



# **SAGA METALS CORP.**

**Condensed Consolidated Interim Financial Statements**

*(Unaudited - Expressed in Canadian Dollars, unless otherwise noted)*

For the three months ended October 31, 2025, and 2024

**NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

The accompanying unaudited condensed consolidated interim financial statements of Saga Metals Corp. for the three months ended October 31, 2025 and 2024, have been prepared by the management of the Company and approved by the Company's Board of Directors.

The Company's independent auditor has not performed a review of these unaudited condensed consolidated interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of the interim financial statements by an auditor.

**Saga Metals Corp.**  
**Condensed Consolidated Interim Statements of Financial Position**  
*(Unaudited - Expressed in Canadian Dollars)*

As at	Notes	October 31, 2025		July 31, 2025	
<b>ASSETS</b>					
<b>Current assets</b>					
Cash		\$	1,957,247	\$	989,047
Due from related parties			973		973
Prepaid expenses	6		1,016,591		230,588
Receivables			181,007		301,289
<b>TOTAL CURRENT ASSETS</b>		<b>\$</b>	<b>3,155,818</b>	<b>\$</b>	<b>1,521,897</b>
<b>Non-current assets</b>					
Equipment	4		292,898		103,599
Exploration and evaluation assets	5		5,351,704		4,951,554
<b>TOTAL ASSETS</b>		<b>\$</b>	<b>8,800,420</b>	<b>\$</b>	<b>6,577,050</b>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Accounts payables and accrued liabilities	7	\$	687,033	\$	702,458
Due to related parties	9		77,947		103,670
Obligation to issue shares			7,214		-
Flow-through premium liability	8		277,794		93,828
<b>TOTAL LIABILITIES</b>		<b>\$</b>	<b>1,049,988</b>	<b>\$</b>	<b>899,956</b>
<b>SHAREHOLDERS' EQUITY</b>					
Share capital	10	\$	11,702,273	\$	8,965,088
Contributed surplus	10,11	\$	859,402	\$	519,626
Accumulated deficit			(4,811,243)		(3,807,620)
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>\$</b>	<b>7,750,432</b>	<b>\$</b>	<b>5,677,094</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>\$</b>	<b>8,800,420</b>	<b>\$</b>	<b>6,577,050</b>

Nature of operations and Going Concern (Note 1)  
Subsequent events (Note 14)

Approved by the Board of Directors on December 17, 2025:

"Mike Stier"

Director

"Michael Waldkirch"

Director

**Saga Metals Corp.**  
**Condensed Consolidated Interim Statements of Loss and Comprehensive Loss**  
*(Unaudited - Expressed in Canadian Dollars)*

Three months ended	Notes	October 31, 2025	October 31, 2024
<b>Operating expenses</b>			
Advertising and marketing		\$ 386,212	\$ 255,437
Bank fees		980	303
Communications		6,660	2,076
Consulting fees	9	168,846	81,500
Depreciation	4	7,141	2,181
Dues and subscriptions		8,092	238
Exploration and evaluation expense	5(f)	44,789	97,215
Fuel		2,354	38,018
Foreign exchange		5,920	2,933
Listing expense		-	141,469
Insurance		8,650	11,049
Investor relations		75,387	-
Meals and entertainment		3,597	7,365
Office expenses		712	908
Professional fees		28,898	43,332
Rent		3,000	3,000
Share based compensation	11	214,965	135,425
Transfer agent and regulatory expense		43,411	31,179
Travel expenses		22,078	51,982
<b>Total operating expenses</b>		<b>\$ (1,031,692)</b>	<b>\$ (905,610)</b>
<b>Other income (expenses)</b>			
Flow-through premium recovery	8	29,037	204,660
Interest income		32	-
Other expenses		(1,000)	(46)
<b>Net loss and comprehensive loss</b>		<b>\$ (1,003,623)</b>	<b>\$ (700,996)</b>
Basic and diluted loss per common share		\$ (0.02)	\$ (0.03)
Weighted average number of common shares outstanding		47,183,460	25,936,301

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

**Saga Metals Corp.**  
**Condensed Consolidated Interim Statements of Changes in Shareholders' Equity**  
*(Unaudited - Expressed in Canadian Dollars)*

	Notes	Share capital	Contributed Surplus	Accumulated Deficit	Total Shareholder's Equity
<b>Balance as at July 31, 2024</b>		<b>\$ 4,195,168</b>	<b>\$ 57,000</b>	<b>\$ (1,385,630)</b>	<b>\$ 2,866,538</b>
Common shares issued to acquire mineral property rights	5(b)	10,000	-	-	10,000
Common shares issued on initial public offering	10(a)	1,495,167	-	-	1,495,167
Share issuance costs	10(a)	(318,249)	54,814	-	(263,435)
Exercise of share warrants	10(b)	80,000	-	-	80,000
Issuance of share warrants to acquire mineral property rights	5(b)	-	23,550	-	23,550
Share based compensation	11	-	135,425	-	135,425
Net loss for the period		-	-	(700,996)	(700,996)
<b>Balance as at October 31, 2024</b>		<b>\$ 5,462,086</b>	<b>\$ 270,789</b>	<b>\$ (2,086,626)</b>	<b>\$ 3,646,249</b>
<b>Balance as at July 31, 2025</b>		<b>\$ 8,965,088</b>	<b>\$ 519,626</b>	<b>\$ (3,807,620)</b>	<b>\$ 5,677,094</b>
Common shares issued on private placement	10(a)	2,775,022	-	-	2,775,022
Share issuance costs	10(a)	(257,937)	124,811	-	(133,126)
Exercise of share warrants	10(b)	220,100	-	-	220,100
Share based compensation	11	-	214,965	-	214,965
Net loss for the period		-	-	(1,003,623)	(1,003,623)
<b>Balance as at October 31, 2025</b>		<b>\$ 11,702,273</b>	<b>\$ 859,402</b>	<b>\$ (4,811,243)</b>	<b>\$ 7,750,432</b>

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

**Saga Metals Corp.**  
**Condensed Consolidated Interim Statements of Cash Flows**  
(Unaudited - Expressed in Canadian Dollars)

Three months ended	October 31, 2025		October 31, 2024	
<b>OPERATING ACTIVITIES</b>				
<b>Net loss</b>	\$	(1,003,623)	\$	(700,996)
<i>Non-cash items:</i>				
Depreciation	\$	7,141	\$	2,181
Share based compensation		214,965		135,425
Flow-through premium recovery		(29,037)		(204,660)
<b>Changes in non-cash working capital items</b>				
Prepaid expenses		(786,003)		(488,453)
Receivables		120,282		(133,847)
Accounts payables and accrued liabilities		(282,735)		(276,775)
Due to related parties		(25,723)		16,392
<b>Net cash used in operating activities</b>	<b>\$</b>	<b>(1,784,733)</b>	<b>\$</b>	<b>(1,650,733)</b>
<b>INVESTING ACTIVITIES</b>				
Acquisition of equipment	\$	(196,440)	\$	(12,676)
Acquisition of exploration assets		(780)		(220,000)
Expenditures on exploration and evaluation assets		(132,060)		(362,457)
<b>Net cash used in investing activities</b>	<b>\$</b>	<b>(329,280)</b>	<b>\$</b>	<b>(595,133)</b>
<b>FINANCING ACTIVITIES</b>				
Proceeds from issuance of common shares	\$	2,988,025	\$	1,758,540
Proceeds from the exercise of share purchase warrants		220,100		80,000
Subscription proceeds received in advance		7,214		-
Share issuance costs		(133,126)		(263,435)
<b>Net cash provided by financing activities</b>	<b>\$</b>	<b>3,082,213</b>	<b>\$</b>	<b>1,575,105</b>
Net change in cash	\$	968,200	\$	(670,761)
<b>Cash – beginning</b>	<b>\$</b>	<b>989,047</b>	<b>\$</b>	<b>784,365</b>
<b>Cash – ending</b>	<b>\$</b>	<b>1,957,247</b>	<b>\$</b>	<b>113,604</b>

Supplemental cash flow information (Note 13)

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

## **1. Nature of Operations and Going Concern**

Saga Metals Corp. is an entity incorporated under the BC Business Corporations Act on January 10, 2023. The Company is focused on the acquisition, exploration and development of resource properties in Canada. The Company's head office and records offices are located at suite 2288 – 1177 W Hastings Street, Vancouver, BC, Canada, V6E 2K3. On September 24, 2024, the Company completed its initial public offering ("IPO") (Note 10) and received approval from the TSX Venture Exchange ("TSXV") to list its common shares under the symbol SAGA.

