

# **EXGEN RESOURCES INC.**

Condensed Consolidated Interim Financial Statements  
(Unaudited)

For the period ended September 30, 2025  
(Expressed in Canadian dollars)

## 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 condensed consolidated interim financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying condensed consolidated interim financial statements and the notes thereto have been prepared by, and are the responsibility of, the management of ExGen Resources Inc. These condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards using management's best judgments.

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

Vancouver, Canada  
November 27, 2025

"Signed"

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Jason Riley  
President

"Signed"

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Jason Tong  
Chief Financial Officer

# EXGEN RESOURCES INC.

Condensed Consolidated Interim Statements of Financial Position  
(Expressed in Canadian dollars)  
(Unaudited)

	September 30, 2025	December 31, 2024
<b>Assets</b>		
Current assets:		
Cash	\$ 1,694,585	\$ 3,640,720
Accounts receivable	296,921	103,390
Prepaid expenses	389,986	8,998
Receivable from sale of royalty (note 8)	-	290,204
Loans receivable (note 4)	75,000	-
Marketable securities (note 5)	86,706	132,887
	2,543,198	4,176,199
Deposits (note 3)	38,021	139,299
Convertible loan (note 6)	803,630	-
Mineral properties (note 8)	800,000	-
Investment in associate (note 7)	-	43,139
	\$ 4,184,849	\$ 4,358,637
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable and accrued liabilities (note 10)	\$ 115,414	\$ 141,151
Shareholders' equity:		
Share capital (note 9)	23,462,276	23,062,276
Reserves (note 9)	628,680	628,680
Contributed surplus (note 9)	4,286,644	4,286,644
Accumulated other comprehensive (loss) income	(795,453)	(752,738)
Deficit	(23,512,712)	(23,007,376)
	4,069,435	4,217,486
	\$ 4,184,849	\$ 4,358,637

Nature of operations and going concern (note 1)  
Subsequent events (note 13)

See accompanying notes to condensed consolidated interim financial statements.

On behalf of the Board:

(Signed) "Jason Riley" \_\_\_\_\_ Director

(Signed) "Mark Swartout" \_\_\_\_\_ Director

# EXGEN RESOURCES INC.

Condensed Consolidated Interim Statements of Comprehensive Income (Loss)  
(Expressed in Canadian dollars)  
(Unaudited)

	Three months ended September 30, 2025	Three months ended September 30, 2024	Nine months ended September 30, 2025	Nine months ended September 30, 2024
Operating (expenses) recoveries:				
Impairment of mineral properties (note 8)	\$ (80,265)	\$ (17,438)	\$ (101,677)	\$ (21,334)
General and administrative (note 10 and 11)	(34,747)	(29,558)	(96,071)	(131,925)
Consulting and professional fees (note 10)	(95,278)	(12,497)	(307,839)	(284,541)
Sales and marketing	-	-	(20,000)	-
Foreign exchange gain (loss)	697	(3,864)	(13,664)	2,904
Additional consideration on mineral property (note 8)	-	-	-	195,810
	(209,593)	(63,357)	(539,251)	(239,086)
Accretion income (note 8)	-	8,942	-	53,945
Interest income (note 6, 8)	39,963	19,309	80,520	56,446
Share of loss in associate (note 7)	(28,342)	(51)	(46,605)	(38,946)
Net loss	\$ (197,972)	\$ (35,157)	\$ (505,336)	\$ (167,641)
Other comprehensive gain (loss):				
Unrealized loss on investments in marketable securities (note 5)	(57,398)	(254,517)	(46,181)	(270,403)
Foreign currency translation of equity accounted investee (note 7)	(7,582)	4,406	3,466	2,245
Total comprehensive loss	\$ (262,952)	\$ (285,268)	\$ (548,051)	\$ (435,799)
Loss per share - basic and diluted (note 9)	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted average number of shares outstanding – basic and diluted	66,632,734	63,893,008	66,632,734	63,893,008

See accompanying notes to condensed consolidated interim financial statements.

## EXGEN RESOURCES INC.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity  
(Expressed in Canadian dollars)  
(Unaudited)

