

Lode Gold Resources Inc.

Condensed Interim Consolidated Financial Statements

For the three months ended March 31, 2025 and 2024

(Expressed in Canadian dollars)
(Unaudited)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102 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 interim consolidated financial statements of Lode Gold Resources Inc. ("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.

Lode Gold Resources Inc.
Condensed Interim Consolidated Statements of Financial Position
As at March 31, 2025 and December 31, 2024
(Unaudited)

	March 31, 2025	December 31, 2024
Assets		
Current assets		
Cash	\$ 191,963	\$ 309,182
Marketable securities (Note 4)	18,000	18,000
Subscription receivable (Note 9)	-	335,150
Prepaid expenses	120,872	186,264
Term deposits	15,000	15,000
Sales tax receivable	203,138	171,637
Total current assets	548,973	1,035,233
Non-current assets		
Restricted cash	417,647	417,647
Prepaid expenses	544,960	550,000
Property and equipment	126,626	128,662
Land held in Mariposa, CA	7,149,546	7,149,546
Mineral exploration and evaluation assets (Note 5)	17,742,097	17,693,664
Investment in joint venture (Note 6)	2,089,968	2,016,468
Total assets	\$ 28,619,817	\$ 28,991,220
Liabilities and shareholders' equity		
Current liabilities		
Accounts payable and accrued liabilities (Note 8)	\$ 1,828,604	\$ 2,023,244
Derivative liabilities (Note 7 and 9)	654,173	931,035
Loan payable (Note 7)	4,369,417	4,117,179
Total current liabilities	6,852,194	7,071,458
Non-current liabilities		
Rehabilitation provision (Note 5)	14,609	14,554
Total liabilities	\$ 6,974,809	\$ 7,086,012
Shareholders' equity		
Share capital (Note 9)	\$ 43,049,570	\$ 43,049,570
Special warrants (Note 9)	500,000	500,000
Contributed surplus (Note 9)	5,128,391	5,060,289
Deficit	(29,348,553)	(28,957,704)
Shareholders' equity	\$ 19,329,408	\$ 19,652,155
Non-controlling interest	2,315,600	2,252,053
Total equity	\$ 21,645,008	\$ 21,905,208
Total liabilities and equity	\$ 28,619,817	\$ 28,991,220

Going concern (Note 2)
Commitments and contingencies (Notes 5 and 12)
Subsequent events (Note 13)

Approved on behalf of the Board of Directors

Director "Hashim Ahmed"

Director "Scott Rasenberg"

The accompanying notes form an integral part of these condensed interim consolidated financial statements.

Lode Gold Resources Inc.
Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the Three Months Ended March 31, 2025 and 2024
Unaudited

<i>(Expressed in Canadian dollars)</i>	2025	2024
Expenses		
General and administrative (Note 8)	\$ 405,007	\$ 301,703
Share-based compensation (Note 8, 9)	68,102	117,290
Finance costs (Note 7)	132,525	120,330
Loss (gain) on foreign exchange	(52,452)	96,441
Accretion and amortization	125,482	50,950
Total expenses	678,664	686,714
Loss from operations before the undernoted	(678,664)	(686,714)
Change in fair value of derivative liability (Note 7)	276,862	(92,924)
Loss and net comprehensive loss	(401,802)	(779,638)
Net income (loss) attributed to		
Non-controlling interests	\$ (10,953)	\$ -
Shareholders of the company	(390,849)	(779,638)
Basic and diluted loss per share	\$ 0.01	\$ 0.03
Weighted average number of shares:		
Basic and diluted	39,977,415	29,860,598

The accompanying notes form an integral part of these condensed interim consolidated financial statements.