As at October 31, 2025, the Company had not yet determined whether its properties contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production from the exploration and evaluation assets or proceeds from the disposition of the exploration and evaluation asset.

These condensed consolidated interim financial statements ("interim financial statements") have been prepared with the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and, accordingly will be able to realize its assets and discharge its liabilities in the normal course of operations. As at October 31, 2025, the Company had an accumulated deficit of \$4,811,243 and is expected to incur further losses. The Company will require additional equity financing to continue developing its business and to meet its obligations. While the Company has been successful at raising additional equity financing in the past, there is no guarantee that it will continue to do so in the future, which results in a material uncertainty that casts significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These interim financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the accompanying interim financial statements. These adjustments could be material.

## **2. Statement of Compliance and Basis of Presentation**

### **Statement of Compliance**

These interim financial statements have been prepared in accordance with IFRS® as issued by the International Accounting Standards Board, applicable to the preparation of interim financial statements as set out in IAS 34 Interim Financial Reporting. They do not include all of the information required by IFRS for annual financial statements and should be read in conjunction with the audited annual financial statements as at and for the year ended October 31, 2025.

These interim financial statements were approved and authorized for issuance by the Board of Directors on December 17, 2025.

### **Basis of Presentation**

These interim financial statements have been prepared on a historical cost basis using the accrual basis of accounting, except for cash flow information. Unless otherwise indicated, these interim financial statements of the Company are presented in Canadian dollars, being the reporting currency of the Company.

**Saga Metals Corp.**  
**Notes to the Condensed Consolidated Interim Financial Statements**  
**For the three months ended October 31, 2025 and 2024**  
*(Unaudited - Expressed in Canadian Dollars)*

These interim financial statements include the accounts of the Company and its wholly-owned subsidiary, which is controlled by the Company. Control is achieved when the parent company is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Company controls an investee if, and only if, the Company has all of the following: (i) power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee); (ii) exposure, or rights, to variable returns from its involvement with the investee; and (iii) the ability to use its power over the investee to affect its returns.

The financial statements of the Company's subsidiary is included in these interim financial statements from the date that control commences until the date that control ceases. All significant inter-company balances and transactions are eliminated on consolidation.

The entities contained in the interim financial statements are as follows:

Entity Name	Place of business and operations	Functional currency	Equity percentage
Saga Metals Corp. (the "Company") - parent	Canada	CAD	n/a
1557662 B.C. Ltd – wholly-owned subsidiary – non-active	Canada	CAD	100%

### 3. Material Accounting Policies & Critical Accounting Estimates and Judgements

Material accounting policies applied to these Interim Financial Statements are the same as those applied and disclosed in Note 3 of the Company's audited financial statements for the year ended July 31, 2025.

Critical accounting estimates and judgments applied to these interim financial statements are the same as those applied to the Company's audited financial statements for the year ended July 31, 2025.

### 4. Equipment

	Equipment	Storage Container	Vehicles and Trailers	Total
<b>Cost:</b>				
<b>As at July 31, 2023</b>	\$ 26,931	\$ 8,048	\$ -	\$ 34,979
Additions in the year	91,267	-	-	91,267
<b>As at July 31, 2025</b>	\$ 118,198	\$ 8,048	\$ -	\$ 126,246
Additions in the period	41,266	-	155,174	196,440
<b>As at October 31, 2025</b>	\$ 159,464	\$ 8,048	\$ 155,174	\$ 322,686
<b>Accumulated Depreciation:</b>				
<b>As at July 31, 2023</b>	\$ 5,686	\$ 868	\$ -	\$ 6,554
Depreciation in the year	15,289	804	-	16,093
<b>As at July 31, 2025</b>	\$ 20,975	\$ 1,672	\$ -	\$ 22,647
Depreciation in the period	6,801	201	139	7,141
<b>As at October 31, 2025</b>	\$ 27,776	\$ 1,873	\$ 139	\$ 29,788
<b>Carrying Amount:</b>				
As at July 31, 2025	\$ 97,223	\$ 6,376	\$ -	\$ 103,599
<b>As at October 31, 2025</b>	\$ 131,688	\$ 6,175	\$ 155,035	\$ 292,898

**Saga Metals Corp.**  
**Notes to the Condensed Consolidated Interim Financial Statements**  
**For the three months ended October 31, 2025 and 2024**  
*(Unaudited - Expressed in Canadian Dollars)*

## 5. Exploration and Evaluation Assets

	Legacy Property	Radar Property	Double Mer Property	NorthWind Property	Adina Property	Amirault Property	Total
<b>As at July 31, 2025</b>	\$ -	\$ 1,928,043	\$ 741,146	\$ 92,438	\$ 300,000	\$ 1,889,927	\$ 4,951,554
<b>Acquisition costs</b>							
Cash	\$ -	\$ 780	\$ -	\$ -	\$ -	\$ -	\$ 780
<b>Total acquisition costs</b>	\$ -	\$ 780	\$ -	\$ -	\$ -	\$ -	\$ 780
Consulting	\$ -	\$ 37,123	\$ -	\$ -	\$ -	\$ 1,875	\$ 38,998
Equipment rental	-	16,934	-	-	-	4,750	21,684
Geology	-	59,498	-	-	-	-	59,498
Mobilization	-	149,500	-	-	-	-	149,500
Other exploration activity	-	45,948	-	3,263	-	-	49,211
Sampling	-	16,499	12,245	-	-	6,489	35,233
Travel	-	44,656	-	590	-	-	45,246
<b>Total exploration cost</b>	\$ -	\$ 370,158	\$ 12,245	\$ 3,853	\$ -	\$ 13,114	\$ 399,370
<b>As at October 31, 2025</b>	\$ -	\$ 2,298,981	\$ 753,391	\$ 96,291	\$ 300,000	\$ 1,903,041	\$ 5,351,704

	Legacy Property	Radar Property	Double Mer Property	NorthWind Property	Adina Property	Amirault Property	Total
<b>As at July 31, 2024</b>	\$ 86,415	\$ 321,834	\$ 125,574	\$ 24,575	\$ 250,000	\$ 1,632,000	\$ 2,440,398
<b>Acquisition costs</b>							
Cash	\$ 25,000	\$ -	\$ -	\$ -	\$ 100,000	\$ 170,000	\$ 295,000
Common share issuance	-	74,063	-	-	-	-	74,063
Share warrant issuance	-	29,831	-	-	-	-	29,831
JV payments	(93,365)	-	-	-	(50,000)	-	(143,365)
<b>Total acquisition costs</b>	\$ (68,365)	\$ 103,894	\$ -	\$ -	\$ 50,000	\$ 170,000	\$ 255,529
Consulting	\$ -	\$ 73,521	\$ 57,317	\$ 21,167	\$ -	\$ 10,500	\$ 162,505
Drilling	-	527,526	-	-	-	-	527,526
Equipment rental	-	94,076	41,166	-	-	-	135,242
Geology	-	111,907	4,990	-	-	-	116,897
Government grants or credits on exploration expenditures	(18,050)	-	(225,000)	-	-	-	(243,050)
Mobilization	-	100,000	-	-	-	-	100,000
Other exploration activity	-	217,269	237,136	6,300	-	36,915	497,620
Permitting	-	-	500	-	-	-	500
Sampling	-	234,873	53,297	3,854	-	148	292,172
Staking	-	(1)	-	17,225	-	-	17,224
Surveying	-	4,200	-	-	-	-	4,200
Travel	-	138,944	446,166	19,317	-	40,364	644,791
<b>Total exploration cost</b>	\$ (18,050)	\$ 1,502,315	\$ 615,572	\$ 67,863	\$ -	\$ 87,927	\$ 2,255,627
<b>As at July 31, 2025</b>	\$ -	\$ 1,928,043	\$ 741,146	\$ 92,438	\$ 300,000	\$ 1,889,927	\$ 4,951,554