	Number of shares	Share capital	Reserves	Contributed surplus	Accumulated other comprehensive income (loss)	Deficit	Total equity
<b>December 31, 2023</b>	<b>63,893,008</b>	<b>\$ 23,062,276</b>	<b>\$ 628,680</b>	<b>\$ 4,286,644</b>	<b>\$ (343,731)</b>	<b>\$ (22,761,320)</b>	<b>\$ 4,872,549</b>
Net loss	-	-	-	-	-	(167,641)	(167,641)
Other comprehensive loss	-	-	-	-	(268,158)	-	(268,158)
<b>September 30, 2024</b>	<b>63,893,008</b>	<b>23,062,276</b>	<b>628,680</b>	<b>4,286,644</b>	<b>(611,889)</b>	<b>(22,928,961)</b>	<b>4,436,750</b>
Net loss	-	-	-	-	-	(78,415)	(78,415)
Other comprehensive loss	-	-	-	-	(140,849)	-	(140,849)
<b>December 31, 2024</b>	<b>63,893,008</b>	<b>23,062,276</b>	<b>628,680</b>	<b>4,286,644</b>	<b>(752,738)</b>	<b>(23,007,376)</b>	<b>4,217,486</b>
Shares issued on acquisition of property (note 7 and 8)	5,000,000	400,000	-	-	-	-	400,000
Net loss	-	-	-	-	-	(505,336)	(505,336)
Other comprehensive loss	-	-	-	-	(42,715)	-	(42,715)
<b>September 30, 2025</b>	<b>68,893,008</b>	<b>\$ 23,462,276</b>	<b>\$ 628,680</b>	<b>\$ 4,286,644</b>	<b>\$ (795,453)</b>	<b>\$ (23,512,712)</b>	<b>\$ 4,069,435</b>

See accompanying notes to condensed consolidated interim financial statements.

# EXGEN RESOURCES INC.

Condensed Consolidated Interim Statements of Cash Flows  
(Expressed in Canadian dollars)  
(Unaudited)

	<b>Nine months ended September 30,</b>	
	<b>2025</b>	<b>2024</b>
Operations:		
Net loss	\$ (505,336)	\$ (167,641)
Non-cash items:		
Impairment of mineral properties	101,677	21,334
Accretion income	-	(53,945)
Consideration on mineral property received in shares	-	(10,000)
Share of loss in associate	46,605	38,946
Change in working capital	(362,403)	356,971
Cash provided (used) by operating activities:	(719,457)	185,665
Investing:		
Advances on convertible loan	(750,000)	-
Advances on loans receivable	(75,000)	-
Cash used for additions in mineral properties	(401,678)	(21,334)
Cash used in investing activities	(1,226,678)	(21,334)
Change in cash	(1,946,135)	164,331
Cash, beginning	3,640,720	3,264,429
Cash, ending	\$ 1,694,585	\$ 3,428,760

See accompanying notes to condensed consolidated interim financial statements.

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
Period ended September 30, 2025  
(Expressed in Canadian dollars)  
(Unaudited)

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## 1. Nature of operations and going concern

ExGen Resources Inc. (the “Company” or “ExGen”) is incorporated under the laws of the Province of Alberta, Canada with incorporation continued in the Province of British Columbia, Canada. The Company’s head office is located at 1240-1140 West Pender Street, Vancouver, British Columbia, V6E 4G1. The Company is engaged in the exploration of copper-gold mineral properties in Canada and the United States. The Company’s properties are currently in the exploration stage. Its common shares trade on the TSX Venture Exchange (“TSX-V”).

These consolidated financial statements have been prepared by management on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. Several adverse conditions indicate the existence of material uncertainty that may cast significant doubt on the validity of this assumption. At September 30, 2025, the Company had current assets exceed its current liabilities by \$2,427,784, an accumulated deficit of \$23,512,712 and incurred a net loss of \$505,336 for the period then ended. The Company has incurred operating losses to date and is currently unable to self-finance any future operations. The Company’s ability to continue as a going concern is dependent upon raising additional capital or evaluating strategic alternatives.

These condensed consolidated interim financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these condensed consolidated financial statements, adjustments would be necessary in statement of financial position classifications used. Such adjustments could be material.

## 2. Basis of Preparation:

### (a) Statement of compliance

The condensed consolidated interim financial statements of the Company comply with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”). These condensed consolidated interim financial statements and compliance with IFRS were approved by the Board of Directors on November 27, 2025.

### (b) Basis of preparation

These condensed consolidated interim financial statements have been prepared on a historical cost basis except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair values and available-for-sale financial assets which are initially recorded at fair value with changes in fair value recorded in other comprehensive income. These consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
Period ended September 30, 2025  
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## 2. Basis of Preparation (continued):

### (c) Basis of consolidation

These condensed consolidated interim financial statements comprise the Company and its wholly-owned US subsidiary, 3 Amigos Exploration Inc. and its formerly wholly-owned Canadian subsidiary, Konnex Resources Inc. ("Konnex") up to the date of loss of control, June 29, 2017. On June 29, 2017, the Company's interest in Konnex was reduced to 20% resulting in deconsolidation of Konnex, and Konnex subsequently being accounted for as an associate undertaking (note 7).

Subsidiaries are entities controlled by the Company. Control exists when the Company (i) has power over the investee, (ii) is exposed, or has rights, to variable returns from its involvement with the investee and (iii) has the ability to affect those returns through its power over the investee. The financial statements of a subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. All intercompany balances and transactions are eliminated on consolidation.