Lode Gold Resources Inc.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the Nine months Ended March 31, 2025 and 2024
(Unaudited)

	Number of issued and outstanding shares	Share capital	Special warrants	Contributed surplus	Deficit	Shareholders' equity	Non- controlling interest	Total equity
		\$	\$	\$	\$	\$	\$	\$
Balance at December 31, 2023	27,676,529	40,380,154	-	4,149,403	(22,957,328)	21,572,229	-	21,572,229
Shares issued in private placements	8,318,497	1,795,044	-	284,580	-	2,079,624	-	2,079,624
Share-based compensation	-	-	-	117,290	-	117,290	-	117,290
Shares issued in respect of E&E properties	166,955	41,239	-	-	-	41,239	-	41,239
Share issue costs	-	(26,831)	-	5,152	-	(21,679)	-	(21,679)
Comprehensive loss	-	-	-	-	(779,638)	(779,638)	-	(779,638)
Balance at March 31, 2024	36,161,981	42,189,606	-	4,556,425	(23,736,966)	23,009,065	-	23,009,065
Balance at December 31, 2024	39,977,415	43,049,570	500,000	5,060,289	(28,957,704)	19,652,155	2,253,053	21,905,208
Shares issued in subsidiary	-	-	-	-	-	-	73,500	73,500
Share-based compensation	-	-	-	68,102	-	68,102	-	68,102
Comprehensive loss	-	-	-	-	(390,849)	(390,849)	(10,953)	(401,802)
Balance at March 31, 2025	39,977,415	43,049,570	500,000	5,128,391	(29,348,553)	19,329,408	2,315,600	21,645,008

The accompanying notes form an integral part of these condensed interim consolidated financial statements.

Lode Gold Resources Inc.
Condensed Interim Consolidated Statements of Cash Flow
For the three months ended March 31, 2025 and 2024
(Unaudited)

	2025	2024
Operating activities		
Comprehensive loss for the period	\$ (401,802)	\$ (779,638)
Items not affecting cash:		
Share-based payments	68,102	117,290
Change in fair value of derivative liability	(276,862)	92,924
Finance costs	132,525	120,330
Loss on foreign exchange	(5,769)	96,441
Accretion and amortization	127,573	50,950
Change in non-cash working capital (Note 3)	(160,749)	(175,221)
Net cash used in operations	(516,982)	(476,924)
Investing activities		
Acquisition of option on Golden Culvert (Note 5)	(26,800)	(20,100)
Acquisition of option on McIntyre Brook (Note 5)	-	(77,000)
Expenditures on mineral exploration and evaluation assets (Note 5)	(16,593)	(13,230)
Redemptions of term deposits	-	30,244
Purchase of term deposits	-	(15,000)
Net cash used in investing activities	(43,393)	(95,106)
Financing activities		
Proceeds from share issuances and subscriptions received (Note 9)	443,156	2,079,624
Repayment of working capital loans (Note 8)	-	(500,000)
Finance costs	-	(44,722)
Share issue costs	-	(21,679)
Net cash from financing activities	443,156	1,513,223
Change in cash	(117,219)	941,193
Cash - beginning of the period	309,182	23,638
Cash - end of the period	\$ 191,963	\$ 964,831

The accompanying notes form an integral part of these condensed interim consolidated financial statements.

1. Corporate information

Lode Gold Resources Inc. (“Lode Gold” or “the Company”) is in the business of acquiring and exploring mineral properties in North America. The Company was incorporated under the Business Corporations Act (Alberta) on March 5, 1986, and is listed on the TSX Venture Exchange, having the symbol TSX.V: SB, as a Tier 2 mining issuer and is in the process of exploring its optioned Golden Culvert property in the Yukon Territory, its mineral properties in the province of New Brunswick, and its Fremont property in Mariposa County, California. In the period in 2024, the Company has continued to British Columbia.

Lode Gold Resources Inc. has the following Canadian and US wholly owned subsidiaries (collectively with Lode Gold, “the Company”):

- California Gold Mining Inc. (CAD) - acquired during 2021
- California Gold Mining Inc. (US) - acquired during 2021
- Fremont Gold Mining LLC (US) - acquired during 2021

It also owns 79% of 1475039 B.C. Ltd. in Canada that owns 50% of a joint venture Acadian Gold Corp. in Canada.

The address of the Company’s principal office is Suite 1500 - 409 Granville Street, Vancouver, British Columbia, V6C 1T2, Canada.

