

# **Bocana Resources Corp.**

## **Management's Discussion and Analysis**

This Management's Discussion and Analysis ("MD&A") provides discussion and analysis of the financial condition and results of operations of Bocana Resources Corp. (the "Company") for the year ended September 30, 2025 and should be read in conjunction with the audited consolidated financial statements and the accompanying notes.

The MD&A is the responsibility of management and is dated as of January 28, 2026.

All dollar amounts in the MD&A are stated in Canadian dollars unless otherwise indicated.

Additional information relating to the Company is available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) and the Company's website at [www.bocanaresources.com](http://www.bocanaresources.com).

### **Forward-Looking Statements**

This MD&A may contain, without limitation, statements concerning possible or assumed future operations, performance or results preceded by, followed by or that include words such as "believes", "expects", "potential", "anticipates", "estimates", "intends", "plans" and words of similar connotation, which would constitute forward-looking statements. Forward-looking statements are not guarantees. The reader should not place undue reliance on forward-looking statements and information because they involve risks and uncertainties that may cause actual operations, performance or results to be materially different from those indicated in these forward-looking statements. The Company is under no obligation to update any forward-looking statements contained herein should material facts change due to new information, future events or other factors. These cautionary statements expressly qualify all forward-looking statements in this MD&A.

See page 8 for *Material assumptions and risk factors for forward-looking statements*.

### **The Company**

The Company is a public company engaged in the acquisition, exploration and development of mineral resources in South America. The Company is the result of an amalgamation filed on December 29, 2022 under the *Business Corporation Act* in Alberta ("Amalgamation"). The Company's registered office is located at 800-333 7<sup>th</sup> Avenue SW, Calgary, AB T2P 2Z1.

### **Exercise, expiry and cancellation of warrants and stock options**

Subsequent to September 30, 2025, the Company received \$230,960 upon the exercise of 1,634,600 warrants and on January 3, 2026, all outstanding warrants expired. The Company also received \$25,000 upon the exercise of 250,000 stock options and 300,000 stock options were cancelled.

### **Advances from directors**

At September 30, 2025, a director, Timothy J. Turner had advanced US\$28,089 to the Company and a director, Miles Nagamatsu had advanced \$11,901. The advances are unsecured, bear interest at 10% per annum and due on demand. For the year ended September 30, 2025, the Company accrued interest of US\$1,617 and \$491 on the advances.

### **Letter of intent/Venture Gold, Inc. ("VG")**

On October 6, 2025, the Company entered into an arm's length non-binding letter of intent for an investment of up to US\$20,000,000 for a 50% interest in VG for working capital and the development and exploration of several projects within the Idaho Springs/Central City Mining District in Colorado. The investment was expected to be made through Arizore LLC. (see below, *Joint venture agreement/Arizore LLC*). On January 4, 2026, the letter of intent lapsed. Management of the Company and VG are continuing discussions regarding a potential transaction, however there can be no assurance that any agreement will be reached or that any transaction will be completed.

### **Joint venture agreement/Arizore LLC**

On September 23, 2025, the Company and Arizore Ltd. ("Arizore") (each, a "Member") signed a joint venture agreement to establish Arizore LLC, a limited liability company incorporated in Nevada ("JV") to acquire, hold, explore, develop, and operate claims and establish a tokenization platform. Each Member holds a 50% interest in the JV.

Arizore shall provide up to US\$60,000,000 in funding loans to the JV to fund acquisition costs, due diligence, capital expenses, and operational costs for claims, and the Company shall have no obligation to contribute any funding. All funding loans shall be secured by a first-priority security interest on a proportionate basis (or an undivided interest) to the value of the assets of the JV. The Company shall act as the operator responsible for exploration, mine development, feasibility studies, and mining operations in situations where the JV is the operator of the projects.

The JV continues to progress as Arizore advances the development of its reserve and ledger architecture, which is intended to house verified in-ground and delivered assets. The platform (the "Platform") is currently in its chain completion and registration phase, with development focused on finalizing the underlying blockchain and reserve reporting infrastructure. The strategic partnership, focused on the precious metals market, intends to develop a tokenization platform designed to bridge the worlds of digital finance and verified precious metals. The Platform is intended to allow independent mining operators and owners of precious metals to securitize their verified assets into liquid capital, subject to applicable securities laws and regulatory approvals, thus potentially enabling mine growth without dilution, while reinforcing the asset reserves and valuation behind each token. The partnership combines the Company's mining and exploration expertise with Arizore's blockchain and asset-tokenization technology to create an open, transparent, asset-backed ecosystem for precious metals and other critical minerals. Built to unlock liquidity from verified in-ground and delivered resources, the Platform, subject to all required regulatory approvals, including securities law compliance, intends to enable investors and institutions to gain exposure to tangible mineral reserves through digital tokens, each designed to be underpinned by real-world geological verification in accordance with NI 43-101 and institutional-grade transparency. In parallel with these developments, Arizore is engaging with a range of strategic and financing partners as part of its broader Platform build-out, including initiatives aligned with responsible resource development and emissions reduction frameworks within the precious metals sector. A preliminary launch of the Platform is anticipated by the end of January 2026.