**(a) Legacy Property**

On April 7, 2023, the Company entered into a Title Transfer Agreement (“TTA”) with two entities (the “Legacy Vendors”) to acquire 176 mineral claims located in the James Bay region of Quebec (“Legacy Property”). The purchase price was comprised of consideration as follows:

- a) \$54,140 cash payable on the closing date May 3, 2023 (paid);
- b) \$25,000 cash payable on or before the first anniversary of the closing date (paid);
- c) \$25,000 cash payable on or before the second anniversary of the closing date (paid);
- d) \$25,000 cash payable on or before the third anniversary of the closing date; and
- e) Issuance of 100,000 common shares (“Consideration Shares”) on the date the Company receives approval from any nationally recognized stock exchange to list the Company’s common shares publicly for trading (issued).

The Company further granted a 2% net smelter return royalty (“NSR”) to the Legacy Vendors. The NSR comes into effect once the property is brought into commercial production. The Company is entitled to purchase one-half (1%) of the NSR at any time for a cash consideration of \$1,000,000.

In addition to the purchase price and NSR, the Company agrees to further issue a bonus (a “Resource Bonus”) in the event the Company announces a mineral resource estimate, contained within a Technical Report (a “Resource Calculation”), on the Legacy Property of greater than 5,000,000 tonnes of lithium oxide (Li<sub>2</sub>O) at a specified average grade (a “Resource Establishment”). The Resource Bonus is payable in the form of common shares (each, a “Bonus Share”) having an aggregate value of \$1,000,000 at a deemed price per Bonus Share equal to the volume weighted average price at which the Company’s shares have traded on a stock exchange during the period of any 10 consecutive trading days ending on the date that is the date of the Resource Establishment. Notwithstanding the foregoing, if the Company’s common shares are not then listed on any stock exchange, then the price per Bonus Share will be determined by a Chartered Professional Accountant, acting reasonably, selected by the vendors.

On June 25, 2024, in connection with a joint venture option agreement (see details further below under ‘*Joint Venture Arrangement*’), the Company amended (“Amended Legacy TTA”) the terms of the TTA with respect to its Legacy Property as follows:

- a) Issuance of 100,000 common shares of the Company on or before the date which was 10 business days after the Company grants to Rio Tinto Exploration Canada Inc. (“RIO”), an option to acquire an interest of 50% or more in the Legacy Property (the “Legacy Commencement Date”) - 100,000 shares issued on June 27, 2024;
- b) \$25,000 cash payable on or before the date which is 10 business days after the Legacy Commencement Date – paid on July 18, 2024;
- c) \$25,000 cash payable on or before the first anniversary of the Legacy Commencement Date – paid on June 13, 2025 – paid on June 13, 2025; and
- d) \$25,000 cash payable on or before the second anniversary of the Legacy Commencement Date.

**(b) Radar Property**

On July 3, 2023, the Company entered into a Title Transfer Agreement (“Radar TTA”) with an individual (“Radar Vendor”) to acquire 626 mineral claims located in the province of Newfoundland and Labrador (“Radar Property”). The purchase price was issuance of 271,266 common shares with a fair value of \$40,690, measured at \$0.15 per share on the closing dates of the Radar TTA.

**Saga Metals Corp.**  
**Notes to the Condensed Consolidated Interim Financial Statements**  
**For the three months ended October 31, 2025 and 2024**  
*(Unaudited - Expressed in Canadian Dollars)*

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The Company further granted the Radar Vendor a 1.5% NSR which comes into effect once the Radar Property is brought into commercial production. On September 17, 2024, the Company entered into an agreement to purchase 0.5% of the net smelter returns royalty (the "Purchased Royalty") in respect of certain mineral claims on its Radar Property. A 1.5% net smelter returns royalty was granted to the Radar Vendor pursuant to the title transfer agreements under which the Company acquired the Radar Property initially. The forgoing claims remain subject to a 1.0% net smelter returns royalty following the Company's acquisition of the Purchased Royalty. The remaining mineral claims that comprise the Property continue to be subject to a 1.5% net smelter returns royalty. The Company acquired the Purchased Royalty in consideration for:

1. Issuing 25,000 common shares of the Company – issued September 20, 2024; and
2. Issuing 150,000 common share purchase warrants ("Radar Warrants") – issued September 20, 2024. Each Radar Warrant exercisable into one common share of the Company at an exercise price of \$0.40, for a duration of 12 months following the date of issuance on September 20, 2024 (Note 10).

The common shares are also subject to contractual lock-up period of two years, with 25% of the common shares being released from lock-up every year following the date of issuance.

On November 2 and 17, 2023 (collectively the "Closing Dates"), the Company entered into two separate title transfer agreements ("2024 Radar TTA") with three individuals ("2024 Radar Vendors") to acquire 64 mineral claims located in the province of Newfoundland and Labrador. These mineral claims are included as part of the Radar Property. The purchase price is as follows:

- Issuance of 112,500 and 62,500 common shares, issued on November 17 and December 7, 2023 respectively, with a fair value of \$16,875 and \$9,375 respectively. The common shares were measured at \$0.15 per share on the respective Closing Dates of the 2024 Radar TTA; and
- \$30,632 and \$2,600 cash paid on the respective Closing Dates

The Company further granted the 2024 Radar Vendors a 1.5% NSR which comes into effect once the Radar Property is brought into commercial production.

The Company agrees to make the following additional payments in connection with the 2024 Radar TTA:

- issuance of 112,500 and 62,500 common shares on the first anniversary of the respective Closing Dates of the 2024 Radar TTA (issued on November 19 and December 11, 2024 respectively); and
- issuance of 112,500 and 62,500 common shares on the second anniversary of the respective Closing Dates of the 2024 Radar TTA; and
- issuance of 12,500 and 62,500 common shares on the third anniversary of the respective Closing Dates of the 2024 Radar TTA.

**(c) Amirault Property**

On May 17, 2024, the Company entered into an asset purchase agreement ("APA") to acquire mineral claims from two vendors ("Amirault Vendors"). The closing date is no later than five days following the closing of a going public transaction by the Company. Further, the Company is required to pay the Amirault Vendors the following:

- Total of \$200,000 cash consideration according to the following schedule:
  - a) \$10,000 on the agreement date (paid); and
  - b) A monthly cash payment of \$10,000 until the closing date; and

c) The remaining cash balance payable on the closing Date.

- Issuance of 4,000,000 common shares (the “Consideration Shares”) (Issued May 2024). The Consideration Shares will be subject to contractual restrictions on resale as governed by the APA.

Further to the APA, the Company granted the Amirault Vendors a 2% net-smelter royalty. On October 15, 2024, the Company completed the acquisition of the Amirault property and paid the remaining cash consideration of \$150,000 to the Amirault Vendors.

