

Bocana Resources Corp.

Condensed Interim Consolidated Financial Statements

December 31, 2025

(expressed in Canadian dollars)

(unaudited)

Management's Comments on Unaudited Condensed Interim Consolidated Financial Statements

These unaudited condensed interim consolidated financial statements of Bocana Resources Corp. (the "Company") have been prepared by management and approved by the Board of Directors of the Company.

These unaudited condensed interim consolidated financial statements have not been reviewed by the Company's external auditors.

Bocana Resources Corp.

Consolidated Statements of Financial Position

(expressed in Canadian dollars)

| | Notes | December 31, 2025 \$ | September 30, 2025 \$ |
|--|--------------------------------------|--------------------------------------|-----------------------------|
| Assets | | | |
| Current | | | |
| Cash | | 297,319 | 37,689 |
| Receivables | | 59,699 | 55,974 |
| Prepaid expenses | | 21,611 | 28,812 |
| | | <u>378,629</u> | <u>122,475</u> |
| Liabilities | | | |
| Current | | | |
| Accounts payable and accrued liabilities | 10 | 705,121 | 697,807 |
| Advances from directors | 5, 10 | 54,377 | 54,644 |
| Due to joint venture | 4 | 142,123 | 55,467 |
| | | <u>901,621</u> | <u>807,918</u> |
| Shareholders' equity | | | |
| Share capital | 6 | 7,997,092 | 7,635,935 |
| Warrants | 6 | 1,053,619 | 1,149,200 |
| Contributed surplus | 6 | 1,160,384 | 1,170,000 |
| Foreign currency reserve | | 178,215 | 176,815 |
| Deficit | | (10,912,302) | (10,817,393) |
| | | <u>(522,992)</u> | <u>(685,443)</u> |
| | | <u>378,629</u> | <u>122,475</u> |
| Nature of operations | 1 | | |
| Going concern | 2 | | |
| Investment in joint venture | 4 | | |
| Subsequent event | 11 | | |
| Approved by the Board: | | | |
| | Timothy J. Turner Director | Christian Shomber Director | |

Bocana Resources Corp.

Consolidated Statements of Loss and Comprehensive Loss

(expressed in Canadian dollars)

| | Notes | 3 months ended December 31, | |
|---|----------|-----------------------------|-------------|
| | | 2025 | 2024 |
| | | \$ | \$ |
| Expenses | | | |
| Professional fees | 10 | 11,384 | 16,792 |
| Consulting | 10 | 53,103 | 53,715 |
| General and administrative | | 8,181 | 9,194 |
| Public company costs | | 4,124 | 3,654 |
| Exploration and evaluation | 7 and 10 | 22,505 | 39,702 |
| Interest | 5 and 10 | 1,270 | - |
| Foreign exchange loss (gain) | | (5,658) | - |
| | | 94,909 | 123,057 |
| Net loss | | (94,909) | (123,057) |
| Other comprehensive loss that may be reclassified to profit or loss in subsequent years (net of tax) | | | |
| Currency translation adjustment | | 1,400 | (488) |
| Comprehensive loss | | (93,509) | (123,545) |
| Net loss per share-basic and diluted | | - | - |
| Weighted average number of shares outstanding - basic and diluted | | 101,227,661 | 101,227,661 |

Bocana Resources Corp.

Consolidated Statements of Cash Flows

(expressed in Canadian dollars)

| | 3 months ended December 31, | |
|--|-----------------------------|-----------------|
| | 2025 | 2024 |
| | \$ | \$ |
| Cash provided by (used in) | | |
| Operating activities | | |
| Net loss | (94,909) | (123,057) |
| Foreign exchange gain | (7,238) | - |
| Interest expense on advances from directors not paid | 1,270 | - |
| Changes in non-cash operating working capital | | |
| Receivables | (3,725) | (3,722) |
| Prepaid expenses | 7,201 | 7,201 |
| Accounts payable and accrued liabilities | 14,415 | 71,903 |
| | <u>(82,986)</u> | <u>(47,675)</u> |
| Investing activities | | |
| Due to joint venture | 86,656 | - |
| Financing activities | | |
| Advances from directors | - | 18,600 |
| Exercise of warrants | 230,960 | - |
| Exercise of stock options | 25,000 | - |
| | <u>255,960</u> | <u>18,600</u> |
| Net increase (decrease) in cash | 259,630 | (29,075) |
| Cash, beginning of period | 37,689 | 33,181 |
| Cash, end of period | <u>297,319</u> | <u>4,106</u> |
| Supplementary information | | |
| Interest paid | - | - |
| Income taxes paid | - | - |

Bocana Resources Corp.

