



**CENTENARIO GOLD CORP.**

**Condensed Consolidated Interim Financial Statements**

(Expressed in Canadian dollars)

**For the Nine Months Ended September 30, 2025 and  
September 30, 2024**

(Unaudited – prepared by Management)

---

---

**NOTICE OF NO AUDITOR REVIEW OF  
CONDENSED INTERIM FINANCIAL STATEMENTS**

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

The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

Vancouver, B.C.  
December 1, 2025

**CENTENARIO GOLD CORP.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION**

(Unaudited, prepared by management and expressed in Canadian Dollars)

	As at	
	September 30, 2025	December 31, 2024
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 17,201	\$ 3,653
Prepaid expenses (Note 4)	2,000	5,392
Amounts receivable	2,623	1,737
<b>Total Current Assets</b>	<b>21,824</b>	<b>10,782</b>
<b>TOTAL ASSETS</b>	<b>\$ 21,824</b>	<b>\$ 10,782</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 9)	\$ 216,947	\$ 119,896
<b>TOTAL LIABILITIES</b>	<b>216,947</b>	<b>119,896</b>
<b>SHAREHOLDERS' EQUITY (DEFICIENCY)</b>		
Share subscriptions received (Note 8)	53,500	-
Share capital (Note 8)	4,585,862	4,585,862
Share-based payments reserve (Note 8)	358,390	358,390
Deficit	(5,192,875)	(5,053,366)
<b>TOTAL SHAREHOLDERS' EQUITY (DEFICIENCY)</b>	<b>(195,123)</b>	<b>(109,114)</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 21,824</b>	<b>\$ 10,782</b>

Nature and continuance of operations (Note 1)

On behalf of the Board:

"Douglas Fulcher"

Douglas Fulcher, director

"Kevin Milledge"

Kevin Milledge, director

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

**CENTENARIO GOLD CORP.**

## CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN EQUITY

(Unaudited, prepared by management and expressed in Canadian Dollars)

	Number of Shares	Share Capital	Share Subscriptions Received	Share-Based Payments Reserve	Deficit	Total Equity (Deficiency)
Balance, December 31, 2023	41,499,156	\$ 4,543,810	\$ -	\$ 351,724	\$ (3,716,618)	\$ 1,178,916
Private placement financing	333,333	42,052	-	6,666	-	48,718
Loss and comprehensive loss for the period	-	-	-	-	(952,078)	(952,078)
Balance, September 30, 2024	41,832,489	\$ 4,585,862	\$ -	\$ 358,390	\$ (4,668,696)	\$ 275,556

	Number of Shares	Share Capital	Share Subscriptions Received	Share-Based Payments Reserve	Deficit	Total Equity (Deficiency)
Balance, December 31, 2024	41,832,489	\$ 4,585,862	\$ -	\$ 358,390	\$ (5,053,366)	\$ (109,114)
Share subscriptions received	-	-	53,500	-	-	53,500
Loss and comprehensive loss for the period	-	-	-	-	(139,509)	(139,509)
Balance, September 30, 2025	41,832,489	\$ 4,585,862	\$ 53,500	\$ 358,390	\$ (5,192,875)	\$ (195,123)

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

**CENTENARIO GOLD CORP.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS**

(Unaudited, prepared by management and expressed in Canadian Dollars)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2025	2024	2025	2024
<b>Operating expenses</b>				
Exploration and evaluation (Note 7 and 9)	\$ -	\$ 13,708	\$ -	\$ 426,173
Depreciation (Notes 5)	-	-	-	992
Investor relations and marketing	-	121,117	2,158	357,546
Management fees and consulting fees (Note 9)	20,315	27,000	65,540	89,413
Office and administration (Note 9)	10,666	10,543	31,421	34,770
Professional fees	18,977	-	18,977	18,161
Transfer agent and filing fees	2,995	1,216	21,159	13,649
Travel and business development	-	48	91	4,448
Foreign exchange gain	35	8,462	163	9,678
<b>Loss from operations</b>	<b>(52,988)</b>	<b>(182,094)</b>	<b>(139,509)</b>	<b>(954,830)</b>
<b>Other items</b>				
Gain on sale of equipment	-	-	-	1,124
Interest income	-	54	-	1,628
	-	54	-	2,752
<b>Loss and Comprehensive Loss for the Period</b>	<b>\$ (52,988)</b>	<b>\$ (182,040)</b>	<b>\$ (139,509)</b>	<b>\$ (952,078)</b>
<b>Basic And Diluted Loss Per Share Outstanding</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>	<b>\$ (0.02)</b>
<b>Weighted Average Number Of Shares Outstanding</b>	<b>41,832,489</b>	<b>41,832,489</b>	<b>41,832,489</b>	<b>41,820,279</b>

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

**CENTENARIO GOLD CORP.****CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS**

(Unaudited, prepared by management and expressed in Canadian Dollars)