#### **(d) Joint Venture Arrangement**

##### *Arrangement with Rio Tinto*

On June 28, 2024 (the “Effective Date”), the Company entered into a joint venture option agreement (“JV Option Agreement”) with RIO. Under the JV Option Agreement, RIO has the option to acquire an initial 51% interest (the “First Option”) in the Legacy Property over a period of four (4) years, which it may exercise if it satisfies the following conditions:

- Cash payments totaling \$410,190 within 45 days after the Effective Date – received July 2024;
- Exploration expenditures totaling \$9,571,100, including a firm commitment to spend not less than \$1,709,125 in the first 20 months of the Effective Date of the JV Option Agreement; and
- \$273,460 in cash payments to the Company (\$68,365 per year, the “First Option Payments”) and additional payments of \$225,000 in aggregate (“JV Additional Payments”), being equal in amount to the underlying claim acquisition amounts owed by the Company to the vendors from whom it acquired the Legacy and Adina properties. The following payments have been noted as received:
  - a) \$75,000 in JV Additional Payments received in July 2024;
  - b) \$68,365 in First Option Payments received June 2025;
  - c) \$75,000 in JV Additional Payments received in June 2025.

After earning the right to acquire an initial 51% interest, RIO will have the option to increase its interest in the Legacy Property to 75% (the “Second Option”) over a period of five (5) years following the four (4) year First Option term, by incurring exploration expenditures totaling an additional \$34,182,500 in exploration expenditures.

#### **(e) Adina Property**

On June 3, 2024, in connection with the JV Option Agreement, the Company terminated a mineral interest option agreement (the “Adina Agreement”) which was originally executed on April 28, 2023. The Company was not required and has not made any payments in accordance with the Adina Agreement previously. Concurrently with the termination of the Adina Agreement, the Company entered into a title transfer agreement (“Adina TTA”), with the same vendors (“Adina Vendors”) of the Adina Agreement, to acquire 100% interest of mineral claims located in the Province of Quebec (“Adina Property”). The purchase price is comprised of consideration as follows:

- a) Issuance of 750,000 common share of the Company - issued on June 27, 2024 (Note 10);
- b) \$50,000 cash payable no later than 45 days after the date on which the Company grants to RIO, an option to acquire an interest of 50% or more in the Adina Property (the “Adina Commencement Date”) – paid August 8, 2024
- c) \$50,000 cash payable on or before the first anniversary of the Adina Commencement Date – paid June 13, 2025; and

**Saga Metals Corp.**  
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d) \$50,000 on or before the second anniversary of the Adina Commencement Date.

On the date the Company grants to a third party an option to acquire an interest of 50% or more in the Adina property the Adina Vendors will have reserved a 2% net smelter returns royalty resulting from the extraction and production of any minerals on the property. The Company has the right at any time to purchase one-half of the net-smelter royalty by paying a total cash amount of \$1,000,000 to the Adina Vendors.

**(f) Exploration and Evaluation Expenditures**

The following table details exploration and evaluation expenses incurred in the period and expensed to profit and loss:

	<b>October 31, 2025</b>	<b>July 31, 2025</b>
Consulting	\$ 4,200	\$ 3,010
Indirect mineral claim fees	(3,558)	-
Supplies and other	2,257	91,706
Travel	8,902	2,499
Camp expense and services	32,988	-
<b>Total exploration and evaluation expenses</b>	<b>\$ 44,789</b>	<b>\$ 97,215</b>

**6. Prepaid Expenses**

	<b>October 31, 2025</b>	<b>July 31, 2025</b>
Prepaid other	\$ 138,616	\$ 138,321
Prepaid exploration expenses	250,000	600
Prepaid marketing expenses	627,975	91,667
<b>Total prepaid expenses</b>	<b>\$ 1,016,591</b>	<b>\$ 230,588</b>

**7. Accounts Payable and Accrued Liabilities**

	<b>October 31, 2025</b>	<b>July 31, 2025</b>
Accounts payable	\$ 612,033	\$ 619,353
Accrued liabilities	75,000	83,105
<b>Total accounts payable and accrued liabilities</b>	<b>\$ 687,033</b>	<b>\$ 702,458</b>

## 8. Flow-through Premium Liability

The Company's flow-through premium liability balance is connected to the Company's flow-through share financings that closed throughout year ended July 31, 2025 as well as during the three months ended October 31, 2025 (Note 10). The change to this balance during the three months ended October 31, 2025 is as follows:

	<b>October 31, 2025</b>		<b>July 31, 2025</b>	
<b>Opening balance</b>	<b>\$</b>	<b>93,828</b>	<b>\$</b>	<b>-</b>
Initial recognition		213,003		706,415
Settlement of flow-through share premium liability upon incurring eligible expenses		(29,037)		(612,587)
<b>Ending balance</b>	<b>\$</b>	<b>277,794</b>	<b>\$</b>	<b>93,828</b>

During the three months ended October 31, 2025 the Company incurred qualifying flow-through expenditures of \$410,407 (October 31, 2024 - \$645,157) on its properties.

## 9. Related Party Transactions and Balances

### Key management compensation

Key management of the Company consist of the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), the Chief Geological Officer ("CGO"), as well as directors of the Company. During the three months ended October 31, 2025 the Company incurred the following expenses in relation to key management compensation:

<b>Key management compensation</b>	<b>October 31, 2025</b>		<b>October 31, 2024</b>	
Consulting fees paid to an entity controlled by the CEO of the Company (i)	\$	37,500	\$	37,500
Consulting fees paid to an entity controlled by the CFO of the Company (ii)		18,000		18,000
Consulting fees paid to an entity controlled by the CGO of the Company (iii)		26,250		30,000
Share based compensation (iv)		122,194		101,000
<b>Total key management compensation</b>	<b>\$</b>	<b>203,944</b>	<b>\$</b>	<b>186,500</b>

- (i) As at October 31, 2025, there was \$13,127 (July 31, 2025 - \$13,127) payable to an entity controlled by the CEO of the Company. This entire balance is unsecured, due on demand and non-interest bearing and is presented within due to related parties as at October 31, 2025.
- (ii) As at October 31, 2025, there was \$6,338 (July 31, 2025 - \$6,338) payable to an entity controlled by the CFO of the Company. This entire balance is unsecured, due on demand and non-interest bearing and is presented within due to related parties as at October 31, 2025.
- (iii) As at October 31, 2025, there was \$84,205 (July 31, 2025 - \$84,205) payable to an entity controlled by the CGO of the Company. \$26,081 of this balance is related to reimbursable expenses incurred by the CGO on behalf of the Company. This entire balance is unsecured, due on demand and non-interest bearing and is presented within due to related parties as at October 31, 2025.
- (iv) Share-based compensation relates to stock options issued to key management of the Company (Note 11) during the three months ended October 31, 2025 and 2024.

## 10. Share Capital

### a) Common Shares

As at October 31, 2025, the Company is authorized to issue an unlimited number of common shares without par value.

<b>Issued and outstanding common shares</b>	<b>Number of Shares</b>	<b>Amount</b>
<b>Balance at July 31, 2024</b>	<b>24,301,931</b>	<b>\$ 4,195,168</b>
Common shares issued to acquire Radar royalty rights (Note 5(b))	25,000	10,000
Common shares issued to acquire mineral property rights (Note 5(b))	175,000	64,063
Common shares issued on initial public offering (ii)(iii)	5,989,584	2,395,834
Common shares issued on private placement (iv)-(vi)	8,310,952	2,260,952
Share issuance costs (ii)-(vi)	-	(643,829)
Exercise of share warrants	5,641,666	682,900
<b>Balance at July 31, 2025</b>	<b>44,444,133</b>	<b>\$ 8,965,088</b>
Common shares issued on private placement (i)	11,100,088	2,775,022
Share issuance costs (i)	-	(257,937)
Exercise of share warrants	733,666	220,100
<b>Balance at October 31, 2025</b>	<b>56,277,887</b>	<b>\$ 11,702,273</b>

As at October 31, 2025, the Company had 1,400,626 common shares held in escrow.