### (d) Functional and presentational currency

All amounts on the condensed consolidated interim financial statements are presented in Canadian dollars which is the functional currency of the Company.

### (e) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of expenses during the reporting period. Actual results could differ from these estimates. Significant areas requiring the use of management estimates and judgments include:

#### Estimates:

- i) Amounts recorded for mineral properties represent costs incurred to date and are not intended to reflect present or future fair values. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable reserves, future production or proceeds from the disposition thereof.
- ii) The determination of the fair value of stock options or warrants using pricing models require the input of highly subjective assumptions, including the expected price volatility and forfeiture rates. Changes in the subjective input assumptions could materially affect the fair value estimate; therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options and warrants.
- iii) Deferred tax asset and liability calculations require subjective assumptions regarding future income tax rates and the probability of utilization of available tax losses. Changes in these assumptions could have a material impact on these calculations.
- iv) The estimated annual gains or losses from income and dilution on the investment in associate.
- v) The estimated annual gains or losses on the investment in marketable securities.

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
Period ended September 30, 2025  
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## 2. Basis of Preparation (continued):

### (e) Use of estimates and judgments (continued):

#### Estimates:

- vi) The determination of the fair value of shares received under option or sale agreements entered into by the Company requires the use of assumptions. Many factors can impact this determination, including if non-public shares, the underlying asset value of the shares or value of the claims under option or sale. The determination is highly subjective.

#### Judgments:

- i) The Company is required to make significant judgments regarding the capitalization of exploration expenditures on mineral properties. The Company is also required to make significant judgments on the ongoing feasibility of mineral exploration, whether further exploration plans will change, or whether development of a specific area is unlikely to recover existing exploration costs. If any of these indicators are present, management needs to assess whether the mineral property should be impaired.
- ii) Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry norms for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Mineral claims may be subject to unregistered prior agreements or inadvertent non-compliance with regulatory requirements. The Company is required to make judgements with respect to the going concern assumption that the Company will continue in operation for the foreseeable future.
- iii) Investment in associates - The Company uses judgment in its assessment of whether the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, including but not limited to, the ability to exercise significant influence through board representation, material transactions with the investee, provision of technical information, and the interchange of managerial personnel. Whether an investment is classified as an investment in associate can have a significant impact on the entries made on and after acquisition.

## 3. Deposits

The Company has reclamation bonds with the Bureau of Land Management in the State of Nevada to insure the completion of future asset retirement obligations as estimated utilizing a standardized reclamation cost estimating system for the State of Nevada. The Company has made cash deposits and these deposits are not releasable until such time that sufficient reclamation has been completed.

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
Period ended September 30, 2025  
(Expressed in Canadian dollars)  
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## 4. Loans receivable

During the period ending September 30, 2025, the Company entered into a non-interest bearing, non-secured demand loan with an arms-length private company, in relation to the Spark North lithium project.

## 5. Marketable securities

As at September 30, 2025, the Company held 1,330,000 shares (2024 – 1,330,000 shares) in Phoenix Copper Ltd. (“Phoenix”) and 700,000 shares in MTB Metals Corp., formerly Mountain Boy Minerals Ltd., (“MTB”) (2024 – 700,000 shares). During the period ended September 30, 2025, the Company recorded an unrealized loss of \$46,181 (2024 – loss of \$270,404).

	September 30, 2025	December 31, 2024
Opening balance	\$ 132,887	\$ 515,856
Shares received from mineral properties option agreement	-	10,000
Unrealized loss	(46,181)	(392,969)
Ending balance	\$ 86,706	\$ 132,887

## 6. Convertible loan

On April 11, 2025, the Company secured a right of first refusal (the “ROFR”) in relation to the Spark South lithium project, as partial consideration for a C\$750,000 unsecured convertible loan (the “Loan”) granted by the Company to an arms-length private company (the “Vendor”). The ROFR was granted pursuant to a right of first refusal agreement dated April 8, 2025 between the Company and the Vendor (the “ROFR Agreement”). The Loan is evidenced by an unsecured convertible debenture granted by the Vendor to the Company (the “Debenture”).

Pursuant to the ROFR Agreement, the Company has a right of first refusal, during the period of three (3) years following the date of the ROFR Agreement, in respect of any third-party transaction that would result in a change of control of the Vendor. Pursuant to the terms of the Debenture, the Loan has a term of three (3) years, subject to early termination on a change of control, and carries interest at a rate of 15% per annum, payable on maturity (either upon a change of control or at the end of the term). The principal and interest under the Debenture are convertible at the option of the Corporation for shares in the Vendor at a price of \$0.15 per share.