	<b>For the Nine Months Ended September 30,</b>	
	<b>2025</b>	<b>2024</b>
Cash and cash equivalents provided by (used in):		
<b>Operating Activities</b>		
Net loss for the period	\$ (139,509)	\$ (952,078)
<b>Items not affecting cash:</b>		
Depreciation	-	992
Gain on sale of equipment	-	(1,124)
<b>Changes in non-cash operating working capital items:</b>		
Decrease in prepaid expenses	3,392	517,536
(Increase) decrease in accounts receivable	(886)	7,760
Increase in accounts payable and accrued liabilities	97,051	38,437
<b>Cash used in operating activities</b>	<b>(39,952)</b>	<b>(388,477)</b>
<b>Investing Activities</b>		
Exploration and evaluation assets	-	(64,717)
Proceeds on disposition of equipment	-	2,245
<b>Cash used in investing activities</b>	<b>-</b>	<b>(62,472)</b>
<b>Financing Activities</b>		
Share capital issued, net of issuance costs	-	48,718
Share subscriptions received	53,500	-
<b>Cash provided by financing activities</b>	<b>53,500</b>	<b>48,718</b>
Increase (decrease) in cash and cash equivalents during the period	13,548	(402,231)
Cash and cash equivalents - beginning of the period	3,653	407,565
<b>Cash and cash equivalents - end of the period</b>	<b>\$ 17,201</b>	<b>\$ 5,334</b>

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

**CENTENARIO GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

**1. NATURE AND CONTINUANCE OF OPERATIONS**

Centenario Gold Corp. (the "Centenario" or the "Company") was incorporated under the Business Corporations Act of British Columbia on December 1, 2020. The Company's primary business is the acquisition and exploration of mineral properties and is considered to be an exploration stage company.

The Company is listed on the TSX Venture Exchange ("TSX-V"), having the symbol CTG-V, as a Tier 2 mining issuer. Its principal business is to acquire, explore, and develop interests in mineral projects in Mexico.

The Company's head office, principal address and registered and records office is Suite 615 – 800 West Pender Street, Vancouver, BC, V6C 2V6.

Going concern of operations

These financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As of September 30, 2025, the Company has not generated any revenues and has accumulated losses of \$5,192,875 (December 31, 2024 - \$5,053,366) since inception. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital. The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of the higher inflation, energy crises and global tariff war, may create further uncertainty and risk with respect to the prospects of the Company's business.

The above material uncertainties raise significant doubt about the Company's ability to continue as a going concern. Although these financial statements have been prepared on a going concern basis, the Company's continuing operations are dependent upon its ability to obtain adequate financing through debt or equity issuance.

**CENTENARIO GOLD CORP.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

**2. BASIS OF PREPARATION**

**(a) Statement of compliance**

These interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting using accounting policies consistent with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). As such, these interim financial statements do not contain all the disclosures required by IFRS for annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2024 and 2023 ("annual consolidated financial statements").

These condensed interim consolidated financial statements ("interim financial statements") were approved by the Board of Directors and authorized for issue on December 1, 2025.

**(b) Financial Statement Presentation**

These financial statements include the accounts of the Company, its 100% owned Canadian subsidiary, 1403285 B.C. Ltd. and its 99% owned Mexican subsidiary, Durango Gold Corp S.A. de C.V. whose principal business was the exploration of the Eden project in Mexico. All significant inter-company transactions and balances have been eliminated on consolidation. All amounts are stated in Canadian dollars unless otherwise indicated.

**(c) Use of judgments and estimates**

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Significant areas requiring the use of management judgements and estimates include:

- impairment of exploration and evaluation assets;
- provision of reclamation and environmental obligations, if any; and
- inputs used in accounting for stock-based compensation expense in profit or loss.

The management of the Company has considered the Company's current activities, funding position and projected funding requirements for the period of at least twelve months from the date of these financial statements in determining the ability of the Company to adopt the going concern basis in preparing the financial statements for the nine months ended September 30, 2025. The assessment of the Company's ability to execute its strategy to meet its future funding requirements involves judgment.

**CENTENARIO GOLD CORP.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

**3. MATERIAL ACCOUNTING POLICIES**

**(a) Cash and cash equivalents**

Cash includes deposits held at call with financial institutions.

**(b) Equipment**

Equipment is recorded at cost less accumulated depreciation and impairment losses, if any. Depreciation is recognized as follows:

- Motor vehicles – over 4 years.
- Computer equipment – over 2 years.

**(c) Exploration and evaluation assets (“E&E”)**

Costs relating to the acquisition and claim maintenance of exploration and evaluation assets (including option payments and annual fees to maintain the property in good standing) are capitalized and deferred by property until the project to which they relate is sold, abandoned, impaired or placed into production.

The Company expenses all exploration, evaluation and development expenditures until management concludes that a future economic benefit is more likely than not to be realized.

Once the Company considers that a future economic benefit is more likely than not of being realized, all subsequent costs directly relating to the advancement of the related area of interest are capitalized.