Consolidated Statements of Changes in Equity

(expressed in Canadian dollars)

| | Share capital | | | Contributed surplus | Foreign currency reserve | Deficit | Total |
|---------------------------------------|-------------------------|------------------|------------------|---------------------|--------------------------|---------------------|------------------|
| | Number of common shares | \$ | Warrants | \$ | \$ | \$ | \$ |
| | (note 6) | (note 6) | (note 6) | (note 6) | | | |
| Balance, September 30, 2025 | 101,227,661 | 7,635,935 | 1,149,200 | 1,170,000 | 176,815 | (10,817,393) | (685,443) |
| Exercise of warrants | 1,634,600 | 230,960 | - | - | - | - | 230,960 |
| Fair value of warrants exercised | | 95,581 | (95,581) | - | - | - | - |
| Exercise of stock options | 250,000 | 25,000 | - | - | - | - | 25,000 |
| Fair value of stock options exercised | - | 6,303 | - | (6,303) | - | - | - |
| Fair value of stock options cancelled | - | 3,313 | - | (3,313) | - | - | - |
| Other comprehensive loss | - | - | - | - | 1,400 | - | 1,400 |
| Net loss | - | - | - | - | - | (94,909) | (94,909) |
| Balance, December 31, 2025 | 103,112,261 | 7,997,092 | 1,053,619 | 1,160,384 | 178,215 | (10,912,302) | (522,992) |
| Balance, September 30, 2024 | 101,227,661 | 7,635,935 | 1,149,200 | 1,167,400 | 177,032 | (10,395,929) | (266,362) |
| Other comprehensive loss | - | - | - | - | (488) | - | (488) |
| Net loss | - | - | - | - | - | (123,057) | (123,057) |
| Balance, December 31, 2024 | 101,227,661 | 7,635,935 | 1,149,200 | 1,167,400 | 176,544 | (10,518,986) | (389,907) |

See accompanying notes to the consolidated financial statements

Bocana Resources Corp.

Notes to Condensed Interim Consolidated Financial Statements

December 31, 2025

(expressed in Canadian dollars)
(unaudited)

1. Nature of operations

Bocana Resources Corp. is a public company engaged in the acquisition, exploration and development of mineral resources in South America. The Company's registered office is located at 800 - 333 7th Avenue S.W., Calgary, AB T2P 2Z1.

Letter of intent/LP Associates, LLC

On July 24, 2025, the Company entered into a binding letter of intent for the proposed acquisition ("Transaction") of 100% of the rights, title and interests in the U.S. Bureau of Land Management placer mining claims ("Claims"). The Claims, which are comprised of 72 claims covering approximately 1,440 acres located in Pinal County, approximately 85 miles southeast of Phoenix, Arizona.

It is the intent of the Company that the Transaction would be completed by Arizore LLC (see note 4, *Investment in joint venture*) which would acquire the Claims for US\$27,500,000 ("Purchase Price").

The Transaction is subject to the following conditions:

- a) the completion of satisfactory due diligence by the Company;
- b) the entering into of a definitive agreement in respect of the Transaction by February 19, 2026 (see note 11, Subsequent events, *Extension of Letter of intent/LP Associates, LLC*);
- c) the completion of all financing by the Company to satisfy the Purchase Price;
- d) regulatory and third-party approvals, including but not limited to the TSX Venture Exchange.

Arizore LLC has received Funding Loans of US\$400,000 from the other joint venture member, of which, US\$200,000 was forwarded towards the Purchase Price of the Claims and US\$200,000 is funding due diligence expenses associated with the Claims.