During the period ended September 30, 2025, the Company generated interest income of \$53,630 (2024 – \$Nil).

	September 30, 2025	December 31, 2024
Opening balance	\$ -	\$ -
Loan advanced	750,000	-
Accrued interest	53,630	-
Ending balance	\$ 803,630	\$ -

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
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## 7. Investment in associate

On June 29, 2017, Phoenix exercised its option to acquire an 80% ownership in Konnex. Konnex is involved in exploration and evaluation of mineral properties and holds title to the Empire Mine property located in the United States (see note 8). The acquisition by Phoenix diluted the Company's ownership in Konnex from 100% to 20% resulting in deconsolidation of Konnex and accordingly the Company's interest in Konnex is recorded as an investment in an associate accounted for using the equity method. Losses in excess of the equity investment are not recognized given the Company does not have a legal or constructive obligation to provide further funding to Konnex.

Investment in Konnex	September 30, 2025	December 31, 2024
Opening balance	\$ 43,139	\$ 123,371
Share of loss of Konnex	(46,605)	(64,193)
Equity – other comprehensive income (loss)	3,466	(16,039)
Ending balance	\$ -	\$ 43,139

  

As at	September 30, 2025	December 31, 2024
Current assets	\$ 6,094	\$ 103,435
Non-current assets	53,609,701	53,620,008
Current liabilities	(75,061)	(99,928)
Non-current liabilities	(55,669,510)	(53,772,015)
Net assets (liabilities)	(2,128,776)	(148,500)

  

The Company's share of net assets (liabilities)		
- 20% (2024 - 20%)	\$ (425,755)	\$ (29,700)

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
 Period ended September 30, 2025  
 (Expressed in Canadian dollars)  
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## 8. Mineral properties

Expenditures by activity:

	December 31, 2024	(Proceeds)	September 30, 2025
Property acquisitions	\$ 4,317,159	\$ 814,581	\$ 5,131,740
Lease costs, net of reversals	1,917,970	67,523	1,985,493
Geological and geophysical services	6,270,302	19,573	6,289,875
Drilling	3,772,553	-	3,772,553
Impairment	(14,807,510)	(101,677)	(14,909,187)
Deconsolidation	(1,470,474)	-	(1,470,474)
	\$ -	\$ 800,000	\$ 800,000

Expenditures by activity:

	December 31, 2023	(Proceeds)	December 31, 2024
Property acquisitions	\$ 4,293,580	\$ 23,579	\$ 4,317,159
Lease costs, net of reversals	1,917,970	-	1,917,970
Geological and geophysical services	6,270,302	-	6,270,302
Drilling	3,772,553	-	3,772,553
Impairment	(14,783,931)	(23,579)	(14,807,510)
Deconsolidation	(1,470,474)	-	(1,470,474)
	\$ -	\$ -	\$ -

Expenditures by property:

	December 31, 2024	Additions	Impairment	September 30, 2025
Boss	\$ -	\$ 603	\$ (603)	\$ -
Buena Vista	-	15,567	(15,567)	-
Gordon Lake	-	35,828	(35,828)	-
DOK	-	4,104	(4,104)	-
Spark North	-	685,098	(35,098)	650,000
MacRex	-	160,477	(10,477)	150,000
	\$ -	\$ 901,677	\$ (101,677)	\$ 800,000

Expenditures by property:

	December 31, 2023	Additions	Impairment	December 31, 2024
Boss	\$ -	\$ 601	\$ (601)	\$ -
Buena Vista	-	15,498	(15,498)	-
Gordon Lake	-	2,123	(2,123)	-
DOK	-	5,357	(5,357)	-
	\$ -	\$ 23,579	\$ (23,579)	\$ -

The Company has no current mineral resources or mineral reserves on any of its properties.

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
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## 8. Mineral properties (continued)

### United States Properties

#### *Spark North Property*

On March 14, 2025, the Company completed the asset acquisition to acquire the Spark North lithium project in Elko County, Nevada consisting of 111 claims totaling approximately 2,300 acres prospective for lithium (the "Spark North Lithium Project") from an arm's length private company (the "Vendor"). The acquisition was completed pursuant to a purchase agreement dated January 21, 2025, which outlines the terms of the acquisition as follows:

- The Company paid a total of \$250,000 cash consideration.
- The Company issued 5,000,000 common shares at \$0.08 per common share of the Company to the Vendor. Therefore, the aggregate of common shares and cash consideration provided to the Vendor was \$650,000.
- The Company granted a 1.5% Net Smelter Returns ("NSR") in favour of the Vendor, with a 0.75% NSR buyback (half of the NSR) at the Company's option for \$1,000,000.