Capitalized exploration and evaluation costs are tested for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable. If an indicator is identified, the asset’s recoverable amount is calculated and compared to the carrying amount. For the purpose of measuring recoverable amounts, assets are grouped into CGUs. An impairment loss is recognised for the amount by which the asset’s carrying amount exceeds its recoverable amount.

As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to exploration costs. Exploration and evaluation acquisition costs that are capitalized are included as part of cash flows from investing activities whereas exploration and evaluation expenditures that are expensed are included as part of cash flows from operating activities.

**CENTENARIO GOLD CORP.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

---

**3. MATERIAL ACCOUNTING POLICIES (cont'd)**

**(d) Decommissioning liabilities**

An obligation to incur decommissioning and site rehabilitation costs occurs when environmental disturbance is caused by exploration, evaluation, development or ongoing production.

Decommissioning and site rehabilitation costs arising from the installation of plant and other site preparation work, discounted to their net present value, are provided when the obligation to incur such costs arises and are capitalized into the cost of the related asset. These costs are charged against operations through amortization of the asset and unwinding of the discount on the provision.

Amortization is included in operating costs while the unwinding of the discount is included as a financing cost. Changes in the measurement of a liability relating to the decommissioning or site rehabilitation of plant and other site preparation work are added to, or deducted from, the cost of the related asset and charged against operating profit or loss. The discount rate used to measure the net present value of the obligations is the pre-tax rate that reflects the current market assessment of the time value of money and the risks specific to the obligation.

The costs for the restoration of site damage, which arises during production, are provided at their net present values and charged against operations as extraction progresses.

**(e) Share capital**

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in private placements to be the more easily measurable component of unit offerings and the common shares are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to any attached warrants or other features. Any fair value attributed to warrants is recorded as share-based payments reserve.

When unit warrants are exercised, the amounts previously recognized in share-based payments reserve are transferred to share capital.

**CENTENARIO GOLD CORP.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

**3. MATERIAL ACCOUNTING POLICIES (cont'd)**

**(f) Foreign currency translation**

The Company's functional and reporting currency is the Canadian dollar. The functional currency of the Company's subsidiaries is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the exchange rates prevailing on dates of transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign currency translation differences are recognized in profit or loss, except for differences on the retranslation of fair value through other comprehensive income instruments which are recognized in other comprehensive income.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Company's subsidiaries are translated into the Canadian dollar using exchange rates prevailing at the end of the period. Income and expense items are translated at the average rate for the period. Exchange differences are recognized in the statement of comprehensive loss.

**(g) Share-based payments**

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the Company as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments to non-employees are measured at the fair value of goods or services received.

When stock options are exercised, the amounts previously recognized in share-based payments reserve are transferred to share capital.

**CENTENARIO GOLD CORP.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

**3. MATERIAL ACCOUNTING POLICIES (cont'd)**

**(h) Warrants**

The Company accounts for warrants including warrants issued to brokers in connection with the issuance of shares (“broker warrants”) using the fair value method. Under this method, the fair value of broker warrants is first determined based on the value of goods or services received. In situations where some or all of the goods or services received by the Company as consideration cannot be specifically identified, the fair value of broker warrants is then determined using the Black-Scholes valuation model.

When broker warrants are exercised, the amounts previously recognized in share-based payments reserve are transferred to share capital.

**(i) Income taxes**

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 recorded using the 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; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. 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 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.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**CENTENARIO GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

**3. MATERIAL ACCOUNTING POLICIES (cont'd)****(j) Financial instruments**

The following is the Company's accounting policy for financial instruments:

**(i) Classification**

The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The Company classifies its financial instruments as follows:

<b>Financials Assets</b>	<b>Classification</b>
Cash and cash equivalents	Amortized cost
Amounts receivables (excluding sales tax receivable)	Amortized cost
<b>Financial Liabilities</b>	
Accounts payable and accrued liabilities	Amortized cost

**(ii) Measurement*****Financial assets and liabilities at amortized cost***

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

***Financial assets and liabilities at FVTPL***

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

**CENTENARIO GOLD CORP.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

**3. MATERIAL ACCOUNTING POLICIES (cont'd)**

**(j) Financial instruments (cont'd)**

(iii) Impairment of financial assets at amortized cost.

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

(iv) Derecognition

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in the statements of loss.

**(k) Loss per share**

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

**(l) Related Party Transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

**CENTENARIO GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

**3. MATERIAL ACCOUNTING POLICIES (cont'd)****(m) New accounting standards and interpretations issued but not yet effective**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods noted below. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below.

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 introduces three sets of new requirements to give investors more transparent and comparable information about companies' financial performance for better investment decisions.

- I. Three defined categories for income and expenses (operating, investing and financing) to improve the structure of the income statement, and require all companies to provide new defined subtotals, including operating profit.
- II. Requirement for companies to disclose explanations of management-defined performance measures (MPMs) that are related to the income statement.
- III. Enhanced guidance on how to organise information and whether to provide it in the primary financial statements or in the notes.

