

GOLDEN CROSS RESOURCES INC.

(formerly “Zincore Metals Inc.”)

BUSINESS ACQUISITION REPORT

FORM 51-102F4

Item 1. Identity of Company

1.1 Name and Address of Company

Golden Cross Resources Inc. (the “**Company**” or “**Golden Cross**”)
Suite 1012 – 1030 West Georgia Street
Vancouver, British Columbia V6E 2Y3

1.2 Executive Officer

The following executive officer of the Company is knowledgeable about the significant acquisition and this business acquisition report (the “**Business Acquisition Report**”):

Cheryll Lingal, Chief Financial Officer
Telephone: (604) 209-8643

Item 2. Details of Acquisition

2.1 Nature of Business Acquired

On April 15, 2025, the Company completed the acquisition (the “**Acquisition**”) of all of the issued and outstanding shares in the capital of 1513609 B.C. Ltd. (“**BC Subco**”), a wholly owned subsidiary of Great Pacific Gold Corp. (the “**Vendor**”), which holds, through its Australian subsidiary, Providence Gold, a 100% beneficial interest in and to the Reedy Creek and Providence gold projects in Victoria, Australia (collectively, the “**Project**”). The Acquisition is pursuant to the terms and conditions of a share purchase agreement dated December 3, 2024, as amended on April 10, 2025 (the “**Definitive Agreement**”) among the Company, the Vendor and BC Subco.

The Project is comprised of two tenements covering an area of 445km² located approximately 10 km northeast of Southern Cross' Sunday Creek discovery in central Victoria, Australia. The Project land package includes the historic Reedy Creek goldfield and Welcome Reef / Providence project.

2.2 Date of Acquisition

The Company completed the Acquisition on April 15, 2025.

2.2 Consideration

Pursuant to the terms of the Definitive Agreement, the Company completed the Acquisition in consideration for:

- a non-refundable cash deposit of \$500,000 (the "**Deposit**") paid to the Vendor upon the execution of the Definitive Agreement, which was paid by 1512736 B.C. Ltd. ("**Fundco**");
- a cash payment of \$500,000 paid to the Vendor on the closing date of the Acquisition (the "**Closing Date**"); and
- 6,000,000 common share in the capital of the Company (the "**Common Shares**") issued to the Vendor on the Closing Date.

In addition to the payments described above, the Company will pay to the Vendor the follow post-closing payments:

- in the event that the Company publishes a technical report which establishes on the Project a mineral resource in any combination of a measured, indicated, inferred resource, of at least 1,000,000 ounces of gold and/or gold equivalent, the Company will make a cash payment of \$1,000,000 to the Vendor; and
- in the event that the Company enters into commercial production of gold ore or concentrate on the Project, then the Company will make a cash payment of \$2,000,000 to the Vendor.

In connection with the Acquisition, the Company paid a finder's fee of 850,000 Common Shares to an arm's length finder.

On March 12, 2025, in connection with the Acquisition, the Company completed a non-brokered private placement of 31,200,930 subscription receipts of the Company (the "**Subscription Receipts**") at a price of \$0.15 per Subscription Receipt for aggregate gross proceeds of \$4,680,140 (the "**Financing**").

Concurrent with the closing of the Acquisition, each Subscription Receipt was deemed to be exercised, without payment of any additional consideration and without further action on the part of the holder thereof, for one (1) Common Share, and the escrowed subscription funds were released to the Company. In connection with the Financing, the Company paid finder's fees to eligible finders of approximately \$173,978.

The net proceeds of the Financing will be used to fund (i) expenses of the Acquisition and the Financing, (ii) the exploration and development of the Project, and (iii) working capital requirements of the Company following completion of the Acquisition.

Concurrent with the completion of the Acquisition, the Company acquired 100% of the issued and outstanding securities of Fundco (the "**Fundco Acquisition**"). Fundco was established by certain investors to fund the Deposit paid to the Vendor on behalf of the

Company upon the execution of the Definitive Agreement and to fund other expenses relating to the Acquisition.

On December 6, 2024, the Company entered into a securities exchange agreement (the "SEA") with Fundco and each of the securityholders of Fundco. Pursuant to the SEA, all outstanding securities of Fundco were acquired by the Company and exchanged for equivalent securities of the Company on a 1:1 basis, such that the Company issued to the holders of Fundco securities an aggregate of 4,856,667 Common Shares and 4,856,667 warrants to acquire Common Shares. Each warrant is exercisable at \$0.25 per share for a period of 24 months from the date of issuance.

Prior to completion of the Acquisition, the Company changed its name from "Zincore Metals Inc." to "Golden Cross Resources Inc." and consolidated its share capital on the basis of 1 post-consolidation Common Share in the capital of the Company for every 2.5 pre-consolidation Common Shares held.

2.4 Effect on Financial Position

Except as disclosed herein, the Company does not have any current plans or proposals for material changes in its business affairs or the affairs of any of its subsidiaries, which may have a significant effect on the results of operations and financial position of the Company.

2.5 Prior Valuations

Not Applicable

2.6 Parties to the Transaction

Except as disclosed herein, the Acquisition was not with an informed person, associate or affiliate of the Company as defined in Section 1.1 of National Instrument 51 – 102 *Continuous Disclosure Obligations*.

2.7 Date of Report

July 2, 2025

Item 3. Financial Statements and Other Information

The following financial statements are attached to this Business Acquisition Report:

- audited condensed annual carve-out financial statements of the Project for the years ended December 31, 2024 and December 31, 2023; and
- condensed interim carve-out financial statements of the Project for the three-month period ended March 31, 2025.