#### *Boss Property*

The Company's 100% owned Boss property consists of a lease agreement with a patented claim owner, as well as 2 unpatented mineral claims. The agreement provides for advance royalty payments of \$1,500 per month. On commencement of production, the advance royalty will be converted to a production royalty, which will be equal to a 1.5% NSR royalty on commercial production. The owner can convert the advance royalty payments to a 20% working interest at any time before completion of a feasibility study.

#### *Empire Mine*

The Company held a 100% interest in the Empire Mine property and is required to pay a 4% net smelter return royalty.

On July 15, 2015, ExGen, together with Konnex signed an option agreement with Phoenix, for Phoenix to secure an option to acquire 80% of the issued shares of Konnex, which holds the leases to the Empire Mine Project. On November 9, 2016, ExGen, together with Konnex signed an amended option agreement ("Amendment") with Phoenix on the terms and conditions noted below, including a term requiring the return of the Konnex common shares to ExGen in certain circumstances, as discussed further below. The terms of the original option with Phoenix (the "Original Option") remain in place except as amended below.

On September 8, 2021, the Company sold its wholly owned 2.5% NSR royalty on the Empire Mine project to a private company with directors and officers in common for total cash considerations of \$2,750,000 and potential further cash payments depending on the exploration and development milestones achieved on the Empire Mine Project, as outlined below.

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
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## 8. Mineral properties (continued)

### *Empire Mine (continued)*

Scheduled cash payments totaling \$2,750,000:

- \$500,000 within 10 days of the closing of the NSR Royalty Sale (received);
- \$500,000 on the earlier of: (i) 10 days of the listing of the Purchaser on a stock exchange in Canada or the United States or the Purchaser's shareholders receiving shares of an entity listed on such an exchange; or (ii) 18 months the closing of the NSR Royalty Sale (received); and
- \$1,750,000 in cash payments made in seven \$250,000 cash payments, with the first \$250,000 cash payment made on January 15, 2023 (received), and a further six \$250,000 cash payments made every three months (received).

The discounted value of \$1,683,322 for the scheduled cash payments has been recognized in the statement of comprehensive income as additional consideration from mineral properties and receivables on the statement of financial position. During the period ended September 30, 2025, the Company recognized \$Nil (2024 - \$53,945) as accretion income. At September 30, 2025, the Company had an amount receivable in relation to the NSR royalty of \$Nil (December 31, 2024 - \$290,204).

100% of the Empire Mine Project Residual Interest - Milestone Based Contingent Cash Payments:

- \$100,000 on completion of a NI 43-101 compliant Pre-Feasibility Study on the Empire Mine Project; and
- on the date of filing a NI 43-101 compliant Feasibility Study, an additional \$250,000 per each 100,000,000 lbs of copper reserves at the Empire Mine Project as determined by such NI 43-101 compliant Feasibility Study.

### Project Participation

- Upon the deposit by Phoenix of USD \$1,000,000 into the Konnex bank account (discussed below under Project Expenditures by Phoenix), 80% of Konnex's common shares were transferred to Phoenix.
- ExGen to retain a 20% carried interest in Konnex until commencement of mine construction.
- ExGen granted a 2.5% NSR royalty for all metals on the Empire Mine Project.
- If any of the cash or share payments, or project expenditure requirements, set out below, are not completed as required pursuant to the Original Option and the Amendment, or if the Original Option is terminated, then the 80% of the Konnex common shares will be returned to ExGen without ExGen paying any consideration.

### Cash and Shares

- Exgen to be paid cash payments totaling USD \$250,000 (received).
- ExGen to be issued pre-consolidated 11,300,000 common shares of Phoenix on signing the Original Agreement (received – see note 5).

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
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## 8. Mineral properties (continued)

### *Empire Mine (continued)*

#### Cash and Shares

- ExGen to be paid USD \$100,000 on each anniversary date of the earlier of the Phoenix IPO or March 31, 2017 (the "IPO Anniversary Payment") until the completion of a bankable feasibility study on the Empire Mine Project. The 2024 anniversary payment of USD \$100,000 (\$136,033 CAD) from Phoenix was the final payment as noted in the December 17, 2024 Carried Interest Agreement below (see note 7).
- The IPO Anniversary Payment increases 100% to USD \$200,000 for any payment where during the prior 12 months period the minimum expenditures on the Empire Mine Project has not been met (see below for minimum expenditure requirements).

#### Project Expenditures by Phoenix

- Phoenix to have deposited a minimum of USD \$1,000,000 into the Konnex bank account by the earlier of the Phoenix IPO date or by June 30, 2017 (deposited).
- Phoenix to spend the USD \$1,000,000 on the Empire Mine Project within 12 months of deposit into the Konnex bank account (incurred).
- Phoenix to fund all Empire Mine Project property maintenance and sustaining costs of Konnex.
- Phoenix to spend a minimum of USD \$500,000 on the Empire Mine Project every 12 months until completion of the bankable feasibility study (incurred for 2020).