On August 27, 2024, the Company with its subsidiary, 1475039 B.C. Ltd. (the “Spin Co”), announced it had entered into an agreement (the “Agreement”) with Fancamp Exploration Ltd. (“Fancamp”) (TSX Venture Exchange: FNC) and the Spin Co (also referred to as “Gold Orogen”), to advance the exploration and development of certain mineral properties located in the Yukon and New Brunswick (the “Fancamp Investment Agreement”). Pursuant to the Fancamp Investment Agreement:

- Lode Gold transferred all of its interests in its McIntyre Brook mineral property located in New Brunswick (the “McIntyre Brook Property”) and Fancamp transferred all of its interests in the Riley Brook mineral property located in New Brunswick (the “Riley Brook Property”) to a newly incorporated joint-venture entity (“JV Co” or “Acadian Gold Corp.”) in which Fancamp and Spin Co each owns 50% of the outstanding shares (the “JV Co Shares”), and for which Fancamp is the Operator.
- Lode Gold transferred to Spin Co both its Golden Culvert mineral property located in Selwyn Basin, Tombstone Belt, southeastern Yukon, and its nearby Win mineral property located in the Tombstone Belt, southeastern Yukon.
- Fancamp directly and indirectly invested \$2,500,000 into Spin Co (the “Fancamp Investment”) in exchange for such number of common shares of Spin Co (“Spin Co Shares”) as is equal to 19.9% of the outstanding Spin Co Shares on an undiluted basis, after completion of the Spin Out.
- Fancamp invested \$500,000 into Lode Gold in exchange for 1,428,571 special warrants (“Lode Gold Special Warrants”) on a private placement basis, at an issue price of \$0.35 per Lode Gold Special Warrant. Each Special Warrant, upon completion of the Spin Out, will convert to one common share of Lode Gold and one 5-year Lode Gold share purchase warrant with an exercise price of \$0.5 per share will convert into a common share of Lode Gold.

- Lode Gold intends to undertake a spin-out transaction of Spin Co (the “Spin Out”) pursuant to which each shareholder of Lode Gold would receive Spin Co shares for each common share of Lode Gold (each, a “Lode Gold Share”) held on the effective date of the Spin Out, whereby Spin Co will become a reporting issuer.

Completion of the Transaction is subject to approval of the TSX Venture Exchange (the “TSX-V”).

The consolidated financial statements were authorized for issue by the Board of Directors on May 29, 2025.

2. Basis of preparation

a) Statement of compliance

The Company applies International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. These condensed interim consolidated financial statements should be read in conjunction with the annual financial statements for the year ended December 31, 2024, which have been prepared in accordance with IFRS as issued by the IASB.

b) Basis of measurement and going concern

The business of exploring for mineral resources involves a high degree of risk and there can be no assurance that the Company’s exploration programs will result in profitable operations. The Company’s ability to repay its loans, to meet its obligations arising from exploration and development activity and to provide working capital for normal operations is dependent upon the existence of economically recoverable reserves; the ability of the Company to continue to secure financial support from the public market; the ability to complete future equity financing; as well as the ability to generate future profitable production or proceeds from the disposition of its properties. The Company has a history of losses, with an accumulated deficit of \$29,348,553 (December 31, 2024 - \$28,957,704) and had working capital deficit of \$6,303,221 (December 31, 2024 - \$6,036,225) as at March 31, 2025. The Company is dependent on its ability to raise additional funds through equity financing in order to meet the Company’s current liabilities and continue exploring its mineral resources. As there is no assurance the Company will be successful in these efforts, these conditions result in material uncertainties that cast significant doubt upon the Company’s ability to continue as a going concern.

2. Basis of preparation - continued

c) Basis of consolidation

These condensed interim consolidated financial statements include the accounts of Lode Gold and its wholly owned subsidiaries. The financial statements of subsidiaries, including entities which the Company controls, are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. All intercompany transactions and balances have been eliminated.

d) Currency translation

The condensed interim consolidated financial statements are presented in Canadian dollars ("CDN") which is also the functional currency of the parent and its subsidiaries.

