the terms of the resolutions of the Board approving the grant of such Options and the terms of the option agreement entered into in respect of such Options. An Option is exercisable during a period established by the Board which commences on the date of the grant and terminates no later than ten years after the date of the granting of the Option or such shorter period as the Board may determine. The minimum exercise price of an Option will be determined based on the closing price of the Common Shares on the TSXV on the last trading day before the date such Option is granted. The LTIP provides that the exercise period will automatically be extended if the date on which it is scheduled to terminate falls during a black-out period. In such cases, the extended exercise period will terminate ten business days after the last day of the black-out period. In order to facilitate the payment of the exercise price of the Options, the LTIP has a cashless exercise feature pursuant to which a participant may elect to undertake either a broker-assisted "cashless exercise" or a "net exercise" subject to the procedures set out in the LTIP, including the consent of the Board, where required.

The following table describes the impact of certain events upon the rights of holders of Options under the LTIP, including termination for cause, resignation, retirement, termination other than for cause, and death, subject to the terms of a participant's employment agreement, grant agreement and the change of control provisions described below:

| **Event Provisions** | **Provisions** |
|---|---|
| Termination for cause | Immediate forfeiture of all vested and unvested Options. |
| Resignation | Subject to any later expiration dates determined by the Board, all Options expire on the earlier of (i) 90 days after the effective date of such resignation, or (ii) the expiry date of such Option, to the extent such Option was vested and exercisable by the participant on the effective date of such resignation. All unexercised unvested Options granted to such participant terminate on the effective date of such resignation. |
| Retirement | All unvested Options will vest in accordance with their vesting schedules, and all vested Options held may be exercised until the earlier of the expiry date of such Options or one year following the retirement date. |
| Termination or cessation other than for cause, resignation or death | All unvested Options may vest subject to *pro ration* over the applicable vesting period and will expire on the earlier of 90 days after the effective date of the termination date, or the expiry date of such Option. |
| Death | In the case of death, all unvested Options will vest immediately and all Options will expire 180 days after the death of such participant. |
| Change of Control | If a participant is terminated without "cause" or resigns for good reason during the 12-month period following a change of control, or after the Company has signed a written agreement to effect a change of control but before the change of control is completed, then any unvested Options will immediately vest and may be exercised prior to the earlier of 30 days after such date or the expiry date of such Options |

The terms and conditions of grants of RSUs and PSUs, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these Awards, will be set out in the participant's grant agreement. Impact of certain events upon the rights of holders of these types of Awards,

including termination for cause, resignation, retirement, termination other than for cause and death or long-term disability, will be set out in the participant's grant agreement.

In connection with a change of control of the Company, the surviving, successor or acquiring entity is required to assume any Awards or is required to substitute similar options or share units for the outstanding Awards, as applicable. If the surviving successor or acquiring Entity does not assume the outstanding Awards or substitute similar options or share units for the outstanding Awards, as applicable, or if the Board otherwise determines in its discretion, the Company will give written notice to all participants advising that the LTIP will be terminated effective immediately prior to the change of control and all Awards, or, in the case of PSUs, a specified number of PSUs, will be deemed to be vested and, unless otherwise exercised, settle, forfeited or cancelled prior to the termination of the LTIP, will expire or, with respect to the RSUs and PSUs be settled, immediately prior to the termination of the LTIP. The number of PSUs which are deemed to be vested will be determined by the Board, in its sole discretion, having regard to the level of achievement of the performance criteria of the holders of PSUs prior to the Change of Control.

In the event of a change of control, the Board has the power to: (i) make such other changes to the terms of the Awards as it considers fair and appropriate in the circumstances, provided such changes are not adverse to the participants; (ii) otherwise modify the terms of the Awards to assist the participants to tender into a takeover bid or other arrangement leading to a change of control, and thereafter; and (iii) terminate, conditionally or otherwise, the Awards not exercised or settled, as applicable, following successful completion of such change of control. If the change of control is not completed within the time specified therein (as the same may be extended), the Awards which vest will be returned by the Company to the participant and, if exercised or settled, as applicable, the Common Shares issued on such exercise or settlement will be reinstated as authorized but unissued Common Shares and the original terms applicable to such Awards will be reinstated.