#### Deal Protection and Corporate Structure

- Should Phoenix sell its 80% interest in Konnex prior to the commencement of commercial production, ExGen shall have the right but not the obligation to sell its 20% interest in Konnex on the same terms as Phoenix.

On June 29, 2017, Phoenix fulfilled all necessary obligations in order to exercise its option to acquire 80% interest in Konnex.

On December 17, 2024, ExGen signed a carried interest agreement ("Carried Interest Agreement") with Phoenix Copper Ltd., whereby Phoenix has agreed to fund all of ExGen's construction and operating costs related to the Empire Mine Open Pit Project. As a result of the Carried Interest Agreement, Phoenix or its affiliates will fund, through a loan to Konnex, all of ExGen's 20% of construction and operating costs for the Project, and the loan will be repaid by ExGen to Phoenix from ExGen's 20% share of the profits from the Project.

As part of the consideration for the Carried Interest Agreement and to help facilitate the fastest path to production for the Project, ExGen has agreed that Phoenix is no longer required to do the following pursuant to the original option agreement, as amended, among ExGen and Phoenix: (i) complete a NI 43-101 compliant Feasibility Study for the Project; (ii) pay to ExGen USD \$100,000 per year; and (iii) complete USD \$500,000 of annual spending on the Project.

# EXGEN RESOURCES INC.

Notes to Condensed Consolidated Interim Financial Statements  
Period ended September 30, 2025  
(Expressed in Canadian dollars)  
(Unaudited)

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## 8. Mineral properties (continued)

### *Buena Vista Property*

ExGen acquired a 100% interest in the property located in central Nevada by making expenditures on the property of USD \$1,000,000, assuming the obligations on 53 unpatented claims, and making cash payments of USD \$80,000 by 2011.

### **Canadian Properties**

#### *Gordon Lake Property*

The Company holds 100% interest in the Gordon Lake gold property located in the Northwest Territories.

#### *DOK Property*

On May 16, 2011, the Company signed an option agreement with two private property owners to earn a 100% interest in the DOK copper-gold porphyry property in northern British Columbia, Canada. The property consists of 17 contiguous mineral claims covering approximately 18,500 acres. The option agreement was amended on December 15, 2011, April 13, 2014, July 19, 2016, and July 22, 2019.

Under the amended terms of the Option Agreement, the Company has the right to earn a 100% interest in the DOK property by making the following payments and exploration commitments:

- a) Cash payments totaling \$340,000 over six years (paid).
- b) Exploration expenditures totaling \$3,000,000 due as follows:
  - \$500,000 on or before by April 30, 2012 (incurred), and
  - \$2,500,000 on or before April 30, 2025 (amended July 22, 2019 detailed below),
- c) A 3% NSR to the property vendors, of which the Company has the right to repurchase 2% of the NSR at any time prior to the commencement of commercial production for \$2,000,000.

On July 22, 2019, the Company entered into an amending agreement with the following terms replacing the commitment of \$2,500,000 exploration expenditures on or before April 30, 2025:

- \$16,000 on execution of the Amendment (paid);
- \$20,000 on or before July 19, 2017 (paid);
- \$40,000 on or before July 19, 2018 (paid);
- \$50,000 on or before July 19, 2019 (paid);
- \$90,000 on or before July 19, 2020 (paid); and granted a 5-year extension (from April 30, 2020 to April 30, 2025) to incur \$2,537,328 of exploration and development expenditures.

As at September 30, 2025, the Company incurred exploration expenditures totaling \$2,537,328 (2024 - \$2,537,328).

# EXGEN RESOURCES INC.

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## 8. Mineral properties (continued)

### *DOK Property (continued)*

On May 10, 2021, the Company signed an option agreement with MTB Metals Corp., formerly Mountain Boy Minerals Ltd., ("MTB") whereby MTB may earn a 60% interest in the DOK property. In order to earn the 60% interest, MTB must spend \$2,500,000, deliver 1,500,000 shares, and pay \$230,000 to the Company. The first-year requirement is \$30,000 cash, 300,000 shares, and \$150,000 of work, with the balance of the earn-in requirements spread over another four years.

A first payment of \$10,000 was received on May 11, 2021. Remaining cash and share payments owing to the Company and work spend requirements on the DOK property are as follows (on or before the following dates):

<b>Date</b>	<b>Cash</b>	<b>Shares</b>	<b>Work</b>	<b>Cumulative Work</b>
Closing	\$10,000	100,000		
January 15, 2022	\$20,000	200,000	150,000	150,000
January 15, 2023	\$20,000	200,000	500,000	650,000
January 15, 2024	\$50,000	200,000	500,000	1,150,000
January 15, 2025	\$60,000*	200,000*	600,000	1,750,000
January 15, 2026	\$70,000	600,000	750,000	2,500,000

\* Shares and cash yet to be received during the period

The Company has substantially completed the earn-in requirements, including all cash payments to the underlying vendors, with the remaining requirement being a further work expenditure on the property of \$500,000 before April 30, 2025 (to hold a 100% interest) subject to a 3% royalty payable to vendors in the underlying agreement, with the Company retaining the right to purchase 2% of the vendor's NSR Royalty.