### During the three months ended October 31, 2025, the Company had the following share transactions

- (i) On October 31, 2025, the Company completed a non-brokered private placement (the "October Private Placement") of standard flow-through units of the Company (the "STD FT Units") and hard dollar units of the Company (the "HD Unit"). The Company issued 7,100,088 STD FT Units at a price of \$0.28 per STD FT Unit for gross proceeds of \$1,988,025 and 4,000,000 HD Units at a price of \$0.25 per HD Unit for gross proceeds of \$1,000,000, for aggregate gross proceeds of \$2,988,025. Each HD Unit is comprised of one common share of the Company and one-half of one share purchase warrant (each whole warrant a "HD Warrant"). Each HD Warrant will entitle its holder to purchase one common share ("Warrant Share") of the Company at a price of \$0.50 until October 10, 2027

Each STD FT Unit consist of one flow-through share ("FT Share") as defined in subsection 66(15) of the Canadian Income Tax Act ("ITA"), and one-half of one share purchase warrant (each whole warrant a "STD FT Warrant"). Each STD FT Warrant will entitle its holder to purchase one Warrant Share of the Company at a price of \$0.50 until October 10, 2027. The STD FT Warrants and the Warrant Shares will not qualify as "flow-through shares" under the Tax Act.

The STD FT Units were allocated a flow-through premium of \$213,003 which is recognized as a liability on the statement of financial position as at October 31, 2025 and will be reduced as the Company incurs eligible exploration expenditures.

In connection with the closing of the October Private Placement, the Company paid cash finder's fee in the amount of \$133,126 and issued 478,204 compensation warrants, with each compensation warrant exercisable to acquire one common share in the capital of the Company at an exercise price of \$0.50 until October 31, 2027. The fair value of the compensation warrants was \$124,811, calculated using the Black-Scholes Option Pricing Model. This amount was charged to share capital as a non-cash share-issuance cost.

**During the year ended July 31, 2025, the Company had the following share transactions:**

- (ii) On September 23, 2024, the Company completed tranche one of its IPO offering issuing an aggregate of 2,320,750 HD Units at a price of \$0.40 per HD Unit, 167,166 STD FT Units at a price of \$0.48 per STD FT Unit, and 1,250,000 charity flow-through units of the Company (the "Charity FT Unit") at a price of \$0.60 per Charity FT Unit for aggregate gross proceeds of \$1,758,500.

Each HD Unit consists of one common share of the Company and one-half of one transferable common share purchase warrant (each whole such warrant, an "HD Warrant"). Each HD Warrant will entitle its holder to purchase one Warrant Share at a price of \$0.60 per Warrant Share at any time prior to 24 months following the closing of the Offering.

Each STD FT Unit consists of a "flow-through share" and one-half of one transferable common share purchase warrant (each whole such warrant, a "Standard FT Warrant"), which Standard FT Warrant will qualify as a "flow-through share" as defined under the Canadian Income Tax Act ("ITA"). The Standard FT Warrants will have the same terms as the HD Warrants and are exercisable into Warrant Shares.

Each Charity FT Unit consists of a "flow-through share" as defined under the Canadian Income Tax Act and one-half of one transferable common share purchase warrant (each whole such warrant, a "Charity FT Warrant"), which Charity FT Warrant will qualify as a "flow-through share". The Charity FT Warrants will have the same terms as the HD Warrants and Standard FT Warrants and are exercisable into Warrant Shares.

The combined Standard FT and Charity FT shares were allocated a flow-through premium of \$263,373 which is recognized as a liability on the statement of financial position as at July 31, 2025 and will be reduced as the Company incurs eligible exploration expenditures.

In connection with the IPO, the Company paid to an agent a cash commission in the amount of \$87,383 and granted to the agent 185,783 share purchase warrants ("Agent Warrants"). Each Agent Warrant is exercisable into one Unit ("Agent Unit") of the Company at a price of \$0.40 for a period of 24 months following the closing of the IPO. Each Agent Unit consist of one common share and one-half share purchase warrant (each whole warrant an "Agent Unit Warrant") of the Company. Each Agent Unit Warrant would entitle the holder to purchase one common share of the Company at an exercise price of \$0.60 for a period of 24 months following the closing of the IPO. The fair value of the Agent Warrants was \$63,732, calculated using the Black-Scholes Option Pricing Model and the Geske Compound Option Pricing Model. This amount was charged to share capital as a non-cash share-issuance cost. The Company also incurred \$150,991 of share issuance costs relating to legal and agent work fees in connection with the IPO.

- (iii) On November 5, 2024, the Company completed the second and final tranche of its IPO offering raising aggregate gross proceeds of \$1,116,460. The second tranche consisted of an aggregate of 554,250 HD Units at a price of \$0.40 per HD Unit, 1,030,751 STD FT at a price of \$0.48 per STD FT Unit and 666,667 Charity FT Units at a price of \$0.60 per Charity FT Unit. Each HD Unit consists of one common share of the Company and one-half of one HD Warrant. Each HD Warrant will entitle its holder to purchase one common share in the capital of the Company at a price of \$0.60 per Warrant Share at any time until September 23, 2026.

In connection with the second tranche of the Offering, the Company paid to the Agent a cash commission in the amount of \$69,667, a corporate finance fee of \$5,000 plus GST, and granted to the Agent non-transferrable warrants entitling the Agent or its subagents, as applicable, to purchase up to a total of 146,308 common shares of the Company at a price of \$0.40 per share until September 23, 2026. The fair value of the Agent Warrants was \$50,606, calculated using the Black-Scholes Option Pricing Model and the Geske Compound Option Pricing Model. This amount was charged to

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share capital as a non-cash share-issuance cost. The Company also incurred \$53,284 of share issuance costs relating to legal and agent work fees in connection with the IPO.

The combined Standard FT and Charity FT shares were allocated a flow-through premium of \$215,793 which is recognized as a liability on the statement of financial position as at July 31, 2025 and will be reduced as the Company incurs eligible exploration expenditures.

- (iv) On December 24, 2024, the Company completed a non-brokered private placement (the “December Private Placement”) of STD FT Units and Québec flow-through units of the Company (the “QFT Units” and, together with the STD FT Units, the “FT Units”). The Company issued 975,610 STD FT Unit at a price of \$0.41 per STD FT Unit for gross proceeds of \$400,000 and 697,675 QFT Units at a price of \$0.43 per QFT Unit for gross proceeds of \$300,000, for aggregate gross proceeds of \$700,000.

Each FT Unit consist of one flow-through common share (a “FT Share”) as defined in subsection 66(15) of the ITA, and one-half of one transferable common STD FT Warrant. Each STD FT Warrant will entitle its holder to purchase one Warrant Share at a price of \$0.50 until December 23, 2026. The Warrants and the Warrant Shares underlying the Warrants will not qualify as “flow-through shares” under the Tax Act.

The combined STD FT and QFT FT Units were allocated a flow-through premium of \$98,465 which is recognized as a liability on the statement of financial position as at July 31, 2025 and will be reduced as the Company incurs eligible exploration expenditures.

In connection with the closing of the December Private Placement, the Company paid cash finder’s fee in the amount of \$49,000 and issued 117,129 compensation warrants, with each compensation warrant exercisable to acquire one common share in the capital of the Company at an exercise price of \$0.41 until December 23, 2026. The fair value of the compensation warrants was \$27,408, calculated using the Black-Scholes Option Pricing Model. This amount was charged to share capital as a non-cash share-issuance cost. The Company also incurred \$3,888 of share issuance costs related to the issuance.

- (v) On May 23, 2025, the Company completed a non-brokered private placement (the “May Private Placement”) of STD FT Units and HD Units. The Company issued 1,480,667 STD FT Units at a price of \$0.30 per STD FT Unit for gross proceeds of \$444,200 and 3,182,000 HD Units at a price of \$0.25 per HD Unit for gross proceeds of \$795,500, for aggregate gross proceeds of \$1,239,700.