2. Going concern

The Company is in the exploration stage and does not generate revenue. At December 31, 2025, the Company had a working capital deficit of \$522,992 (September 30, 2025 - \$685,443) and for the 3 months ended December 31, 2025, the Company incurred a net loss of \$94,909 (2024 - \$123,057) and a cashflow deficit from operations of \$82,986 (2024 - \$47,675). The working capital deficit, net losses and cashflow deficits limit the Company's ability to fund its operations and the acquisition, exploration and development of mineral properties. The Company will periodically have to raise funds to continue operations, and, although it has been successful thus far in doing so, there is no assurance it will be able to do so in the future. The Company estimates it will need additional capital to operate for the upcoming year.

As a result, there is material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. These condensed interim consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary were the going concern assumption be inappropriate, and these adjustments could be material.

3. Basis of presentation

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*, using accounting policies consistent with International Financial Reporting Standards and their interpretations adopted by the International Accounting Standards Board.

The accounting policies used in these condensed interim consolidated financial statements are consistent with those disclosed in the Company's audited consolidated financial statements for the year ended September 30, 2025.

These condensed interim consolidated financial statements do not include certain information and disclosures normally included in annual financial statements prepared in accordance with IFRS and should be read in conjunction with the Company's annual financial statements for the year ended September 30, 2025.

These condensed interim consolidated financial statements were approved and authorized for issue by the Board of Directors on March 2, 2026.

4. Investment in joint venture

The Company has an investment in the following joint venture:

| Joint venture | Principal activity | Country | Ownership percentage |
|---------------|---------------------|---------------|----------------------|
| Arizore LLC | Mineral exploration | United States | 50% |

During the year, as the Company did not contribute any funding to Arizore LLC, the carrying amount of its investment is zero and as the Company has not incurred legal or constructive obligations or made payments on behalf of the joint venture, the Company has not recognized its share of losses of the joint venture.

Summarized financial information of Arizore LLC

| | US\$ |
|-------------------------|---------|
| Current assets | 312,433 |
| Non-current assets | – |
| Current liabilities | 405,000 |
| Non-current liabilities | – |
| Revenue | – |
| Net loss | 37,865 |

On behalf of Arizore LLC, the Company received Funding Loans of US\$200,000 from the other joint venture member and made payments of US\$104,512. The amount due to joint venture of \$142,123 (September 30, 2025 - \$55,467) is unsecured, non-interest bearing and due on demand.

5. Advances from directors

| | \$ |
|-----------------------------|---------|
| Balance, September 30, 2025 | 54,644 |
| Interest | 1,270 |
| Foreign exchange | (1,537) |
| Balance, December 31, 2025 | 54,377 |

Advances from directors are unsecured, bear interest at 10% per annum and are due on demand.

6. Share capital

Authorized

An unlimited number of common shares.

An unlimited number of preferred shares issuable in series.

Issued

| | Number of common shares | \$ |
|---------------------------------------|-------------------------|-----------|
| Balance, September 30, 2025 | 101,227,661 | 7,635,935 |
| Exercise of warrants | 1,634,600 | 230,960 |
| Fair value of exercised warrants | – | 95,581 |
| Exercise of stock options | 250,000 | 25,000 |
| Fair value of exercised stock options | – | 6,303 |
| Fair value of cancelled stock options | – | 3,313 |
| Balance, December 31, 2025 | 103,112,261 | 7,997,092 |

There are no preferred shares outstanding.

Warrants

A continuity of the Company's common share warrants outstanding at December 31, 2025 is presented below:

| | Weighted- average exercise price \$ | Number of warrants |
|-----------------------------|--|-------------------------------|
| Balance, September 30, 2025 | 0.24 | 25,073,200 |
| Exercised | 0.14 | (1,634,600) |
| Balance, December 31, 2025 | 0.25 | 23,438,600 |

A summary of the Company's common share warrants outstanding at December 31, 2025 is presented below:

| Exercise price | Expiry date | Number of warrants |
|-----------------------|--------------------|-------------------------------|
| \$0.25 | January 3, 2026 | 4,202,500 |
| \$0.10 | January 3, 2026 | 218,600 |
| \$0.25 | January 3, 2026 | 19,017,500 |
| | | 23,438,600 |

See note 11, *Subsequent event, Expiry of warrants*.