The Company has obtained the consent of Crowe MacKay LLP to incorporate in this Business Acquisition Report the auditor's report for the audited condensed annual carve-out financial statements of the Project for the years ended December 31, 2024 and December 31, 2023.

Cautionary Note Regarding Forward Looking Statements

This Business Acquisition Report contains “forward-looking information” within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “expects” or “does not expect”, “is expected”, or “believes”, or variations (including negative and grammatical variations) of such words and phrases or state that certain acts, events or results “may”, “could”, “would”, “might” or “will”. Forward-looking information in this Business Acquisition Report include, without limitation, statements relating to: references to the potential of the Project, the proposed business of the Company, the proposed use of proceeds from the Financing and the future plans of the Company.

These statements are based upon assumptions that are subject to significant risks and uncertainties, including risks regarding the mining industry, commodity prices, market conditions, general economic factors, management’s ability to manage and to operate the business, and explore and develop the projects of the Company and its subsidiaries, and the equity markets generally. Because of these risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance of the Company and its subsidiaries may differ materially from those anticipated and indicated by these forward-looking statements. Any number of factors could cause actual results to differ materially from these forward-looking statements as well as future results. Although the Company believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statements will prove to be correct. Except as required by law, the Company disclaims any intention and assume no obligation to update or revise any forward-looking statements to reflect actual results, whether as a result of new information, future events, changes in assumptions, changes in factors affecting such forward-looking statements or otherwise.

FINANCIAL STATEMENTS OF GOLDEN CROSS RESOURCES INC.

Providence and Reedy Creek Projects Carve- Out

CARVE-OUT FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

FOR THE YEARS ENDED DECEMBER 31, 2024 AND DECEMBER 31, 2023

Independent Auditor's Report

To the Board of Directors of Golden Cross Resources Inc.

Opinion

We have audited the carve-out financial statements of Providence and Reedy Creek Projects (the "Carve-out Entity"), which comprise the carve-out statements of financial position as at December 31, 2024 and December 31, 2023 and the carve-out statements of loss and comprehensive loss, changes in equity (deficiency) and cash flows for the years then ended, and notes to the carve-out financial statements, including a summary of material accounting policies (the "Financial Statements").

In our opinion, the accompanying carve-out financial statements present fairly, in all material respects, the carve-out financial position of the Carve-out Entity as at December 31, 2024 and December 31, 2023, and its carve-out financial performance and its carve-out cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 to the carve-out financial statements which describes the material uncertainty that may cast significant doubt on the Carve-out Entity's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Emphasis of Matter - Basis of Preparation

We draw attention to the fact that, as described in Note 1 to the Financial Statements, the Carve-out entity has not operated as a separate entity. The Financial Statement are, therefore, not necessarily indicative of results that would have occurred if the Carve-out entity had been a separated stand-alone entity during the years presented.

Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis

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

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

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the carve-out financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Carve-out Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Carve-out Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the carve-out financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Carve-out Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the carve-out financial statements, including the disclosures, and whether the carve-out financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Crowe Mackay LLP

**Chartered Professional Accountants
Vancouver, Canada
July 2, 2025**

Providence and Reedy Creek Project Carve-Out

Carve-Out Statement of Financial Position

(Expressed in Canadian Dollars)

As at	December 31, 2024	December 31, 2023
ASSETS		
Non-current		
Reclamation bond	\$ 8,757	\$ 8,967
	\$ 8,757	\$ 8,967
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	\$ 1,822	\$ 3,128
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Accumulated other comprehensive loss	(1,034)	(824)
Capital contributions	3,034,813	2,977,437
Deficit	<u>(3,026,844)</u>	<u>(2,970,774)</u>
	<u>6,935</u>	<u>5,839</u>
	\$ 8,757	\$ 8,967

Continuance of operations (Note 2)

Transaction (Note 3)

Approved and authorized by the Board of Golden Cross Resources Inc. on July 2, 2025.

Approved on behalf of the Board:

"Matthew Roma"

Matthew Roma, Director

"Darryl Cardey"

Darryl Cardey, Director

The accompanying notes are an integral part of these carve-out financial statements.

Providence and Reedy Creek Project Carve-Out

Carve-Out Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

For the years ended	December 31, 2024	December 31, 2023
EXPENSES		
Exploration expenditures (Notes 6, 11)	\$ 53,071	\$ 132,044
Management fees (Note 11)	1,393	20,810
General and administration costs	1,606	3,336
Loss for the year	(56,070)	(156,190)
Other comprehensive loss		
Exchange difference on translation of foreign operations	(210)	(228)
Loss and comprehensive loss for the year	\$ (56,280)	\$ (156,418)

The accompanying notes are an integral part of these carve-out financial statements.

Providence and Reedy Creek Project Carve-Out

Carve-Out Statements of Cash Flows

(Expressed in Canadian Dollars)

For the years ended,	December 31, 2024	December 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the year	\$ (56,070)	\$ (156,190)
Changes in non-cash working capital items:		
Accounts payable	(1,306)	(47,148)
GST Receivable	<u>-</u>	<u>1,138</u>
Cash used in operating activities	<u>(57,376)</u>	<u>(202,200)</u>
CASH FLOWS FROM FINANCING ACTIVITY		
Capital contributions	<u>57,376</u>	<u>202,200</u>
Cash provided by financing activities	<u>57,376</u>	<u>202,200</u>
Change in cash for the year	-	-
Cash, beginning of the year	<u>-</u>	<u>-</u>
Cash, end of the year	<u>\$ -</u>	<u>\$ -</u>

There were no material non-cash transactions during the years ended December 31, 2024 and December 31, 2023.

