NORTH PEAK RESOURCES

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NORTH PEAK RESOURCES LTD.

CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED
DECEMBER 31, 2025, AND 2024

(EXPRESSED IN CANADIAN DOLLARS)

NORTH PEAK RESOURCES

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying consolidated financial statements have been prepared by and are the responsibility of management. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and reflect management’s best estimates and judgements based on currently available information.

Management is also responsible for a system of internal control that is designed to provide reasonable assurance that assets are safeguarded, liabilities are recognized, and that the accounting systems provide timely and accurate financial reports.

The Board of Directors is responsible for ensuring that management fulfils its responsibilities with respect to financial reporting and internal control. The Audit Committee of the Board of Directors meets periodically with management and the Company’s independent auditors to discuss auditing matters and financial reporting issues. In addition, the Audit Committee reviews the annual consolidated financial statements before they are presented to the Board of Directors for approval.

The Company’s independent auditors, Clearhouse LLP, are appointed by the shareholders to conduct an audit in accordance with generally accepted auditing standards in Canada, and their report follows.

“Rupert Williams”
Rupert Williams
Chief Executive Officer

“Jim O’Neill”
Jim O’Neill, CPA, CA
Chief Financial Officer

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
North Peak Resources Ltd.

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of North Peak Resources Ltd. (the Company or NPR), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Relating to Going Concern

We draw your attention to Note 1 in the consolidated financial statements, which indicates the Company incurred a comprehensive loss of $5,351,103 for the year ended December 31, 2025. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the *Emphasis of Matter - Material Uncertainty Related to Going Concern* section of our report, we have determined the matter described below to be a key audit matter to be communicated in our report.

Provision for Decommissioning Liability – Measurement

Description of the matter

The Company holds mining claim assets at its Prospect Mountain Property (see Note 6), subject to reclamation obligations, as set out in Note 5 to the consolidated financial statements. As at the reporting date, the Company recognized a decommissioning liability of $394,065, measured at the net present value of the estimated future expenditures, based on an independent report commissioned by management.

Decommissioning liability is governed by *IAS 37 - Provisions, Contingent Liabilities and Contingent Assets,* which requires recognition at the best estimate of settlement expenditure, discounted to present value. Further, under *IAS 16 - Property, Plant and Equipment (PPE)*, the offsetting (debit) entry would ordinarily be recognized as an addition to PPE, as it represents the initial estimate of costs to restore the PPE mine site. However, as the Company has not yet established technical feasibility or commercial viability of the Property, it remains in scope of *IFRS 6 — Exploration for and Evaluation of Mineral Resources*, and IAS 16 does not yet apply

Why the matter is a key audit matter
The ARO was determined to be a key audit matter due to it magnitude, significant degree of estimation uncertainty and management judgment involved in its recognition and measurement, specifically:

- The quantum of the reclamation cost estimate is inherently complex, requiring reliance on a management expert;
- The discount and inflation rate assumptions applied in arriving at the present value of the obligation are sensitive inputs; variations in these assumptions can have a material impact on the recognized liability;
- Judgment was required to determine whether the “debit” side of the decommissioning liability entry should be capitalized as an PP&E asset, capitalized as an E&E asset or expensed as an E&E expenditure;
- The existence and adequacy of reclamation bonds held with the Bureau of Land Management (BLM) required independent validation to assess whether the Company's recognized obligation is consistent with its associated bonding commitments.

Collectively, these factors resulted in significant audit effort and the involvement of our internal valuation specialists.

How the matter was addressed in the audit
The following were the primary procedures we performed to address this key audit matter:

- Inquired with management regarding the nature, triggering events, and scope of the decommissioning liability at the Prospect Mountain Property, including the transition from the 3-Year Life of Mine Bond structure to the Phased Bonding approach, to obtain an understanding of the underlying obligation;
- Reviewed the management expert report to assess the reasonableness of the reclamation estimate, including evaluating the scope of reclamation activities, cost assumptions, and methodology applied; agreed decommissioning liability composition to vendor quotes sourced by management;
- Reviewed correspondence with and Plan of Operations submissions to BLM;
- Verified the existence and ownership of reclamation bonds held with the BLM and evaluated their adequacy relative to BLM submissions and correspondence;
- Recalculated the decommissioning liability and assessed appropriateness of the associated “debit” to exploration and evaluation expense, factoring the Company's related accounting policy under IFRS 6;
- Engaged CH internal valuation specialists to validate the key measurement inputs, specifically the discount rate and inflation rate, used in determining the present value of the decommissioning liability; and;
- Reviewed the financial statement presentation and disclosures related to the decommissioning liability to confirm compliance with the applicable requirements of IAS 37, IFRS 6, and IAS 1.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon
Management is responsible for the other information. The other information comprises the annual management's discussion and analysis, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

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

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because of the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Pat Kenney.

Clearhouse LLP

Chartered Professional Accountants
Licensed Public Accountants

Mississauga, Ontario
April 22, 2026

NORTH PEAK RESOURCES LTD.

Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)

As at		**December 31, 2025**		December 31, 2024
ASSETS				
Current assets				
Cash	**$**	**2,218,888**	$	1,273,175
Investment		**100,000**		100,000
Reclamation bond receivable (note 5)		**617,099**		-
Receivables and prepayments		**229,165**		183,795
	$	**3,165,152**	$	1,556,970
Non-current assets				
Vehicles and equipment (note 6)		**93,191**		132,488
Right-of-use assets (note 8)		**-**		25,412
Reclamation bond (note 5)		**411,254**		-
Exploration and evaluation assets (notes 7)		**11,468,811**		8,938,112
		11,973,256		9,096,012
Total assets	**$**	**15,138,408**	$	10,652,982
LIABILITIES AND EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	**$**	**616,231**	$	142,978
Accrued acquisition payment (note 5)		**544,929**		-
Current portion of lease liability (note 8)		**-**		32,567
		1,161,160		175,545
Decommissioning liability (note 5)		**394,065**		-
Total liabilities	**$**	**1,555,225**	$	175,545
Shareholders' equity				
Share capital (note 9)		**46,444,525**		39,477,363
Contributed surplus (notes 10 and 11)		**17,306,618**		15,816,932
Deficit		**(50,019,947)**		(44,816,857)
Accumulated other comprehensive loss		**(148,013)**		-
Total shareholders' equity		**13,583,183**		10,477,437
Total liabilities and shareholders' equity	**$**	**15,138,408**	$	10,652,982

Nature of operations and going concern (note 1)

Subsequent event (note 18)

Approved on behalf of the Board of Directors:

"Rupert Williams" Director

"John Thomson" Director

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

NORTH PEAK RESOURCES LTD.

Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

For the years ended December 31,	2025	2024
Expenses (income)		
General and administration (note 12 and 14)	**$ 1,057,027**	$ 937,819
Professional fees (note 14)	**243,031**	208,950
Investor relations and marketing	**616,837**	190,504
Corporate development	**80,000**	-
Exploration and evaluation expenses (note 13)	**2,503,637**	3,065,951
Write-off of exploration property (note 7)	**95,000**	-
Share-based compensation (note 11 and 14)	**698,532**	535,841
Interest income	**(90,974)**	(164,440)
Net Loss	**(5,203,090)**	(4,774,625)
Currency translation differences	**(148,013)**	-
Other comprehensive income (loss)	**$ (5,351,103)**	$ (4,774,625)
Basic and diluted net loss per share	**$ (0.13)**	$ (0.16)
Weighted average number of common shares outstanding, basic and diluted	**39,848,812**	30,420,301

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

NORTH PEAK RESOURCES LTD.

Consolidated Statements of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital Number of Shares	Share Capital Amount	Share to be Issued	Contributed Surplus	Accumulated Other Comprehensive Loss	Deficit	Total
Balance, December 31, 2023	**30,132,178**	**$38,182,019**	**$40,355**	**$15,414,473**	**-**	**$(40,042,232)**	**$13,594,615**
Issued on private placement	1,414,998	1,061,249	-	-	-	-	1,061,249
Cost of issue	-	(48,038)	-	-	-	-	(48,038)
Shares to be issued	-	-	(40,355)	-	-	-	(40,355)
Issued on exercise of stock options	225,000	282,132	-	(133,382)	-	-	148,750
Share-based compensation	-	-	-	535,841	-	-	535,841
Net loss for the year	-	-		-	-	(4,774,625)	(4,774,625)
Balance, December 31, 2024	**31,772,176**	**$39,477,363**	**-**	**$15,816,932**	**-**	**$(44,816,857)**	**$ 10,477,437**
					-		
Balance, December 31, 2024	**31,772,176**	**$39,477,363**	**-**	**$15,816,932**	**-**	**$(44,816,857)**	**$ 10,477,437**
Issued on private placement	9,031,666	5,418,999	-	-	-	-	5,418,999
Cost of issue	-	(163,032)	-	-	-	-	(163,032)
Warrants issued		(989,326)		989,326			-
Shares issued for evaluation and exploration asset	3,000,000	2,220,000	-	-	-	-	2,220,000
Issued on exercise of stock options and warrants	477,300	480,522	-	(198,172)	-	-	282,350
Share-based compensation	-	-	-	698,523	-	-	698,532
Net and comprehensive loss for the year	-	-	-	-	(148,013)	(5,203,090)	(5,351,103)
Balance, December 31, 2025	**44,281,142**	**$46,444,525**	**-**	**$17,306,618**	**$(148,013)**	**$(50,019,947)**	**$ 13,583,183**

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

NORTH PEAK RESOURCES LTD.

Consolidated Statements of Cash Flows
(Expressed in Canadian Dollars)

For the Year Ended December 31,	2025	2024
Operating activities		
Net loss for the year	**$ (5,203,090)**	$ (4,774,625)
Share-based compensation	**698,532**	535,841
Depreciation of right-of-use assets	**25,412**	48,257
Amortization of vehicles and equipment	**39,297**	49,122
Write-off of exploration property	**95,000**	-
Unrealized foreign exchange movement	**(148,013)**	-
Accretion of lease liability	**-**	7,668
Non-cash working capital items		
Receivables and prepayments	**(45,370)**	(23,556)
Accounts payable and accrued liabilities	**1,018,182**	383,223
Decommissioning liability	**394,065**	-
	(3,125,984)	(4,540,516)
Investing activities		
Reclamation bond (note 5)	**(1,028,353)**	-
Property acquisition costs	**(405,699)**	(598,944)
	(1,434,052)	(598,944)
Financing activities		
Private placement, net of fees	**5,255,967**	1,013,212
Proceeds received on exercise of options and warrants	**282,350**	148,750
Repayment of lease obligations	**(32,567)**	(54,040)
	5,505,750	1,107,922
Net change in cash	**945,713**	(4,031,538)
Cash, beginning of the year	**1,273,715**	5,304,713
Cash, end of the year	**$ 2,218,888**	$ 1,273,175
Supplementary Cash Flow Information:		
Shares issued on property acquisition (note 5)	2,220,000	

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

1. Nature of Operations and Going Concern

North Peak Resources Ltd. ("North Peak" of the "Company") was incorporated and organized on March 28, 2011, under the laws of Alberta, Canada. The Company is a Canadian based gold exploration and development company listed on the TSX Venture Exchange (the **"Exchange"**) under the symbol "NPR" and on the OTCQB under the symbol "NPRLF".