The Board may amend the LTIP or any securities granted under the LTIP at any time without the consent of a participant provided that such amendment is required to: (i) not adversely alter or impair any Award previously granted except as permitted by the terms of the LTIP; (ii) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSXV; and (iii) be subject to shareholder approval, where required by law, the requirements of the TSXV or the provisions of the LTIP, provided that shareholder approval will not be required for the following amendments and the Board may make:

(a) amendments of a general "housekeeping" or clerical nature that, among others, clarify, correct or rectify any ambiguity, defective provision, error or omission in the LTIP;

(b) any amendment regarding the administration of the LTIP;

(c) any amendment necessary to comply with applicable law or the requirements of the TSXV or any other regulatory body having authority over the Company, the LTIP or the Shareholders (provided, however, that the TSXV will have the overriding right in such circumstances to require shareholder approval of any such amendments); and

(d) any other amendment that does not require shareholder approval under the terms of the LTIP.

The Board is required to obtain shareholder approval to make the following amendments:

(a) any amendment to the category of persons eligible to participate under the LTIP;

(b) subject to the terms of the LTIP, any change to the maximum number or percentage, as the case may be, of Common Shares issuable from treasury under the LTIP;

(c) subject to the terms of the LTIP, any amendment which reduces the exercise price of any Award;

(d) any amendment that would permit the introduction or reintroduction of non-employee directors as eligible participants on a discretionary basis or any amendment that increases the limits previously imposed on non-employee director participation;

(e) any amendment to remove or to exceed the limits set out in the LTIP with respect to the amount of Awards that may be granted or issued to any one person or category of eligible participant sunder the LTIP;

(f) any amendment regarding the effect of termination of a participant's employment or engagement;

(g) any amendment to add or amend provisions relating to the granting of cash-settled awards, provision of financial assistance or clawbacks and any amendment to a cash-settled award, financial assistance or clawbacks provisions which are adopted;

(h) any amendment to the amendment provisions of the LTIP;

(i) any amendment which extends the term of any Option held by an Insider of the Company at the time of such proposed amendment;

(j) any amendment to the method for determining the exercise price of any Options;

(k) any amendment to the maximum term of any Award;

(l) any amendment to the expiry and termination provisions applicable to any Awards;

(m) any amendment to the method or formula for calculating prices, values or amounts under the LTIP that may result in a benefit to a participant; and

(n) any amendment that results in a benefit to an Insider of the Company.

## MARKET FOR SECURITIES

The Common Shares are listed on the TSXV under the symbol "BOGO". The following table summarizes the monthly trading history of the Common Shares on the TSXV during the financial year ended July 31, 2025, commencing on August 7, 2024, the date on which the Common Shares became listed on the TSXV.

| Month | High (Cdn ) | Low (Cdn ) | Volume |
|---|---|---|---|
| August 7 – 31, 2024 | $0.91 | $0.51 | 2,925,953 |
| September 1 – 30, 2024 | $0.89 | $0.72 | 2,176,451 |
| October 1 – 31, 2024 | $0.95 | $0.77 | 2,892,244 |
| November 1 – 30, 2024 | $0.84 | $0.58 | 2,271,584 |
| December 1 – 31, 2024 | $0.72 | $0.605 | 2,227,846 |
| January 1 – 31, 2025 | $0.70 | $0.58 | 1,004,234 |
| February 1 – 28, 2025 | $0.67 | $0.52 | 3,942,438 |
| March 1 – 31, 2025 | $0.74 | $0.49 | 7,867,886 |
| April 1 – 30, 2025 | $0.67 | $0.49 | 4,527,154 |
| May 1 – 31, 2025 | $0.67 | $0.57 | 3,405,230 |
| June 1 – 30, 2025 | $0.70 | $0.62 | 3,039,846 |
| July 1 – 31, 2025 | $0.79 | $0.60 | 5,538,453 |

### Prior Sales

As of the date of this AIF, other than as disclosed below, the Company does not have any classes of securities outstanding which are not listed or quoted on a marketplace.