The accompanying notes are an integral part of these carve-out financial statements.

Providence and Reedy Creek Project Carve-Out

Carve-out Statements of Changes in Equity (Deficiency)

(Expressed in Canadian Dollars)

Balance, January 1, 2023	\$	(39,943)
Transfers from owner, net		202,200
Other comprehensive loss for the year		(228)
Loss for the year		<u>(156,190)</u>
Balance, December 31, 2023		5,839
Transfers from owner, net		57,376
Other comprehensive loss for the year		(210)
Loss for the year		<u>(56,070)</u>
Balance, December 31, 2024	\$	<u>6,935</u>

The accompanying notes are an integral part of these carve-out financial statements.

Providence and Reedy Creek Project Carve-Out

Notes to the Carve-Out Financial Statements

For the years ended December 31, 2024 and December 31, 2023

(Expressed in Canadian Dollars)

1. REPORTING ENTITY

The Providence and Reedy Creek Projects (the “Projects” or the “Entity”) as presented in these carve-out financial statements are not a legal entity and represent Projects owned by Great Pacific Gold Corp. (“Great Pacific”), either directly or through its wholly-owned subsidiary, Currawong Resources Ltd. (“Currawong”). The principal business activity is the exploration of mineral properties in Australia. Subsequent to December 31, 2024, the Projects were acquired by Golden Cross Resources Inc. (formerly “Zincore Metals Inc.”) (“Golden Cross”) via a share purchase transaction. Great Pacific is incorporated under the Business Corporation Act of British Columbia and is engaged in the acquisition, exploration and development of mineral properties in Australia and Papua New Guinea.

Golden Cross’ head office is located at 1030 West Georgia Street, Suite 1012, Vancouver, British Columbia, V6E 2Y3.

The purpose of these carve-out financial statements is to provide general purpose historical financial information of the Projects in connection with the Transaction as detailed in Note 3. Therefore, these carve-out financial statements present the historical financial information of Great Pacific and Currawong that make up the Projects, either fully, or partially, where only specifically identifiable assets and liabilities are included, and allocations of shared income and expenses of the Projects that are attributable to the Entity.

The carve-out financial statements have been extracted from historical accounting records of Great Pacific and Currawong with estimates used, when necessary, for certain allocations, as follows:

- The carve-out statements of financial position reflect the assets and liabilities recorded by Great Pacific and Currawong which have been assigned to the Projects on the basis that they are specifically identifiable and attributable to the Projects.
- The carve-out statements of loss and comprehensive loss included a pro-rata allocation of the income and expenses incurred in each of the periods presented based on the percentage of exploration and evaluation activity on the carve-out exploration and evaluation expenditures, compared to the expenditures incurred on all of the Great Pacific’s exploration and evaluation expenditures, and based on specifically identifiable activities attributable to the Projects.
- The carve-out statements of loss and comprehensive loss included a pro-rata allocation of the CEO and CFO’s management fees for the periods presented based on the percentage of exploration and evaluation activity on the Projects, compared to the total net loss for Great Pacific and Currawong, and based on specifically identifiable activities attributable to the Projects.
- Income taxes have been calculated as if the Projects had been a separate legal entity and had filed separate tax returns for the period presented.

Management cautions readers of these carve-out financial statements that the Project’s results do not necessarily reflect what the results of operations, financial position, or cash flows would have been had the Projects been a separate entity. Further, the allocation of income and expense in these carve-out statements of loss and comprehensive loss does not necessarily reflect the nature and level of the Projects’ future income and operating expenses. Great Pacific’s investment in the Projects, presented as equity in these carve-out financial statements, includes the accumulated total loss and comprehensive loss of the Projects.

Providence and Reedy Creek Project Carve-Out

Notes to the Carve-Out Financial Statements

For the years ended December 31, 2024 and December 31, 2023

(Expressed in Canadian Dollars)

2. CONTINUANCE OF OPERATIONS

The carve-out financial statements have been prepared on the going concern basis, which contemplates that the carve-out Entity will be able to realize its assets and discharge liabilities in the normal course of business. The continuation of the carve-out Entity as a going concern is dependent on its ability to successfully fund its cash obligations through financings. There can be no assurance that adequate or sufficient financing will be available in the future, or available under terms acceptable to the carve-out Entity, or the carve-out Entity will be able to generate sufficient positive cash flows from operations. These circumstances indicate the existence of a material uncertainty which casts significant doubt as to the ability of the Carve-Out Projects to meet its obligations as they become due, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, tariffs, and national and international circumstances. Recent geopolitical events, and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

3. TRANSACTION

On December 3, 2024 Great Pacific entered into a Share Purchase Agreement (the "SPA") with Golden Cross. Under the terms of the SPA, Great Pacific, pursuant to a plan of arrangement, will sell one common share in the capital of 1513609 B.C. Ltd. ("BC Subco"), which is the sole shareholder of a corporation to be incorporated under the laws of Australia ("Australia Subco"). Australia Subco will hold a 100% interest in and to the Reedy Creek and Providence tenements (the "Projects") in Victoria, Australia. On April 15, 2025, the acquisition of the Reedy Creek and Providence gold projects was completed. In connection with the closing of the transaction, Golden Cross paid and issued the following:

- \$500,000 cash deposit within five business days of signing the agreement; and
- \$500,000 cash and 6,000,000 common shares.

In addition, as per the SPA, Great Pacific is to receive:

- \$1,000,000 cash on publishing of a National Instrument 43-101 resource estimate with greater than one million ounces of gold and/or gold equivalent in measurer, indicated and inferred resources; and
- \$2,000,000 cash on commercial production of gold ore or concentrate from the Projects.