The Company is currently focused on exploring and developing its Prospect Mountain Property ("**Prospect Mountain Property**") in Eureka, Nevada.

The head office of the Company is located at 30th Floor, 421 7th Avenue SW, Calgary, Alberta T2P 4K9 and the registered office is located at 1600, 421 - 7 Avenue SW, Calgary, Alberta T2P 4K9.

These consolidated financial statements were prepared on a going-concern basis of presentation, which assumes that the Company will continue operations for the foreseeable future and be able to realize the carrying value of its assets and discharge its liabilities and commitments in the normal course of business. To date, the Company has not earned revenue and has an accumulated deficit of $50,019,947. At December 31, 2025, the Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing and/or achieve profitable operations in the future. Management is aware, in making its assessment, of material uncertainties related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern. These consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. These adjustments could be material. Management will pursue financing and alternative funding options when necessary to meet the Company's requirements on an ongoing basis.

2. Basis of Preparation and Measurement

These consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and interpretations issued by the Interpretations Committee.

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments which have been measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. Financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The functional currency of the parent company is the Canadian dollar; and the functional currency of North Peak (Nevada) Ltd. and North Peak Gold LLC, is the US dollar. The presentation currency of these consolidated financial statements is the Canadian dollar.

These consolidated financial statements were approved by the Board of Directors of the Company on April 22, 2026.

Basis of Consolidation

These consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiary North Peak (Nevada) Ltd. All intercompany transactions, balances, income and expenses are eliminated upon consolidation.

Foreign Currency Translation

The individual financial statements of each subsidiary are presented in the currency of the primary economic environment in which the entity operates (its functional currency). Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange gains and losses on translation are included in profit and loss.

3. Material Accounting Policies

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, term deposits, and highly liquid instruments with a maturity of three months or less at the time of issuance or which are readily convertible to known amounts at any time without penalty. The Company's cash is invested in business operating accounts with major financial institutions and higher yield investment and savings accounts that are available on demand by the Company to fund its exploration programs.

Investments

Investments consist of a short-term, highly liquid investment, readily convertible to known amounts of cash, subject to an insignificant risk of a change in value. As at December 31, 2025, the Company held General Investment Certificates ("**GIC's**") of $100,000 (2024 - $100,000).

Financial Instruments

Financial Assets

Recognition and Initial Measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.

Classification and Subsequent Measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income ("FVOCI") or fair value through profit or loss ("FVTPL"). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial assets are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of investment and accounts receivable.
- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in profit or loss. All other changes in the carrying amount of financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income.

- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income, and changes in the financial assets' carrying amount, are recognized in profit or loss. Financial assets mandatorily measured at fair value through profit or loss are comprised of cash.

- Designated at fair value through profit or loss – On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income, and changes in the financial assets' carrying amount, are recognized in profit or loss. The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in profit or loss. The entity does not hold any equity investments.

Business Model Assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed, and information is provided to management. Information considered in this assessment includes stated policies and objectives.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than financial assets measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for accounts receivable. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts and breaches of borrowing contracts such as default events or breaches of borrowing covenants. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

For financial assets measured at amortized cost, loss allowances for expected credit losses are presented in the statement of financial position as a deduction from the gross carrying amount of the financial asset.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Derecognition of Financial Assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

Financial Liabilities

Recognition and Initial Measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and Subsequent Measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains, and losses relating to a financial liability, are recognized in profit or loss.

Derecognition of Financial Liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Exploration, Evaluation and Resource Property Acquisition Costs

The Company is in the exploration stage with respect to its investment in resource property costs and accordingly follows the practice of capitalizing significant acquisition costs on active exploration properties and expensing exploration and evaluation expenditures. The aggregate costs related to abandoned mineral properties are charged to operations at the time of any abandonment or when it has been determined that there is evidence of impairment. An impairment charge relating to a mineral property is subsequently reversed when new exploration results or actual or potential proceeds on sale or farm out of the property result in a revised estimate of the recoverable amount but only to the extent that this does not exceed the original carrying value of the property that would have resulted if no impairment had been recognized.

The recoverability of amounts shown for exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future production or proceeds of disposition. The Company recognizes, in income, costs recovered on mineral properties when amounts received or receivable are in excess of the carrying amount of the mineral properties.

All capitalized acquisition expenditures are monitored for indications of impairment. Where a potential impairment is indicated, assessments are performed for each area of interest. To the extent that exploration expenditure is not expected to be recovered, it is charged to the results of operations.

Property and equipment

All property and equipment is recorded at cost, less accumulated depreciation and impairment losses, if any. The cost of an item of property and equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use, borrowing costs directly associated with the item and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Depreciation is calculated over the depreciable amount, which is the cost of an asset, or other amount substituted for cost, less its residual value.

Depreciation is recognized in profit or loss on a declining balance basis over the estimated useful lives of each part of an item of property, plant and equipment, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset. Land typically has an unlimited useful life and is not depreciated.

Depreciation is calculated on a declining balance basis using the following

rates: Vehicle	30%
Equipment	20%

Leases and Right-of-Use Assets

At the inception of a contract, the Company assesses whether a contract is, or contains, a lease. Contracts that convey the right to control the use of an identified asset for a period of time in exchange for consideration are accounted for as leases giving rise to right-of-use assets.

At the commencement date, a right-of-use asset is measured at cost, where cost comprises: (a) the amount of the initial measurement of the lease liability; (b) any lease payments made at or before the commencement date, less any lease incentives received; (c) any initial direct costs incurred by the Company, and (d) an estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

A lease liability is initially measured at the present value of the unpaid lease payments. Subsequently, the Company measures a lease liability by: (a) increasing the carrying amount to reflect interest on the lease liability;
(b) reducing the carrying amount to reflect the lease payments made, and (c) re-measuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments. Each lease payment is allocated between repayment of the lease principal and interest. Interest on the lease liability in each period during the lease term is allocated to produce a constant periodic rate of interest on the remaining balance of the lease liability. Except where the costs are included in the carrying amount of another asset, the Company recognizes in profit or loss (a) the interest on a lease liability and (b) variable lease payments not included in the measurement of a lease liability in the period in which the event or condition that triggers those payments occurs. The Company subsequently measures a right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses, and adjusted for any re-measurement of the lease liability. Right-of-use assets are depreciated over the shorter of the asset's useful life and the lease term.

Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. If the effect is material, provisions are determined by discounting the expected future cash flow at a pretax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Decommissioning liability

The Company's exploration activities are subject to various governmental laws and regulations relating to the protection of the environment. These environmental regulations are continually changing, and the Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. The timing of these expenditures is dependent upon a number of factors including the nature of exploration activities, the operating license conditions, and the laws, regulations, and environment in which the mine operates.

Decommissioning liabilities are recognized at the time an environmental disturbance occurs and are measured at the Company's best estimate of the expected future cash flows required to reclaim the disturbance for the exploration property, which are adjusted to reflect inflation, and discounted to their present value. Decommissioning liabilities are recognized in the profit and loss in accordance with the Company's accounting policy to expense exploration and evaluation expenditures and are adjusted for changes in estimates.

The terms of the reclamation bond required by the Bureau of Land Management, Nevada, USA ("BLM") require reclamation cost estimates to be updated annually based on completed and planned exploration plans and ongoing reclamation activities undertaken to date and expected in the next year. The resulting decommissioning liability represents expenses to be incurred when exploration ceases sometime in excess of one year from the date of the Consolidated Financial Statements.

Income Taxes

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the asset and liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes and the initial recognition of assets or liabilities that affect neither accounting nor taxable profit. The amount of deferred

tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

Loss Per Share

Basic loss per share is calculated by dividing the loss for the year by the weighted average number of common shares outstanding during the year.

Diluted loss per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased, using the treasury stock method, to include common shares potentially issuable from the assumed exercise of stock options and other instruments, if dilutive.

In the Company's case to date, these potential issuances are anti-dilutive as they would decrease the loss per share; consequently, the amounts calculated for basic and diluted loss per share are the same.

Share-Based Payments

The Company grants stock options to acquire common shares of the Company to directors, officers, consultants and employees. Equity-settled share-based payments issued under the incentive plan are measured at the fair value of the equity instruments at the grant date. The fair value is calculated using the Black-Scholes option valuation model and this amount is expensed over the vesting term, based on the estimate of equity instruments that will eventually vest, crediting the amounts to contributed surplus.

Estimates of the number of equity instruments expected to vest are revised at the end of each reporting year, recognizing the impact of revising the original estimates, if any, in profit or loss so the cumulative expense reflects the revised estimate, with a corresponding adjustment to contributed surplus. When options are exercised, the proceeds are credited, together with the amount originally credited to contributed surplus, to share capital.

In the case of consultants, the value of the options is measured based on the fair value of goods or services provided, unless it cannot be reliably determined, in which case the options are also measured using the Black-Scholes method.

Provision for Expected Credit Losses ("ECL")

The Company performs impairment testing annually for accounts receivable in accordance with IFRS 9. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis. IFRS 9 outlines a three-stage approach to recognize ECLs which is intended to reflect the increase in credit risks of a financial instrument based on 1) 12 - month expected credit losses or 2) lifetime expected credit losses. The Company measures provisions for ECLs at an amount equal to lifetime ECLs. The Company applies the simplified approach to determine ECLs on accounts receivable by using a provision matrix based on historical credit loss experiences. The historical results were used to calculate the run rates of default which were then applied over the expected life of the trade receivables, adjusted for forward looking estimates.

Adoption of new accounting standards

No new policies were adopted during the year ended December 31, 2025.

Accounting standards issued but not yet adopted

IFRS 18, Presentation and Disclosure in Financial Statements ("**IFRS 18**"): In April 2024, the IASB issued IFRS 18, which will replace IAS 1. IFRS 18 is effective for periods beginning on or after January 1, 2027, with early adoption permitted. IFRS 18 will require defined categories and subtotals in the statement of profit or loss, require disclosure about management-defined performance measures, and adds new principles for aggregation and disaggregation of information. The Company is assessing the impact of this standard on its disclosures.

IFRS 19 Subsidiaries without Public Accountability: Disclosures ("**IFRS 1**"): In May 2024, the IASB issued IFRS 19, which is effective for annual reporting periods on or after 1 January 2027, with earlier application permitted. IFRS 19 permits some subsidiaries to apply IFRS Accounting Standards with reduced disclosure requirements. These entities apply the requirements in other IFRS Accounting Standards except for the disclosure requirements. Instead, these entities apply the requirements in IFRS 19. The Company is assessing the impact of this standard on its disclosures.

The IASB issued amendments to IFRS 9 and IFRS 7 in May 2024 to clarify classification, measurement, dere cognition, and disclosure requirements, effective for annual periods beginning on or after 1 January 2026.
The Company is assessing the impact of this standard on its disclosures.

4. Significant Accounting Judgments and Estimates

Preparing financial statements that conform with IFRS requires management to make judgments, estimates, and assumptions affecting the reported amounts of assets and liabilities and disclosures at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continually evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Significant judgments in applying accounting policies

These consolidated financial Statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant assumptions about the future that management has made could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that, actual results differ from assumptions made, relate to, but are not limited to, the following:

Exploration, Evaluation and Resource Property Acquisition Costs

Judgment is required in determining whether the respective costs are eligible for capitalization where applicable, and whether they are likely to be recoverable by future exploration and development, which may be based on assumptions about future events and circumstances. Estimates and assumptions made may change significantly if new information becomes available.