This new standard is effective for reporting periods beginning on or after January 1, 2027. The Company is currently in the process of assessing its impact on future financial statements.

**4. PREPAID EXPENSES**

As at September 30, 2025, prepaid expenses are comprised of \$2,000 (December 31, 2024 - \$1,888) paid for a legal retainer and \$Nil (December 31, 2024 - \$3,504) in exploration advances.

**5. EQUIPMENT**

	<b>Computer equipment</b>	<b>Motor Vehicles</b>	<b>Total</b>
<b>COST</b>			
<b>Balance, December 31, 2023</b>	\$ 996	\$ 10,367	\$ 11,363
Disposals	(996)	(1,121)	(2,117)
<b>As at December 31, 2024 and September 30, 2025</b>	<u>\$ -</u>	<u>\$ 9,246</u>	<u>\$ 9,246</u>
<b>AMORTIZATION</b>			
<b>Balance, December 31, 2023</b>	\$ -	\$ 8,254	\$ 8,254
Amortization	-	992	992
<b>As at December 31, 2024 and September 30, 2025</b>	<u>\$ -</u>	<u>\$ 9,246</u>	<u>\$ 9,246</u>
<b>CARRYING AMOUNTS</b>			
<b>As at December 31, 2024 and September 30, 2025</b>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

**CENTENARIO GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

**6. VALUE ADDED TAX RECEIVABLE**

Value-added tax (“VAT”) receivable represents amounts paid by the Company in Mexico that are refundable from the Mexican government. For the nine months ended September 30, 2025, the Company paid \$Nil in VAT (2024 - \$17,324) related to exploration and evaluation expenditures on the Eden Property.

The recoverability of the carrying amount of VAT was subject to the Company qualifying to offset these VAT credits against VAT charged and collected at the time when the Eden Property was to go into production. As the Company has discontinued exploration activities at the Eden Property, the Company has elected to expense the VAT amounts paid in respect of exploration and evaluation expenditures during the nine months ended September 30, 2025 and the year ended December 31, 2024. Any amounts received in the future will be recorded as recovery against exploration and evaluation expenses on the statement of comprehensive loss.

**7. EXPLORATION AND EVALUATION ASSETS**

Title to exploration and evaluation assets involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many exploration and evaluation assets. The Company has investigated title to all of its exploration and evaluation assets and, to the best of its knowledge, titles to all of its properties are in good standing.

A summary of the changes in cumulative exploration and evaluation asset costs for the nine months ended September 30, 2025 and the year ended December 31, 2024 is as follows:

	<b>Eden Property</b>
Balance, at December 31, 2023	\$ 234,663
Additions	63,090
Impairment	(297,753)
Balance, at December 31, 2024 and September 30, 2025	\$ -

Exploration expenditures for the three and nine months ended September 30, 2025 and September 30, 2024 were as follows:

	<b>For the Three Months Ended</b>		<b>For the Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2025</b>	<b>2024</b>	<b>2025</b>	<b>2024</b>
	<b>Eden</b>	<b>Eden</b>	<b>Eden</b>	<b>Eden</b>
Drilling	\$ -	\$ 13,585	\$ -	\$ 352,835
Mineral property tenure	-	(1,168)	-	31,466
General and administrative	-	1,394	-	24,651
VAT incurred	-	(103)	-	17,221
<b>Total</b>	<b>\$ -</b>	<b>\$ 13,708</b>	<b>\$ -</b>	<b>\$ 426,173</b>

**CENTENARIO GOLD CORP.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

**8. EXPLORATION AND EVALUATION ASSETS (cont'd)**

**Eden Property, Sinaloa, Mexico**

On March 24, 2021, the Company entered into an option agreement (the “Eden Agreement”) with arm’s-length third parties (the “Optionors”), where by it obtained an exclusive option to acquire a 100% interest in the Eden Property, located in Sinaloa, Mexico. The Eden Property comprised two contiguous titled mineral concessions, El Eden and El Eden 1, covering approximately 2,489 hectares, and was subject to a 1.0% net smelter return (“NSR”) royalty.

To maintain and exercise the option, the Company was required to make aggregate cash payments of US\$710,000 and incur a minimum of US\$3,000,000 in exploration expenditures.

In March 2025, the Company determined not to continue exploration activities on the Eden Property. As a result, at December 31, 2024, the carrying value of the related exploration and evaluation assets was impaired and the Company recorded an impairment of \$297,753 on the statement of comprehensive loss.

**8. SHARE CAPITAL**

a) Authorized share capital

As at September 30, 2025, the authorized share capital of the Company is an unlimited number of common shares without par value.

b) Issued share capital

During the nine months ended September 30, 2025

- i. The Company received \$53,500 in subscription receipts which will be converted into units upon closing of a private placement financing which will occur following a proposed 1 for 10 share consolidation. Each post-consolidated unit will be priced at \$0.10 and will consist of one common share and one post-consolidated common share purchase warrant exercisable at a price of \$0.15 until 24 months after closing of the private placement financing.