The Consideration Shares issued under the transaction will be subject to the following restrictions on resale:

- 800,000 Consideration Shares will not be subject to voluntary restrictions on transfer;
- 1,600,000 Consideration Shares will be subject to voluntary restrictions on transfer for a period of four months commencing on the date of issuance, with 400,000 of such Consideration Shares released every one month following the Closing Date; and
- 3,600,000 Consideration Shares will be subject to voluntary restrictions on transfer for a period of thirty-six months commencing on the date of issuance, with 600,000 of such Consideration Shares released every six months following the Closing Date.

Providence and Reedy Creek Project Carve-Out

Notes to the Carve-Out Financial Statements

For the years ended December 31, 2024 and December 31, 2023

(Expressed in Canadian Dollars)

4. BASIS OF PRESENTATION

(a) Statement of Compliance

The carve-out financial statements for the Projects are prepared in accordance with a financial reporting framework specified in subsection 3.11(6) of National Instrument 52-107 – Acceptable Accounting Principles and Auditing Standards for carve-out financial statements ("subsection 3.11(6)"). Subsection 3.11(6) requires the Property to select from a specified list of financial reporting frameworks. The financial reporting framework selected by the Projects to prepare these carve-out financial statements is IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

(b) Functional and presentation currency

As historically managed under Great Pacific's subsidiary, Currawong, the Projects' functional currency is the Australian dollar. All amounts are presented in Canadian dollars, unless otherwise indicated.

(c) Basis of measurement

These carve-out financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. In addition, the financial statements have been prepared using the accrual basis of accounting, except for cash flow disclosure.

5. MATERIAL ACCOUNTING POLICIES

The accounting policies have been applied consistently throughout for purposes of these carve-out financial statements.

a) Use of judgment and estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the carve-out financial statements and the reported amount of expenses during the period. Significant areas requiring the use of management's judgment and estimates relate to the classification/allocation of expenditures as exploration expenditures, management fees, or general and administration costs. Actual results may differ from these estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

b) Exploration and evaluation assets and expenditures

Exploration expenditures include the costs of acquiring licenses, and exploration activities. All costs related to the exploration properties are expensed in profit or loss. Costs incurred by the Projects in connection with the exploration and evaluation of mineral resources after the technical feasibility and commercial viability of extracting a mineral resource are demonstrable are capitalized.

Exploration and evaluation assets are assessed for impairment at each reporting date and if facts and circumstances suggest that the carrying amount exceeds the recoverable amount a write down will be recognized. Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Providence and Reedy Creek Project Carve-Out

Notes to the Carve-Out Financial Statements

For the years ended December 31, 2024 and December 31, 2023

(Expressed in Canadian Dollars)

An impairment loss is charged to profit or loss except to the extent it reverses gains previously recognized in other comprehensive loss/income. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior periods. A reversal of an impairment loss is recognized in profit or loss.

c) Foreign currency translation

The financial results and statement of financial position of the Entity, whose functional currency is different than the presentation currency, are translated into the presentation currency at each reporting period with assets and liabilities translated at period end exchange rates and income and expenses using average exchange rates during the periods.

Exchange differences arising on the translation or settlement of monetary items are recognized in profit or loss in the period in which they arise. Exchange differences arising on the translation of non-monetary items are recognized in other comprehensive income (loss) and presented as Accumulated other comprehensive loss, a separate component of shareholder's equity (deficiency).

d) Financial instruments

Financial assets

The Entity will now classify its financial assets in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (FVTOCI"), or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Entity can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of financial assets held at FVTPL are included in the statement of loss and comprehensive loss in the period.

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Impairment of financial assets at amortized cost: The Entity recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost.

Financial liabilities

The Entity classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Entity's accounting policy for each category is as follows:

Fair value through profit or loss: This category comprises derivatives or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of loss and comprehensive loss.

Providence and Reedy Creek Project Carve-Out

Notes to the Carve-Out Financial Statements

For the years ended December 31, 2024 and December 31, 2023

(Expressed in Canadian Dollars)

Financial liabilities at amortized cost: This category includes accounts payable which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss are recognized in the statement of loss and comprehensive loss immediately, while transaction costs associated with all other financial instruments are included in the initial measurement of the financial instrument.

The following table shows the classification of the Company's financial liabilities:

Financial liability	Classification
Accounts payable and accrued liabilities	Amortized cost

e) Future accounting standards

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions. 1. Three defined categories for income and expenses—operating, investing and financing—to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit. 2. Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement. 3. Enhanced guidance on how to organise information and whether to provide it in the primary financial statements or in the notes. This new standard is effective for reporting periods beginning on or after January 1, 2027.

6. EXPLORATION EXPENDITURES

Great Pacific (and the Projects) hold two exploration licenses which combined cover 650km² in Victoria, Australia. The underlying properties are owned by a combination of Crown and third party land owners.

On November 11, 2022 the Entity acquired a license to explore the Providence project. Terms of the license include mandatory exploration commitments of AUD\$73,950 in year one (met), AUD\$93,600 in year two (not met), AUD\$93,600 in year three, AUD\$93,600 in year four, and AUD\$132,900 in year five. During the year ended December 31, 2024, the Company did not meet the minimum exploration expenditure requirements for the Providence project. The shortfall primarily relates to operational priorities as a result of the transaction with Golden Cross (see note 3). The company intends to undertake sufficient exploration activities in the next 12 months to meet the outstanding commitment and bring its exploration expenditures in compliance. Management does not believe that the shortfall will have a material impact on the company ability to retain its license.