Provisions and contingent liabilities

The Company judges whether a past event has led to a liability that should be recognized in the Consolidated Financial Statements or disclosed as a contingent liability. Quantifying this type of liability often involves judgments and estimations. These judgments are based on many factors including the nature of the claims or dispute, the legal process and potential amount payable, legal advice received, experience and the probability of a loss being realized. Several of these factors are sources of estimation uncertainty.

Functional Currency

The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, The Effects of Changes in Foreign Exchange Rates. The determination of functional currency involves certain judgments to determine the location of the primary economic environment. The Company reconsiders the functional currency if there are changes in events and conditions of the factors used in the determination of the primary economic environment.

Going Concern

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its operations and working capital requirements.

Income Taxes and Recovery of Deferred Tax Assets

The Company recognizes deferred tax assets to the extent that it is probable that future taxable profits will be available to utilize the Company's deductible temporary differences which are based on management's judgement on the degree of future taxable profits. To the extent that future taxable profits differ significantly from the estimates impacts the amount of the deferred tax assets management judges is probable.

Accounting Treatment of Prospect Mountain Acquisition

Management exercised judgement in determining the appropriate IFRS to apply in accounting for the Prospect Mountain acquisition. Specifically, an evaluation of IFRS 11, Joint Arrangements, IFRS 10 Consolidated Financial Statements and IAS 28, Investments in Associates and Joint Ventures. Largely due to the optionality of the Prospect Mountain agreement, management determined the acquisition, and ensuing costs, were in scope of IFRS 6, Exploration for and Evaluation of Mineral Resources.

Sources of estimation uncertainty

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting periods, which could result in a material adjustment to the carrying amounts of assets and liabilities, relate to the following:

The recoverability of exploration and evaluation properties

The Company's management reviews the carrying values of its exploration and evaluation properties at the end of each reporting period to determine if there is an impairment. The recovery of carrying amounts depends on confirmation of the Company's interest in the underlying mineral claims, the Company's ability to obtain the necessary financing to complete the exploration and development, and future profitable production or proceeds from the disposition thereof.

Valuation of stock options and equity-settled share-based payment transactions

The determination of the fair value of stock options is not based on historical cost but derived from subjective assumptions that are put into an option pricing model. The model requires management to forecast future events, including estimates of the average future hold year of issued stock options before exercise, expiry, or cancellation, future volatility of our share price during the expected hold year (using historical volatility as a reference), and the appropriate risk-free interest rate.

Shares Issued for Non-cash Consideration

The Company measures equity-settled share-based payment transactions based on an estimate of the fair value of goods or services received, unless that fair value cannot be estimated reliably, in which case the Company measures the fair value of the goods or services received based on the fair value of the equity instruments granted.

5. Decommissioning Liability and Environmental Rehabilitation Obligation

The Company recognizes statutory, contractual or other legal obligations related to the retirement of its exploration and evaluation assets when such obligations are incurred, if a reasonable estimate of fair value can be made. These obligations are measured initially at the net present value of estimated cash flows and the resulting costs are expensed to the statement of loss and comprehensive loss. In subsequent periods, the liability is adjusted for any changes in the amount or timing and the discounting of underlying future cash flows. Any adjustments to the estimate are recognized in the statement of loss and comprehensive loss.

The reclamation bond represents security provided to the Bureau of Land Management (United States Department of the Interior) ("BLM") related to reclamation obligations that result from exploration activities in accordance with the Company's operating permit. The decommissioning liability is the reclamation cost estimated related to surface exploration at the Prospect Mountain Property (see note 6).

The Company received notice from BLM that they had approved the Company's application to move to yearly Phased Bonding as part of the reclamation obligations under the Plan of Operations in place for a portion of the Prospect Mountain Property.

On May 13, 2025, a payment of US$750,294 (CAD$1,028,353) was made to the BLM upon the transfer of the reclamation bond from Solarjos (see note 6) to North Peak (Nevada) Ltd. for the previous three-year reclamation amount.

The Company has submitted its refund request of approximately US$450,240 (CAD$617,099) for the difference in the three-year and one-year bond requirements, subject to the Nevada Division of Environmental Protection's final approval of yearly Phased Bonding. The refundable portion of the reclamation bond is expected to be received in 2026 and is classified as a current asset.

The reclamation bond reduction request in 2025 represents an administrative change from the original bonding approach of a life of mine bond with three-year reclamation cost updates, to a phased bonding approach with annual reclamation costs updates (**Phased Bonding**). Under Phased Bonding, the Company provided for third-party costs required to reclaim the proposed disturbance related to surface exploration activities. As required by Nevada's Reclamation Act, NRS 519A.010, et seq. (1990), costs have been provided for earthwork, revegetation, equipment removal, post-reclamation maintenance, equipment mobilization/demobilization, and agency administrative/management. More specifically, costs include such items as the installation of mining tunnel bat gates and road and drilling pad reclamation. The decommissioning liability was originally estimated using 2024 cost rates and adjusted at December 31, 2025 to $394,065. The reclamation costs were prepared according to Project best projections regarding future activity in the next year, which would lead to reclamation expenses in the subsequent years.

(Expressed in Canadian Dollars)

6. Vehicles and Equipment

The following table sets out the changes to the carrying value of vehicles and equipment:

	Vehicles	Equipment	Total
Cost			
Balance, December 31, 2023	$150,594	$59,562	$210,156
Additions	-	-	-
Balance, December 31, 2024	150,594	59,562	210,156
Additions	-	-	-
Balance, December 31, 2025	**$150,594**	**$59,562**	**$210,156**

Accumulated amortization			
Balance, December 31, 2023	$22,588	$5,956	$28,544
Amortization	38,401	10,721	49,122
Balance, December 31, 2024	$60,991	$16,677	$77,668
Amortization	30,720	8,577	39,297
Balance, December 31, 2025	**$91,711**	**$25,254**	**$116,965**
Net book value – December 31, 2024	$89,603	$42,885	$132,488
Net book value – December 31, 2025	**$58,883**	**$34,308**	**$93,191**

7. Exploration and Evaluation Assets

	2025	2024
The Prospect Mountain Property, Nevada, USA		
Balance, beginning of year	**$ 8,843,112**	$ 8,244,169
Acquisition costs (b)	**2,625,699**	598,943
Balance, end of year	**11,468,811**	8,843,112
The Kenogami Property, Ontario, Canada		
Balance, beginning of year	**95,000**	95,000
Write-off of capitalized costs(c)	**(95,000)**	-
Balance, end of year	**-**	95,000
Total exploration and evaluation assets, end of year	**$ 11,468,811**	$ 8,938,112

a) *On August 17, 2024, the Company made the second cash payment of $527,708 to Solarljos (defined below) as required by the acquisition agreement relating to the Company's acquisition of the initial 80% interest in the Prospect Mountain Property. It also Includes $71,235 of interest payments.*

b) *The Company exercised its option and acquired the remaining 20% interest in the Prospect Mountain Property from Solarljos through the issuance of 3,000,000 Common Shares on July 18, 2025 (ascribed a fair value of $2,220,000). It also includes $76,831 of interest payments related to the Reclamation Bond for the Prospect Mountain Property before it was transferred from Solarjos to North Peak (Nevada) Ltd. in May 2025, and an accrued acquisition payment for the final property payment owing of $385,000 USD ($536,305).*

c) *On July 21, 2025, the Company notified the owner of the Kenogami Property (defined below) that it will not be completing the remaining $150,000 work prior to January 5, 2026, and therefore will not be exercising its option on that property. The capitalized costs related to the Kenogami Property were written off during the quarter ended September 30, 2025.*

The Prospect Mountain Property, Nevada, USA

In May 2023, (i) the Company entered into an agreement to acquire the Prospect Mountain Property from Solarljos LLC ("**Solarljos**") and Gullsil LLC of Nevada (each controlled by the Erickson family of Nevada) (the "**Acquisition**"), and (ii) the Exchange approved the Acquisition. The mining claims and rights that constitute the Prospect Mountain Property have been transferred into a Nevada LLC, named North Peak Gold LLC. The Company held an 80% initial interest in North Peak Gold LLC (the "**80% Initial Interest**") and Solarljos held the remaining 20% interest. Solarljos was not required to contribute any funds or assume any liabilities for the benefit of North Peak Gold LLC or in connection with exploration and operations at the Prospect Mountain Property on account of its 20% interest.

In connection with the Acquisition, (i) on August 22, 2023 the Company issued 5,000,000 common shares ("**Common Shares**") to Solarljos, (ii) effective August 25, 2023, Ty Erickson was appointed to the Board of Directors of the Company, and (iii) on November 17, 2023 the Company issued 340,000 Common Share purchase warrants with an exercise price of $1.34 per share and a five-year term, to those persons designated by Solarljos.

The Company had the right to acquire the remaining 20% interest held by Solarljos by issuing an additional 3,000,000 Common Shares to Solarljos (ascribed a fair value of $2,220,000). The Company exercised this right in July 2025 and acquired the remaining 20% interest in the Prospect Mountain Property from Solarljos through the issuance of 3,000,000 Common Shares on July 18, 2025. Solarljos maintains the 1% NSR royalty on any mineral production from the Prospect Mountain Property previously granted to them in connection with the Acquisition.

In connection with its acquisition of 100% of the Prospect Mountain Property as described above, the Company has agreed to ancillary rights with the Erickson family related to the right to nominate one member of the Board of the Company to be presented to shareholders of the Company at each annual general meeting of shareholders, and pre-emptive rights to participate in future issuance of securities of the Company in order to maintain their percentage share ownership in the Company.

The Kenogami Property, Ontario, Canada

The Company acquired an option to acquire the Kenogami property in Ontario, Canada (the "**Kenogami Property**") in connection with the Company's change of business transaction to become a mining issuer, which was completed on June 26, 2020. The terms of that option required the Company to make an initial cash payment of $35,000 (paid), and the Company had completed the following other conditions to exercise: (1) issued 25,000 Common Shares (post-consolidation) effective upon issuance of the 43-101 technical report on the Kenogami Property (completed – issued the Common Shares on July 2, 2020, and ascribed a fair value of $19,500); and (2) incurred $100,000 of exploration expenditures on the Kenogami Property and issued an additional 50,000 Common Shares to the optionor (completed, with corresponding Common Shares issued November 10, 2021, and ascribed a fair value of $40,500). The remaining condition for the exercise of the Kenogami Option was the Company incurring no less than $150,000 of exploration expenditures on the Kenogami Property on or before January 5, 2026.

On July 21, 2025, the Company notified the owner of the Kenogami Property that it would not be completing the remaining $150,000 work prior to January 5, 2026, and therefore would not be exercising its option on that property. The capitalized costs related to the Kenogami Property of $95,000 were written off in July 2025.

(Expressed in Canadian Dollars)

8. Right-of-Use Assets and Lease Obligation

The continuity of the right-of-use assets are presented in the table below:

Balance, December 31, 2023	$ 73,669
Depreciation	(48,257)
Balance, December 31, 2024	**$ 25,412**
Depreciation	(25,412)
Balance, December 31, 2025	**$ -**

At the commencement date of the leases, the lease liability was measured at the present value of the lease payments that were not paid at that date. The lease payments are discounted using an interest rate of 10%, which is the company's incremental borrowing rate.