During the year ended December 31, 2024

- ii. On January 11, 2024, the Company issued 333,333 units at a price of \$0.15 per unit for gross proceeds of \$50,000. Each unit consisted of one common share and one half of one common share purchase warrant. Each whole warrant is exercisable at a price of \$0.30 per warrant share for a period of two years from the date of issuance. The Company incurred share issue costs of \$1,282 in connection with the private placement.

**CENTENARIO GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

**8. SHARE CAPITAL (cont'd)**c) Escrow shares

At September 30, 2025, 5,281,124 common shares (December 31, 2024 – 7,041,499) and Nil warrants with an exercise price of \$0.20 (December 31, 2024 – 53,499) are being held in escrow with Odyssey Trust Company pursuant to a Tier 2 value security escrow agreement. These shares and warrants will be released from escrow every six months in three equal instalments commencing on October 27, 2025.

d) Stock options

A summary of the status of stock options as of September 30, 2025 and December 31, 2024 and changes during the periods then ended is presented below:

	Number of Options	Weighted Average Exercise Price
Outstanding at December 31, 2023, December 31, 2024 and September 30, 2025	3,700,000	\$ 0.14

The weighted-average remaining life of the stock options as at September 30, 2025 was 2.73 years (December 31, 2024 – 3.48 years).

During the nine months ended September 30, 2025 and the year ended December 31, 2024, no incentive stock options were granted and therefore no stock-based compensation expense was recorded.

Stock options outstanding at September 30, 2025 are as follows:

Number of Options	Exercise Price	Expiry Date
600,000	\$0.10	August 16, 2026
3,100,000	\$0.15	October 30, 2028
3,700,000		

**CENTENARIO GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

**9. SHARE CAPITAL (cont'd)**d) Warrants

A summary of the status of warrants as of September 30, 2025 and December 31, 2024 and changes during the periods then ended is presented below:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at December 31, 2023	7,120,826	\$ 0.28
Issued	166,666	0.30
Outstanding at December 31, 2024	7,287,492	0.28
Expired	(1,268,992)	0.20
Outstanding at September 30, 2025	6,018,500	\$ 0.30

The weighted-average remaining life of the warrants as at September 30, 2025 was 0.08 years (December 31, 2024 – 0.70 years).

Share purchase warrants outstanding at September 30, 2025 are as follows:

Number of Warrants	Exercise Price	Expiry Date
5,851,834	\$0.30	October 26, 2025
166,666	\$0.30	January 11, 2026
<u>6,018,500</u>		

d) Agent's and finder's warrants

A summary of the status of agent's and finder's warrants as of September 30, 2025 and December 31, 2024 and changes during the periods then ended is presented below:

	Number of Warrants	Weighted Average Exercise Price
Outstanding at December 31, 2023, December 31, 2024 and September 30, 2025	1,184,986	\$ 0.13

The weighted-average remaining life of the agent's and finder's warrants as at September 30, 2025 was 0.34 years (December 31, 2024 – 1.09 years).

**CENTENARIO GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

**9. SHARE CAPITAL (cont'd)**e) Agent's and finder's warrants

Agent's and finder's warrants outstanding at September 30, 2025 are as follows:

Number of Warrants	Exercise Price	Expiry Date
400,000	\$0.10	August 16, 2026
784,986	\$0.15	October 26, 2025
1,184,986		

**9. RELATED PARTY TRANSACTIONS**

The Company considers its key management personnel to be its officers, directors and companies controlled by officers and directors of the Company. Key management personnel compensation consisted of the following:

	<b>For the Nine Months Ended September 30,</b>	
	<b>2025</b>	<b>2024</b>
Management fees paid to a company controlled by the President and CEO of the Company	\$ 40,500	\$ 38,500
Management fees paid to a company controlled by the former CFO of the Company	6,000	19,000
Management fees paid to the former CEO and current VP, Exploration, of the Company	4,500	-
Exploration costs paid to the former CEO and current VP, Exploration, of the Company	-	46,500
Office rent and expenses**	28,656	28,880
	\$ 79,656	\$ 132,880

\*\* Office rent and expenses consist of expenses paid or accrued to a company controlled by a director of the Company in the aggregate of \$28,656 during the nine months ended September 30, 2025 (2024 - \$28,880). Of this total, \$25,029 (2024 - \$25,253) was office rent and the remainder of \$3,627 (2024 - \$3,627) was parking fees.

These transactions were measured at the exchange amount, being the amount that was agreed upon by the transacting parties.

The amounts due to current and former related parties and included in accounts payable and accrued liabilities as at September 30, 2025 were \$175,902 (December 31, 2024 - \$98,955). These amounts are unsecured, non-interest bearing, and due on demand.

**CENTENARIO GOLD CORP.**

**NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

**10. FINANCIAL INSTRUMENTS**

**Fair value**

The carrying value of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. These financial instruments are carried at amortized cost. The Company does not have any financial instruments carried at fair value.