3. Supplemental cash flow information

	March 31, 2025	March 31, 2024
Changes in non-cash working capital:		
Prepaid expenses	\$ 65,392	\$ (183,526)
Sales tax receivable	(31,501)	33,045
Accounts payable and accrued liabilities	(194,640)	(24,740)
	\$ (160,749)	\$ 175,221

4. Marketable securities

The Company holds an investment in Jaeger Resources Corp. The investment is recorded at its quoted market value.

Continuity of investment in Jaeger Resources Corp.		
Balance at December 31, 2023 (3,600,000 shares)	\$	18,000
Balance at December 31, 2024 (3,600,000 shares)	\$	18,000
Balance at March 31, 2025 (3,600,000 shares)	\$	18,000

Lode Gold Resources Inc.
Notes to the Condensed Interim Consolidated Financial Statements
For the Three Months ended March 31, 2025 and 2024
Unaudited

5. Mineral exploration and evaluation assets

Continuity of mineral exploration and evaluation assets	Golden Culvert	Bathurst	McIntyre Brook	Fremont	Dingman	Total
Balance at December 31, 2023	\$ 6,776,109	\$ 598,682	\$ 1,657,223	\$ 9,871,791	\$ 45,422	\$ 18,949,227
Acquisition, renewal and exploration costs	222,423	-	25,006	159,137	-	406,566
Shares issued for mineral exploration rights	-	-	217,239	-	-	217,239
Government assistance received	-	-	(20,000)	-	-	(20,000)
Option payments	20,100	-	117,000	-	-	137,100
Transferred to joint venture	-	-	(1,996,468)	-	-	(1,996,468)
Balance at December 31, 2024	\$ 7,018,632	\$ 598,682	\$ -	\$ 10,030,928	\$ 45,422	\$ 17,693,664
Acquisition, renewal and exploration costs	6,521	-	-	15,112	-	21,633
Option payments	26,800	-	-	-	-	26,800
Balance at March 31, 2025	\$ 7,051,953	\$ 598,682	\$ -	\$ 10,046,040	\$ 45,422	\$ 17,742,097

The mineral exploration and evaluation assets of the Company consist of the following claim groups:

a) Golden Culvert, Yukon Territory

Lode Gold had acquired 100% ownership of the Golden Culvert and Little Hyland properties (collectively, Golden Culvert) comprising certain mineral claims in the Little Hyland Valley District of the Southeastern Yukon Territory.

The Company has a rehabilitation provision of \$14,609 (December 31, 2024 - \$14,554) for trenching performed on the property. This rehabilitation must be completed by the year 2026.

Exercise of the Win option requires \$35,000 of exploration expenditures before the first anniversary of the option agreement, which was completed in 2022. Maintenance and exercise of the option will require the following annual payments:

- 2022 - \$13,400 - payment made
- 2023 - \$20,100 - payment made
- 2024 - \$20,100 - payment made
- 2025 - \$26,800 - payment made
- 2026 - \$40,200

Upon completion of all payments and expenditures up to the third anniversary payment, the Company will have earned a 50% interest in the property, and upon completion of the fifth anniversary payment, the Company will have earned a 100% interest in the property.

The Win property is subject to a 2% NSR on production; however, the Company may re-purchase 1.5% (1.5% of the 2% NSR) for \$1,500,000 at increments of \$500,000 per 0.50% NSR.

The carrying value of the Golden Culvert property claim group at October 9, 2024 was \$7,018,632 that was transferred from Lode Gold to 1475039 B.C. Ltd. There was no activity on the Golden Culvert property from October 9, 2024 to December 31, 2024. On March 31, 2025, \$544,960 (December 31, 2024, \$550,000) was prepaid for exploration on the property that was recorded as prepaid expenses on the statement of financial position. The carrying value of Golden Culvert at March 31, 2025 is \$7,051,953 (December 31, 2024 - \$7,018,632).

5. Mineral exploration and evaluation assets - continued

b) Bathurst, New Brunswick

The Company holds a 100% interest in certain units and one mining lease in the Bathurst base metal mining camp in New Brunswick, Canada. The properties include the CNE/Captain and Taylor Brook (see Note 6) claim groups. All are subject to 1% NSR on production, with the exception of a portion of the CNE/Captain Group, which is royalty free.