The continuity of the lease liabilities are presented in the table below:

Balance, December 31, 2023	$ 78,939
Accretion expense	7,668
Lease payments	(54,040)
Balance, December 31, 2024	**$ 32,567**
Lease payments	(32,567)
Balance, December 31, 2025	**$ -**

9. Share Capital

a) Authorized share capital - At December 31, 2025, the authorized share capital consisted of an unlimited number of Common Shares. The Common Shares do not have a par value. All issued shares are fully paid.

b) Common Shares issued - the holders of Common Shares are entitled to receive notice of and attend all meetings of the shareholders of the Company and are entitled to one vote in respect of each Common Share held at such meetings. In the event of liquidation, dissolution or winding-up of the Company, the holders of Common Shares are entitled to share ratably the remaining assets of the Company.

The number of Common Shares issued and outstanding as at December 31, 2025, and December 31, 2024, is as follows:

	Common Shares (#)	**Amount**
Balance, December 31, 2024	31,772,176	$ 39,477,363
Issued on private placement (i)(ii)	9,031,666	5,418,999
Costs of issue (i)(ii)	-	(163,032)
Fair value of warrants(i)(ii)	-	(989,326)
Shares issued for exploration asset	3,000,000	2,220,000
Issued on exercise of stock options and warrants	477,300	480,522
Balance, December 31, 2025	**44,281,142**	**$ 46,444,525**

(Expressed in Canadian Dollars)

	Common Shares (#)	Amount
Balance, December 31, 2023	30,132,178	$ 38,182,019
Issued on private placement (iii)	1,414,998	1,061,249
Costs of issue (iii)	-	(48,038)
Issued on exercise of stock options	225,000	282,132
Balance, December 31, 2024	**31,772,176**	**$ 39,477,363**

i) On April 17, 2025, the Company closed the first tranche of a non-brokered private placement for aggregate gross proceeds of $5,168,999 (the "**2025 Private Placement**"). In connection with the 2025 Private Placement, 8,614,999 equity units ("**Units-2025**") of the Company were issued at a price of $0.60 per Unit. Each Unit-2025 was comprised of one (1) Common Share and one-half of one (1/2) Common Share purchase warrant of the Company (a "**Warrant-2025**"). Each whole Warrant-2025 entitles the holder to acquire one (1) Common Share for a period of 18 months from the date of issuance of the Warrant-2025 (subject to acceleration). The Company incurred $163,032 share issue cost in connection with the 2025 Private Placement.

ii) On April 24, 2025, the Company closed the second and final tranche of the 2025 Private Placement and issued 416,667 Units-2025 at a price of $0.60 per Unit-2025 for gross proceeds of $250,000, bringing the totals for the 2025 Private Placement to 9,031,666 Units-2025 for aggregate gross proceeds of $5,418,999.

iii) On November 5, 2024, the Company closed a non-brokered private placement for aggregate gross proceeds of $1,061,249, issuing 1,414,998 Common Shares at a price of $0.75 per Common Share. Costs of issue and commissions totaling $48,038 were paid.

10. Warrants

In connection with the 2025 Private Placement, 4,515,831 Warrants-2025 were issued as a component of the Units-2025. The Warrants-2025 are non-transferable, have an exercise price of $0.90 per share, and expire 18 months from the date of issuance (subject to acceleration). The fair value of the Warrants-2025 of $1,230,112 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 115%; a risk-free interest rate of 3.01%, and an expected life of 1.5 years. The securities issued in connection with the 2025 Private Placement are subject to a four-month hold period, in accordance with applicable securities laws.

The Warrants-2025 are subject to an acceleration provision whereby, if the Common Shares trade at or above a volume-weighted average price of $1.50 for a period of 20 consecutive trading days, the Company has the right to accelerate the expiry date of all or part of the outstanding Warrants-2025 to a date that is not less than 30 days from the notice of such acceleration that is provided by way of press release by the Company.

In connection with the 2025 Private Placement, 113,867 warrants were issued as a portion of the finders fees. These warrants are non-transferable, have an exercise price of $0.60 per share, and expire 18 months from the date of issuance. The fair value of these warrants of $37,929 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 115%; a risk-free interest rate of 3.01%, and an expected life of 1.5 years.

In connection with the private placement closed on November 5, 2024, 64,050 warrants were issued as finders fees. These warrants are non-transferable, have an exercise price of $0.90 per share, and expire 24 months from the date of issuance. The fair value of the warrants of $26,811 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 163%; a risk-free interest rate of 3.01%, and an expected life of 2 years.

(Expressed in Canadian Dollars)

The following table reflects the continuity of warrants for the year ended, December 31, 2025, and year ended December 31, 2024:

	Number of Warrants	Weighted Average Exercise Price
Balance, December 31, 2023	**340,000**	**$ 1.34**
Issued	64,050	0.90
Balance, December 31, 2024	**404,050**	**$ 1.27**
Exercised	(27,300)	0.72
Issued	4,629,698	0.89
Balance, December 31, 2025	**5,006,448**	**$ 0.92**

The following table reflects the warrants outstanding at December 31, 2025:

Expiry Date	Exercise Price	Life Remaining in Years	Warrants Outstanding
October 17, 2026	$ 0.90	0.79	4,307,498
October 17, 2026	$ 0.60	0.79	67,900
October 24, 2026	$ 0.90	0.81	208,333
October 24, 2026	$ 0.90	0.81	29,167
November 6, 2026	$ 0.90	0.85	53,550
November 17, 2028	$ 1.34	2.90	340,000
	$ 0.92	**0.93**	**5,006,448**

11. Stock Options

The Company has adopted a stock option plan which provides that the Board of Directors of the Company may grant options to purchase Common Shares to directors, officers, employees and consultants, up to a maximum of 10% of the total issued and outstanding Common Shares. The Board in its sole discretion may determine the vesting conditions for options, and the exercise price shall be determined by the Board at the time of grant in accordance with the provisions of the plan. The Company uses the Black Scholes option pricing model to determine the fair value of stock options granted.

The following table reflects the continuity of stock options for the year ended December 31, 2025:

	Number of Stock Options	Weighted Average Exercise Price (CDN)
Balance, December 31, 2024	**2,525,000**	**$1.07**
Granted(i)	300,000	$0.61
Granted(ii)	950,000	$0.87
Expired	(602,500)	$0.55
Exercised	(450,000)	$0.55
Balance, December 31, 2025	**2,722,500**	**$0.95**

i. On March 10, 2025, the Company granted 300,000 stock options at an exercise price of $0.61 per share, vesting one-half immediately and the remaining one-half on March 10, 2026, expiring five years from the date of grant. The resulting fair value was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 110%; a risk-free interest rate of 3.19%, an expected life of 5 years, and a forfeiture rate of nil.

(Expressed in Canadian Dollars)

ii. On May 12, 2025, the Company granted 950,000 stock options at an exercise price of $0.87 per share. These options have a five-year term. The resulting fair value of $681,100 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 120%; a risk-free interest rate of 2.8%, an expected life of 5 years, and a forfeiture rate of nil. Of these options, 625,000 were granted to directors and officers and 75,000 to consultants of the Company and which vest as to one-half (1/2) immediately and the remaining one-half (1/2) on the first-year anniversary of the date of grant. The remaining 250,000 options were granted to a consultant of the Company and vest as to one-quarter (1/4) three months from the date of issuance, and one-quarter (1/4) every three months thereafter.

The following table reflects the continuity of stock options for the year ended December 31, 2024:

	Number of Stock Options	Weighted Average Exercise Price (CDN)
Balance, December 31, 2023	**2,725,000**	**$1.15**
Granted	200,000	$1.00
Expired	(175,000)	$2.30
Exercised	(225,000)	$1.55
Balance, December 31, 2024	**2,725,000**	**$1.11**

On July 5, 2024, the Company granted 200,000 stock options at an exercise price of $1.00 per share, vesting one-half immediately and the remaining one-half on July 5, 2025, expiring five years from the date of grant. The resulting fair value was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 115%; a risk-free interest rate of 3.10%, an expected life of 5 years, and a forfeiture rate of nil. The total non-cash share-based compensation expense for the year ended December 31, 2025, was $562,716 respectively (year ended December 31, 2024, - $535,841).

The following table summarizes the stock options outstanding at December 31, 2025, of which 2,225,000 were exercisable and have a weighted average remaining life of 2.18 years.

Expiry Date	Exercise Price $	Life Remaining Years	Options Outstanding	Options Vested
November 11, 2026	0.81	0.86	25,000	25,000
December 2, 2026	1.28	0.92	65,000	65,000
December 10, 2026	1.55	0.94	15,000	15,000
December 17, 2026	1.90	0.96	200,000	200,000
February 1, 2027	2.10	1.09	25,000	25,000
February 17, 2027	2.87	1.13	70,000	70,000
April 12, 2028	0.76	2.28	195,000	195,000
June 26, 2028	1.60	2.49	117,500	117,500
September 15, 2028	1.53	2.71	525,000	525,000
November 13, 2028	1.12	2.87	35,000	35,000
July 5, 2029	1.00	3.51	200,000	200,000
March 10, 2030	0.61	4.19	300,000	150,000
May 12, 2030	0.87	4.36	950,000	475,000
	$ 1.16	3.22	2,722,500	2,097,500

(Expressed in Canadian Dollars)

12. General and administrative expenses

Years ended December 31,		2025	2024
Contractor fees		**$ 57,997**	$ 52,937
Filing and transfer agent fees		**137,076**	58,142
Insurance		**35,629**	67,994
Management fees, wages and benefits	**$**	**639,133**	524,261
Office, IT and general		**8,405**	38,248
Rent, foreign exchange and other		**153,286**	94,818
Travel		**25,501**	101,419
	$	**1,057,027**	937,819

13. Exploration and evaluation expenses

Year ended December 31,		2025	2024
Prospect Mountain Project			
Drilling	**$**	**933,034**	998,031
Project management		**232,574**	383,307
Camp support		**172,415**	391,471
Geological		**324,656**	429,193
Geophysics		-	89,013
Assays		**276,838**	597,783
Amortization PPE		**39,346**	49,122
Environmental and mapping		**471,307**	76,654
Field supplies		**53,467**	49,123
	$	**2,503,637**	3,063,597
Black Horse Project		**-**	2,354
Total Exploration Expenses for the Year	**$**	**2,503,637**	3,065,951

14. Related Party Transactions and Key Management Compensation

The Company incurred charges with directors, officers (Chief Executive Officer, Chief Financial Officer, and Director of Corporate Development who are the key management personnel), and a company with a common director displayed in the table below. Key management have the authority and responsibility to plan, direct, and control the activities of the Company and receive compensation for services rendered in that capacity. Amounts paid to related parties were incurred in the normal course of business. Salaries, benefits, consulting fees and director's fees are recorded at the exchange amount while share-based compensation is measured at the fair value of the instruments issued, with the expense recognized over the relevant vesting periods.

(Expressed in Canadian Dollars)

Compensation awarded to key management for the year ended December 31, 2025, and 2024 was:

Year Ended December 31,		**2025**	2024
Management fees, wages and benefits	$	**631,107**	481,535
Share-based compensation expense officers and directors		**519,246**	277,300
	$	**1,150,353**	758,835

Additionally, during the year ended December 31, 2025, the Company paid legal fees of $122,864 (2024: $161,179) to a law firm for which a director is a founder. Additionally, during the year ended December 31, 2025, bookkeeping, office, and regulatory filing support fees of $nil (2024 - $12,004 and $42,199) were paid to a company for which a former director is the president.