**Financial risk factors**

The Company's risk exposures and the impact on the Company's financial statements are summarized below:

*Credit risk*

Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. The Company is not exposed to any credit risk at this time.

*Liquidity risk*

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at September 30, 2025, the Company's working capital deficit is \$195,123 (December 31, 2024 – working capital deficit of \$109,114). The Company will have to seek additional financing through equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2025, the Company had \$17,201 in cash (December 31, 2024 - \$3,653) and \$216,947 in accounts payable and accrued liabilities.

*Foreign currency risk*

The Company is exposed to foreign currency risk on fluctuations related to cash that is denominated in Mexican Pesos. As at September 30, 2025, the Company had \$Nil in cash (December 31, 2024 - \$3,012) that is denominated in Mexican Pesos.

**CENTENARIO GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

---

**11. CAPITAL MANAGEMENT**

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, such that it can explore and develop its projects for the benefit of its shareholders and other stakeholders. The Company manages its capital structure and makes adjustments to it based upon changes in economic conditions and the risk characteristics of its assets. The Company may issue new shares through private placements and public offerings in order to maintain or adjust its capital structure. The Company is not subject to any externally-imposed capital requirements.

**12. COMMITMENTS**

- i. On April 1, 2021, the Company entered into a consulting agreement (the "CEO Agreement") with its CEO, under which the CEO was compensated at a rate of \$7,500 per month. The agreement was for an indefinite term and could be terminated by the Company with three months' notice. Effective March 1, 2024, the monthly fee was temporarily reduced to \$4,500 as a cost-saving measure and then halted completely effective February 1, 2025. The individual served as CEO until February 14, 2025 and currently continues with the Company in the role of VP, Exploration.
- ii. On April 1, 2021, the Company entered into a consulting agreement (the "Executive Agreement") with Digga Holdings Ltd. ("Digga"), a private company controlled by the President of the Company. Under the agreement, Digga was compensated at a rate of \$5,000 per month. The agreement was for an indefinite term and could be terminated by the Company with three months' notice. Effective March 1, 2024, the monthly fee was temporarily reduced to \$4,500 as a cost-saving measure.
- iii. On April 1, 2021, the Company entered into a consulting agreement (the "CFO Agreement") with Copsewood Capital Corp. ("Copsewood"), a private company controlled by the former CFO of the Company. Under the agreement, Copsewood was compensated \$2,500 per month for the provision of CFO and administration services. The agreement was for an indefinite term and could be terminated by the Company with three months' notice. Effective March 1, 2024, the monthly fee was temporarily reduced to \$2,000 as a cost-saving measure. Effective March 14, 2025, the agreement was terminated following the CFO's resignation.

**CENTENARIO GOLD CORP.****NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

(Unaudited, prepared by management and expressed in Canadian dollars)

For the nine months ended September 30, 2025 and September 30, 2024

**13. SEGMENTED FINANCIAL INFORMATION**

The Company operates in one industry segment, being the acquisition and exploration of mineral properties in Mexico. Geographic information is as follows:

	As at	
	September 30, 2025	December 31, 2024
Non-current assets:		
Canada	\$ -	\$ -
Mexico	-	-
	\$ -	\$ -

  

	For the Nine Months Ended	
	September 30, 2025	September 30, 2024
Comprehensive loss:		
Canada	\$ (138,869)	\$ (740,912)
Mexico	(640)	(211,166)
	\$ (139,509)	\$ (952,078)

**CENTENARIO GOLD CORP.**  
(the “Company”)

**MANAGEMENT DISCUSSION AND ANALYSIS**

**For the Nine Months Ended September 30, 2025**

This management’s discussion and analysis (“MD&A”) focuses on significant factors that affected Centenario Gold Corp. and its subsidiaries (collectively, “Centenario” or the “Company”) during the relevant reporting period and to the date of this report. The MD&A supplements, but does not form part of, the unaudited condensed interim financial statements for the period ended September 30, 2025. This MD&A of the financial condition of the Company should be read in conjunction with the unaudited condensed interim financial statements for the period ended September 30, 2025 and the audited financial statements for the year ended December 31, 2024. The financial statements have been prepared in accordance with International Financial Reporting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

The information contained within this MD&A is current to December 1, 2025.

## **Company Overview**

Centenario Gold Corp. was incorporated under the Business Corporations Act of British Columbia on December 1, 2020. The Company’s primary business is the acquisition and exploration of mineral properties and is considered to be an exploration stage company.

The Company is listed on the TSX Venture Exchange (“TSX-V”), having the symbol CTG-V, as a Tier 2 mining issuer. Its principal business is to acquire, explore, and develop interests in mineral projects in Mexico and Canada.

The Company’s head office address and registered office address is Suite 615 – 800 West Pender Street, Vancouver, BC, V6C 2V6.