### **Letter of intent/LP Associates, LLC**

On July 24, 2025, the Company entered into a binding letter of intent (the "LOI") for the proposed acquisition ("Transaction") of 100% of the rights, title, and interests in the U.S. Bureau of Land Management ("BLM") 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.

Technical reports have been prepared for 4 Claims in accordance with National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*. The results of these technical reports are summarized in the Company's press release dated August 5, 2025.

It is the intent of the Company that the Transaction would be completed by Arizore LLC which would acquire a 100% ownership interest in 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 March 19, 2026;
- c) the completion of all financing by the Company to satisfy the Purchase Price;
- d) the completion of satisfactory due diligence and assay work by the Company; and
- e) regulatory approvals, including but not limited to the TSX Venture Exchange.

As at January 28, 2026, Arizore has advanced US\$400,000 to the JV and JV has made an initial deposit of US\$200,000 which will be applied towards the Purchase Price at closing.

### **Grant of stock options**

On January 30, 2025, the Company granted 1,800,000 stock options to directors and officers entitling the holder to purchase one common share for \$0.10 with the following terms:

<b>Expiry date</b>	<b>Vesting date</b>	<b>Number of stock options</b>
January 30, 2030	January 30, 2025	1,200,000
March 31, 2030	March 31, 2025	150,000
June 30, 2030	June 30, 2025	150,000
September 30, 2030	September 30, 2025	150,000
December 31, 2030	December 31, 2025	150,000
		<b>1,800,000</b>

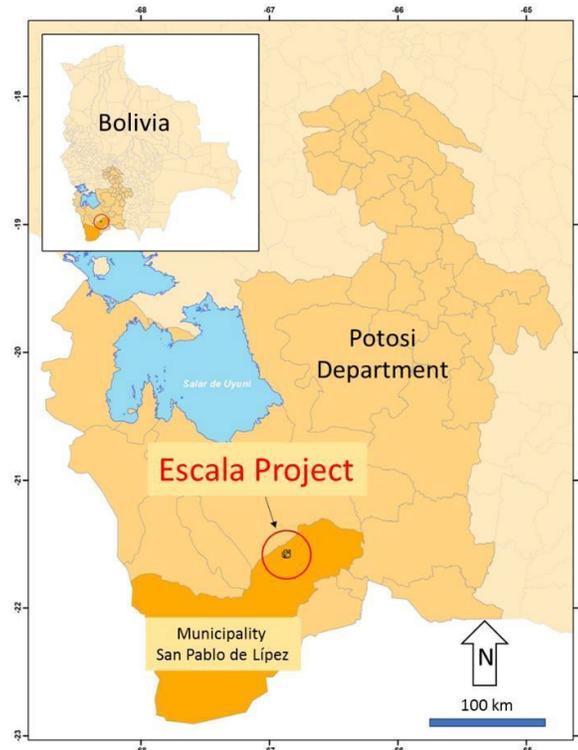
### **Changes in key management personnel**

On December 19, 2024, David Thompson resigned as a director, and on December 20, 2024, Saleem Sarwar was appointed as a director. At the Annual and Special Meeting of Shareholders on January 30, 2025, Timothy J. Turner, Christian Shomber, Rodney Stevens, Miles Nagamatsu, and Saleem Sarwar were elected as directors.

## Escala Project

The Escala project is located in southwestern Bolivia in the northern part of the San Antonio de L pez mining district. It is situated in the Municipality San Pablo de L pez, Sud L pez Province, Potos  Department, Bolivia. The centre of the property is within UTM WGS-84, zone 19, at coordinates 721,000E and 7,611,250S respectively (66.865  W, 21.588  S).

The Company currently maintains a Bolivian holding company, Inversiones Bocana S.A. ("Bocana S.A.") where the Company directly controls 99.94% of the issued shares of Bocana S.A. and with the remaining 0.06% interest owned by two existing employees of the Company. This minimum three shareholder ownership structure is in accordance with Bolivian Commercial Code Section 220. Bocana S.A. is a holding company and Huiracocha International Service SRL ("Huiracocha") is a 100% wholly owned subsidiary of Bocana S.A. and has been granted the multiple concessions in the Escala Project in Bolivia.