Stock options

The Company may grant stock options to directors, officers, employees and consultants for up to 10% of the issued and outstanding common shares. The exercise price for stock options will not be less than the market price of the common shares on the date of the grant, less any discount permissible under the rules of the TSXV. The maximum term for stock options is 5 years and stock options granted vest immediately.

A continuity of the Company's stock options outstanding at December 31, 2025 is presented below:

| | Weighted- average exercise price \$ | Number of stock options |
|-----------------------------|--|--|
| Balance, September 30, 2025 | 0.10 | 6,500,000 |
| Exercised | 0.10 | (250,000) |
| Cancelled | 0.10 | (300,000) |
| Balance, December 31, 2025 | 0.10 | 5,950,000 |

A summary of the Company's stock options outstanding and exercisable at December 31, 2025 is presented below:

| Exercise price | Expiry date | Number of stock options outstanding and exercisable |
|-----------------------|--------------------|--|
| \$0.10 | March 27, 2028 | 1,500,000 |
| \$0.10 | May 26, 2028 | 450,000 |
| \$0.10 | May 24, 2029 | 1,700,000 |
| \$0.10 | June 30, 2029 | 250,000 |
| \$0.10 | September 30, 2029 | 125,000 |
| \$0.10 | December 31, 2029 | 125,000 |
| \$0.10 | January 30, 2030 | 1,200,000 |
| \$0.10 | March 31, 2030 | 150,000 |
| \$0.10 | June 30, 2030 | 150,000 |
| \$0.10 | September 30, 2030 | 150,000 |
| \$0.10 | December 31, 2030 | 150,000 |
| | | 5,950,000 |

7. Exploration and evaluation

The Company has incurred the following cumulative exploration and evaluation expenditures on its property:

| | Escala \$ |
|-----------------------------|----------------------------|
| Balance, September 30, 2025 | 1,488,689 |
| Expensed | 22,505 |
| Balance, December 31, 2025 | 1,511,194 |

The Company, through its subsidiary, Huiracocha, holds a 100% working interest in the mineral property known as the Escala Project. The Escala Project is located approximately 125 kilometers southwest of the town of Uyuni, in Municipality San Pablo de Lipez of the Province of Sud Lipez in the Department of Potosi, in southwestern Bolivia. The Escala Project consists of 4 exploration concessions (for a total of 4,000 hectares), held pursuant to a Mining Production Contract ("MPC") with Corporación Mineral de Bolivia ("COMIBOL").

The MPC was executed on November 18, 2019, with a term of 15 years computable from the next business day of its registration in the Mining Registry and is renewable for an additional 15 years thereafter. The MPC has not yet been registered in the Mining Registry. Once the MPC is registered, the MPC includes three stages of development: 1) 5 years for exploration, environmental studies and estimation of reserves, 2) mine preparation and plant installation, and 3) operation and marketing. In stage 1, the Company would be required to spend US\$25,290,089. In stage 2, work to be completed will include carrying out a prefeasibility study, engineering study of the project design, construction of the concentration plant and construction of the tails ditch, to be carried out in parallel between the first and second year. In stage 3, once the commercial production level has been reached, the Company will be obligated to pay a royalty of 6.7% of the gross value of sales to COMIBOL.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, illegal artisanal miners, aboriginal claims, and non-compliance with regulatory and environmental requirements.

8. Determination of fair values

A number of the Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Cash, accounts payable and accrued liabilities, advances from directors and due to joint venture

The fair values of cash, accounts payable and accrued liabilities, advances from directors and due to joint venture at December 31, 2025 and September 30, 2025 approximated their respective carrying values due to their short term to maturity.

Classification of fair value of financial instruments

The Company classified the fair value of its financial instruments measured at fair value according to the following hierarchy based on the number of observable inputs used to value the instrument:

- Level 1: quoted prices in active markets for identical assets and liabilities;
- Level 2: inputs, other than the quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly;
- Level 3: inputs for the asset or liability that are not based on observable market data.

There are no financial instruments measured at fair value.

9. Financial risk management

The Company's activities expose it to a variety of financial risks that arise as a result of its exploration and financing activities, including credit risk, liquidity risk and market risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors oversees management's establishment and execution of the Company's risk management framework. Management has implemented and monitors compliance with risk management policies. 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 adherence to market conditions and the Company's activities.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's maximum exposure to credit risk is equal to the Company's cash. The Company limits its exposure to credit risk on its cash by holding deposits with a Canadian chartered bank.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial liabilities that are settled in cash or other financial assets. The Company's approach to managing liquidity risk is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities as they come due. The continued operation of the Company is dependent upon the Company's ability to secure equity financing to meet its existing obligations and finance the acquisition, exploration and development of mineral properties and the completion of the Transaction. Accounts payable and accrued liabilities are subject to normal trade terms.

Current liabilities of \$901,621 (September 30, 2025 - \$807,918) include accounts payable and accrued liabilities of \$705,121 (September 30, 2025 - \$697,807), which have contractual maturities less than 30 days and are subject to normal trade terms and advances from directors of \$54,377 (September 30, 2025 - \$55,644) and due to joint venture of \$142,123 (September 30, 2025 - \$55,467), which are due on demand.

Market risk

Market risk is the risk that changes in market prices, such as equity prices, foreign exchange rates, and interest rates will affect the Company's income or the value of its financial instruments.

Foreign exchange risk

Foreign exchange risk is the risk of financial loss to the Company due to a change in foreign exchange rates. The majority of the Company's cash is held in Canadian dollars. Foreign exchange risk arises as the Company makes expenditures denominated in US dollars. At December 31, 2025, the Company had cash of US\$34,523 (September 30, 2025 - US\$23,129), accounts payable of US\$371,751 (September 30, 2025 - US\$347,465), due to directors of US\$30,414 (September 30, 2025 - US\$29,706) and due to joint venture of US\$102,433 (September 30, 2025 - US\$40,297). If the foreign exchange related to the Company's US dollar balances increased or decreased by 10%, with all other variables held constant, the currency translation adjustment would have increased or decreased by \$64,429 (September 30, 2025 - \$54,986).

The Company does not use derivative instruments to hedge exposure to foreign exchange rate risk. However, management of the Company believes there is no significant exposure to foreign currency fluctuations due to the limited number of transactions conducted in US dollars.

Capital management

Capital of the Company consists of share capital, warrants, contributed surplus, foreign currency reserve and deficit. The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern so that it can acquire, explore and develop mineral resource properties for the benefit of its shareholders. The Company manages its capital structure and makes adjustments based on the funds available to the Company in light of changes in economic conditions. The Board of Directors has not established quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain the future development of the Company. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that consider various factors, including successful capital deployment and general industry conditions. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

As the Company is an exploration-stage company and has no revenues, its principal source of capital is from the issuance of common shares. In order to achieve its objectives, the Company intends to raise additional funds as required.

The Company is not subject to externally imposed capital requirements and there were no changes to the Company's approach to capital management during the year.

10. Related party transactions

Compensation of key management personnel

The Company considers its directors and officers to be key management personnel. Transactions with key management personnel are set out as follows:

| | 3 months ended December 31, | | Outstanding at | Outstanding at |
|----------------------------|-----------------------------|---------------|----------------|----------------|
| | 2025 | 2024 | December 31, | September 30, |
| | \$ | \$ | 2025 | 2025 |
| | | | | \$ |
| Consulting fees | 53,103 | 53,715 | 552,058 | 531,490 |
| Legal fees | 10,477 | 8,042 | 11,001 | 32,482 |
| Exploration and evaluation | 12,335 | 16,886 | 57,565 | 45,939 |
| Interest | 1,270 | – | 4,023 | 2,753 |
| | <u>77,185</u> | <u>78,643</u> | <u>624,647</u> | <u>612,664</u> |

Legal fees for the 3 months ended December 31, 2025 includes \$9,471 (2024 - \$Nil) charged to the joint venture and outstanding legal fees at December 31, 2025 includes \$9,945 (September 30, 2025 - \$32,482) payable by the Company on behalf of the joint venture.

See note 4, *Investment in joint venture* and note 5, *Advances from directors*.

11. Subsequent events

Extension of Letter of intent/LP Associates, LLC

On February 20, 2026, the letter of intent was extended by 60 days to April 20, 2026 in exchange for an advance payment of US\$50,000 which is pending.

Expiry of warrants

On January 3, 2026, all outstanding warrants expired.