## **Mineral Property**

### **Eden Property, Durango/Sinaloa, Mexico**

On March 24, 2021, the Company entered into an option agreement (the “Eden Agreement”) with arm’s-length third parties (the “Optionors”), where by it obtained an exclusive option to acquire a 100% interest in the Eden Property, located in Sinaloa, Mexico. The Eden Property comprised two contiguous titled mineral concessions, El Eden and El Eden 1, covering approximately 2,489 hectares, and was subject to a 1.0% net smelter return (“NSR”) royalty.

To maintain and exercise the option, the Company was required to make aggregate cash payments of US\$710,000 and incur a minimum of US\$3,000,000 in exploration expenditures.

The Company completed an initial drill program on the ‘Buenavista’ vein-breccia structures in March 2024. The drilling program confirmed the continuity of the strike, and down-dip extensions of the mineralized ‘Buenavista’ system but the assay results returned only anomalous gold and silver values. Due to the disappointing results, the Company’s inability to raise additional funds for a follow up drill program on other targets on the Eden Property, and recent civil unrest in the State of Sinaloa, the Company has determined not to continue exploration activities on the Eden Property. The Company is now in the process of reviewing other projects to acquire subject to financing.

## Financing activity during the nine months ended September 30, 2025

During the nine months ended September 30, 2025, the Company received \$53,500 in subscription receipts which will be converted into units upon closing of a private placement financing which will occur following a proposed 1 for 10 share consolidation. Each post-consolidated unit will be priced at \$0.10 and will consist of one common share and one post-consolidated common share purchase warrant exercisable at a price of \$0.15 until 24 months after closing of the private placement financing.

## Incentive Stock Options

At September 30, 2025, the Company had the following incentive stock options outstanding enabling holders to acquire the following common shares of the Company:

Number of Options	Exercise Price	Expiry Date
600,000	\$0.10	August 16, 2026
3,100,000	\$0.15	October 30, 2028
<b>3,700,000</b>		

## Share Purchase Warrants

At September 30, 2025, the Company had the following share purchase warrants outstanding enabling holders to acquire the following common shares of the Company:

Number of Warrants	Exercise Price	Expiry Date
5,851,834	\$0.30	October 26, 2025
166,666	\$0.30	January 11, 2026
<b>6,018,500</b>		

Subsequent to September 30, 2025, 5,851,834 share purchase warrants with an exercise price of \$0.30 expired unexercised.

## Agent's and Finder's Warrants

At September 30, 2025, the Company had the following share purchase warrants outstanding enabling holders to acquire the following common shares of the Company:

Number of Warrants	Exercise Price	Expiry Date
400,000	\$0.10	August 16, 2026
784,986	\$0.15	October 26, 2025
1,184,986		

Subsequent to September 30, 2025, 784,986 share purchase warrants with an exercise price of \$0.15 expired unexercised.

## Results of Operations

### Summary of Quarterly Results (unaudited)

Three months ended:	30-Sep-25	30-Jun-25	31-Mar-25	31-Dec-24	30-Sep-24	30-Jun-24	31-Mar-24	31-Dec-23
Basis of preparation	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS	IFRS
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Loss for the period	(52,988)	(42,467)	(44,054)	(384,670)	(182,040)	(243,373)	(526,665)	(1,523,693)
Basic and diluted loss per share	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (0.01)	\$ (0.01)	\$ (0.01)

## Financial Results of Operations - For the three months ended September 30, 2025

During the three months ended September 30, 2025, the Company incurred a net loss of \$52,988 (2024 - \$182,040) comprised of operating expenses of \$52,988 (2024 - \$182,094) and income of \$Nil (2024 - \$54) from other items. The decrease was mainly due to \$Nil (2024 - \$121,117) in investor relations and marketing expenses and \$Nil (2024 - \$13,708) in exploration and evaluation expenses due to no exploration activity. Management and consulting fees also decreased to \$20,315 (2024 - \$27,000).

During the nine months ended September 30, 2025, cash increased by \$13,548 (2024 - decrease of \$402,231). Cash used by operations during the nine months ended September 30, 2025 was \$39,952 (2024 - \$388,477). This was mainly due to the net loss of \$139,509 (2024 - \$952,078) which was partially offset by a decrease of \$3,392 (2024 - \$517,536) in prepaid expenses and an increase of \$97,051 (2024 - increase of \$38,437) in accounts payable and accrued liabilities.

Cash used by investing activities during the nine months ended September 30, 2025 was \$Nil (2024 - cash used of \$62,472). The amount used in 2024 was comprised of the option payment paid per the Eden Property option agreement which was partially offset by \$2,245 in proceeds received upon the disposition of equipment.

Cash provided by financing activities during the nine months ended September 30, 2025 was \$53,500 received in subscription receipts. Cash provided by financing activities during the nine months ended September 30, 2024 was \$48,718 which was comprised of net proceeds received upon the completion of a private placement financing.

## Liquidity and Capital Resources

As at September 30, 2025, the Company had cash of \$17,201 and a working capital deficit of \$195,123. As the Company will not generate funds from operations for the foreseeable future, the Company is primarily reliant upon the sale of equity securities in order to fund operations. Since inception, the Company has funded operations through the issuance of equity securities on a private placement basis.