Each STD FT Unit consist of one FT Share as defined in subsection 66(15) of the ITA and one STD FT Warrant. Each STD FT Warrant will entitle its holder to purchase one Warrant Share at a price of \$0.50 until May 23, 2027. The Warrants and the Warrant Shares underlying the Warrants will not qualify as “flow-through shares” under the Tax Act.

The STD FT Units were allocated a flow-through premium of \$29,613 which is recognized as a liability on the statement of financial position as at July 31, 2025 and will be reduced as the Company incurs eligible exploration expenditures.

In connection with the closing of the May Private Placement, the Company paid cash finders’ fee in the amount of \$31,710 and issued 108,616 compensation warrants, with each compensation warrant exercisable to acquire one common share in the capital of the Company at an exercise price of \$0.50 until May 23, 2027. The total fair value of the compensation warrants was \$20,509, calculated using the Black-Scholes Option Pricing Model. This amount was charged to share capital as a non-cash share-issuance cost.

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(vi) On July 31, 2025, the Company completed a non-brokered private placement (the “July Private Placement”) of STD FT Unit and HD Units. The Company issued 1,095,000 STD FT Units at a price of \$0.30 per STD FT Unit for gross proceeds of \$328,500 and 880,000 HD Units at a price of \$0.25 per HD Unit for gross proceeds of \$220,000, for aggregate gross proceeds of \$548,500. Each STD FT Unit consist of one FT Share as defined in subsection 66(15) of the ITA, and one STD FT Warrant. Each STD FT Warrant will entitle its holder to purchase one Warrant Share at a price of \$0.50 until July 31, 2027. The Warrants and the Warrant Shares underlying the Warrants will not qualify as “flow-through shares” under the Tax Act.

The STD FT Units were allocated a flow-through premium of \$10,950 which is recognized as a liability on the statement of financial position as at July 31, 2025 and will be reduced as the Company incurs eligible exploration expenditures.

In connection with the closing of the July Private Placement, the Company paid cash finder’s fee in the amount of \$14,700 and issued 49,000 compensation warrants, with each compensation warrant exercisable to acquire one common share in the capital of the Company at an exercise price of either \$0.30 until July 31, 2027. The fair value of the compensation warrants was \$10,143, calculated using the Black-Scholes Option Pricing Model. This amount was charged to share capital as a non-cash share-issuance cost.

**b) Warrants**

The Company’s warrants outstanding as at October 31, 2025 and the changes for the three months ended October 31, 2025 are as follows:

	Number of Warrants		Weighted Average Exercise Price
<b>Balance at July 31, 2024</b>	<b>8,463,830</b>	<b>\$</b>	<b>0.16</b>
Issued (Note 6 and 10),(iii)	11,225,937		0.52
Exercised (i)	(5,641,666)		0.11
Expired	(200,000)		0.10
<b>Balance at July 31, 2025</b>	<b>13,848,101</b>	<b>\$</b>	<b>0.47</b>
Issued (10(a)),(iii)	6,028,249		0.50
Exercised (iv)	(733,666)		0.84
Expired	(150,000)		0.40
<b>Balance at October 31, 2025</b>	<b>18,992,684</b>	<b>\$</b>	<b>0.47</b>

- (i) The Company received net proceeds of \$682,900 from the exercise of 2,266,666 share purchase warrants during the year ended July 31, 2025.
- (ii) The Company issued 185,783 and 146,308 Agent Warrants in connection with its first and second tranche of its IPO offering. The Agent Warrants were exercisable into Units which were further comprised of a common share of the Company and one-half of a common share purchase warrant. The Agent Warrants were fair-valued using the Black-Scholes Option Pricing Model and the Geske Compound Option Pricing Model and the following weighted average input assumptions:

	Black-Scholes Option model inputs
Share price at grant date	\$0.40
Exercise Price	\$0.40
Expected annual volatility	131.38%
Expected life (in years)	1.95

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	<b>Black-Scholes Option model inputs</b>
Expected dividend yield	0%
Risk-free interest rate	2.99%
<b>Fair value per Warrant</b>	<b>\$0.26</b>

	<b>Geske compound option model inputs</b>
Share price at grant date	\$ 0.40
Exercise price of compound warrant	\$ 0.0001
Exercise price of underlying warrant	\$ 0.60
Expected annual volatility	97.74%
Expected life compound warrant (in years)	2.00
Expected life underlying warrant (in years)	2.00
Expected dividend yield	0%
Risk-free interest rate	2.99%
<b>Fair value per Warrant</b>	<b>\$ 0.17</b>

- (iii) The Company issued 478,204 Agent Warrants in connection with the October Private Placement. Each Agent Warrant is exercisable into one common shares of the Company and has an expiry date of October 10, 2027 ("Expiry Date"). The Agent Warrants were fair-valued using the Black-Scholes Option Pricing Model and the following weighted average input assumptions:

Share price at grant date	\$ 0.38
Exercise Price	\$ 0.50
Expected annual volatility	152.27%
Expected life (in years)	2.00
Expected dividend yield	0%
Risk-free interest rate	2.47%
<b>Fair value per Warrant</b>	<b>\$ 0.26</b>

- (iv) The Company received net proceeds of \$220,100 from the exercise of 733,666 share purchase warrants during the three months ended October 31, 2025.

Warrants issued and outstanding as at October 31, 2025 are as follows:

<b>Number of Warrants Outstanding</b>	<b>Number of Warrants Exercisable</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>Weighted Average Remaining Contractual Life in Years</b>
1,388,498	1,388,498	\$0.30	November 19, 2025 <sup>(1)</sup>	0.05
500,000	500,000	\$0.10	May 11, 2026	0.53
332,091	332,091	\$0.40	September 23, 2026	0.90
2,994,791	2,994,791	\$0.60	September 23, 2026	0.90
117,129	117,129	\$0.41	December 23, 2026	1.15
836,643	836,643	\$0.50	December 23, 2026	1.15
70,000	70,000	\$0.30	May 27, 2027	1.57
4,701,283	4,701,283	\$0.50	May 27, 2027	1.57
49,000	49,000	\$0.30	July 31, 2027	1.75
1,975,000	1,975,000	\$0.50	July 31, 2027	1.75
6,028,249	6,028,249	\$0.50	October 10, 2027 <sup>(2)</sup>	1.94
<b>18,992,684</b>	<b>18,992,684</b>			<b>1.43</b>

- (1) On June 30, 2025, the Company amended the expiry date of 2,197,164 common share purchase warrants ("Warrants") previously issued in a private placement on July 19, 2023, prior to the Company's IPO. The Warrants were originally set to expire on July 19, 2025; the Company has extended the expiry date until November 19, 2025. No other terms of the Warrant were amended.
- (2) If at any time prior to the Expiry Date, the closing price of the Company's common shares on the TSX Venture Exchange ("Exchange") is equal to or greater than \$0.75 for 10 consecutive trading days, the Company may, at its sole option, elect to provide notice (the "Acceleration Notice") to the holders of the Warrants by news release that the Warrants will expire on the date that is 30 days from the date of the Acceleration Notice.

## **11. Share Based Compensation**

### **Equity incentive plan**

On February 16, 2024, the Company implemented an Equity Incentive Plan (the "EIP") which provides for the grant to eligible consultant, directors, and employees (including officers) of share options ("Options"), Restricted Share Units ("RSU"), Deferred Share Units ("DSU"), and Performance Share Units ("PSU"). The aggregate number of common shares ("Share") that may be subject to issuance under the Equity Incentive Plan, together with any other securities-based compensation arrangements of the Company, shall not exceed 10% of the Company's issued and outstanding share capital from time to time.

The term or expiry date of Options is determined by the Board but cannot be greater than ten years from the date the Option is granted. Options may be earlier terminated in the event of death or termination of employment or appointment. Vesting of Options is determined by the Board. The Board has the right to accelerate the date upon which any instalment of any Option becomes exercisable. Options which are vested, remain fully vested and are exercisable until expiration or termination of the Option.

The Board shall have the authority to determine any vesting terms applicable to the grant of RSUs, provided that no RSUs shall vest until at least one year following the date of grant. The Plan Administrator shall have the sole authority to determine the settlement terms applicable to the grant of RSUs. Subject to the EIP except as otherwise provided in an Award Agreement, on the settlement date for any RSU, the Participant shall redeem each vested RSU for:

- (i) one fully paid and non-assessable Share issued from treasury to the participant or as the participant may direct; or
- (ii) a cash payment; or
- (iii) a combination of Shares and cash

in each case as determined by the Board in its discretion.

The Board may fix a portion of the Director Fees to be payable in the form of DSUs. In addition, each Director ("Electing Person") is given the right to elect an amount (the "Elected Amount") to be paid in the form of DSUs in lieu of cash; subject to the conditions of the EIP. The Board shall have the authority to determine any vesting terms applicable to the grant of DSUs, provided that no DSUs shall vest until at least one year following the date of grant. In no event shall a DSU be settled prior to, or later than one year following, the date of the applicable participant's separation from service. If the DSU award agreement does not establish a date for the settlement of the DSUs, then the settlement date shall be the date of except as otherwise provided in an award agreement. On the settlement date for any DSU, the Participant shall redeem each vested DSU for:

- (i) one fully paid and non-assessable Share issued from treasury to the participant or as the participant may direct; or
- (ii) a cash payment; or
- (iii) a combination of Shares and cash as contemplated by paragraphs (i) and (ii)

in each case as determined by the Board in its discretion.

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The Board may prescribe, grant PSUs to any participant in respect of services rendered in the year of grant. Each PSU consists of a right to receive a Share of the Company, cash payment, or a combination thereof upon the achievement of such performance goals during such performance periods as the Board shall establish. The performance goals to be achieved during any performance period, the length of any performance period, the amount of any PSUs granted, the termination of a participant's employment and the amount of any payment or transfer to be made pursuant to any PSU will be determined by the Board. The Board has the authority to determine any vesting terms applicable to the grant of PSUs, provided that no PSUs shall vest until at least one year following the date of grant while the Shares are posted for trading on a securities exchange. On the settlement date for any PSU, the Participant shall redeem each vested PSU for:

- (i) one fully paid and non-assessable Share issued from treasury to the participant or as the participant may direct; or
- (ii) a cash payment; or
- (iii) a combination of Shares and cash as contemplated by paragraphs (i) and (ii) in each case as determined by the Board in its discretion.

The Company' share-based compensation for the three months ended October 31, 2025 and 2024 is as follows:

	October 31, 2025	October 31, 2024
Stock options (a)	\$ 211,101	\$ 135,425
RSU (c)	3,864	-
<b>Total share-based compensation</b>	<b>\$ 214,965</b>	<b>\$ 135,425</b>

**(a) Stock options**

The changes in stock options during the three months ended October 31, 2025 are as follows:

	Number of Options	Weighted Average Exercise Price
<b>Balance at July 31, 2024</b>	-	\$ -
Issued (i)-(vi)	1,970,000	0.38
<b>Balance at July 31, 2025</b>	<b>1,970,000</b>	<b>\$ 0.38</b>
Issued (vii)	1,050,000	0.44
Expired	(450,000)	0.40
<b>Balance at October 31, 2025</b>	<b>2,570,000</b>	<b>\$ 0.38</b>

- (i) In connection with the closing of the IPO, the Company issued an aggregate of 500,000 stock options (the "IPO Options") to certain directors and officers of the Company. Each IPO Option entitles the holder thereof to acquire one common share of the Company at a price of \$0.40 per common share for a period of two years from the date of grant. The IPO Options were fair-valued using the Black-Scholes option pricing model and the following weighted average input assumptions:

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	<b>Key Management Options</b>
Share price at grant date	\$0.39
Exercise Price	\$0.40
Expected annual volatility	128%
Expected life (in years)	2.00
Expected dividend yield	0%
Risk-free interest rate	2.91%
<b>Fair value per option</b>	<b>\$0.249</b>

- (ii) On September 23, 2024, the Company issued 225,000 stock options to consultants of the Company providing corporate advisory services. Each option entitles the holder to acquire one common share of the Company at a price of \$0.40 per common share for a period of one year from the date of grant.
- (iii) In October 2024, the Company issued a total of 225,000 stock options to consultants of the Company providing corporate advisory services. Each option entitles the holder to acquire one common share of the Company at a price of \$0.40 per common share for a period of one year from the date of grant
- (iv) On January 3, 2025, the Company issued 120,000 stock options to contractors and consultants of the Company for mineral property exploration and corporate advisory services. Each option entitles the holder to acquire one common share of the Company at a price of \$0.40 per common share for a period of one year from the date of grant.
- (v) On May 15, 2025, the Company issued 100,000 stock options to a consultant of the Company for corporate advisory services. Each option entitles the holder to acquire one common share of the Company at a price of \$0.40 per common share for a period of two years from the date of grant.
- (vi) In June 2025, the Company issued a total of 800,000 stock options to consultants of the Company for corporate advisory services. The stock options granted have an exercise price of \$0.25 or \$0.28 with each option entitling the holder to acquire one common share of the Company at the specified exercise price. All the options granted have a contractual life of two years from the date of grant.

The options granted to consultants and contractors of the Company were fair-valued using the Black-Scholes Option Pricing Model and the following weighted average input assumptions:

	<b>Consultant and Contractor Options</b>
Share price at grant date	\$0.36
Exercise Price	\$0.50
Expected annual volatility	143%
Expected life (in years)	2.80
Expected dividend yield	0%
Risk-free interest rate	2.48%
<b>Fair value per option</b>	<b>\$0.269</b>

- (vii) In October 2025, the Company issued a total of 100,000 and 950,000 stock options to consultants and key management of the Company respectively. The consultant stock options granted have an exercise price of either \$0.50 or \$0.40 with an expiry date of either October 1, 2027 or October 10, 2028. The key management options have an exercise price of \$0.435 with expiry date of October 28, 2028. Each option granted will entitle the holder to acquire one common share of the Company at the specified exercise price.

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The options granted to consultants and key management of the Company were fair-valued using the Black-Scholes option pricing model and the following weighted average input assumptions:

	<b>Consultant and Contractor Options</b>	<b>Key Management Options</b>
Share price at grant date	\$0.36	\$ 0.44
Exercise Price	\$0.50	\$ 0.435
Expected annual volatility	143%	142%
Expected life (in years)	2.80	3.00
Expected dividend yield	0%	0%
Risk-free interest rate	2.48%	2.36%
<b>Fair value per option</b>	<b>\$0.269</b>	<b>\$0.343</b>

Options issued and outstanding as at October 31, 2025 are as follows:

<b>Number of Options Outstanding</b>	<b>Number of Options Exercisable</b>	<b>Exercise Price</b>	<b>Expiry Date</b>	<b>Weighted Average Remaining Contractual Life in Years</b>
120,000	120,000	\$ 0.40	January 3, 2026	0.18
500,000	500,000	\$ 0.40	September 23, 2026	0.90
100,000	100,000	\$ 0.40	May 15, 2027	1.54
100,000	100,000	\$ 0.25	June 27, 2027	1.65
700,000	175,000	\$ 0.28	June 30, 2027	1.66
20,000	20,000	\$ 0.50	October 1, 2027	1.92
80,000	80,000	\$ 0.50	October 10, 2028	2.95
950,000	316,667	\$ 0.44	October 28, 2028	2.99
<b>2,570,000</b>	<b>1,411,667</b>	<b>\$ 0.38</b>		<b>1.97</b>

**(b) Performance Share Units**

The changes in PSU's during the three months ended October 31, 2025 are as follows:

	<b>Number of PSU</b>
<b>Balance at July 31, 2024</b>	<b>-</b>
Issued (i)	1,000,000
<b>Balance at July 31, 2025 and October 31, 2025</b>	<b>1,000,000</b>

(i) On June 25, 2025, the Company granted 1,000,000 PSUs to a consultant ("PSU Consultant") of the Company for capital market advisory. The PSUs were valued at \$0.24 per PSU, equal to the value of a common share on the date of grant. The PSUs vest in accordance to the following performance conditions:

- a) One PSU will vest for every \$10 raised, up to \$10,000,000, as direct equity investment in the Company from persons introduced to the Company by the PSU Consultant (the "Performance Goal") during the periods from June 25, 2025 (the "First Performance Period") and from June 26, 2026 to June 25, 2027 (the "Second Performance Period" and together the "Performance Periods");
- b) Subject to the satisfaction of the Performance Goal, partial or otherwise, the PSUs will vest in the Participant as follows:
  - (i) on June 26, 2026, that number of PSUs equal to the amount of capital raised under the Performance Goal for the First Performance Period divided by ten (10) will vest in

the Participant, provided that no more than 800,000 PSUs may vest at any time during the Second Performance Period (the “Cap”);

- (ii) at any time during the Second Performance Period, that number of PSUs equal to the amount of capital raised under the Performance Goal for the Second Performance Period divided by ten (10), provided that no PSUs exceeding the Cap may vest during the Second Performance Period; and
- (iii) on June 26, 2027, that number of PSUs equal to the amount of capital raised under the Performance Goal for the Second Performance Period divided by ten (10), and minus the cumulative amount of PSUs that previously vested during the Second Performance Period, provided that, for greater certainty, no more than 200,000 PSUs may vest on such date.

If the Performance Goal is not satisfied prior to the expiry of the Performance Periods, any remaining PSUs will terminate and be null and void.

The PSUs are recognized in accordance with IFRS 2. The fair value of the PSUs will be recognized as share-based compensation when the Company determines that the Performance Goal, which is a non-market performance conditions, have been satisfied. At the end of each reporting period, the Company will revise its estimate of the number of PSUs expected to vest based on the satisfaction of the non-market performance conditions. No share-based compensation has been recognized for the PSUs granted during the three months ended October 31, 2025.

**(c) Restricted Share Units**

The changes in RSUs during the three months ended October 31, 2025 are as follows:

	<b>Number of RSU</b>
<b>Balance at July 31, 2024</b>	-
Issued (i)	80,000
<b>Balance at July 31, 2025 and October 31, 2025</b>	<b>80,000</b>

- (i) On May 15, 2025, the Company granted 40,000 RSUs to a consultant of the Company. The RSUs were valued at \$0.29 per RSU, equal to the value of a common share on the date of the RSU grant. The RSUs vested according to the following schedule: 20,000 in 12 months, 10,000 in 18 months and 10,000 in 24 months from grant date.
- (ii) On June 25, 2025, the Company granted 40,000 RSUs to a consultant of the Company. The RSUs were valued at \$0.25 per RSU, equal to the value of a common share on the date of the RSU grant. The RSUs vested according to the following schedule: 20,000 in 12 months, 10,000 in 18 months and 10,000 in 24 months from grant date.

**12. Financial Instruments**

***Fair values***

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs in the valuation techniques as follows:

- Level 1 – Quoted (unadjusted) market prices in active markets for identical assets or liabilities

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- Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

The carrying values of cash, receivable, accounts payables, income tax payable, and due to related party balances approximate their fair values due to the immediate or short-term nature of these instruments.

Fair value estimates are made at a specific point in time, based on relevant market information and information about the financial instruments. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and, therefore, cannot be determined with precision. Change in assumptions could significantly affect the estimates.

The following table summarizes the classification of the Company's financial instruments under IFRS 9:

<b>Financial assets</b>	
Cash	Fair value through profit and loss
Due from related parties	Amortized cost
Receivables	Amortized cost
<b>Financial liabilities</b>	
Accounts payables and accrued liabilities	Amortized cost
Obligation to issue shares	Amortized cost
Due to related parties	Amortized cost

### **Capital and Risk Management**

The Company's objective and policies for managing capital are to safeguard its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company defines the components of its capital structure as being loans from related parties plus equity. The Company manages its capital structure and makes changes based on economic conditions, risks that impact the operations and future significant capital investment opportunities. In order to maintain or adjust its capital structure, the Company may raise additional debt financing.

The Company is exposed to a variety of financial risks by virtue of its activities: market risk, interest rate risk, liquidity risk and foreign currency risk. The Company's directors have the overall responsibility for the determination of the Company's capital and risk management objectives and policies while retaining ultimate responsibility for them. The Company's overall capital and risk management program has not changed throughout the period. Risk management is carried out by the finance department under policies approved by the Company's directors. The finance department identifies and evaluates financial risks in close cooperation with management.

### **Credit risk**

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to address risk related to cash and receivables. Receivables is associated with GST receivable balances. Given the GST is payable by the government of Canada, management feels there is minimal credit risk associated with this receivable balance. Similarly, cash is held with a large Canadian banking institution and there is minimal credit risk associated with cash balances.

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**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company relies on external financing to provide sufficient liquidity to meet budgeted operating requirements. The following table sets forth details of the payment profile of financial liabilities based on their undiscounted cash flows:

	Total carrying amount \$	Contractual cash flows \$	Less than 1 year \$	1 to 5 years \$	More than 5 years \$
Accounts payables and accrued liabilities	687,033	687,033	687,033	-	-
<b>Total</b>	<b>687,033</b>	<b>687,033</b>	<b>687,033</b>	-	-

Taking into consideration the Company's current cash position, the Company continues to review its needs to seek financing opportunities in accordance with its capital structure management strategy. Liquidity risk is assessed as high.

**Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

**Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates. It is management's opinion that the Company is not exposed to significant interest rate risk.

**13. Supplemental Cash Flow Information**

The following are non-cash activities that occurred during the three months ended October 31, 2025 and 2024:

	October 31, 2025	October 31, 2024
Acquisition of exploration assets by issuance of common shares	\$ -	\$ 10,000
Acquisition of exploration assets by issuance of share warrants	\$ -	\$ 23,550
Exploration assets in accounts payable and accrued liabilities	\$ 267,310	\$ 339,472
Non-cash share issuance costs	\$ 124,811	\$ 54,814
Initial recognition of flow-through liability	\$ 213,003	\$ -

**14. Subsequent Events**

- Subsequent to the period ended October 31, 2025, the Company collected total proceeds of \$396,299 and \$12,000 on the exercise of 1,654,332 share warrants and 30,000 stock options respectively.
- On December 5, 2025, the Company closed a private placement (the "Offering") for aggregate gross proceeds of \$5,855,999. The Company issued (i) 7,661,362 HD Units of the Company at a

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price of \$0.44 per HD Unit and (ii) 4,970,000 STD FT Units at a price of \$0.50 per STD FT Unit. Each HD Unit consists of one common share and one share purchase warrant. Each STD FT Unit consists of one common share of the Company issued as a “flow-through share” within the meaning of the *ITA* and one Warrant. Each Warrant entitles the holder to purchase one common share of the Company at a price of \$0.60 at any time on or before December 5, 2028.

The Company incurred aggregate cash commissions of \$377,618 and issued 811,331 common share purchase warrants (the “Broker Warrants”). Each Broker Warrant is exercisable into one common share of the Company with an exercise price of \$0.44 per Broker Warrant and with an expiry date of December 5, 2028.