During the year ended December 31, 2017, the Company granted Jaeger Resources Corp. an option to acquire an 80% interest in the Taylor Brook claim, which is a part of the Bathurst Group CGU, in exchange for 1,000,000 shares of Jaeger Resources Inc. Pursuant to the agreement and through amendments to the term of the option, the Company received an additional 2,600,000 shares of Jaeger Resources Inc., of which 1,600,000 were received in 2019. Jaeger Resources Inc. has until February 2024 to complete the required cumulative expenditures on the property. Upon acquisition by Jaeger Resources Inc. of its 80% interest in the property when all requirements are met, the Company could elect within 90 days to continue in a joint venture with Jaeger Resources Inc., buy back 40% ownership from Jaeger Resources Inc. for an amount equal to 150% of the exploration expenditures and renewal payments incurred by Jaeger Resources Inc., or transfer the remaining interest in exchange for a 3% net smelter return royalty.

The carrying value of the Bathurst properties at March 31, 2025 is \$598,682 (December 31, 2024 - \$598,682).

c) McIntyre Brook, New Brunswick

As of March 31, 2025 and December 31, 2024, the Company's interest in the McIntyre Brook property is owned through its 50% joint venture, Acadian Gold Corp.

In May 2022, Lode Gold completed acquisitions of certain claims located adjacent to and east of its existing McIntyre Brook claims.

Exercise of the McIntyre Brook options will require fulfillment of the following work requirements:

- 2021 - \$10,000 - completed in 2021
- 2022 - \$15,000 - completed in 2022
- 2023 - \$20,000 - completed in 2023
- 2024 - \$15,000 - completed in 2024

5. Mineral exploration and evaluation assets - continued

Maintenance and exercise of the McIntyre Brook options would require the following future annual payments:

- 2021:
 - i) \$75,000, with the option to pay up to \$30,000 with common shares of Lode Gold
 - ii) 10,000 common shares of Lode Gold
 - Lode Gold has made payments of \$67,500 in cash and issued 18,333 common shares of Lode Gold, recorded at their quoted market value of \$16,000. All annual payments for 2021 have been made.
- 2022:
 - i) \$115,000, with the option to pay up to \$42,500 with common shares of Lode Gold
 - ii) 5,000 common shares of Lode Gold
 - Lode Gold has made payments of \$72,500 in cash and issued 53,243 common shares of Lode Gold, recorded at their quoted market value of \$40,763. All annual payments for 2022 have been made.
- 2023:
 - i) \$309,000, with the option to pay up to \$134,500 with Lode Gold common shares
 - ii) 5,000 common shares of Lode Gold
 - Lode Gold has made payments of \$180,000 in cash and issued 311,909 common shares of Lode Gold, recorded at their quoted market value of \$136,821. All annual payments for 2023 have been made.
- 2024:
 - i) \$319,000, with the option to pay up to \$159,500 with Lode Gold common shares
 - As of December 31, 2024, Lode Gold has made payments totaling \$117,000 in cash and has issued 606,955 common shares of Lode Gold, recorded at their quoted market value of \$217,239.
 - During the year 2024, Lode Gold agreed with certain property optionors to allow Lode Gold to pay a greater portion of its property option payment with shares, as opposed to cash. Lode Gold reduced the cash portion of its payments during 2024 by \$144,500.
- 2025:
 - i) \$236,500, with the option to pay up to \$118,250 with common shares of the Company
- 2026:
 - i) \$275,500, with the option to pay up to \$137,750 with common shares of the Company

On October 9, 2024, Lode Gold has transferred the McIntyre Brook properties with carrying value of \$1,996,468 to the Spin Co and Spin Co has transferred it to Acadian, as part of the transaction with Fancamp. As part of the transaction with Fancamp, Lode Gold has amended the Option Agreements with Optionors that require future payment of common shares of Lode Gold, to be paid by shares of Spin Co.