Warrants

The following table sets forth details for all warrants to purchase Common Shares that were issued during the most recently completed financial year, with each such warrant exercisable to acquire one Common Share:

| Date of Issue | Number of Warrants Issued | Exercise Price | Expiry Date |
|---|---|---|---|
| February 26, 2025 | 8,928,575[(1)] | $0.78 | February 26, 2027 |

| Date of Issue | Number of Warrants Issued | Exercise Price | Expiry Date |
|---|---|---|---|
| March 13, 2025 | 4,503,846[2] | $0.43 | March 7, 2027 |

*Notes:*
*(1) Issued in connection with the February 2025 Offering.*
*(2) Issued in connection with the Gold Bull Acquisition.*

Agent Options

The following table sets forth details for all Agent Options that were issued during the most recently completed financial year, with each Agent Option exercisable to acquire one Common Share:

| Date of Issue | Number of Agent Options | Exercise Price | Expiry Date |
|---|---|---|---|
| February 26, 2025 | 1,000,001[1] | $0.56 | February 26, 2027 |

*Note:*
*(1) Issued in connection with the February 2025 Offering.*

Options

The following table sets forth details for all Options that were issued under the LTIP during the most recently completed financial year, with each Option exercisable to acquire one Common Share:

| Date of Issue | Number of Options Issued | Exercise Price | Expiry Date |
|---|---|---|---|
| August 28, 2024 | 4,500,000 | $0.81 | August 28, 2029 |
| March 13, 2025 | 162,750[1][2] | $2.69 | August 17, 2025 |
| | 148,800[1][2] | $5.38 | November 23, 2025 |
| | 22,692[1][2] | $4.30 | February 25, 2026 |
| | 28,458[1][2] | $4.30 | May 26, 2026 |
| | 232,500[1][2] | $3.23 | November 22, 2026 |
| | 706,800[1] | $0.55 | April 19, 2029 |

*Notes:*
*(1) Issued pursuant to the Gold Bull Acquisition.*
*(2) Expired on June 11, 2025.*

RSUs

The following table sets forth details for all Options that were issued under the LTIP during the most recently completed financial year, with each RSU exercisable to acquire one Common Share:

| Date of Issue | Number of RSUs Issued | Expiry Date |
|---|---|---|
| August 28, 2024 | 175,000 | August 28, 2025 |
| March 21, 2025 | 150,000 | March 21, 2026 |

**Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer**

The following table sets forth details of all securities of the Company that are held in escrow or are subject to contractual restrictions on transfer as at the date of this AIF:

| Designation of Class | Number of Securities held in Escrow or that are Subject to a Contractual Restriction on Transfer | Percentage of Class[1] |
|---|---|---|
| Common Shares[2] | 7,272,000 | 5.5% |
| Warrants[2] | nil | n/a |
| Common Shares[3] | 12,195,000 | 9.29% |
| Common Shares[4] | 3,362,039 | 2.56% |

*Notes:*

*(1) Percentages calculated on a non-diluted basis based on 131,337,978 Common Shares outstanding as at the date of this AIF.*

*(2) The Common Shares and the warrants to purchase Common Shares are held in escrow pursuant to a value security escrow agreement between the Company and TSX Trust Company dated August 7, 2024 (the "**Value Escrow Agreement**"). The warrants to purchase Common Shares expired on September 14, 2025.*
*(3) Common Shares subject to hold periods in accordance with the Seed Share Resale Restrictions.*
*(4) Common Shares subject to hold periods in connection with voluntary contractual resale restrictions.*