During the year ended December 31, 2025, the Company paid interest of $76,831 related to the Reclamation Bond for the Prospect Mountain Property before it was transferred from Solarjos to North Peak (Nevada) Ltd. in May 2025. Solarjos is owned by a Director of the Company. The Company exercised their option and acquired the remaining 20% interest in the Prospect Mountain Property from Solarljos through the issuance of 3,000,000 Common Shares on July 18, 2025 (ascribed a fair value of $2,220,000) and an accrued acquisition payment owing of $385,000 USD ($536,305), payable in January 2026.

These transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors, in strict adherence to conflict of interest laws and regulations. As at December 31, 2025, $385,000 USD ($536,305) was included in accrued acquisition payment and $nil was included in accounts payable and accrued liabilities regarding related parties (December 31, 2024 - $15,607).

15. Capital Management

The Company manages its capital with the following objectives: to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and to maximize shareholder return through enhancing share value.

The Company manages and makes adjustments to the capital structure as a result of changes in economic conditions, and the risk characteristics of the Company's assets, in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, shares to be issued, contributed surplus and deficit, which at December 31, 2025, totaled $13,583,183 (December 31, 2024 - $10,477,437). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts future cash flows based on operating expenditures, investing activities, and financing activities. The forecast is updated frequently based on activities related to its development and exploration properties. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2025.

16. Financial Risk Management

The Company has exposure to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives for growth and shareholder returns. The principal financial risks to which the Company is exposed are: liquidity risk, credit risk, and market risk.

a) Liquidity risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to capital markets is hindered or slowed due to a decline in the stock market or other macroeconomic factors. As at December 31, 2025, the Company had a cash balance of $2,218,888 (December 31, 2024 - $1,273,175) to settle current liabilities of $1,161,160 (December 31, 2024 -$175,545). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity and financial flexibility.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. At December 31, 2025, the Company has no sources of revenue to fund its exploration and development expenditures and relied on non-brokered private placements to fund its operations. The Company requires additional financing to accomplish its 2026 objectives and its long-term strategic objectives (refer to Note 17 Subsequent Events). The Company has an experienced management team and Board of Directors to assist with managing liquidity risk.

a) Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash and investments. The Company has no significant concentration of credit risk arising from operations. Cash consists of cash at banks. The cash has been invested and held with reputable financial institutions, from which management believes the risk of loss to be remote.

b) Market Risk

1) Interest rate risk

The Company has cash balances with rates that fluctuate with prevailing market rates and has no current debt. The Company's current policy is to invest cash in cash accounts or short-term interest-bearing securities issued by high quality financial institutions and chartered banks. The Company monitors its cash and investments as well as the credit ratings of its banks.

2) Currency risk

Foreign currency risk is the risk that the value of the Company's financial instruments denominated in foreign currencies will fluctuate due to changes in foreign exchange rates. Changes in the exchange rate between foreign currencies and the Canadian dollar would not likely have a significant impact on the Company's financial position, results of operations, and cash flows. The Company does not currently use derivative instruments to reduce its exposure to foreign currency risk, however exchange rates are continually monitored for any significant changes. A portion of the Company's exploration expenses are paid in USD, and the Company frequently converts a portion of its CAD cash balances into USD to reduce its currency risk exposure related to the CAD, when required, deemed appropriate, or advantageous due to timing or opportunities in currency markets. The Company is mainly exposed to foreign currency risk on financial instruments consisting of trade payables denominated in USD and GBP, however a 10% movement in foreign exchange rates would not have a material impact on the net loss for the year ended December 31, 2025, or 2025.

3) Price risk

The Company is exposed to price risk with respect to precious metal commodity prices and the prices of equity securities. Equity security price risk is defined as the potential adverse impact on the

(Expressed in Canadian Dollars)

Company's net income or loss due to movements in individual prices of equity securities or price movements in the stock market generally. Commodity price risk is defined as the potential adverse impact on net income or loss and economic value due to commodity price movement and volatility. The Company closely monitors commodity prices, particularly as they relate to gold and silver and movements in the price of individual equity securities, and movements in macroeconomic trends and market cycles.

17. Income Taxes

The reported recovery of income taxes differs from the amounts computed by applying the combined Canadian federal and provincial income tax rates to the reported loss before income taxes due to the following:

For the years ended December 31,	**2025**	2024
Income before taxes	$ (5,191,777)	(4,774,625)
Combined statutory income tax rate	26.50%	26.50%
Expected income tax expense (recovery)	$ (1,375,821)	$ (1,265,137)
Share-based payments	185,111	141,998
Capitalized share issue costs and E&E	750,700	638,393
Permanent differences and other	(2,347,069)	(546,342)
Change in deferred income tax asset not recognized	2,787,078	1,031,088
Income tax recovery (expense)	$ -	$ -

The significant components of the Company's deferred income taxes are as follows as at December 31:

	2025	2024
Deferred income taxes		
Exploration and evaluation	$ 5,402,911	$ 2,332,085
Share-issue costs and other	130,426	30,024
Non-capital losses carried forward	6,222,012	6,530,031
Deferred tax asset (liability)	11,699,778	8,912,700
Less: deferred tax assets not recognized	(11,699,778)	(8,912,700)

As at December 31, 2025, the Company has estimated non-capital losses of $23,479,288 available to reduce future taxable income, expiring at various dates between 2035 and 2045.

The potential benefit of these losses and deductible temporary differences in excess of the deferred tax liabilities have not been recognized in these financial statements as it is not considered probable that sufficient future tax profit will allow the deferred tax assets to be recovered.

18. Subsequent Events

On March 13, 2026, the Company closed the first of two tranches of a non-brokered private placement (the "2026 Private Placement") for aggregate gross proceeds of C$4,380,000). In connection with the Tranch 1 closing of the 2026 Private Placement, 4,380,000 equity units of the Company ("Units-2026") were issued at a price of $1.00 per Unit-2026.

Each Unit-2026 is comprised of one Common Share and one-half of one (1/2) Common Share purchase warrant of the Company (a "Warrant-2026"). Each whole Warrant-2026 will entitle the holder to acquire one (1) Common Share for a period of 12 months from the date of issuance of the Warrant (subject to acceleration) (the "Expiry Date"), at an exercise price of C$1.50 per share. The Warrants are subject to an acceleration provision whereby, if the Common Shares trade at or above a volume-weighted average price of C$2.00 for a period of 20 consecutive trading days, the Company will have the right to accelerate the Expiry Date of all or part of the outstanding Warrants-2026 issued pursuant to the Private Placement to a date that is 30 days from the notice of such acceleration that is provided by way of press release by the Company.

On March 25, 2026, the Company closed Tranche 2 of the 2026 Private Placement. The Company issued 1,245,000 Units-2026 at a price of $1.00 per Unit for gross proceeds of $1,245,000 under Tranche 2, bringing the total 2026 Private Placement to 5,675,000 Units-2026 for aggregate gross proceeds of C$5,675,000.

19. Comparative Figures

Certain prior year amounts have been reclassified for consistency with the current year presentation. These reclassifications had no effect on the reported results of operations.

NORTH PEAK RESOURCES

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2025, and 2024 DRAFT

North Peak Resources Ltd.
Management's Discussion and Analysis for the
Year Ended December 31, 2025
(Expressed in Canadian Dollars, unless otherwise noted)

Table of Contents

General

*This management's discussion and analysis ("**MD&A**") dated April 21, 2025 relates to the results and financial condition of North Peak Resources Ltd. ("**North Peak**" or the "**Company**") for the year ended December 31, 2025, and includes events up to the date of this MD&A. This discussion should be read in conjunction with the Company's consolidated financial statements for the years ended December 31, 2025, and 2024, and the notes thereto (the "**Financial Statements**"), and other corporate filings of the Company.*

*This MD&A was prepared by management and was approved by the Board of Directors of the Company on April 21, 2026. Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Unless otherwise specified, all financial information has been derived from the Financial Statements, which have been prepared in accordance with IFRS accounting standards as issued by the International Accounting Standards Board ("**IFRS**"). All dollar figures stated herein are expressed in Canadian dollars ("**CAD**" or "**$**"), unless otherwise noted. Statements are subject to the risks and uncertainties identified in the "Cautionary Note Regarding Forward-Looking Statements" section of this MD&A.*

Description of Business and Background to Properties and Interests

North Peak was incorporated on March 28, 2011, and organized under the laws of Alberta, Canada and is a Canadian based gold exploration and development company listed on the TSX Venture Exchange (the "**Exchange**") under the symbol "NPR" and on the OTCQB under the symbol "NPRLF". The head office of the Company is located at 30th Floor, 421 7th Avenue SW, Calgary, Alberta T2P 4K9 and the registered office is located at 1600, 421 - 7 Avenue SW, Calgary, Alberta T2P 4K9.

In May 2023 the Company signed an agreement (the "**PM Agreement**") giving it the right to acquire 100% of the Prospect Mountain property (the "**Prospect Mountain Property**") in Eureka, Nevada, which has in place a Plan of Operations for 1,000 tpd underground mining operation, and located in a historic gold and silver mining camp within the district known as the Southern Eureka Gold Belt, part of the prolific Battle Mountain Eureka gold trend. The gold and silver mining operations on the Prospect Mountain Property date back to 1872 and include the historic Diamond Mine/Silver-Connor underground mining complexes consisting of four major shafts, and some 11 miles of haulage ways and tunnels.

Under the terms of the PM Agreement, the Prospect Mountain Property was transferred to Nevada Gold LLC. North Peak acquired an initial 80% interest in Nevada Gold LLC in exchange for issuing 5 million common shares of the Company to the property vendors (Solarljos, LLC), and an initial cash payment of US$385,000 with the right to acquire the remaining 20% through the issuance of 3,000,000 common shares. In July 2025, following a successful evaluation of the Prospect Mountain Property, the Company exercised this right and now holds 100% interest in the Prospect Mountain Property.

Solarljos maintains a 1% NSR royalty on any mineral production from the Prospect Mountain Property.

The Company previously held an option to acquire 100% interest in the Kenogami Lake Project, which is a gold exploration property located 15 kilometers southwest of Kirkland Lake, Ontario consisting of twentyseven (27) mineral claims totaling approximately 500 hectares (the "**Kenogami Property**"). On July 21, 2025, the Company notified the owner of the Kenogami Property that it would not be completing the remaining $150,000 work commitment prior to the January 5, 2026 deadline, and therefore would not be exercising its option on that property.

The Company can give no assurances at this time that the Prospect Mountain Property will fulfill the Company's business development goals.

Highlights

Exploration Properties – Ownership and Evaluation

Prospect Mountain Property - Following its evaluation of the Prospect Mountain Property, near Eureka, Nevada, the Company exercised its right to acquire the remaining 20% interest in the Prospect Mountain Property from Solarljos LLC ("Solarljos", which is controlled by the Erickson family of Nevada) through the issuance of an additional 3,000,000 common shares to them on July 18, 2025. In connection with the exercise of that right, the Company agreed to ancillary rights with the Solarljos related to the right to nominate one member of the Board of the Company to be presented to shareholders of the Company at each annual general meeting of shareholders, and pre-emptive rights to participate in future issuance of securities of the Company in order to maintain their percentage share ownership in the Company.

Kenogami Property - The Company, in July 2025, notified the owner of the Kenogami Property that it will not be completing the remaining $150,000 work prior to January 5, 2026, and therefore not exercising its option on that property. The Company recorded a $95,000 write-off of the acquisition cost of the option on that property.

Prospective Property Evaluation – The Company incurred costs of $167,000 in Q3 FY2025 evaluating a prospective property near its Prospect Mountain Property. The Company did not continue the evaluation and in Q4 2025 recovered $87,000 of its evaluation expenses from the property owner.

Prospect Mountain Property Activities

In October 2025, the Company embarked on an initial drill campaign seeking to test new areas and provide guidance ahead of a larger campaign in 2026 as well as explore the economic potential of the waste pile. Over 4,000m was drilled across four target areas at the Prospect Mountain Property:

- Wiliams/ Wabash
- Industry Tunnel
- Dean Cave
- Lower PME

a) Williams/Wabash and Industry Tunnel Targets

On January 30, 2026, the Company announced results from the first six holes of the campaign, totaling 807 metres (2,650 ft), drilled at the Wabash and Industry Tunnel targets. Results continued to expand the halo mineralization between the Wabash and Williams high-grade gold lodes northwards, with notable intersections including 42.67m (140 ft) at 0.82 g/t Au, 9.43 g/t Ag and 2.57% Zn in PM25-001RC, including 12.19m (40 ft) at 2.56 g/t Au, 25.9 g/t Ag and 1.79% Zn, and 99.06m (325 ft) at 0.56 g/t Au and 5.13 g/t Ag in PM25-002RC, including 13.72m (45 ft) at 2.52 g/t Au and 15.7 g/t Ag. The program also confirmed the discovery of a new zone along the Silver Connor fault, returning 24.38m (80 ft) at 1.14 g/t Au and 10.76 g/t Ag, including 4.57m (15 ft) at 4.67 g/t Au, 21.02 g/t Ag and 1.38% Zn in PM25-002RC. The results continued to demonstrate the potential for low-grade bulk tonnage mineralization between the high-grade zones at the Wabash and Williams Lodes, with mineralization remaining open in all directions.

(b) Dean Cave and Lower PME Targets

On February 24, 2026, the Company announced results from the remaining holes of the campaign, covering the Dean Cave and Lower PME target areas, totaling approximately 2,835 metres across eight holes.

At the Lower PME target, three holes were drilled totaling 1,416 metres, testing the critical Hamburg Dolomite and Dunderberg Shale (Ch/Cd) contact — a regionally significant horizon associated with the Windfall trend mineralization and Ruby Deeps resource currently being actively drilled by McEwen Mining Inc. immediately to the east and south of the Prospect Mountain Property. Hole PM25-014RC intersected 88.4m (294 ft) averaging 0.24 g/t Au and 15.7 g/t Ag from 425.2m depth, around the Ch/Cd contact. This intersection is significant as it represents a blind target beneath overthrust barren cover rocks that had not previously been systematically explored and is consistent with a historical Homestake/Barrick hole (HRH1725) located approximately 320m away. Mineralization remains open in all directions and the Company intends to seek permission for further drill pads in this area with the intention of drilling later in 2026.

At the Dean Cave target, three holes were completed totaling 1,419m, with two further holes abandoned due to excessive deviation and a stuck hammer. The holes tested the upward continuation of mineralization from the Dean and East Cave complexes along projected fault intersections. While promising alteration and gossan were encountered in the upper portions of the holes, gold values were only weakly anomalous, with a best assay of 1.01 g/t Au over 1.52m (5 ft) in hole PM25-012RC. Long intersections of anomalous zinc associated with the alteration and gossans suggest the holes were drilled slightly distal to the main mineralization.

(c) Diamond Mine Waste Rock Pile — Aircore Drilling

On December 19, 2025, the Company announced assay results from a systematic 11-hole aircore drill program across the historic waste rock pile situated in front of the Diamond Mine portal. The program was designed to better characterize the grade distribution of the pile, which prior studies estimated to contain approximately 240,000 short tons of material. No holes were unmineralized. A best assay of 2.34 g/t Au and 68 g/t Ag was returned in hole PM25-001S from 0–5 ft, with weighted average values across the program ranging from 1.28 g/t Au and 34 g/t Ag over 10 ft in PM25-007S to 0.24 g/t Au and 18.8 g/t Ag over 20 ft in PM25-002S. The Company is advancing metallurgical test work on bulk sample material, including bottle roll and column leach tests, to assess the suitability of the material for toll leaching with third-party leach pad operators, with results expected in Q2 2026.

Management & Corporate

- During the year, the Company completed a restructuring of the leadership team as it progressed its focus on the Prospect Mountain Property. Rupert Williams was appointed Chief Executive Officer and Director on February 7, 2025, at which time Brian Hinchcliffe stepped down as Acting CEO while continuing to serve as Executive Chairman and Director through the planned transition period. Mr. Hinchcliffe subsequently resigned from the Board on April 29, 2025, to focus on other business interests. On April 30, 2025, Michael Ouellette was appointed to the Board of Directors. Harry Dobson, founder of Kirkland Lake Gold and Rupert Resources, was appointed Executive Chairman and Director on May 9, 2025, bringing considerable mine-building and capital markets experience to the Company. Effective November 28, 2025, Jim O'Neill was appointed Chief Financial Officer, succeeding Andrew Dunlop who resigned to pursue other interests.

The Company now has a team in place well positioned to market and fundraise as it progresses its exploration and investment in the Prospect Mountain Property.

Financing

- During the period, the Company completed a non-brokered private placement in April 2025, two tranches, raising aggregate gross proceeds of $5,418,999 through the issuance of 9,031,666 units at $0.60 per unit (Tranche 1: $5,168,999 on April 17, 2025; Tranche 2: $250,000 on April 24, 2025). Each unit is comprised one common share of the Company and one-half of one common share purchase warrant, with each whole warrant exercisable at $0.90 per share for a period of 18 months from the date of issuance. The warrants are subject to an acceleration provision whereby, should the common shares trade at or above a volume-weighted average price of $1.50 for 20 consecutive trading days, the Company may accelerate the expiry date of all or part of the outstanding warrants to a date 30 days from notice of such acceleration by press release.
- Subsequent to the period end, the Company closed a non-brokered private placement in two tranches, raising aggregate gross proceeds of $5,675,000 through the issuance of 5,675,000 units at $1.00 per unit (Tranche 1: $4,430,000 on March 13, 2026; Tranche 2: $1,245,000 on March 25, 2026). Each unit comprised one common share and one-half of one common share purchase warrant, with each whole warrant exercisable at $1.50 per share for a period of 12 months from the date of issuance. The warrants are subject to an acceleration provision whereby, should the common shares trade at or above a volume-weighted average price of $2.00 for 20 consecutive trading days, the Company may accelerate the expiry date of all or part of the outstanding warrants to a date 30 days from notice of such acceleration by press release.

Outlook

Following the closing of the March 2026 private placement raising aggregate gross proceeds of $5,675,000, the Company is well positioned to advance exploration at the Prospect Mountain Property. Building on its exploration successes over the past three years, the Company's 2026 programme will expand testing across five target areas:

Wabash/Williams — Further drilling to extend the mineralization already encountered, with the area continuing to demonstrate potential for both high-grade and low-grade bulk tonnage mineralization near surface.

Ridge of Mountain — A new drill road is planned for construction in 2026, providing up to eight pad locations into areas across the top of the mountain that have never previously been tested by drilling. Grab samples from historic mines on patented claims in the area have returned highly encouraging values including 78 g/t and 16.75 g/t Au (Krao), 37.4 g/t and 18 g/t Au (Republic), and 10.2 g/t Au.

Lower PME — Having successfully hit the Hamburg-Dunderberg (Ch/Cd) contact with PM25-014RC, which is the same contact generating the large mineralizing system on the Windfall trend currently being drilled by McEwen Mining to the east, the Company believe this continues downdip onto the Prospect Mountain Property and has therefore identified new drill locations to continue testing this contact in 2026.

West Side — A new target area with no previous exploration history. Systematic soil sampling undertaken in 2024/25 has indicated strong gold potential, with a structural context closely analogous to the historic Ruby Hill mine that dominated significant historic production from the Eureka camp. Drill targets are focused on key cross-faults and thrusts similar to those that controlled mineralization at Ruby Hill and the Richmond Mine.

Deep Sulphide — New drill locations have been planned to continue testing the sulphide MT anomaly previously intersected, targeting the core of the system at depth.

In addition to these exploration targets, the Company continues to progress the economic evaluation of the Diamond Mine waste rock pile. Metallurgical test work is ongoing, with results expected in Q2 2026, and the Company is working to establish an agreement with a toll leach processing facility alongside logistical plans for the removal and transportation of material.

Key Economic Trends

The price of gold has an impact on the potential economic viability of the Company's mineral exploration projects. In 2025, the average price of gold per ounce increased monthly from $3,895 (US$2,705) in January 2025 to $5,959 (US$4,326) in December 2025, with an average of $4,844 per ounce (US$3,466 per ounce) in 2025. In the first three months of 2026 the average price of gold per ounce was $6,673 (US$4,861).

Gold prices continue to be impacted by economic and geopolitical concerns, especially related to the potential impact of increased tariffs on global trade, and wars. Gold continues to be seen as a reliable store of value and a safe-haven investment as demand for physical gold, gold futures, and gold ETF's have remained strong.

Alignment with a prolonged bullish market cycle for precious metals could provide easier access to capital for exploration companies. However, precious metals prices are subject to volatile price movements over short periods of time, affected by numerous factors, many of which are beyond the Company's control.

Exploration costs are expected to increase due to several factors, including rising diesel and other energy costs, and persistent inflation affecting equipment rental and labour costs. The Iranian conflict initiated in February 2026 has severely disrupted traffic through the Strait of Hormuz, a key strategic oil transportation route, particularly impacting fuel costs and rippling across the global economy.

The Company has exposure to foreign exchange rate differences between the Canadian and US Dollar as the Company finances itself in CAD but incurs a large portion of its costs in USD. The annual average foreign exchange rates for Canadian dollars per U.S. dollars was 1.3978, 1.3698 and 1.3497 for 2025, 2024 and 2023, respectively. The monthly average rate in 2025 fluctuated from a high of 1.4390 in January 2025 to 1.3674 in June 2025. In March 2026 the average CAD/USD exchange rate was 1.3717.

Prospect Mountain Property – Description and Overview

The Eureka Mining Camp lies on the Battle Mountain–Eureka Carlin trend and is a historic high-grade gold and polymetallic mining area with a total endowment of over 8 million ounces of gold, comprising current resources and past production.

Prospect Mountain was the second largest historical producer among more than 20 historic mines first active in 1880. The Prospect Mountain Property was under private family ownership from 1979 until North Peak's acquisition in 2023, resulting in very limited modern exploration activity. The Prospect Mountain Property sits in the center of the camp, flanked by i-80 Gold and McEwen Mining — both billion-dollar companies actively deploying capital and drilling in the district. CRD and Carlin-style mineralization are present across the camp, with historic and current deposits principally controlled by key faults and stratigraphic contacts that traverse the length of the Prospect Mountain Property.

The Prospect Mountain Property benefits from good infrastructure, with power and water on site and direct access to Highway 50, with the town of Eureka located just 5km away. A 1,000 tpd underground mining permit is already in place. The main portal, upgraded in 2000 with electricity, air and water lines, sits approximately 1,700 ft below the peak of the mountain. Around 10 miles of accessible underground tunnels, spanning more than 20 historical mines, provide a unique window into the controls on mineralization and offer the potential for underground drilling.

(Expressed in Canadian Dollars, unless otherwise noted)

Review of 2025 Financial Results

The review of the financial results of the year and three months ending December 31, 2025 ("**FY2025**" and "**Q4 2025**", respectively) and comparisons to the corresponding prior year periods ("**FY2024**" and "**Q4 2024**", respectively) include additional disclosure for Venture issuers without significant revenue.

Summary of Select Financial Information:

	Year Ended Dec. 31, 2025 ($)	Year Ended Dec. 31, 2024 ($)	Year Ended Dec. 31, 2023 ($)
Total assets	15,138,408	10,652,982	14,159,401
Total liabilities	1,555,225	175,545	564,786
Working capital	2,003,992	1,381,425	5,028,219
Net loss	(5,203,090)	(4,774,625)	(5,338,882)
Comprehensive loss	(5,351,103)	(4,774,625)	(5,338,882)
Net loss per share, basic and diluted	(0.13)	(0.16)	(0.21)

FY2025 compared to FY2024

The Company reported a net loss of $5,071,635 for FY2025, compared with a net loss of $4,774,626 for FY2024. The increase in net loss incurred during 2025 compared to 2024 was primarily due to increased investor relations and marketing and corporate development expenditures, combined with non-cash shared-based compensation and the write-off of the Kenogami exploration property, which were off-set by lower exploration and evaluation expenses.

For the years ended December 31,	2025	2024	Change
Expenses (income)			
General and administration	1,057,027	937,819	119,208
Professional fees	243,031	208,950	34,081
Investor relations and marketing	616,837	190,504	426,333
Corporate development	80,000	-	80,000
Exploration and evaluation expenses	2,503,637	3,065,951	(562,314)
Write-off of exploration property	95,000	-	95,000
Share-based compensation	698,532	535,841	162,691
Interest income	(90,974)	(164,440)	73,466
Net Loss	(5,203,090)	(4,774,625)	428,465

Changes in expenses result of the following:

- General and administrative ("**G&A**") costs of $1,057,027 in 2025 increased from $937,819 in 2024 due to an increase in management fees related to changes in CEO and directors, higher filing and transfer fees related to uplisting to the OTCQB venture market and additional shareholder filings, which were partially offset by efforts to reduce other G&A expenses, as noted below:

(Expressed in Canadian Dollars, unless otherwise noted)

	Year ended December 31,2025	Year ended December 31,2024	Change
General and administrative expenses:			
Contractor fees	**$ 57,997**	$ 52,937	$ 5,060
Filing and transfer agent fees	**137,076**	58,142	78,934
Insurance	**35,629**	67,994	(32,365)
Management fees, wages and benefits	**639,133**	524,261	114,872
Office, IT and general	**8,405**	38,248	(29,843)
Rent, foreign exchange and other	**153,286**	94,818	54,468
Travel	**25,501**	101,419	(75,918)
	$ 1,057,027	$ 937,819	119,208

- Professional fees of $243,031 in FY2025 increased by $34,081 compared to FY2024 and mainly relate to accounting and legal costs related to corporate strategy analysis and other corporate initiatives.

- Investor relations and marketing costs of $616,837 were incurred during 2025 compared to costs of $190,504 incurred during 2024 reflecting the Company's increased marketing efforts to support fundraising effortsThe expenditures incurred during 2025 relate to assistance provided in marketing efforts, additional costs incurred for market making and fees paid to various consultants providing marketing and research services to the Company and attendance at conferences.

- Corporate development costs of $80,000 in FY2025 relate to the evaluation of prospective properties in Neveda, USA, which did not result in an investment by the Company.

- During FY2025, the Company incurred aggregate exploration and evaluation expenses of $2,503,637 (2024 - $3,065,951) at Prospect Mountain Property.

Exploration and evaluation expenses	Year ended December 31,2025	Year ended December 31,2024	Change
Prospect Mountain Project:			
Drilling	**$ 933,034**	998,031	(64,997)
Project management	**232,674**	383,307	(150,633)
Camp support	**172,415**	391,471	(219,056)
Geological	**324,656**	429,193	(104,537)
Geophysics	**-**	89,013	(89,013)
Assays	**276,838**	597,783	(320,945)
Amortization of PP&E	**39,346**	49,122	(9,776)
Environmental and Mapping	**471,307**	76,654	394,653
Field supplies	**53,467**	49,123	4,344
	$ 2,503,737	$ 3,063,597	(559,860)
Black Horse Project	**-**	2,354	2,354
Exploration & Evaluation - Total	**$ 2,503,737**	$ 3,065,951	(557,505)

The decrease in exploration expenditures in 2025 compared to 2024 was due to the timing and size of the drill campaigns, as the 2025 campaign was smaller, and started later than the 2024 drill campaign. $933,034 was spent on drilling and related sonic drilling performed in FY2025. Assay costs were lower in FY2025 due to the drilling in Q4 2025 resulting in assay costs that will not be incurred until FY2026. Other costs incurred during 2025 relate to consultant fees in managing and maintaining the Prospect Mountain Property, assay costs for soil sample, labour costs incurred for soil sampling, and project management fees incurred while planning the various work programs and drill targets that were considered for the FY2025 drill campaign. Environmental and mapping expenses in FY2025 include an accrual of $394,065 for the decommissioning liability related to future work pursuant to terms of the reclamation bond.

(Expressed in Canadian Dollars, unless otherwise noted)

- Corporate development costs of $80,000 incurred during 2025 (2024 - $nil) related to the review of and evaluation of prospective projects in the region which did not advance further.

- Share-based compensation expense increased to $663,447 in FY2025 from $535,841 in FY2024. The increase was due to the timing of option grants and related vesting periods as there were 1,250,000 options granted during FY2025 while only 200,000 options were granted in FY2024.

Review of Fourth Quarter Financial Results

Three Months Ended	Revenue ($)	Net (Loss) Income		Total assets ($)
		Total ($)	Basic and diluted earnings per share ($)	
2025 – December 31	Nil	(1,664,023)	(0.02)	15,138,408
2025 – September 30	Nil	(950,128)	(0.02)	16,777,549
2025 – June 30	Nil	(1,846,424)	(0.03)	14,685,142
2025 – March 31	Nil	(742,515)	(0.02)	10,594,936
2024 – December 31	Nil	(1,248,058)	(0.07)	10,652,982
2024 – September 30	Nil	(2,104,037)	(0.07)	10,577,286
2024 – June 30	Nil	(664,339)	(0.02)	12,392,353
2024 – March 31	Nil	(758,192)	(0.03)	13,025,296
2023 – December 31	Nil	(2,317,977)	(0.09)	14,159,401
2023 – September 30	Nil	(1,436,752)	(0.05)	15,324,903
2023 – June 30	Nil	(1,195,062)	(0.05)	15,395,054
2023 – March 31	Nil	(439,091)	(0.02)	8,001,467

Q4 2025 compared to Q4 2024

The Company reported a net loss of $1,664,023 for Q4 2025, compared with a net loss of $1,248,058 for Q4 2024. The additional spending was primarily due to the Q4 2025 drilling campaign which resulted in higher exploration and evaluation expenses, and increased professional fees, which were offset by reductions in G&A, investor relations costs (including reclassification of travel and consulting fees to E&E); recovery of a portion of the corporate development costs incurred evaluating a prospective property, and non-cash share-based compensation expenses.

(Expressed in Canadian Dollars, unless otherwise noted)

For the three months ended	December 31, 2025	December 31, 2024
Expenses (income)		
General and administration	**81,704**	256,432
Professional fees	**77,205**	52,701
Investor relations and marketing	**(94,169)**	74,835
Corporate development	**(87,000)**	-
Exploration and evaluation expenses	**1,630,818**	663,174
Share-based compensation	**42,379**	214,341
Interest income	**(13,086)**	(13,425)
Net Loss	**(1,664,023)**	(1,248,058)

Liquidity, Capital Resources and Commitments

The Company reported working capital of $2,003,992 at December 31, 2025 (December 31, 2024 - $1,381,425), and a cash balance of $2,218,888 (December 31, 2024 - $1,273,175).

At December 31, 2025, the Company held approximately $2,218,888 in cash. Subsequent to the period end, the Company closed a non-brokered private placement in March 2026 raising aggregate gross proceeds of $5,675,000, significantly strengthening the Company's balance sheet. As of the date of this MD&A, the Company has approximately $7.0 million in cash on hand, which the Company believes is sufficient to fund its planned 2026 exploration program at the Prospect Mountain Property and meet its liquidity needs for the foreseeable future.

Cash Flows

Net cash flows used in operating activities were $3,125,984 for the year ended December 31, 2025 compared to $4,540,516 for the same period in 2024. The decrease was primarily due to the earlier start the 2024 drill campaign compared to the Q4 2025 drilling campaign, which resulted in assay and related costs being incurred in 2026.

Cash flows used in investing activities were $1,434,052 for the year ended December 31, 2025, compared to $598,944 during the same period in 2024. This increase in cash outflows was primarily due to the payment made to the BLM upon the transfer of the reclamation bond from Solarljos to the Company as it took 100% ownership of the Prospect Mountain Property.

Cash flows from financing activities were $5,505,750 for the year ended December 31, 2025, compared to $1,107,922 during the same period in 2024. The increase is due to the net proceeds of $5,255,967 received upon closing of the 2025 Private Placement during April 2025; as well as proceeds received from the exercise of warrants and stock options.

Accounting Policies, Changes, Judgments and Estimates

Many of the amounts included in the consolidated financial statements require management to make estimates and judgements. Accounting estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised. The areas which require management to make significant judgments, estimates and assumptions are presented in the consolidated financial statements for the years ended December 31, 2025 and 2024 as described in note 5 of the consolidated financial statements

Accounting Policies and Changes

The Company's material accounting policies and future changes in accounting policies are presented in the consolidated financial statements for the years ended December 31, 2025 and 2024 as described in note 3 of the consolidated Financial Statements.

Changes in Accounting Standards not yet effective

For information on new standards and interpretations not yet adopted, refer to note 3 of the Financial Statements.

Significant Accounting Judgments and Estimates

For information on new standards and interpretations not yet adopted, refer to note 4 of the Financial Statements.

Internal Controls Over Financial Reporting

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("**NI 52-109**"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("**DC&P**") and internal control over financial reporting ("**ICFR**"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

- controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

- a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Changes in Internal Control over Financial Reporting

There were no material changes in the Company’s internal control over financial reporting that occurred during the year ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

Financial Risk Factors

The Company has exposure to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives for growth and shareholder returns. The principal financial risks to which the Company is exposed are: liquidity risk, credit risk, and market risk.

Liquidity risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations as they become due or can only do so at excessive cost. The Company's liquidity and operating results may be adversely affected if the Company's access to capital markets is hindered or slowed due to a decline in the stock market or other macroeconomic factors. As at December 31, 2025, the Company had a cash balance of $2,218,888 (December 31, 2024 - $1,273,175) to settle current liabilities of $1,161,160 (2024 -$175,454). The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity and financial flexibility.