5. Mineral exploration and evaluation assets - continued

Upon completion of the anniversary payments the Company's joint venture, Acadian, will have earned 100% ownership in the McIntyre Brook claim group. This claim group is subject to the following NSR on production:

- McIntyre Brook - This claim group is subject to a 2% NSR on production; however, the Company may re-purchase the NSR for either \$1,000,000 or increments of \$500,000 per 0.50% NSR;
- McIntyre-Moose Brook - This claim group is subject to a 2% NSR on production; however, the Company may re-purchase 1% (one-half of the 2% NSR) for \$1,000,000 or increments of \$500,000 per 0.50% NSR;
- Gold Brook - This claim group is subject to a 2% NSR on production; however, the Company may re-purchase 1% (one-half of the 2% NSR) for \$1,000,000 or increments of \$500,000 per 0.50% NSR;
- Tardif Brook - This claim group is subject to a 2% NSR on production; however, the Company may re-purchase the NSR for either \$2,000,000 or increments of \$1,000,000 per 1% NSR;
- Tardif Lake South - This claim is subject to a 2% NSR on production; however, the Company may re-purchase 1% (one-half of the 2% NSR) for \$1,000,000;
- Ramsay Brook - With the exception of two claims (9743 and 10349) this claim group is subject to a 2% NSR on production; claims 9743 and 10349 are subject to a 1% NSR on production; however, the Company may re-purchase 1% of the NSR (being 100% of the 1% NSR on claims 9743 and 10349, plus one-half of the 2% NSR of the remaining claims) for \$1,000,000;
- Ramsay Brook Central - This claim is subject to a 2% NSR on production; however, the Company may re-purchase 1% (one-half of the 2% NSR) for \$1,000,000;
- Ramsay Brook Cobalt - This claim is subject to a 2% NSR on production; however, the Company may re-purchase 1% (one-half of the 2% NSR) for \$1,000,000;
- Ramsay Portage - This claim group is subject to a 2% NSR on production; however, the Company may re-purchase 1% (one-half of the 2% NSR) for \$1,000,000;
- Ramsay Brook Cobalt East - This claim group is subject to a 2% NSR on production; however, the Company may re-purchase 1% (one-half of the 2% NSR) for \$1,000,000;
- Greys Gulch - This claim is subject to a 2% NSR on production; however, the Company may re-purchase 1% (one-half of the 2% NSR) for \$1,000,000;

All the Options have a provision for performance payments upon completing the following milestones:

- a one-time cash payment of \$25,000 upon a Positive Preliminary Economic Assessment
- a one-time cash payment of \$50,000 upon a Positive Feasibility Study
- a one-time cash payment of \$100,000 upon Commercial Production

d) Fremont Property, California, USA

On August 16, 2021, the Company acquired 3,351 acres of land, and the corresponding mineral rights, in Mariposa County, California, known as the Fremont Property, as part of its acquisition of California Gold Mining Inc. The land package is a fee simple interest, subject to a 3% NSR.

5. Mineral exploration and evaluation assets - continued

On acquisition, the land was valued at \$7,149,546 and the mineral exploration and evaluation assets were valued at \$7,867,658.

The carrying value of the Fremont Property at December 31, 2024 is \$10,046,040 (December 31, 2024 - \$10,030,928).

e) Dingman Property, Ontario

On August 16, 2021 the Company also acquired certain mineral claims located in both Madoc and Marmora Townships known as the Dingman Property as part of its acquisition of California Gold Mining Inc. The claims are in good standing until 2025. The Dingman property is subject to a 2% NSR royalty, half of which may be purchased by Lode Gold at any time for \$250,000.

The carrying value of the Dingman Property at March 31 is \$45,422 (December 31, 2024 - \$45,422).

6. Investment in joint venture

As part of the transactions in the Fancamp Investment Agreement (Note 1), on October 9, 2024, Lode Gold transferred its Golden Culvert Property in Yukon Territory and McIntyre Brook Property in New Brunswick ("the Properties") to its subsidiary Spin Co. in exchange for 21,828,672 shares of the Spin Co. The transfer was accounted for at its carrying value.