On October 15, 2020 the Entity acquired a license to explore the Reedy Creek project. Terms of the license include mandatory exploration commitments of AUD\$53,550 in year one (met), AUD\$66,400 in year two (met), AUD\$66,400 in year three (met), AUD\$66,400 in year four (met), and AUD\$92,100 in year five (met).

Providence and Reedy Creek Project Carve-Out

Notes to the Carve-Out Financial Statements

For the years ended December 31, 2024 and December 31, 2023

(Expressed in Canadian Dollars)

During the year ended December 31, 2024, the Entity incurred exploration expenditures as follows:

<i>Exploration Expenditures</i>	Providence Project	Reedy Creek Project	Total
Assay	\$ 1	\$ 1,946	\$ 1,947
Data compilation	-	6,498	6,498
Drilling	-	1,999	1,999
Field expenditures	18	10,959	10,977
Geological consulting	466	4,925	5,391
Geophysics	75	355	430
Project administration & community relations	4,310	3,861	8,171
Rehabilitation	1	6	7
Salaries and wages	1,681	7,933	9,614
Tenement administration, reports and fees	2,681	1,761	4,442
Travel	3	3,592	3,595
	<u>\$ 9,236</u>	<u>\$ 43,835</u>	<u>\$ 53,071</u>

During the year ended December 31, 2023, the Entity incurred exploration expenditures as follows:

<i>Exploration Expenditures</i>	Providence Project	Reedy Creek Project	Total
Assay	\$ 1,459	\$ 2,119	\$ 3,578
Data compilation	1,571	1,215	2,786
Equipment rental	4,500	4,500	9,000
Field expenditures	3,944	7,619	11,563
Geological consulting	21,562	7,967	29,529
Project administration & community relations	2,531	2,050	4,581
Salaries and wages	28,462	24,236	52,698
Tenement administration, reports and fees	6,016	9,762	15,778
Travel	1,069	1,462	2,531
	<u>\$ 71,114</u>	<u>\$ 60,930</u>	<u>\$ 132,044</u>

7. CAPITAL CONTRIBUTIONS

Great Pacific's investment in the operations of the Entity is presented as accumulated other comprehensive income, capital contribution and deficit in the carve-out financial statements.

Capital contributions with Great Pacific as presented in the carve-out statements of cash flows represents the net contributions relating to the funding of operations between the Entity and Great Pacific.

Providence and Reedy Creek Project Carve-Out

Notes to the Carve-Out Financial Statements

For the years ended December 31, 2024 and December 31, 2023

(Expressed in Canadian Dollars)

8. FINANCIAL INSTRUMENTS AND RISK

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Entity's accounts payable approximates its carrying value due to the short-term nature.

The Entity's risk exposures and the impact on the Entity's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Entity believes it has no significant credit risk.

Liquidity risk

The Entity's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

Market risk

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

(a) Interest rate risk

The Entity has no cash balances and no interest-bearing debt.

(b) Foreign currency risk

The Entity does not have assets or liabilities in a foreign currency.

(c) Price risk

The Entity is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Entity closely monitors commodity prices and the stock market to determine the appropriate course of action to be taken by the Entity.

Providence and Reedy Creek Project Carve-Out

Notes to the Carve-Out Financial Statements

For the years ended December 31, 2024 and December 31, 2023

(Expressed in Canadian Dollars)

9. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2024	2023
Loss for the year	\$ (56,070)	\$ (156,190)
Statutory tax rate	30%	30%
Expected income tax (recovery)	(16,821)	(46,857)
Change in unrecognized deductible temporary differences	16,821	46,857
Total income tax expense (recovery)	\$ -	\$ -

The significant components of the Entity's deferred tax assets are as follows:

	2024	2023
Deferred tax assets		
Exploration and evaluation expenditures	\$ 836,711	\$ 820,790
Non-capital losses	49,671	48,774
	886,382	869,564
Unrecognized deferred tax assets	(886,382)	(869,564)
Net deferred tax assets	\$ -	\$ -

The significant components of the Entity's deductible temporary differences and unused tax losses that have not been recognized in the statements of financial position are as follows:

	2024	Expiry Date Range	2023	Expiry Date Range
Temporary Differences				
Exploration and evaluation expenditures	\$ 2,789,000	No expiry date	\$ 2,735,000	No expiry date
Non-capital losses available for future periods	\$ 238,000	No expiry date	\$ 235,000	No expiry date

10. SEGMENTED INFORMATION

As at December 31, 2024, the Entity currently operates in one segment, being the acquisition, exploration and evaluation of resource assets located in Australia as described in Note 6.

Providence and Reedy Creek Project Carve-Out

Notes to the Carve-Out Financial Statements

For the years ended December 31, 2024 and December 31, 2023

(Expressed in Canadian Dollars)

11. RELATED PARTY TRANSACTIONS

Key management compensation consists of the Chairman, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and the Board of Directors. As part of these carve-out financial statements, certain salaries and related costs have been allocated from Great Pacific to the Projects for the current and former Chief Executive Officer (CEO) and Chief Financial Officers (CFO) compensation during the years ended December 31, 2024 and 2023 as follows:

	December 31, 2024	December 31, 2023
	\$	\$
Exploration expenditures to Chief Operating Officer	5,432	28,962
Management fees (CEO and CFO salaries)	1,383	20,810
	6,815	49,772

As at December 31, 2024, \$482 (2023 - \$1,190) was included in accounts payable and accrued liabilities owing to officers, and companies controlled or affiliated with directors and officers of the Entity in relation to fees, reimbursement of expenses and expense advances.

12. CAPITAL MANAGEMENT

As a separate resource exploration activity, the Projects do not have share capital and its equity is a carve-out amount from Great Pacific's equity. Great Pacific has no debt and does not expect to enter into debt financing. The Entity manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of underlying assets. The Project is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. The Projects have no traditional revenue sources. Going forward, it must generate funds through the sale or option of its exploration and evaluation assets. The Entity's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business, rather than through a process of forced liquidation, is primarily dependent upon its continued ability to find and develop mineral property interests, and there being a favorable market in which to sell or option the mineral properties interest; and/or its ability to borrow or raise additional funds from equity markets.

Providence and Reedy Creek Projects Carve-Out

CONDENSED INTERIM CARVE-OUT FINANCIAL STATEMENTS

(Expressed in Canadian Dollars)

(Unaudited)

FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2025 AND 2024

NOTICE TO READER

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

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Canadian Institute of Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Providence and Reedy Creek Project Carve-Out

Condensed Interim Carve-Out Statement of Financial Position

(Expressed in Canadian Dollars - Unaudited)

As at	March 31, 2025	December 31, 2024
ASSETS		
Current		
GST Receivable	\$ -	\$ -
Reclamation bond	<u>8,700</u>	<u>8,757</u>
	<u>\$ 8,700</u>	<u>\$ 8,757</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current		
Accounts payable and accrued liabilities	\$ -	\$ 1,822
SHAREHOLDERS' EQUITY (DEFICIENCY)		
Accumulated other comprehensive loss	(1,092)	(1,034)
Capital contributions	3,049,858	3,034,813
Deficit	<u>(3,040,066)</u>	<u>(3,026,844)</u>
	<u>8,700</u>	<u>6,935</u>
	<u>\$ 8,700</u>	<u>\$ 8,757</u>

Continuance of operations (Note 2)

Approved and authorized by the Board of Great Pacific Gold Corp. on June 30, 2025.

Approved on behalf of the Board:

"Robert McMorran"

Robert McMorran, Director

"Charles Hethey"

Charles Hethey, Director

The accompanying notes are an integral part of these carve-out financial statements.

Providence and Reedy Creek Project Carve-Out

Condensed Interim Carve-Out Statements of Loss and Comprehensive Loss

(Expressed in Canadian Dollars - Unaudited)

	For the three-month period ended March 31, 2025	For the three-month period ended March 31, 2024
EXPENSES		
Exploration expenditures (Note 6,10)	\$ 12,718	\$ 2,787
General and administration costs	<u>504</u>	<u>76</u>
Loss for the period	(13,222)	(2,863)
Other comprehensive loss		
Exchange difference on translation of foreign operations	<u>(58)</u>	<u>(151)</u>
Loss and comprehensive loss for the period	<u>\$ (13,280)</u>	<u>\$ (3,014)</u>

The accompanying notes are an integral part of these carve-out financial statements.

Providence and Reedy Creek Project Carve-Out

Condensed Interim Carve-Out Statement of Cash Flows

(Expressed in Canadian Dollars - Unaudited)

For the three-month period ended,	March 31, 2025	March 31, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	\$ (13,222)	\$ (2,863)
Changes in non-cash working capital items:		
Accounts payable	<u>(1,822)</u>	<u>(3,093)</u>
Cash used in operating activities	<u>(15,044)</u>	<u>(5,956)</u>
CASH FLOWS FROM FINANCING ACTIVITY		
Capital contributions	<u>15,044</u>	<u>5,956</u>
Cash provided by financing activities	<u>15,044</u>	<u>5,956</u>
Change in cash for the period	-	-
Cash, beginning of the period	<u>-</u>	<u>-</u>
Cash, end of the period	<u>-</u>	<u>-</u>

There were no material non-cash transaction during the three-month period ended March 31, 2025 and March 31, 2024.

The accompanying notes are an integral part of these carve-out financial statements.

Providence and Reedy Creek Project Carve-Out

Condensed Interim Carve-out Statements of Changes in Equity (Deficiency)

(Expressed in Canadian Dollars - Unaudited)

Balance, December 31, 2023	5,839
Transfers from owner, net	5,956
Other comprehensive loss for the period	151
Loss for the period	<u>(2,863)</u>
Balance, March 31, 2024	9,083
Transfers from owner, net	51,420
Other comprehensive income for the period	(361)
Loss for the period	<u>(53,207)</u>
Balance, December 31, 2024	6,935
Transfers from owner, net	15,044
Other comprehensive income for the period	(58)
Loss for the period	<u>(13,222)</u>
Balance, March 31, 2025	<u>8,700</u>

The accompanying notes are an integral part of these carve-out financial statements.

Providence and Reedy Creek Project Carve-Out

Notes to the Condensed Interim Carve-Out Financial Statements

For the three-month period ended March 31, 2025 and March 31, 2024

(Expressed in Canadian Dollars - Unaudited)

1. REPORTING ENTITY

The Providence and Reedy Creek Projects (the “Projects” or the “Entity”) as presented in these carve-out financial statements are not a legal entity and represent Projects owned by Great Pacific Gold Corp. (“Great Pacific”), either directly or through its wholly-owned subsidiary, Currawong Resources Ltd. (“Currawong”). Subsequent to the period ended March 31, 2025, the Projects were acquired by Golden Cross Resources Inc. (formerly “Zincore Metals Inc.”) (“Golden Cross”) via a share purchase transaction. Great Pacific is incorporated under the Business Corporation Act of British Columbia and is engaged in the acquisition, exploration and development of mineral properties in Australia and Papua New Guinea.

Golden Cross’ head office is located at 1030 West Georgia Street, Suite 1012, Vancouver, British Columbia, V6E 2Y3.

The purpose of these condensed interim carve-out financial statements is to provide general purpose historical financial information of the Projects in connection with the Transaction as detailed in Note 3. Therefore, these carve-out financial statements present the historical financial information of Great Pacific and Currawong that make up the Projects, either fully, or partially, where only specifically identifiable assets and liabilities are included, and allocations of shared income and expenses of the Projects that are attributable to the Entity.

The carve-out financial statements have been extracted from historical accounting records of Great Pacific and Currawong with estimates used, when necessary, for certain allocations, as follows:

- The carve-out statements of financial position reflect the assets and liabilities recorded by Great Pacific and Currawong which have been assigned to the Projects on the basis that they are specifically identifiable and attributable to the Projects;
- The carve-out statements of loss and comprehensive loss included a pro-rata allocation of the income and expenses incurred in each of the periods presented based on the percentage of exploration and evaluation activity on the carve-out exploration and evaluation expenditures, compared to the expenditures incurred on all of the Great Pacific’s exploration and evaluation expenditures, and based on specifically identifiable activities attributable to the Projects.
- The carve-out statements of loss and comprehensive loss included a pro-rata allocation of the CEO and CFO’s management fees for the periods presented based on the percentage of exploration and evaluation activity on the Projects, compared to the total net loss for Great Pacific and Currawong, and based on specifically identifiable activities attributable to the Projects.
- Income taxes have been calculated as if the Projects had been a separate legal entity and had filed separate tax returns for the period presented.

Management cautions readers of these carve-out financial statements that the Projects’ results do not necessarily reflect what the results of operations, financial position, or cash flows would have been had the Projects been a separate entity. Further, the allocation of income and expense in these carve-out statements of loss and comprehensive loss does not necessarily reflect the nature and level of the Projects’ future income and operating expenses. Great Pacific’s investment in the Projects, presented as equity in these carve-out financial statements, includes the accumulated total loss and comprehensive loss of the Projects.

Providence and Reedy Creek Project Carve-Out

Notes to the Condensed Interim Carve-Out Financial Statements

For the three-month period ended March 31, 2025 and March 31, 2024

(Expressed in Canadian Dollars - Unaudited)

2. CONTINUANCE OF OPERATIONS

The carve-out financial statements have been prepared on the going concern basis, which contemplates that the carve-out Entity will be able to realize its assets and discharge liabilities in the normal course of business. The continuation of the carve-out Entity as a going concern is dependent on its ability to successfully fund its cash obligations through financings. There can be no assurance that adequate or sufficient financing will be available in the future, or available under terms acceptable to the carve-out Entity, or the carve-out Entity will be able to generate sufficient positive cash flows from operations. These circumstances indicate the existence of a material uncertainty which casts significant doubt as to the ability of the Carve-Out Projects to meet its obligations as they become due, and accordingly, the appropriateness of the use of the accounting principles applicable to a going concern.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, tariffs, and national and international circumstances. Recent geopolitical events, and potential economic global challenges such as the risk of higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

3. TRANSACTION

On December 3, 2024 Great Pacific Gold Corp. entered into a Share Purchase Agreement (the "SPA") with Golden Cross. Under the terms of the SPA, Great Pacific, pursuant to a plan of arrangement, will sell one common share in the capital of 1513609 B.C. Ltd. ("BC Subco"), which is the sole shareholder of a corporation to be incorporated under the laws of Australia ("Australia Subco"). Australia Subco will hold a 100% interest in and to the Reedy Creek and Providence tenements (the "Projects") in Victoria, Australia. On April 15, 2025, the acquisition of the Reedy Creek and Providence gold projects was completed. In connection with the closing of the transaction, Golden Cross paid and issued the following:

- \$500,000 cash deposit within five business days of signing the agreement; and
- \$500,000 cash and 6,000,000 common shares

In addition, as per the SPA, Great Pacific is to receive:

- \$1,000,000 cash on publishing of a National Instrument 43-101 resource estimate with greater than one million ounces of gold and/or gold equivalent in measurer, indicated and inferred resources; and
- \$2,000,000 cash on commercial production of gold ore or concentrate from the Projects.

The Consideration Shares issued under the transaction will be subject to the following restrictions on resale:

- 800,000 Consideration Shares will not be subject to voluntary restrictions on transfer;
- 1,600,000 Consideration Shares will be subject to voluntary restrictions on transfer for a period of four months commencing on the date of issuance, with 400,000 of such Consideration Shares released every one month following the Closing Date; and
- 3,600,000 Consideration Shares will be subject to voluntary restrictions on transfer for a period of thirty-six months commencing on the date of issuance, with 600,000 of such Consideration Shares released every six months following the Closing Date.

Providence and Reedy Creek Project Carve-Out

Notes to the Condensed Interim Carve-Out Financial Statements

For the three-month period ended March 31, 2025 and March 31, 2024

(Expressed in Canadian Dollars - Unaudited)

4. BASIS OF PRESENTATION

(a) Statement of Compliance

The carve-out financial statements for the Projects are prepared in accordance with a financial reporting framework specified in subsection 3.11(6) of National Instrument 52-107 – Acceptable Accounting Principles and Auditing Standards for carve-out financial statements ("subsection 3.11(6)"). Subsection 3.11(6) requires the Property to select from a specified list of financial reporting frameworks. The financial reporting framework selected by the Projects to prepare these carve-out financial statements is IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

As the Entity has not previously prepared stand-alone financial statements, these carve-out financial statements are the first IFRS financial statements of the Projects in which IFRS 1, First-time Adoption of International Financial Reporting Standards, has been applied.

(b) Functional and presentation currency

As historically managed under Great Pacific's subsidiary, Currawong, the Projects' functional currency is the Australian dollar. All amounts are presented in Canadian dollars, unless otherwise indicated.

(c) Basis of measurement

These carve-out financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. In addition, the financial statements have been prepared using the accrual basis of accounting, except for cash flow disclosure.

5. MATERIAL ACCOUNTING POLICIES

The Company's accounting policies are the same as those applied in the Company's carve-out financial statements for the year ended December 31, 2024. These condensed interim financial statements should be read in conjunction with the Company's carve-out financial statements for the year ended December 31, 2024.

6. EXPLORATION EXPENDITURES

Great Pacific (and the Projects) hold two exploration licenses which combined cover 650km² in Victoria, Australia. The underlying properties are owned by a combination of Crown and third party land owners.

On November 11, 2022 the Entity acquired a license to explore the Providence project. Terms of the license include mandatory exploration commitments of AUD\$73,950 in year one (met), AUD\$93,600 in year two (met), AUD\$93,600 in year three, AUD\$93,600 in year four, and AUD\$132,900 in year five.

On October 15, 2020 the Entity acquired a license to explore the Reedy Creek project. Terms of the license include mandatory exploration commitments of AUD\$53,550 in year one (met), AUD\$66,400 in year two (met), AUD\$66,400 in year three (met), AUD\$66,400 in year four (met), and AUD\$92,100 in year five.

Providence and Reedy Creek Project Carve-Out

Notes to the Condensed Interim Carve-Out Financial Statements

For the three-month period ended March 31, 2025 and March 31, 2024

(Expressed in Canadian Dollars - Unaudited)

6. EXPLORATION EXPENDITURES (cont'd...)

During the three-month period ended March 31, 2025, the Entity incurred exploration expenditures as follows:

<i>Exploration Expenditures</i>	Providence Project	Reedy Creek Project	Total
Assay	\$ -	\$ 2,947	\$ 2,947
Equipment rental	-	1	1
Field expenditures	13	200	213
Project administration & community relations	22	336	358
Salaries and wages	538	8,073	8,611
Tenement administration, reports and fees	219	342	561
Travel	2	25	27
	<u>\$ 794</u>	<u>\$ 11,924</u>	<u>\$ 12,718</u>

During the three-month period ended March 31, 2024, the Entity incurred exploration expenditures as follows:

<i>Exploration Expenditures</i>	Providence Project	Reedy Creek Project	Total
Assay	\$ 4	\$ -	\$ 4
Field expenditures	5	-	5
Geophysics	95	-	95
Project administration & community relations	4	-	4
Salaries and wages	492	-	492
Tenement administration, reports and fees	2,231	-	2,187
	<u>\$ 2,831</u>	<u>\$ -</u>	<u>\$ 2,787</u>

7. CAPITAL CONTRIBUTIONS

Great Pacific's investment in the operations of the Entity is presented as accumulated other comprehensive income, capital contribution and deficit in the carve-out financial statements.

Capital contributions with Great Pacific as presented in the carve-out statements of cash flows represents the net contributions relating to the funding of operations between the Entity and Great Pacific.

Providence and Reedy Creek Project Carve-Out

Notes to the Condensed Interim Carve-Out Financial Statements

For the three-month period ended March 31, 2025 and March 31, 2024

(Expressed in Canadian Dollars - Unaudited)

8. FINANCIAL INSTRUMENTS AND RISK

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Entity's accounts payable approximates its carrying value due to the short-term nature.

The Entity's risk exposures and the impact on the Entity's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Entity believes it has no significant credit risk.

Liquidity risk

The Entity's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due.

Market risk

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

(a) Interest rate risk

The Entity has no cash balances and no interest-bearing debt.

(b) Foreign currency risk

The Entity does not have assets or liabilities in a foreign currency.

(c) Price risk

The Entity is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Entity closely monitors commodity prices and the stock market to determine the appropriate course of action to be taken by the Entity.

9. SEGMENTED INFORMATION

As at March 31, 2025, the Entity currently operates in one segment, being the acquisition, exploration and evaluation of resource assets located in Australia as described in Note 6.

Providence and Reedy Creek Project Carve-Out

Notes to the Condensed Interim Carve-Out Financial Statements

For the three-month period ended March 31, 2025 and March 31, 2024

(Expressed in Canadian Dollars - Unaudited)

10. RELATED PARTY TRANSACTIONS

Key management compensation consists of the Chairman, Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and the Board of Directors. As part of these carve-out financial statements, certain salaries and related costs have been allocated from Great Pacific to the Projects for the Chief Executive Officer (CEO) and Chief Financial Officers (CFO) compensation during the three-month period ended March 31, 2025 and March 31, 2024 as follows:

	March 31, 2025	March 31, 2024
	\$	\$
Management fees (CEO and CFO salaries)	543	92

As at March 31, 2025, \$nil (December 31, 2024 - \$482) was included in accounts payable and accrued liabilities owing to officers, and companies controlled or affiliated with directors and officers of the Entity in relation to fees, reimbursement of expenses and expense advances.

12. CAPITAL MANAGEMENT

As a separate resource exploration activity, the Projects do not have share capital and its equity is a carve-out amount from Great Pacific's equity. Great Pacific has no debt and does not expect to enter into debt financing. The Entity manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of underlying assets. The Project is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital. The Projects have no traditional revenue sources. Going forward, it must generate funds through the sale or option of its exploration and evaluation assets. The Entity's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business, rather than through a process of forced liquidation, is primarily dependent upon its continued ability to find and develop mineral property interests, and there being a favorable market in which to sell or option the mineral properties interest; and/or its ability to borrow or raise additional funds from equity markets.