The Company is expected to experience negative cash flows indefinitely. The Company cannot offer any assurances that expenses will not exceed management's expectations. The Company will require additional funds and will be dependent upon its ability to secure equity and/or debt financing, the availability of which cannot be assured.

## Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The Company had the following transactions with related parties during the nine months ended September 30, 2025:

1. Paid or accrued management fees of \$40,500 (2024 - \$38,500) to Digga Holdings, a private company controlled by Douglas Fulcher, the President and CEO of the Company;
2. Paid or accrued management fees of \$4,500 (2024 - \$Nil) and \$Nil (2024 - \$46,500) for management and geological services to Alain Charest, the former CEO of the Company and current VP, Exploration, which were included in exploration costs and project generation expenses;
3. Paid or accrued management fees of \$6,000 (2024 - \$19,000) to Copsewood Capital Corp., a private company controlled by Jonathan Younie, the former CFO of the Company; and
4. Paid or accrued rent and office administration expenses of \$28,656 (2024 - \$28,880) to Pamicon Development Corp., a private company 10% owned by Douglas Fulcher and 90% owned by Kevin Milledge, a director of the Company.

There was \$175,902 owing to related parties as at September 30, 2025 (December 31, 2024 - \$98,955). These amounts are unsecured, non-interest bearing, and due on demand.

## Off Balance Sheet Arrangements

The Company has not entered into any off balance sheet arrangements, other than previously disclosed, that have, or are reasonably likely to have, an impact on the current or future results of operations or the financial condition of our Company.

## Accounting Policies

The preparation of financial statements requires management to establish accounting policies, estimates and assumptions that affect the timing and reported amount of assets, liabilities, revenues and expenses. These estimates are based on historical experience and on various other assumptions that management believes to be reasonable under the circumstances and require judgement on matters which are inherently uncertain. Details of the material accounting policies can be found in Note 3 of the audited financial statements for the year ended December 31, 2024.

## Outstanding Share Data – as at December 1, 2025

	Number	Weighted Average	
		Price	Remaining Life in Years
Common shares, issued and outstanding	41,832,489		
Stock options	3,700,000	\$0.14	2.73
Share purchase warrants	166,666	\$0.30	0.28
Agent's/Finder's warrants	400,000	\$0.10	0.88
Fully Diluted	46,099,155		

At December 1, 2025, 3,520,750 common shares are being held in escrow pursuant to a Tier 2 value security escrow agreement. These shares will be released from escrow every six months in two equal instalments commencing on April 27, 2026.

## Additional Disclosure for Junior Issuers

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's financial statements, which are available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

## Risks and Uncertainties

The Company's principal activity is mineral exploration. As such, the Company is exposed to a number of risks, including the financial risks associated with the fact that it has no operating cash flow and must access the capital markets to finance its activities. There can be no assurances the Company will continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs.

Other risks include, but are not limited to fluctuating metal prices, and environmental, political and economic issues. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practicable.

The Company has a small management team and the loss of a key individual or the inability to attract suitably qualified personnel in the future could materially and adversely affect the Company's business.

Although the Company has taken steps to verify the title to its mineral property, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves. The Company currently has no title or option on a mineral property after deciding not to continue its exploration of the Eden property. The Company is in the process of identifying another mineral property. It is most likely that any property the Company does acquire will be in the exploration stage only, and will have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. Exploration of a mineral property that the Company may acquire in the future may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its former properties that may result in material liability to the Company. The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties the Company may be subject to.

The Company will be subject to normal market risks including fluctuations in foreign exchange rates. While the Company expects to manage its operations in order to minimize exposure to these risks, the Company has not entered into any derivatives or contracts to hedge or otherwise mitigate this exposure.

## **Approval**

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

## **Going Concern of Operations**

The Company has prepared its financial statements in accordance with IFRS Accounting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As of September 30, 2025, the Company has not generated any revenues and has incurred losses of \$5,192,875 since incorporation. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital.

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

The above material uncertainties raise significant doubt about the Company's ability to continue as a going concern. Although the Company's financial statements have been prepared on a going concern basis, the Company's continuing operations are dependent upon its ability to obtain adequate financing through debt or equity issuance.

## **Forward-Looking Statements**

This report contains forward-looking statements, including statements regarding the future success of our business, exploration and development strategies and future opportunities. Forward-looking statements include, but are not limited to, statements concerning estimates of expected capital expenditures, statements relating to expected future production and cash flows, statements relating to the continued advancement of the Company's exploration, and development projects, and other statements which are not historical facts. When used in this document, the words such as "could", "plan", "estimate", "expect", "intend", "may", "potential", "should", and similar expressions are forward-looking statements. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Important factors that can cause actual results to differ from these forward-looking statements include the potential that the Company's projects will experience technological and mechanical problems, changes in political conditions, changes in the availability to obtain project financings and other risks. Forward-looking statements are based on the opinions and estimates of management at the date that the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in forward-looking statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements.