HAPPY CREEK MINERALS LTD.

Condensed Interim Financial Statements

For the nine months ended October 31, 2025 and 2024

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW
OF
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 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 consolidated 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 Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

(Unaudited - Expressed in Canadian dollars)

	Note		October 31, 2025	January 31, 2025
ASSETS				
Current Assets				
Cash and cash equivalents		$	2,066,388 $	267,603
Amounts receivable			83,968	49,362
Other receivable - current portion	7		997,499	899,940
Prepaid expenses			127,092	27,218
Marketable securities	6		1,114,930	234,789
			4,389,877	1,478,912
Non-current Assets				
Other receivable - non-current portion	7		3,638,447	3,282,597
Reclamation deposits	5		95,500	99,500
Exploration and evaluation properties	6,10		10,854,479	9,350,767
TOTAL ASSETS		**$**	**18,978,303 $**	**14,211,776**
LIABILITIES				
Current Liabilities				
Trade and other accounts payable	9	$	120,615 $	120,715
Non-Current Liabilities				
Deferred tax liability			133,913	133,913
TOTAL LIABILITIES			254,528	254,628
SHAREHOLDERS' EQUITY				
Share capital	8		28,400,790	24,697,247
Reserves	8		3,654,256	3,520,150
Deficit			(13,447,289)	(14,376,267)
Accumulated other comprehensive income			116,018	116,018
Total shareholders' equity			18,723,775	13,957,148
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**$**	**18,978,303 $**	**14,211,776**

Going concern	2
Commitments	13

These condensed interim financial statements are authorized for issue by the Board of Directors on December 18, 2025

Approved by the Board of Directors:

"Stephen Gray" Director *"Rodger Gray"* Director

HAPPY CREEK MINERALS LTD.
Condensed Interim Statements of Income (Loss) and Comprehensive Income (Loss)
(Unaudited - Expressed in Canadian dollars)

		Three Months Ended		Nine Months Ended	
	Note	**October 31, 2025**	**October 31, 2024**	**October 31, 2025**	**October 31, 2024**
Revenue					
Interest income		$ -	$ -	$ -	$ -
		$			
Other expenses					
Advertising and promotion		37,992	11,579	88,148	15,700
Conferences and travel		1	3,276	7,718	10,609
Management fees and salaries	10	74,534	40,108	197,759	125,771
Office and administration		59,953	14,804	81,815	36,751
Professional fees		16,789	15,720	29,130	43,041
Share-based payments		-	-	-	94,050
		189,269	85,487	404,570	325,922
Loss before other items		(189,269)	(85,487)	(404,570)	(325,922)
Accretion	7	152,797	-	453,408	-
Fair market value adjustment to marketable securities	6	880,140	-	880,140	-
Gain on settlement of accounts payable		-	36,750	-	36,750
Comprehensive income (loss) for the period		843,668	(48,737)	928,978	(289,172)
Income (loss) per share, basic and diluted		$ 0.01	$ (0.00)	$ 0.01	$ (0.00)
Weighted average number of common shares outstanding		**161,086,281**	**138,552,616**	**161,086,281**	**138,552,616**

The accompanying notes are an integral part of these condensed interim financial statements

(Unaudited - Expressed in Canadian dollars)

	Nine Months Ended	
	October 31, 2025	**October 31, 2024**
OPERATING ACTIVITIES:		
Net income (loss)	$ 928,978	$ (289,172)
Items not affecting cash:		
Accretion	(453,409)	-
Fair market value adjustment to marketable securities	(880,140)	-
Share-based payments	-	94,050
Gain on settlement of accounts payable	-	(36,750)
Net changes in non-cash working capital items:		
Amounts receivable	(34,606)	6,553
Prepaid expenses	(99,874)	(32,446)
Trade and other accounts payable	(101)	(23,516)
Cash used in operating activities	(539,152)	(281,281)
INVESTING ACTIVITIES		
Exploration and evaluation assets	(1,503,712)	(183,604)
Increase (decrease) in reclamation deposits	4,000	(8,500)
Cash used in investing activities	(1,499,712)	(192,104)
FINANCING ACTIVITIES		
Proceeds from private placement	3,548,399	435,300
Proceeds from subscriptions	-	50,000
Proceeds from warrant exercise	3,000	-
Proceeds from option exercise	286,250	-
Cash provided by financing activities	3,837,649	485,300
Change in cash and cash equivalents	1,798,785	11,915
Cash and cash equivalents, beginning of period	267,603	92,007
Cash and cash equivalents, end of period	**$ 2,066,388**	**$ 103,922**

The accompanying notes are an integral part of these condensed interim financial statements

(Unaudited - Expressed in Canadian dollars)

		Share Capital						
	Note	**Number**	**Amount**	**Share subscription received**	**Reserves**	**Accumulated Other Comprehensive Income (Loss)**	**Deficit**	**Total**
			$	**$**	**$**	**$**	**$**	**$**
Balance, January 31, 2024		**137,517,000**	**24,222,237**	**-**	**3,399,760**	**116,505**	**(10,358,016)**	**17,380,486**
Shares issued for private placement		9,000,000	435,300	-	-	-	-	435,300
Subscriptions received in advance		-	-	50,000	-	-	-	50,000
Share-based payments		-	-	-	94,050	-	-	94,050
Net loss		-	-	-	-	-	(289,172)	(289,172)
Balance, October 31, 2024		**146,517,000**	**24,657,537**	**50,000**	**3,493,810**	**116,505**	**(10,647,188)**	**17,670,664**
Balance, January 31, 2025		**147,517,000**	**24,697,247**	**-**	**3,520,150**	**116,018**	**(14,376,267)**	**13,957,148**
Shares issued for private placement	**8**	61,150,000	3,750,000	-	-	-	-	3,750,000
Shares issued on exercise of stock options	**8**	2,700,000	226,250	-	-	-	-	226,250
Shares issued on exercise of warrants	**8**	1,860,000	63,000	-	-	-	-	63,000
Share issuance costs	**8**	-	(335,707)	-	134,106	-	-	(201,601)
Net income		-	-	-	-	-	928,978	928,978
Balance, October 31, 2025		**213,227,000**	**28,400,790**	**-**	**3,654,256**	**116,018**	**(13,447,289)**	**18,723,775**

The number of shares issued at October 31, 2025 and 2024 is comprised as follows:

	2025	**2024**
Shares considered previously issued (Note 8.2)	147,736,500	137,676,500
Issued and held by the Company (Note 8.5)	(159,500)	(159,500)
Issued and outstanding with other shareholders	147,577,000	137,517,000

1. NATURE OF OPERATIONS

Happy Creek Minerals Ltd. ("Happy Creek" or the "Company") was incorporated under the laws of British Columbia on November 17, 2004 and is in the exploration stage of the development of its mineral property interests. The Company's registered office is Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, V6C 2T8.

The Company's principal business activity is the exploration and development of mineral properties. At the date of these condensed interim financial statements (the "financial statements"), the Company has not been able to identify a known body of commercial grade ore on any of its properties and the ability of the Company to recover the costs it has incurred to date on these properties is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, or other constraints which may hinder the successful development of the property. The Company is in the development stage with no source of operating revenue and is dependent upon equity financing on terms that are acceptable to the Company, to maintain its current operations. The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol "HPY.V".

2. GOING CONCERN

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of material uncertainties (as described in Note 1) related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern.

The Company's ability to continue to meet its obligations and carry out its planned exploration activities is uncertain and dependent upon the continued financial support of its shareholders and on securing additional financing. There is, however, no assurance that any such initiatives will be sufficient and, as a result, there is significant doubt regarding the going concern assumption and, accordingly, the ultimate appropriateness of the use of accounting principles applicable to a going concern. These financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary if the Company were unable to realize its assets and settle its liabilities as a going concern in the normal course of operations for the foreseeable future. These adjustments could be material.

3. BASIS OF PRESENTATION

These financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting and follow the same accounting policies and methods of application as the Company's most recent annual financial statements. These financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the financial statements of the Company as at the year ended January 31, 2025, prepared in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

These financial statements were authorized by the Company's Board of Directors on September 29, 2025.

3.1. Basis of measurement

These financial statements have been prepared using the measurement basis specified by IFRS for each type of asset, liability, revenue and expense. Certain items are stated at fair value.

3.2. Functional and Presentation Currency

The functional currency of a company is the currency of the primary economic environment in which a company operates. The presentation currency for a company is the currency in which a company chooses to present its financial statements.

These financial statements are presented in Canadian dollars, which is the Company's presentation and functional currency. The functional currencies of the Company's subsidiaries do not differ from that of the parent company.

Transactions in foreign currencies are translated into the functional currency at exchange rates as at the date of the transaction. Foreign currency differences arising on translation are recognized in profit or loss. Foreign currency monetary assets and liabilities are translated at the functional currency exchange rate at the date of the statement of financial position. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using exchange rates as at the date of the initial transaction. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

3.3. Significant judgments, estimates and assumptions

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements 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.

The areas which require management to make significant judgments, estimates and assumptions in determining carrying values include, but are not limited to:

(i) Going concern
The assessment of the Company's ongoing viability as an operating entity and determination of the related disclosures requires significant judgment.

(ii) Exploration and evaluation properties and impairment
The Company is required to make significant judgments regarding the capitalization of the costs incurred in respect to its exploration and evaluation properties. The Company is also required to make significant judgments on the ongoing feasibility of mineral exploration, and whether there are indicators that the development of a specific area is unlikely and exploration and evaluation properties should be impaired. Management has assessed impairment indicators on the Company's exploration and evaluation properties and has concluded that no impairment indicators existed as of October 31, 2025.

(Unaudited - Expressed in Canadian dollars)

4. MATERIAL ACCOUNTING POLICY INFORMATION

In the preparation of these financial statements, the Company used the same accounting policies as those applied and disclosed in the Annual Financial Statements.

5. RECLAMATION DEPOSITS

As at October 31, 2025, the Company had reclamation deposits held in trust by the Province of British Columbia totalling $95,500 (January 31, 2025 - $99,500) with regards to its exploration of properties in British Columbia ("B.C.").

6. EXPLORATION AND EVALUATION PROPERTIES

The following table summarizes the capitalized costs associated with the Company's exploration and evaluation properties:

	Cariboo properties British Columbia	Highland Valley properties British Columbia	Total
Balance, January 31, 2024	$ 9,304,845	$ 8,936,117	$ 18,240,962
Acquisition Costs			
Option and acquisition costs	906	-	906
Exploration Costs			
Assaying and petrography	7,554	-	7,554
Geological and consulting	66,324	37,758	104,082
Geophysics	-	97,088	97,088
Field supplies	717	345	1,062
Permitting	8,225	-	8,225
Administration fees	321	37	358
Travel and accommodation	5,185	3,193	8,378
METC recovery	(43,310)	-	(43,310)
Adjustment for property sale	-	(9,074,538)	(9,074,538)
Balance, January 31, 2025	9,350,767	-	9,350,767
Acquisition Costs			
Option and acquisition costs	-	-	-
Exploration Costs			
Assaying and petrography	3,814	-	3,814
Geological and consulting	511,047	-	511,047
Field supplies	124,668	-	124,668
Field support and drilling	849,554	-	849,554
Insurance	6,645	-	6,645
Permitting	2,458	-	2,458
Travel and accommodation	3,225	-	3,225
Administration fees	2,302	-	2,302
Balance, October 31, 2025	$ 10,854,479	$ -	$ 10,854,479

As at October 31, 2025, cumulative METC rebates offset against deferred exploration and evaluation property costs totalled $1,284,147 (January 31, 2025 - $1,284,147). The Company is required by the Government of British Columbia to incur a minimum amount of expenditures to maintain concessions. The minimum expenditure amount is based on the number of tenures and the length of time that the right to each concession has been held. Expenditures in excess of the required annual minimum may be carried over to future years and, subject to certain conditions, to other mineral tenures located in B.C.

6.1 Highland Valley Mineral Property

The Highland Valley property is located northwest of Merritt and southwest of Logan Lake in south central B.C. In prior years, the Highland Valley Properties were presented as Rateria, West Valley, Abbott Lake Property and Tyner Lake Property. In 2018, Abbott Lake Property was grouped with West Valley and Tyner Lake Property was grouped with Rateria. Together Rateria and West Valley surround the south-east, south and southwest sides of Teck Resources' Highland Valley copper mine property.

On November 7, 2024 the Company sold 100% of its interests in the Highland Valley Mineral Properties to Metal Energy Corporation (TSX:V MERG) for the following consideration:

-$300,000 cash (received)
-11,736,100 common shares of MERG valued at $234,722 (received)
-$1,000,000 of MERG common shares due not later than October 2, 2025
-$1,000,000 of MERG common shares due not later than October 2, 2026
-$1,500,000 of MERG common shares due not later than October 2, 2027
-$2,500,000 of MERG common shares due not later than October 2, 2028

The Company agreed with Metal Energy Corp. to amend the terms of the asset purchase agreement for the sale of the Highland Valley Project (the "Amendment").

The Amendment, dated August 27, 2025, provides a nine-month extension to milestone payments and financing obligations included in the underlying asset purchase agreements (see Happy Creek news releases dated October 4, 2024, for details).

The updated terms under the Amendment include:

1) Extension of $6 million of milestone equity payments as follows (based on a closing date of November 6, 2024):

a) August 6, 2026, Metal Energy to issue $1.0 million in shares to Happy Creek
b) August 6, 2027, Metal Energy to issue $1.0 million in shares to Happy Creek
c) August 6, 2028, Metal Energy to issue $1.5 million in shares to Happy Creek
d) August 6, 2029, Metal Energy to issue $2.5 million in shares to Happy Creek

2) Extension of financing obligations (based on a closing date of November 6, 2024):

a) Metal Energy must complete an equity financing, raising a minimum of $1.5 million, by August 6, 2026.

In consideration for entering in the Amendment, Metal Energy will make a cash payment of $25,000 to Happy Creek within 5 days of Metals Energy completing its next financing and will issue Happy Creek with 1,000,000 common shares, subject to TSX Venture Exchange ("TSX.V") approval. Share counts have not been adjusted to reflect the 5:1 share consolidation completed by Metal Energy on October 17, 2025.

The Company retains a 2.5% Net Smelter Royalty ("NSR") and Metal Energy may purchase up to 1.5% of the NSR for $5,000,000.

The Company retains the following additional NSR royalties;

6.1.1 Rateria

NSR royalties on the Rateria property are as follows:

Rateria claims – 7 claims are subject to a 2.5% NSR royalty, payable to a maximum of $3,000,000. The Company has the exclusive right to purchase 1% of the NSR for $2,000,000.

Masco Claims – 2 claims are subject to a 2% NSR royalty, with the Company having the exclusive right to purchase 1% NSR royalty at any time for $1,000,000.

Sho claims – 1 claim is subject to a 2% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty at any time for $3,000,000.

Tyner claims – 18 mineral claims are subject to a 2% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty for $2,000,000.

6.1.2 West Valley

The NSR royalty on the West Valley property is as follows:

Abbott claims - 8 claims are subject to a 0.5% NSR royalty, with the Company having the exclusive right to purchase the NSR royalty for $1,000,000.

6.2 Cariboo Mineral Property

The Company has a 100% interest in a group of mineral properties located northeast of 100 Mile House, in south central B.C. The Silverboss property surrounds the former past-producing Boss Mountain molybdenum mine.

6.2.1 Silver Boss, Hen-Art-DL, Fox and Black Riders Property

The Silver Boss property consists of 38 mineral tenures totalling approximately 12,082 hectares. The Hen-Art-DL property consists of 19 mineral tenures totalling approximately 8,989 hectares and the Fox property consists of 36 mineral tenures totalling approximately 17,245 hectares. The Black Riders property consists of 6 mineral tenures totaling approximately 2,564 hectares and adjoins to the east and is considered part of the Fox property.

The Silver Boss, Hen-Art-DL, Fox and Black Riders property mineral tenures all adjoin and are contiguous and together total 40,880 hectares.

(Unaudited - Expressed in Canadian dollars)

Three of the Silver Boss mineral claims (previously the Gus Property) are subject to a 1.5% NSR royalty which the Company can buy back for $1,500,000.

6.2.2 Hawk Property

During the year ended January 31, 2024, the claims comprising the Hawk property were forfeited and all deferred costs were written-off.

6.4 Marketable Securities

In January 2020, RFG completed a transaction with an unrelated entity pursuant to which the Company received, in consideration for its shares of RFG, 442,000 common shares of Origen Resources Inc. (‘Origen’), a Canadian public company, and 34,069 newly-issued shares of RFG (sold in fiscal 2021). In May 2021, Origen completed a transaction with an unrelated entity pursuant to which the Company received, in consideration for its shares of Origen, 2,520 (post-consolidated) common shares of Forty Pillars Mining Corp. (‘Forty Pillars’), a Canadian public company, and 42,000 newly-issued shares of Origen (sold in fiscal 2023 for total proceeds of $7,003).

At October 31, 2025, the Company owned 840 shares of Forty Pillars (January 31, 2025 – 840 shares of Forty Pillars), the shares of which are traded on the CSE. The Company also owned 11,736,100 common shares of MERG (January 31, 2025 – 11,736,100 shares of MERG), the shares of which are traded on the TSX Venture (TSXV) - MERG.

		October 31, 2025		January 31, 2025
Marketable securities – fair value	$	1,114,930	$	234,789
Marketable securities – cost		234,789		-

7. Other receivables

Under the terms of the agreement with MERG (see Note 6.1), the Company was owed $300,000 in cash and total shares of MERG worth $6,234,722.

On the date of the agreement, the Company assessed the likelihood of receiving each consideration payment amount and as a result estimated total consideration to be received by the Company would be $6,534,722. The Company recorded this amount at its present value of $4,576,088, using a discount rate of 15%.

The carrying value of the other receivable as at October 31, 2025 consists of the following:

Present value of the consideration on the date of the agreement with MERG	$	4,576,088
Received- cash	$	(300,000)
Received- shares	$	(234,722)
Accretion	$	594,580
Balance, October 31, 2025	$	4,635,946

(Unaudited - Expressed in Canadian dollars)

Amounts outstanding are classified as current in respect to the values applicable to the period ending one year from the balance sheet date; all residual balances are classified as non-current. At October 31, 2025 the current and non-current amounts receivable are as follows:

		October 31, 2025
Current portion	$	997,499
Non-Current portion	$	3,638,447
Balance, October 31, 2025	$	4,635,946

8. EQUITY

8.1 Authorized Share Capital

Unlimited number of common shares with no par value

8.2 Shares Issued

Shares issued and outstanding as at October 31, 2025 are 213,136,500 (January 31, 2025 – 147,517,000).

During the nine months ended October 31, 2025, 1,860,000 share purchase warrants were exercised at an average price of $0.073 per warrant for proceeds of $63,000.

During the nine months ended October 31, 2025, 2,700,000 stock options were exercised at an average price of $0.061 per stock option for proceeds of $226,250.

The Company completed a private placement on August 18, 2025. The private placement consisted of 34,625,000 flow-through units at a price of $0.07 for proceeds of $2,423,750 and 26,525,000 non-flow-through units at a price of $0.05 for gross proceeds of $1,326,250. Each flow-through unit was comprised of one flow-through common share and one-half of one common share purchase warrant and each non-flow-through unit was comprised of one common share and one half of one common share purchase warrant. Each warrant is exercisable into one common share of the Company at an exercise price of $0.07 for a period of 60 months from the date of issue. The Company paid finders' fees of $201,600 cash plus 4,032,000 broker warrants. Each broker warrant is exercisable at a price of $0.05 into one Finders Commission Unit. Each Finders Commission Unit is comprised of one common share and one half of one common share purchase Finders Commission Warrant. Each Finders Commission Warrant is exercisable at a price of $0.05 into one common share for a period of 60 months from the date of issue. The broker's warrants were valued at $134,106 using the Black-Scholes option pricing model with the following weight average assumptions: risk-free interest rate – 3.75%; volatility – 100%; expected dividend yield – 0.0%; expected option life in years – 5.

During the year ended January 31, 2025, the Company granted 3,850,000 share purchase options to certain directors, officers and employees exercisable at $0.055 per share until May 1, 2029. The options vest immediately.

Also, during the year ended January 31, 2025, the Company completed a non-brokered private placement, issuing 9,000,000 units at a price of $0.05 per unit for gross proceeds of $450,000 and 1,000,000 units at a price of $0.05 per unit for gross proceeds of $50,000. Each unit consists of one common share and one non-transferable share purchase warrant. Each warrant is exercisable into one common share at a price of $0.075 per share expiring not later than September 18, 2026 and December 2, 2026.

(Unaudited - Expressed in Canadian dollars)

A cash finder's fee of $14,700 was paid as well as the issuance of 294,000 broker warrants exercisable into common shares at $0.075 expiring not later than September 18, 2026.

8.3 Warrants

The following warrants were outstanding:

	Share Purchase Warrants		
	Number		**Weighted average exercise price**
Outstanding, January 31, 2025	14,642,000		0.08
Issued	34,607,000		0.07
Exercised	(1,860,000)		0.08
Expired	(4,348,000)		0.10
Outstanding, October 31, 2025	43,041,000		0.07
Exercisable, October 31, 2025	43,041,000	$	0.32

Expiry date	Warrants		Exercise Price
September 19, 2026	8,434,000		0.075
August 18, 2030	30,575,000		0.070
August 18, 2030	4,032,000		0.050
	43,041,000	**$**	0.069

At October 31, 2025, the weighted-average remaining life of the outstanding warrants was 4.03 years (2025 – 1.18 years).

8.4 Share-based Compensation

The Company has adopted an incentive share option plan for the benefit of directors, officers and employees, which options, to acquire up to 10% of the issued share capital at the award date, may be granted to eligible optionees from time to time. Additional shares have also been issued to consultants of the Company, as part of their compensation arrangement. Share options granted have a term of between one and five years, vest immediately or over time and have an exercise price determined by the directors. The Company's policy is that the exercise price may not be less than the closing quoted price of the Company's common shares traded through the facilities of the exchange on which the Company's common shares are listed.

Total share options granted during the nine months ended October 31, 2025 was Nil (year ended January 31, 2024 – 3,850,000). Total share-based payments recognized for the fair value of share options granted, vested and approved by the shareholders during the nine months ended October 31, 2025 was $Nil (year ended January 31, 2024 - $127,050).

(Unaudited - Expressed in Canadian dollars)

The fair value of the share options granted during the year ended January 31, 2025 and the year ended January 31, 2024 was estimated on the date of grant using the Black-Scholes Pricing Model with the following weighted average assumptions:

	Year Ended January 31, 2025	**Year Ended January 31, 2024**
Strike price	\$0.050 – 0.055	\$0.05
Risk free interest rate	3.65% - 3.81%	3.02%
Expected option life (years)	5.00 years	5.00 years
Expected stock price volatility	144.09% - 144.75%	128.05%
Dividend payments during life of option	Nil	Nil
Expected forfeiture rate	Nil	Nil

Option pricing models require the input of highly speculative assumptions, including the expected future price volatility of a company's shares. Expected volatility has been estimated based on historical volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, existing models do not necessarily provide a reliable single measure of the fair value of the Company's share options.

No new share purchase options were granted during the nine months ended October 31, 2025.

The following stock options issued under the employee stock option plan were outstanding:

	Options	**Exercise price**
January 31, 2024 (Exercisable – 12,850,000)	12,850,000	\$ 0.10
Issued	3,850,000	0.05
Cancelled/expired	(6,250,000)	0.17
January 31, 2025 (Exercisable – 10,450,000)	10,450,000	\$ 0.07
Exercised	(2,700,000)	0.06
October 31, 2025 (Exercisable – 7,750,000)	7,750,000	\$ 0.07

Expiry date	**Options**	**Exercise Price**
March 23, 2026	2,650,000	**\$** 0.10
May 1, 2029	1,000,000	**\$** 0.05
April 25, 2028	2,000,000	0.05
February 9, 2029	2,100,000	0.05
	7,750,000	**\$** 0.07

At October 31, 2025, the weighted average remaining life of the outstanding options was 2.12 years (2024 – 2.58 years).

(Unaudited - Expressed in Canadian dollars)

9. TRADE AND OTHER ACCOUNTS PAYABLE

		October 31, 2025		January 31, 2025
Trade payables	$	105,615	$	99,708
Payroll accruals		-		1,007
Accrued liabilities		15,000		20,000
	$	120,615	$	120,715

All amounts are short term. The carrying value of trade payables, payroll accruals and accrued liabilities is considered a reasonable approximation of fair value

10. RELATED PARTY TRANSACTIONS AND BALANCES

Relationships	**Nature of the relationship**
Standard Metals Exploration Ltd. ("Standard")	Standard is a private company controlled by a director of the Company. Standard provides geological and exploration services to the Company.
Key management	Key management are those personnel having the authority and responsibility for planning, directing and controlling the Company and include the President and Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Directors.

		Geological, Permitting, and Consulting services		**Other Exploration Expenditures**		**Management Services**
Services provided for the nine months ended October 31, 2025						
Chief Executive Officer	$	-	$	-	$	135,000
Chief Financial Officer		-		-		11,000
Former Chief Financial Officer		-		-		24,000
Director - Standard		54,521		-		-
	$	54,521	$	-	$	170,000

(Unaudited - Expressed in Canadian dollars)

		Geological, Permitting, and Consulting services		Other Exploration Expenditures		Management Services
Services provided for the nine months ended October 31, 2024						
Chief Executive Officer	$	-	$	-	$	93,375
Chief Financial Officer		-		-		27,000
Directors		18,116		-		24,000
Standard		48,742		-		-
	$	66,858	$	-	$	120,375

Key management compensation includes:

	Nine months ended October 31,			
		2025		2024
Management fees and salaries	$	170,000	$	120,375
Share-based payments		-		94,050
	$	170,000	$	214,425

As at October 31, 2025, there was $Nil (2025 - $1,541) payable to directors of the Company, $Nil (2025- $Nil) payable to officers of the Company and $Nil (2025 - $32,856) payable to Standard.

These transactions were in the normal course of operations and measured at their exchange amounts, being the amounts agreed to by the parties to the transactions.

11. MANAGEMENT OF CAPITAL

The Company defines capital that it manages as its cash and cash equivalents and share capital. The Company's objective when managing capital is to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; to perform mineral exploration activities on the Company's exploration projects; and to seek out and acquire new projects of merit.

The Company manages its capital structure in a manner that provides sufficient funding for operational and capital expenditure activities. Funds are secured, when necessary, through debt funding or equity capital raised by means of private placements. There can be no assurances that the Company will be able to obtain debt or equity capital in the case of working capital deficits.

The Company does not pay dividends and has no bank credit facility. The Company is not subject to any externally imposed capital requirements.

There have not been any changes to the Company's capital management policy during the period.

12. RISK MANAGEMENT

12.1 Financial Risk Management

The Company may be exposed to risks of varying degrees of significance which could affect its ability to achieve its strategic objectives. The main objectives of the Company's risk management processes are to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. The principal risks to which the Company is exposed are described below.

a. Capital Risk
The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain title to and explore its mineral properties. The capital structure of the Company consists of cash and cash equivalents and share capital.

b. Credit Risk
Credit risk is the risk that a counter party will be unable to pay any amounts owed to the Company. Management's assessment of the Company's exposure to credit risk is low.

c. Liquidity Risk
Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. As at October 31, 2025, the Company had working capital of $4,135,349 (January 31, 2025 - $1,224,284). The Company may seek additional financing through debt or 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 October 31, 2025, the Company had cash and cash equivalents of $2,066,388 to settle trade and other accounts payable of $120,615.

d. Market Risk
Market risk incorporates a range of risks. Movements in risk factors, such as market price risk and currency risk, affect the fair values of financial assets and liabilities. The Company is exposed to these risks as the ability of the Company to develop or market its properties and the future profitability of the Company is related to the market price of certain minerals such as copper, molybdenum, tungsten, gold and silver.

12.2 Fair Values

The carrying values of cash and cash equivalents, amounts receivable (excluding GST), reclamation deposits, and trade and other accounts payable approximate fair values due to their short-term to maturity nature or the ability to readily convert to cash. Marketable securities are carried at fair value.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. All financial instruments (excluding lease liability) are classified as Level 1 items. Lease liability is classified as a Level 3 item.

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 – Quoted prices in markets that are not active, or inputs that are not observable, either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 – Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

13. COMMITMENTS

On May 1, 2024 the Company entered into an independent consulting agreement with Velocity North Management Ltd., a company controlled by Mr. Jason Bahnsen, whereby Velocity will be paid $120,000 per annum for Mr. Bahnsen to act as President and Chief Executive Officer. Should the Company complete a future capital raise or asset sale with the minimum gross proceeds exceeding $1,000,000 the annual fee will be immediately raised to $180,000. In the event the Company terminates this agreement without cause, it must provide 30 days' written notice and make a lump sum payment of three months consulting fees. The consultant may terminate the agreement by providing 30 days' notice. The annual fee was increased to $180,000, effective November 7, 2024, as a result of the sale of the Highland Valley Property sale.

On September 1, 2025, the Company entered into an independent consultant agreement with the Chief Financial Officer ("CFO") of the Company for the provision of financial consulting services to the Company. The agreement provides for the payment of $5,500 per month plus the goods and services tax. The CFO will be entitled to a severance payment of 2 months of consulting fees in the event of early termination of the agreement without cause.