The Escala Project consists of the Escala, Escala I, Escala II, and Escala III concessions that cover a total of 4,000 hectares.

Name	COMIBOL Number	Area (hectares)	Earliest Expiration Date
Escala	1694	2,000	2034
Escala I	29761	1,000	2034
Escala II	29763	600	2034
Escala III	29762	400	2034

Each of the four Escala leased concessions are under one "Mining Production Contract" ("MPC") entered into by Huiracocha and authorized and signed by COMIBOL 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 expend 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.

A technical report entitled "Technical Report for the Escala Project" dated August 23, 2022, was prepared in accordance with National Instrument NI 43-101, *Standards of Disclosure for Mineral Projects* ("NI 43-101") by Greg Bronson, P.Geo., President & Senior Geologist of Rae-co Consulting Ltd., and an independent "Qualified Person", (as defined in NI 43-101). The Technical Report suggested a 2-phase work program.

### *Phase 1*

The Company completed Phase 1, a US\$650,000 work program, which consisted of the following:

- Geophysical fieldwork has been completed. The raw geophysical data has been compiled, mapped and interpreted by the geophysical contractor and subsequently provided to the Company geologist. After further evaluation and identification by the Company geologist, nine optimal drill site targets have been identified and are being located on the property site in preparation for the upcoming proposed diamond drilling program.
- An initial diamond drilling program was contracted and completed with Leduc Drilling SRL, of La Paz Bolivia, for the first round of drilling. The drilling program commenced at the end of September 2023 with nine proposed drill site locations and a minimum of 2,000m total. Each of the locations were drilled to a measured length of (+/-) 250m but upon completion the geological team recommended and completed just seven holes accounting for the 2,001.8 metres drilled. Field geologists were directed to make special efforts to log rock texture as part of the rock lithological descriptions collected during drilling. Rock texture will likely be key in delineating mineralized zones.
- All drill holes were inclined between 45-65 degrees as most mineralized structures identified to date are subvertical.
- The Cerro Galapago area was the primary target – where the Company geologists have interpreted a large porphyry system that likely offers a large bulk tonnage drill target. Five of the nine proposed drill targets were allocated to this effort (1,250 metres) and the first four of the seven drill holes were completed here.
- The Cerro Blanco area was the secondary target – the Company geologists saw a strong structural influence on mineralization and have interpreted subvertical structures that were not properly targeted during previous drill programs. This area has potential to host higher grade mineralization. Two of the nine drill targets were allocated to Cerro Blanco area (500 metres) and identified as HRC2305 and HRC 2306 were drilled.
- The known historical precious/base metal veins are a tertiary drill target and hole HRC 2307 was drilled in this area. Raw geophysics shows a strong chargeability anomaly providing several drilling targets for the future.

The 2023 drilling program did locate an extensive, highly altered felsic porphyry system, with the continuity of gold throughout the potential bulk tonnage system remained generally low, under >0.10 g/t gold. However, significant concentrations of silver and gold also occurred in select areas. Several phases of mineralization occurred within the porphyry system, the apparent last phase was hydrothermal breccias with observed chalcopyrite, galena and sphalerite mineralization. The hydrothermal breccias encountered are probably associated with structures and might be in the form of "pipes".

It was recommended to the Company that additional surveys be completed to determine the orientation and extent of these hydrothermal "pipes". Additionally, detailed geological mapping within the Cerro Galapagos porphyry system, adding these core results with the historical diamond drilling results, is recommended prior to any additional drill testing, as part of the Phase 1 diamond drilling program recommendations found in the 43-101 Technical Report.

### *Phase 2*

Subject to raising the necessary financing, the Company would proceed to Phase 2, a US\$1,500,000 work program which consists of the following:

- Drilling prospective targets developed during Phase 1. An initial 6,000-meter core drill program is expected with US\$1,250,000 all in costs, including sampling and assaying; and
- Additional geophysics and property-wide geochemical sampling to identify potential additional areas of altered and mineralized rocks (US\$250,000).

## Risks and Uncertainties

### Going concern

The Company is in the exploration stage and does not generate revenue. At September 30, 2025, the Company had a working capital deficit of \$685,443 (2024 - \$266,362) and for the year ended September 30, 2025, the Company incurred a net loss of \$421,464 (2024 - \$806,199) and a cashflow deficit from operations of \$102,416 (2024 - \$715,072). The working capital deficit, net losses and cashflow deficits limit the Company's ability to fund its operations, 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.

### Mineral exploration and development

The Company is exposed to the inherent risks associated with mineral exploration and development, including the uncertainty of mineral resources and their development into mineable reserves; the uncertainty as to potential project delays from circumstances beyond the Company's control; and the timing of production; as well as title risks, risks associated with joint venture agreements and the possible failure to obtain exploration permits and mining licenses.

Although the Company has taken steps to verify title to the mineral 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 or small-scale miners, aboriginal claims, and non-compliance with regulatory and environmental requirements. If the Company does not have title to its mineral properties, there will be adverse consequences to the Company and its business prospects.

Mining by illegal, artisanal, and small-scale miners occurs on and near some of the Company's mineral concessions in Bolivia. These activities could cause disruptions and damages to the Company's operations, including road blockages, pollution, environmental damage, or personal injury, for which the Company could potentially be held responsible. The presence of illegal, artisanal, and small-scale miners can lead to delays and disputes regarding the development of the Company's projects.

### Commodity price risk

The Company is exposed to commodity price risk. A significant decline in precious and base metal commodity prices may affect the Company's ability to obtain capital for the exploration and development of its mineral resource properties.

## Results of Operations

	3 months ended September 30,		Years ended September 30,	
	2025	2024	2025	2024
	\$	\$	\$	\$
<b>Expenses</b>				
Professional fees	10,850	4,602	34,807	42,536
Consulting	52,907	52,199	213,933	208,665
Stock-based compensation	—	3,453	2,600	9,750
General and administrative	11,371	8,381	36,369	32,604
Public company costs	5,471	9,760	33,213	26,199
Investor relations	—	—	—	7,500
Exploration and evaluation	(13,496)	4,271	90,955	486,712
Travel	—	(5,736)	—	809
Interest	405	—	2,753	—
Foreign exchange loss	10,280	249	6,834	(3,340)
Interest income	—	31	—	(5,236)
	<u>77,788</u>	<u>77,210</u>	<u>421,464</u>	<u>806,199</u>
<b>Net loss</b>	<u>(77,788)</u>	<u>(77,210)</u>	<u>(421,464)</u>	<u>(806,199)</u>

### Years ended September 30

The Company recorded a net loss of \$421,464 compared to a net loss of \$806,199 in the comparative period of the previous year. The decrease in net loss reflects the following:

- a) a decrease in exploration and evaluation to \$90,955 (2024 - \$486,712).

### 3 months ended September 30

The Company recorded a net loss of \$77,788 which is comparable to a net loss of \$77,210 in the comparative period of the previous year.

### Summary of Quarterly Results

	Q1 2024	Q2 2024	Q3 2024	Q4 2024	Q1 2025	Q2 2025	Q3 2025	Q4 2025
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	—	—	—	—	—	—	—	—
Net loss								
- Total	442,571	198,284	88,134	77,210	123,057	144,680	75,938	77,788
- Per share	—	—	—	—	—	—	—	—

### Liquidity and Capital Resources

The Company is in the exploration stage and does not generate revenue. At September 30, 2025, the Company had a working capital deficit of \$685,443 (2024 - \$266,362) and for the year ended September 30, 2025, the Company incurred a net loss of \$421,464 (2024 - \$806,199) and a cashflow deficit from operations of \$102,416 (2024 - \$715,072). The working capital deficit, net losses and cashflow deficits limit the Company's ability to fund its operations, the acquisition, exploration and development of its 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.

For the year ended September 30, 2025, the Company incurred corporate and general costs of \$330,000 compared to an estimate of \$325,000. For the year ended September 30, 2026, the Company estimates its corporate and general costs at approximately \$325,000.

Management is of the opinion that sufficient working capital will be obtained from the deferral of the payment of management consulting fees, equity financing and advances from related parties to meet the Company's liabilities and commitments as they become due.

### Transactions with Related Parties

	Year ended September 30, 2025			Outstanding at September 30, 2025
	Fees	Stock-based compensation	Total	
	\$	\$	\$	\$
<b>Legal fees</b>				
Dale Burstall, for legal fees for his law firm DS Lawyers Canada LLP and his services as Corporate Secretary	42,389	144	42,533	32,482
<b>Director and consulting fees</b>				
Tim Turner and Associates LLC, a company controlled by Timothy J. Turner, for his consulting services as Director and Chief Executive Officer	168,333	868	169,201	389,788
Christian Shomber	—	144	144	—
Rodney Stevens	—	144	144	—
Saleem Sarwar	—	289	289	—
Marlborough Management Limited, a company controlled by Miles Nagamatsu, for his consulting services as Director and Chief Financial Officer	45,600	577	46,177	141,702
<b>Exploration and evaluation</b>				
Juan Carlos Quiroga, for his exploration and evaluation services as manager of Huiracocha	50,188	434	55,125	45,939

Legal fees includes \$32,842 charged to the joint venture and outstanding amount includes \$32,842 payable by the Company on behalf of the joint venture.

For the year ended September 30, 2025, the Company accrued interest of \$2,753 on advances from directors. See page 1, *Advances from directors*.

## **Financial instruments and risk management**

### ***Financial instruments***

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, accrued liabilities, and advances from a director*

The fair values of cash, accounts payable, and accrued liabilities, and advances from a director at September 30, 2025, and September 30, 2024, 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.

### ***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, other than amounts owing to related parties. 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 \$807,918 include accounts payable and accrued liabilities of \$697,807, which have contractual maturities less than 30 days and are subject to normal trade terms and advances from directors of \$54,644, and due to joint venture of \$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 September 30, 2025, the Company had cash of US\$23,129 (2024 - US\$4,758), accounts payable of US\$347,465 (2024 - US\$169,026), due to directors of US\$30,350 (2024- US\$Nil), and due to the joint venture of \$40,297 (2024 – US\$Nil). 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 \$54,986 (2024 - \$22,174).

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, common shares to be issued, 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.

### **Material assumptions and risk factors for forward-looking statements.**

The following table outlines certain forward-looking statements contained in this MD&A and provides material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

<b>Page</b>	<b>Forward-looking statement</b>	<b>Assumption</b>	<b>Risk factor</b>
6	Liquidity and Capital Resources "Management is of the opinion that sufficient working capital will be obtained from the deferral of the payment of management consulting fees, equity financing, and advances from related parties to meet the Company's liabilities and commitments as they become due."	Management will continue to defer the payment of management fees, equity financings and advances from related parties will be obtained.	The Company is unable to obtain future financing to meet liabilities and commitments as they become due.

### **Other Information**

#### **Additional Disclosure for Venture Corporations without Significant Revenue**

The following table sets forth a breakdown of material components of the general and administration costs, capitalized or expensed exploration and development costs of the Company for the years indicated.

#### **General and administrative expenses**

	<b>Years ended September 30,</b>	
	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
Bank charges	2,229	3,346
Insurance	28,804	28,804
Office	5,337	454
	<b>36,369</b>	<b>32,604</b>

**Expensed exploration and evaluation**

	Years ended September 30,	
	2025	2024
	\$	\$
<b>Property</b>		
Escala Project	90,955	486,712

**Shares, Warrants and Stock Options Outstanding as January 28, 2026****Shares***Authorized:*

An unlimited number of common shares.

An unlimited number of preferred shares issuable in series.

*Outstanding:*

103,112,261 common shares

**Warrants***Outstanding:*

None.

**Stock options***Authorized:*

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.

*Outstanding:*

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

**Cancellation and grant of stock options**

TSX Venture Exchange advised that the previously issued grant of 2,400,000 stock options to directors and officers on May 24, 2024, were issued outside of the proper timeline for the Company's stock option to be effective. Therefore, on March 14, 2025, the Company cancelled the previously issued stock options and issued 2,400,000 replacement stock options:

**Stock options cancelled**

Exercise price	Expiry date	Number
\$0.10	May 24, 2029	700,000
\$0.10	June 30, 2029	850,000
\$0.10	September 30, 2029	425,000
\$0.10	December 31, 2029	425,000
		2,400,000

**Replacement stock options granted**

<b>Exercise price</b>	<b>Expiry date</b>	<b>Number</b>
\$0.10	May 24, 2029	1,800,000
\$0.10	June 30, 2029	300,000
\$0.10	September 30, 2029	150,000
\$0.10	December 31, 2029	150,000
		<hr/> 2,400,000

**Grant of stock options**

On January 30, 2025, the Company granted 1,800,000 stock options to directors and officers entitling the holder to purchase one common share for \$0.10 with the following terms:

<b>Expiry date</b>	<b>Vesting date</b>	<b>Number of stock options</b>
January 30, 2030	January 30, 2025	1,200,000
March 31, 2030	March 31, 2025	150,000
June 30, 2030	June 30, 2025	150,000
September 30, 2030	September 30, 2025	150,000
December 31, 2030	December 31, 2025	150,000
		<hr/> 1,800,000