### *MacRex Property*

On July 29, 2025, the Company entered into an option agreement that will grant the Company the exclusive right and option (the "Option") to earn a 100% interest in the MacRex Property, a mineral property located in British Columbia, Canada. To maintain the Option in good standing and earn a 100% ownership interest in the property, the Company must make the following \$700,000 cash payments and \$1,100,000 exploration commitments on the property (in addition to a bonus payment of \$3,000,000 due within 30 days of publishing an NI 43-101 compliant resource on the property):

<b>Date</b>	<b>Cash</b>	<b>Work</b>	<b>Cumulative Work</b>
Closing	\$150,000*		
July 9, 2026	\$75,000	\$100,000	\$100,000
July 9, 2027	\$75,000	\$200,000	\$300,000
July 9, 2028	\$75,000	\$300,000	\$600,000
July 9, 2029	\$250,000	\$500,000	\$1,100,000

\* Cash paid during period ended September 30, 2025.

# EXGEN RESOURCES INC.

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## 9. Share capital

### (a) Authorized:

Unlimited number of common shares without nominal or par value.

Unlimited number of preferred shares without nominal or par value of which none have been issued.

On March 14, 2025, the Company issued 5,000,000 common shares at \$0.08 per share to the Vendor in relation to the closing of the Spark North Lithium Project.

### (b) Share options:

Under the Company's stock option plan, the Company may grant equity-settled options to consultants, officers and directors equal to 10% of the then issued and outstanding common shares. The exercise price and vesting period of options granted is not less than the market price of the common shares traded less the available discount under TSX-V policies and is determined by the Board of Directors. Options granted can have a term of up to 10 years.

On July 25, 2022, the Company issued 6,375,000 options to current directors, officers and consultants of the Company. The options have an exercise price of \$0.12 and fully vest on grant date, with an expiry date of July 24, 2027. The grant date fair value of the options was \$442,610, based on the Black-Scholes Option Pricing Model, with the following assumptions: risk free rate 2.87%; volatility of 242.5%; dividend rate 0%; forfeiture rate 0%; and expected life of 5 years. The share-based compensation expense recognized in the year for the vesting of these options was \$442,610.

	2025		2024	
	Number of options	Amount	Number of options	Amount
Outstanding, beginning of period	6,375,000	\$ 442,610	6,375,000	\$ 442,610
Issued	–	–	–	–
Outstanding, end of period	6,375,000	\$ 442,610	6,375,000	\$ 442,610

### *Options outstanding at September 30, 2025:*

Expiry	Exercise Price	Number
July 24, 2027	\$0.12	6,375,000
		6,375,000

Average remaining life of the options outstanding were 1.81 years.

As of September 30, 2025, the Company has 6,375,000 options outstanding (2024 – 6,375,000).

### (c) Per share amounts:

In computing loss per share, all options and warrants were excluded from the dilution calculation, as they were anti-dilutive. For the period ended September 30, 2025, the weighted average number of common shares outstanding was 66,632,734 (December 31, 2024 – 63,893,008).

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## 10. Related party transactions

Key Management Personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers.

Total compensation to key management personnel of \$127,000 (2024 - \$177,000) consisted of management and consulting fees to officers.

At September 30, 2025, accounts receivable and receivables on NSR sale included \$173,563 which was owing from companies held by officers of the Company (December 31, 2024 - \$290,204).

At September 30, 2025, prepaid expenses included \$376,300 incurred with companies held by officers of the Company (December 31, 2024 - \$Nil).

At September 30, 2025, accounts payable and accrued liabilities included \$13,907 which was owing to officers of the Company (December 31, 2024 - \$26,604).

Other Related Parties:

During the period ended September 30, 2025, the Company incurred a charge to a spouse of a director \$11,250 in rent (2024 - \$11,250). At September 30, 2025, accounts payable and accrued liabilities included \$3,750 (December 31, 2024 - \$7,500) relating to such services.

## 11. General and administrative

Expenditures by nature:

	September 30, 2025	September 30, 2024
Accounting	\$ 27,000	\$ 27,000
Bank fees	1,823	1,158
Insurance	11,569	11,802
Investor relations and filing fees	27,003	13,286
Listing and transfer agent fees	12,788	14,631
Office fees	3,217	15,716
Rent	11,250	11,250
Technology services	1,421	-
Travel	-	37,082
	<u>\$ 96,071</u>	<u>\$ 131,925</u>

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## 12. Financial instruments and financial risk management

The Company's financial instruments include cash, marketable securities and accounts payable.