Most of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. At December 31, 2025, the Company has no sources of revenue to fund its exploration and development expenditures and relies on non-brokered private placements to fund its operations. The Company's current cash balance is sufficient to fund the remainder of the 2025 work program as well as the existing administrative needs for the rest of the year and beyond. The Company may require additional financing to accomplish long-term strategic objectives and has an experienced management team and Board of Directors to assist with managing liquidity risk.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash and investments. The Company has no significant concentration of credit risk arising from operations. Cash consists of cash at banks. The cash has been

invested and held with reputable financial institutions, from which management believes the risk of loss to be remote.

Market Risk

- Interest rate risk

  The Company has cash balances with rates that fluctuate with prevailing market rates and has no current debt. The Company's current policy is to invest cash in cash accounts or short-term interest-bearing securities issued by high quality financial institutions and chartered banks. The Company monitors its cash and investments as well as the credit ratings of its banks.

- Currency risk

  Foreign currency risk is the risk that the value of the Company's financial instruments denominated in foreign currencies will fluctuate due to changes in foreign exchange rates. Changes in the exchange rate between foreign currencies and the Canadian dollar would not likely have a significant impact on the Company's financial position, results of operations, and cash flows. The Company does not currently use derivative instruments to reduce its exposure to foreign currency risk, however exchange rates are continually monitored for any significant changes. A portion of the Company's exploration expenses are paid in USD, and the Company frequently converts a portion of its CAD cash balances into USD to reduce its currency risk exposure related to the CAD, when required, deemed appropriate, or advantageous due to timing or opportunities in currency markets. The Company is mainly exposed to foreign currency risk on financial instruments consisting of trade payables denominated in USD and GBP, however a 10% movement in foreign exchange rates would not have a material impact on the net loss for the year ended December 31, 2025, or 2024.

- Price risk

The Company is exposed to price risk with respect to precious metal commodity prices and the prices of equity securities. Equity security price risk is defined as the potential adverse impact on the Company's net income or loss due to movements in individual prices of equity securities or price movements in the stock market generally. Commodity price risk is defined as the potential adverse impact on net income or loss and economic value due to commodity price movement and volatility. The Company closely monitors commodity prices, particularly as they relate to gold and silver and movements in the price of individual equity securities, and movements in macroeconomic trends and market cycles.

Capital Management

The Company manages its capital with the following objectives: to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and to maximize shareholder return through enhancing share value.

The Company manages, and makes adjustments to, the capital structure as a result of changes in economic conditions, and the risk characteristics of the Company's assets, in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, shares to be issued, contributed surplus and deficit, which at December 31, 2025, totaled $13,679,554 (December 31, 2024 - $10,477,437). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts future cash flows based on operating expenditures, investing activities, and financing activities. The forecast is updated frequently based on activities related to its development and exploration properties. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2025.

Related Party Transactions

The Company incurred charges with directors, officers (Chief Executive Officer, Chief Financial Officer, and VP, Operations and Corporate Development who are the key management personnel), and a company with a common director displayed in the table below. Key management have the authority and responsibility to plan, direct, and control the activities of the Company and receive compensation for services rendered in that capacity. Amounts paid to related parties were incurred in the normal course of business. Salaries, benefits, consulting fees and director's fees are recorded at the exchange amount while share-based compensation is measured at the fair value of the instruments issued, with the expense recognized over the relevant vesting periods.

There were no related party transactions during the period other than those disclosed in the Company's consolidated financial statements the years ended December 31, 2025 and 2024.

Off-Balance Sheet Arrangements

As at December 31, 2025, and up to the date of this MD&A, the Company had no off-balance sheet arrangements.

Risks and Uncertainties

The success of the Company is dependent, among other things, on obtaining sufficient funding to enable the Company to acquire, develop or exploit its mining properties and assets. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further development. The Company will require new capital to continue to operate and there is no assurance that capital will be available when needed, if at all. It is likely such additional capital will be raised through the issuance of additional equity, which will result in dilution to the Company's shareholders.

The Company does not have a historical track record of operating upon which investors may rely. Consequently, investors will have to rely on the expertise of the Company's management. The Company does not have a history of earnings or the provision of return on investment, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

Dependence on Key Officers and Consultants

The Company's business and operations are dependent on retaining the services of a small number of key officers and consultants. The success of the Company is, and will continue to be, to a significant extent, dependent on the expertise and experience of these people. The loss of one or more of these people could have a materially adverse effect on the Company. The Company does not maintain insurance on any of its key officers.

Potential Dilution

The issue of common shares of the Company upon the exercise of the options will dilute the ownership interest of the Company's current shareholders. The Company may also issue additional options and warrants or additional common shares from time to time in the future. If it does so, the ownership interest of the Company's current shareholders could also be diluted.

Limited Business History

The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications, and delays frequently encountered in connection with the establishment of any business. The Company has limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

Exploration, Development and Operating Risks

The Company's mining and exploration activities will involve significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. Few properties which are explored are ultimately developed into producing mines. Any figures presented for mineral resources, if any, are only estimates. The estimating of mineral resources is a subjective process and the accuracy of mineral resource estimates is a function of the quantity and quality of available data, the accuracy of statistical computations, and the assumptions used and judgments made in interpreting available engineering and geological information. There is significant uncertainty in any mineral resource estimate and the actual deposits encountered and the economic viability of a deposit may differ materially from the estimates.

Estimated mineral resources may have to be re-estimated based on changes in mineral prices, further exploration or development activity or actual production experience. This could materially and adversely affect estimates of the volume or grade of mineralization, estimated recovery rates or other important factors that influence mineral resource estimates. Mineral resources are not mineral reserves and there is no assurance that any mineral resources will ultimately be reclassified as proven or probable reserves. Mineral resources which are not mineral reserves do not have demonstrated economic viability.

There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. With all mining operations there is uncertainty and, therefore, risk associated with operating parameters and costs resulting from the scaling up of extraction methods tested in pilot conditions.

Most exploration projects do not result in the discovery of commercially viable mineral deposits and no assurance can be given that any particular level of recovery or mineral resources or reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially viable deposit which can be legally and economically exploited.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned mineral exploration and development will be required. No assurance can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures and operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

Fluctuating Mineral Prices and Marketability of Minerals

The economics of mineral exploration are affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, the Company may determine that it is impractical to continue a mineral exploration operation. Fluctuating mineral prices may also adversely affect the ability of the Company to obtain financing.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals found on the Company's properties.

Regulatory, Permit and License Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations concerning exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for facilities and the conduct of exploration and development operations on its properties will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. If the Company's exploration program on its properties are successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity which will result in dilution to its shareholders.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the boundaries of, mineral properties may be disputed. The Company cannot give assurance that title to its properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to its properties could cause the Company to lose any rights to explore, develop and mine any minerals on its properties without compensation for its prior expenditures relating to the applicable property.

Operations, Including Permitting, may be Subject to Legal Challenges

The Company's exploration, and any future development and mining operations, and the permits required for such activities, may be subject to legal challenges at the international, federal, state, and local level by various parties. Legal challenges may result in adverse impacts on the Company's planned operations. The Company may also be subject to more localized opposition, including efforts by environmental groups, which could attract negative publicity or have an adverse impact on its reputation.

Competition

The Company will compete for, among other things, the acquisition of minerals claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other mining companies could have a material adverse effect on the Company and its prospects.

Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liabilities, and potentially increase capital expenditures and operating costs.

Local Resident Concerns

Apart from ordinary environmental issues, the exploration, development and mining of the Company's properties could be subject to resistance from local residents that could either prevent, or delay, exploration and development of those properties, as applicable.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The *Business Corporations Act* (Alberta) provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to an issuer, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the *Business Corporations Act* (Alberta). To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the *Business Corporations Act* (Alberta).

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution, and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company's shares.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

The success of the Company will be dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Company. In such an event, the Company will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

Foreign Operations

North Peak operates through a Canadian parent company and US subsidiaries and as such faces risks typical of foreign business activities. These risks include permit delays, opposition to projects, unreliable infrastructure, labor issues, equipment shortages, import/export regulations, inflation, currency fluctuations, biased dispute resolution, government abuse of power, enforcement difficulties, regulatory compliance challenges. Changes in mining or investment policies, or political shifts in operating jurisdictions may affect operations or profitability.

Management's Responsibility for Financial Information

The Company's financial statements are the responsibility of the Company's management and have been approved by the Board of Directors. The financial statements were prepared by the Company's management in accordance with Canadian generally accepted accounting principles. The financial statements include certain amounts based on the use of estimates and assumptions. Management has established these amounts in a reasonable manner, in order to ensure that the financial statements are presented fairly in all material respects.

Disclosure of Outstanding Share Data

As of the date of this MD&A, the Company had 49,973,642 common shares issued and outstanding, 2,722,500 options with exercise prices between $0.61 and $2.87, and 7,965,348 warrants with exercise prices between $0.60 and $1.34.

Cautionary Statement Regarding Forward-looking Information

This MD&A contains or incorporates by reference "forward-looking statements" and "forward-looking information" as defined under applicable Canadian securities legislation Forward looking statements include, but are not limited to, statements with respect to those that address requirements for additional capital, government regulation of its operations, environmental risks, or claims and limitations on insurance coverage, *potential quantity and/or grade of minerals, potential for minerals and/or mineral resources, timing and plans for any exploratory drilling and statements regarding the plans, intentions, beliefs, and current expectations of the Company with respect to the future business activities and operating performance of the Company that may be described herein. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations, or intentions regarding the future. Such information can generally be identified by the use of forwarding-looking wording such as "plans", "expects", "proposed" "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes"," or the negative thereof or similar variations. Readers are cautioned not to place undue reliance on forward-looking statements, as there can be no assurance that the plans, intentions or expectations upon which they are based will occur.*

By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, estimates, forecasts, projections and other forward-looking statements may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to: (i) limited operating history; (ii) exploration, development and operating risks; (iii) substantial capital requirements and liquidity; (iv) fluctuating mineral prices and marketability of minerals; (v) the uncertainty in commodity prices and market volatility; (vi) regulatory, permit and license requirements; (vii) financing risks and dilution to shareholders; (viii) title to properties; (ix) competition; (x) reliance on management and key personnel; (xi) environmental risks; (xii) local resident concerns; (xiii) conflicts of interest; (xiv) uninsurable risks; (xv) litigation; (xvi) timing for receipt of regulatory approvals necessary for drilling at the Prospect Mountain Property; (xvii) estimates of mineralization from drilling and geophysical surveys, (xviii) geological information projected from sampling results and the potential quantities and grades of the target zones; (xix) the potential for minerals and/or mineral resources and reserves, and (xx) other factors beyond the control of the Company.

The forward-looking statements contained in this document are made as of the document's date. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Except as required by law, the Company disclaims any intention and assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additionally, the Company undertakes no obligation to *comment on the expectations of, or statements made by, third parties in respect of the matters discussed above.*

Additional information relating to the Company is available on the SEDAR+ website www.sedarplus.ca or the Company's website at www.northpeakresources.com

Qualified Person

Mr. David Pym, CGeol B.Sc. M.SC., Consultant Geologist for the Company, is the Qualified Person, as defined under National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*, who reviewed and approved scientific and technical disclosure in this MD&A.