The Common Shares and the warrants to purchase Common Shares, in each case subject to the Value Escrow Agreement, have been, or are expected to be, released from escrow on the following schedule, as further detailed in the Value Escrow Agreement:

| Percentage of Escrow Securities Released | Date |
|---|---|
| 10% | August 7, 2024[(1)] |
| 15% | February 7, 2025[(2)] |
| 15% | August 7, 2025[(3)] |
| 15% | February 7, 2026 |
| 15% | August 7, 2026 |
| 15% | February 7, 2027 |
| 15% | August 7, 2027 |

*Notes:*
*(1) 1,212,000 Common Shares and 123,500 warrants, in each case subject to the Value Escrow Agreement, were released from escrow on August 7, 2024.*
*(2) 1,818,000 Common Shares and 185,250 warrants, in each case subject to the Value Escrow Agreement, were released from escrow on February 7, 2025.*
*(3) 1,818,000 Common Shares and 185,250 warrants, in each case subject to the Value Escrow Agreement, were released from escrow on August 7, 2025.*

The Common Shares subject Seed Share Resale Restrictions have been, or are expected to be, released on the following schedule:

| Percentage | Date |
|---|---|
| 10% | August 7, 2024[(1)] |
| 15% | February 7, 2025[(2)] |
| 15% | August 7, 2025[(3)] |
| 15% | February 7, 2026 |
| 15% | August 7, 2026 |
| 15% | February 7, 2027 |
| 15% | August 7, 2027 |

*Notes:*

*(1) 2,032,500 Common Shares subject to Seed Share Resale Restrictions were released on August 7, 2024.*
*(2) 3,048,750 Common Shares subject to Seed Share Resale Restrictions were released on February 7, 2025.*
*(3) 3,048,750 Common Shares subject to Seed Share Resale Restrictions were released on August 7, 2025.*

The Common Shares subject to voluntary contractual resale restrictions have been, or are expected to be, released on the following schedule:

| Percentage | Date |
|---|---|
| 25% | August 7, 2024[(1)] |
| 25% | February 7, 2025[(2)] |
| 25% | August 7, 2025[(3)] |
| 25% | February 7, 2026 |

*Notes:*
*(1) 3,362,038 Common Shares subject to voluntary contractual resale restrictions were released on August 7, 2024.*
*(2) 3,362,038 Common Shares subject to voluntary contractual resale restrictions were released on February 7, 2025.*
*(3) 3,362,038 Common Shares subject to voluntary contractual resale restrictions were released on August 7, 2025.*

## DIRECTORS AND OFFICERS

### Directors and Executive Officers

Other than otherwise indicated, the following table is as of the date of the AIF and sets out the name, province/state and country of residence, positions and/or offices held with the Company, and principal occupations for the last five

years of each person who is a director or executive officer of the Company, as well as the period during which each person has been a director of the Company, if applicable.

| Name, Province, Country of Residence and Position(s) with the Company | Principal Occupation for Last Five Years | Director Since | Number of Common Shares Owned[(1)] |
|---|---|---|---|
| Kelly Malcolm<br>Ontario, Canada<br>President, Chief Executive Officer and Director | President and Chief Executive Officer of Old Borealis, now the Company, since May 2023 and VP Exploration of Amex Exploration Inc., a mineral resource company, from January 2019 to January 2024. | March 19, 2024 | 4,385,000 |
| Lisanna Lewis<br>British Columbia, Canada<br>Chief Financial Officer | Chief Financial Officer of the Company since August 2024; Director of Finance and HR for EMG Mining (Canada) Ltd., a mineral resource company, from August 2019 to December 2023; Director of Finance and HR for Elko Mining Group LLC, a mineral resource company, from June 2015 to July 2019 | n/a | nil |
| Andreas Steckenborn<br>Nevada, United States<br>Chief Operating Officer | Chief Operating Officer of Old Borealis, now the Company, and Owner and Principal Engineer of S-Teck Mining Consulting Ltd., a mining consulting company, since April 2022; Senior Engineer at Kirkland Lake Gold Ltd., a mineral resource company, from January 2020 to January 2022. Engineer of Detour Gold Corporation from June 2014 to January 2020. | n/a | 1,150,000[(2)] |
| Iain Campbell<br>Nevada, United States<br>Vice President, Exploration | Vice President, Exploration, of the Company since May 2024; Vice President of Geology of Old Borealis from May 2023 to May 2024; Resource Geologist of Agnico Eagle Limited, a mineral resource company, from February 2022 to April 2023; Senior Geologist of Kirkland Lake Gold Ltd., a mineral resource company, from January 2020 to February 2022; Geologist of Detour Gold Corporation, a mineral resource company, from June 2013 to January 2020 | n/a | 750,000 |
| Robert Buchan[(5)(7)]<br>Ontario, Canada<br>Non-Executive Chairman and Director | Retired | March 19, 2024 | 2,700,000[(3)] |
| Greg Gibson[(7)]<br>Ontario, Canada<br>Director | Director of G6 Energy Corp., a junior resource company, from May 2022 to January 2025; Special Advisor to the Chief Executive Officer of Kirkland Lake Gold Ltd., a mining company, from June 2020 to February 2022; President, Chief Executive Officer and a director of Jerritt Canyon Canada Ltd., a mining company, from June 2015 to April 2019; Chairman, Chief Executive Officer and a director of Sprott Mining Inc., a mining company, from May 2015 to April 2019. | March 19, 2024 | nil |
| Richard Patricio[(5)(6)(7)]<br>Ontario, Canada<br>Director | President and Chief Executive Officer of Mega Uranium Ltd., a mineral resource company, since 2015, having previously been its Executive Vice President from 2005 to 2015. | March 19, 2024 | 3,000,000[(4)] |
| Christina McCarthy[(5)(6)]<br>Ontario, Canada<br>Director | Director of i-80 Gold Corp., a mineral resource company, since May 2023 and director of Dryden Gold Corp., a mineral resource company, since December 2023; Vice President of Corporate Development, New Oroperu Resources Inc., a mineral resource company, from May 2020 to October 2021; Director of Corporate Development, McEwen Mining, a mining company, from 2014 to 2019. | March 19, 2024 | 300,000[(5)] |

*Notes:*

*(1) The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective director or officer individually.*

*(2) 1,000,000 Common Shares are held directly and 150,000 Common Shares are held by S-Teck Mining Consulting Ltd., a company controlled by Mr. Andreas Steckenborn.*

*(3) 2,500,000 Common Shares are held directly and 200,000 Common Shares are held by Buchan Family Foundation, a foundation controlled by Mr. Buchan.*

*(4) Held by Mega Uranium Ltd., a company Mr. Richard Patricio is an officer of and has control and direction over the securities.*

*(5) Held by Global Exploration and Mining Resources Inc., a company controlled by Ms. Christina McCarthy.*

*(6) Member of the audit committee.*

*(7) Member of the compensation committee.*

*(8) Member of the nominating and corporate governance committee.*

Each of the directors of the Company is appointed for a one-year term expiring at each annual meeting of shareholders or until their successors are elected or appointed.

As at the date of this AIF, the current directors and senior executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control or direction over, approximately 12,285,000 Common Shares representing 9.36% of the outstanding number of Common Shares. The information as to Common Shares beneficially owned or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by the directors and executive officers directly.

**Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

*Corporate Cease Trade Orders or Bankruptcies*

Other than as set out below, no director or executive officer of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, chief executive officer or chief financial officer of any company that:

(a) was subject to: (i) a cease trade order; (ii) an order similar to a cease trade order; or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively an "**Order**") and that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Malcolm is an officer and director of Northern Sphere Mining Corp., which is subject to a cease trade order issued by the Ontario Securities Commission on May 6, 2019, for failure to file its annual financial statements and accompanying management's discussion and analysis for the period ended December 31, 2018, within the prescribed time period under Applicable Securities Laws. As of the date of this AIF, the cease trade order has not been revoked.

No director or executive officer is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director or executive officer of any company that, while the director or executive officer was acting in that capacity, or within a year of the director or executive officer ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

*Personal Bankruptcies*

None of the directors or executive officers of the Company have, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person.

*Penalties and Sanctions*

Other than as set forth below, none of the directors or executive officers of the Company have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Mr. Robert Buchan was a director of Allied Nevada Gold Corp. from May 2007 to July 2015. On March 10, 2015, Allied Nevada Gold Corp. filed in the United States Bankruptcy Court for the District of Delaware voluntary petitions for relief under Chapter 11 of title 11 of the United States Code (Bankruptcy Code).

**Conflicts of Interest**

There are potential conflicts of interest to which the directors and officers of the Company will be subject to in connection with the operations of the Company. In particular, certain of the directors and officers of the Company are involved in managerial or director positions with other mining companies whose operations may, from time to time, be in direct competition with those of the Company or with entities which may, from time to time, provide financing to, or make equity investments in, competitors of the Company. Conflicts, if any, will be subject to the procedures and remedies available under the BCBCA. The BCBCA provides that, in the event that a director has an interest in a contract or proposed contract or agreement, the director is required to disclose his or her interest in such contract or agreement and is required to refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the BCBCA. As at the date of this AIF, the Company is not aware of any existing or potential material conflicts of interest between the Company and any director or officer of the Company.

## PROMOTER

There is no person or company that has been within the two years immediately preceding the date of this AIF, a promoter of the Company, Old Borealis or Borealis LLC.

## LEGAL PROCEEDINGS

The Company was not party to any legal proceedings or regulatory action during the year ended July 31, 2025. Management is not aware of any contemplated material legal proceedings which it or any of its properties is the subject of.

## INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed in this AIF, to the knowledge of the Company, no director or executive officer, or person or company that beneficially owns, or controls and directs, directly or indirectly, more than 10% of the any class or series of the voting securities of the Company, or any associate or affiliate of the foregoing, have had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date of this AIF that has materially affected or is reasonably expected to materially affect the Company.

## TRANSFER AGENTS AND REGISTRAR

TSX Trust in Toronto, Ontario, is the transfer agent and registrar for the Common Shares.

## MATERIAL CONTRACTS

The Company has not entered into any material contracts during the most recently completed financial year or prior financial years which are still in force and effect and which may reasonably be regarded as presently material, other than the material contract listed below:

- the Borealis LLC Purchase Agreement.

A copy of the Borealis LLC Purchase Agreement is posted under the Company's profile on SEDAR+ at www.sedarplus.ca.

## INTEREST OF EXPERTS

The following persons or companies are named as having prepared or certified a report, valuation, statement or opinion described or included in a filing, or referred to in a filing, made under National Instrument 51-102 – *Continuous Disclosure Obligations* by the Company during, or relating to, the Company's most recently completed financial year, and whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company.

**Names of Experts**

| Name | Description |
|---|---|
| McGovern Hurley LLP | Independent Auditor; Audit Report dated November 20, 2024 with respect to the financial statements of the Company for the year ended July 31, 2024. |
| Douglas Reid, P.Eng., Principal Consultant (Resource Geology) of SRK | "Qualified Person" as defined in NI 43-101 and responsible for the preparation of the Borealis Technical Report. |

To the knowledge of the Company, each of the aforementioned persons or companies did not hold any of the outstanding securities of the Company when they prepared the reports referred to above or following the preparation of such reports. None of the aforementioned persons or companies received any direct or indirect interest in any securities of the Company in connection with the preparation of such reports.

## ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR+ at www.sedarplus.ca under the Company's profile and on the Company's web site at www.borealismining.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal shareholders and securities reserved for issue under equity compensation plans is contained in the Company's management information circular, which is available on SEDAR+ at www.sedarplus.ca under the Company's profile.

Additional financial information is also provided in the Company's audited consolidated financial statements and MD&A for the year ended July 31, 2025, which may also be found on SEDAR+ at www.sedarplus.ca under the Company's profile.