### Fair value

Fair values are determined directly by reference to published price quotations in an active market, when available, or by using a valuation technique that uses inputs observed from relevant markets.

The three levels of the fair value hierarchy are described below:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 – Inputs that are observable, either directly or indirectly, but do not qualify as Level 1 inputs (i.e. quoted prices for similar assets or liabilities).
- Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e., supported by little or no market activity).

The fair value of financial instruments traded in active markets is based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in Level 1. Instruments included in Level 1 comprise primarily publicly-traded equity investments classified as FVTOCI securities.

### Risk management

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adhere to market conditions. The Company has exposure to credit risk, liquidity risk and market risk as a result of its use of financial instruments. This note presents information about the Company's exposure to each of the above risks and the Company's objectives, policies and processes for measuring and managing these risks. Further quantitative disclosures are included as applicable.

The Board of Directors has the overall responsibility for the establishment and oversight of the Company's risk management framework. The Board has implemented and monitors compliance with risk management policies.

#### (a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is attributable to cash balances and deposits.

The carrying amount of financial assets recorded in the financial statements, net of any allowances for losses, represents the Company's maximum exposure to credit risk. Cash is held with Schedule I Canadian banks, while the deposits are held with a governmental authority. Therefore, management believes the risk of loss to be minimal.

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## 12. Financial instruments and financial risk management (continued)

### Risk management (continued)

#### (b) Liquidity risk

Liquidity risk is the risk that the Company will incur difficulties meeting its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking harm to the Company's reputation.

As at September 30, 2025, the Company's financial liabilities were comprised of accounts payable and accrued liabilities of \$115,414 (December 31, 2024 - \$141,151) which have either contractual or expected maturities of less than one year. In order for the Company to settle its expected future obligations the Company will be required to raise funds through private placements. See note 1 for discussion of going concern.

#### (c) Market risk

Market risk consists of currency risk, commodity price risk, other price risk, and interest rate risk. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns:

##### i) Currency risk

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. Although the Company is considered to be in the exploration stage and has not yet developed commercial mineral interests, the underlying market prices in Canada for minerals are impacted by changes in the exchange rate between the Canadian and United States dollar. As the Company has transactions that are denominated in United States dollars the Company is exposed to foreign currency exchange risk. At September 30, 2025, the Company held, disclosed in US Dollars, US cash of \$6,499 (2024 - \$168,309), US deposits of \$27,312 (2024 - \$27,312) and US accounts payable of \$2,000 (2024 - \$2,000). Every \$0.01 change in the foreign exchange rate at September 30, 2025 would have impacted net loss by \$445 (2024 - \$2,263).

The Company is also exposed to fluctuations in the exchange rate between the Canadian dollar and British pounds through its investment in Phoenix (see note 5). At September 30, 2025, the Company held Phoenix shares of \$70,886 (2024 - \$125,887). Every \$0.01 change in the foreign exchange rate at September 30, 2025 would have impacted other comprehensive loss by \$379 (2024 - \$1,297).

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## 12. Financial instruments and financial risk management (continued)

### Risk management (continued)

#### (c) Market risk

##### ii) Commodity price risk

Commodity price risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in commodity prices. Commodity prices for minerals are impacted by world economic events that dictate the levels of supply and demand as well as the relationship between the Canadian and United States dollar, as outlined above. As the Company has not yet developed commercial mineral interests, it is not exposed to commodity price risk at this time.

##### iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Company is exposed to other price risk through its investments in Phoenix and MTB shares traded in an active market. At September 30, 2025, a 10% change in the share price, holding other factors consistent, would impact other comprehensive income by \$8,671 (2024 - \$25,545).

##### iv) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company has no variable rate debt, however is exposed to interest rate risk on its cash or deposits. The Company did not hold any cash equivalents at September 30, 2025 and had no interest rate swap or financial contracts in place at September 30, 2025.

## 13. Subsequent event

Subsequent to period end, the Company entered into an arrangement agreement with MTB, whereby the Company and MTB will combine their operations, business, assets and properties. The proposed transaction will be subject to approval by MTB shareholders, the court and the TSX Venture Exchange and other closing conditions customary in transactions of this nature. The proposed transaction will be an arm's-length transaction for both companies under the policies of the TSX-V. There are no finders' fees.

Under the proposed transaction, the Company would acquire all the issued and outstanding securities of MTB, on the basis of 0.286 of the Company's common shares for one MTB common share, with the result that the current securityholders of MTB will become securityholders of the Company and will hold approximately 35% of the combined company (subject to potential changes resulting from other potential transactions).