Under the terms of the Fancamp Investment Agreement, the Company transferred its McIntyre Brook Property in New Brunswick to Acadian, and transferred \$1,759,810 of the investment proceeds received from Fancamp to Acadian, in exchange for 50% of the interest of Acadian. Acadian will be operated as a joint venture, where Fancamp has the other 50% interest and is the operator of the joint venture.

Under the terms of the Fancamp Investment Agreement, the Spin Co issued 57,142 common shares to original optionors of the McIntyre Brook Property for \$20,000 option payments due on October 24, 2024. In the period ended March 31, 2025, the Spin Co issued 210,000 common shares to optionors of the McIntyre Brook Property for \$73,500.

The Company has determined that it has joint control of the joint venture and has accounted for its investment in the joint venture using equity method. The \$1,996,468 carrying value of the McIntyre Brook Property as at October 9, 2024, and the \$93,500 options payments, in total of \$2,089,968 (December 31, 2024 - \$2,016,468), are accounted for as cost of investment in joint venture.

Under the terms of the Fancamp Investment Agreement, Fancamp transferred all of its interests in the Riley Brook mineral property located in New Brunswick (the "Riley Brook Property") to Acadian.

6. Investment in joint venture (continued)

Acadian reported total assets \$4,021,992 and total liabilities of \$178,672 as at December 31, 2024, and no income or loss from the period October 9, 2024 to December 31, 2024 and to March 31, 2025. The Company's carrying value of the investment in joint venture is \$2,089,968 (December 31, 2024 - \$2,016,468) as of March 31, 2025.

Under the Fancamp Investment Agreement, Fancamp will have 19.9% of Spin Co the date of Spin Out and if the Spin Co. fails to raise in part or whole of the aggregate of \$1,500,000 pursuant to a Private Placement before the date that is 30 days after the outside Closing Date (expected to be in June 2025), the Spin Co. shall transfer to Fancamp such number of JV Co shares determined as follows:

Amount Spin Co fails to raise	% JV Co Shares to transfer to Fancamp
\$1,500,000	15%
\$1,000,000	11.25%
\$500,000	7.5%

The Private Placement did not close as of the date and additional shares of JV Co have not yet been issued to Fancamp. The Company has assessed that its requirement to issue additional shares to Fancamp constitutes a derivative liability. The liability was measured at initial recognition at the excess calculated for the additional shares to be issued to Fancamp to keep them at 19.9% is \$601,923 being the premium of the shares issued over its fair price.

7. Loan payable

The Company received a loan from Romspen Investment Corporation. The loan is secured and in first position against the Company's Fremont Gold property in Mariposa County, California. The loan bears the following terms:

- The maturity date was extended to July 31, 2025
- The interest rate was adjusted to 15% (compounded monthly using 360 days a year)
- Interest payments were converted to be paid in kind as an addition to the principal balance of the loan
- The lender was granted a conversion feature on the interest and principal of the loan at \$0.70/share, with an expiration on July 31, 2025

The USD \$2,435,635 (CAD \$3,209,436) debenture was separated into a convertible debt component and a derivative liability. The derivative liability was valued first and the residual of the proceeds was allocated to the debt. The derivative liability was initially assigned a value of \$547,309 and was adjusted to \$329,112 as at December 31, 2024 and \$52,250 at March 31, 2025.

Accretion expense at an annual effective interest rate of 24.73% (compounded monthly) on the Romspen loan during the period ended March 31, 2025 totalled \$255,531 (2024 - \$49,511), and was recorded in finance costs and accretion expense.

7. Loan payable - continued

The following table discloses the components associated with the Romspen loan:

	\$
Romspen loan liability component	
Loan balance on December 31, 2023	2,935,701
Finance costs and accretion	949,727
Foreign exchange adjustment	231,751
Balance at December 31, 2024	4,177,179
Finance costs and accretion	255,531
Foreign exchange adjustment	(3,293)
Balance at March 31, 2025	4,369,417

At March 31, 2025, the interest plus principal of the Romspen loan is \$4,562,269 (US\$3,173,531) (December 31, 2024 - \$4,433,528, US\$3,081,192).

This loan is subject to certain covenants including:

- Applying for a bulk sample permit by January 31, 2024;
- Raising \$2,000,000 of equity financing by April 30, 2024; and
- Raising an additional \$3,000,000 of equity financing by February 28, 2025

The Company did not apply for the bulk sample permit by January 31, 2024. As a result of this covenant violation the lender could demand repayment of the loan.

8. Key management compensation and related-party transactions

Compensation awarded to key management included non-cash stock-based compensation of \$68,102 (2024 - \$117,290) along with consulting fees of \$108,185 (2024 - \$132,250). Key management includes the Company's officers, senior management and directors.

Included in accounts payable and accrued liabilities at March 31, 2025 is \$345,502 (December 31, 2024 - \$232,654) owing to officers, former officers, and directors of the Company. The amounts are unsecured, non-interest bearing and due on demand.

During 2024, the Company repaid working capital loans of \$250,000 to each of R.W. Tomlinson Ltd. and Coast Capital Midas Fund LP, including interest accrued to the repayment date of \$22,386 to each.

Directors and officers subscribed for 4,486,000 units in the Company's March 2024 private placements and 91,429 units in the Company's July 2024 private placements (Note 9).

On January 30, 2024, the Company granted 743,700 stock options with exercise price of \$0.50 to related party officers, directors.

On July 2, 2024, the Company granted 1,155,568 stock options with exercise price of \$0.50 to related party officers, directors.

9. Share capital

a) Authorized

Unlimited number of common shares, without nominal or par value.

On October 28, 2024, the Company has completed a consolidation of its common shares. 10 pre-consolidation common shares were consolidated into 1 post-consolidation common shares. These consolidated financial statements have reflected the impacts of the consolidation.

b) Common shares

		Number of shares	Amount
Balance at December 31, 2023		27,676,529	\$ 40,380,154
Shares issued - private placements	(i)	11,693,931	2,483,348
Shares issued - exploration and evaluation assets	(ii)	606,955	217,239
Share issue costs			(31,171)
Balance at December 31, 2024 and March 31, 2025		39,977,415	\$ 43,049,570

- i) During 2024, the Company closed the following non-brokered private placements:
 - a. In March 2024, the Company closed a private placement consisting of 5,691,610 common share units. Each common share unit was comprised of one common share and one common share purchase warrant for \$0.25/unit, with gross proceeds raised of \$1,422,903. Each whole warrant entitles the holder to purchase one common share of the Company at \$0.5 per share for a period of two years from the date of issue. The common shares were valued at the market price for \$1,138,322 (\$0.2/share), and the residual of \$284,580 was allocated to the warrants and recorded in contributed surplus.
 - b. In March 2024, the Company closed a private placement consisting of 2,626,887 common share units. Each common share unit was comprised of one common share and one common share purchase warrant for \$0.25/unit, with gross proceeds raised of \$656,722. Each whole warrant entitles the holder to purchase one common share of the Company at \$0.5 per share for a period of two years from the date of issue. There was no allocation made to the warrants as there was no residual balance.
 - c. The Company issued 39,200 brokers' warrants as finders' fees in connection with the above-noted private placements. Each warrant entitles the holder to purchase one common share of the Company at \$0.5 per share for a period of two years from the date of issue. The fair value of each warrant was estimated using the Black-Scholes option pricing model using the following assumptions: weighted average life of 2 years; risk-free rate of 4%; expected volatility of 140%; and, a dividend yield of 0%. The total value of the brokers' warrants was \$5,152 that was recorded with cash issuance cost of \$26,019 as share issue costs.
 - d. On July 12, 2024, the Company closed a private placement to issue 1,318,114 Units at a price of \$0.35 per Unit and 112,875 flow-through units ("FT Units") at a price of \$0.4 per FT Unit, for total cash consideration of \$506,490. Each Unit consists of one common share of the Company and one common share purchase warrant (a "Warrant") entitling the holder to purchase an additional common

9. Share capital (continued)

share of the Company for a period of 24 months, at a price of \$0.5 per share. Each FT Unit consists of one common share of the company ("FT share") and one half of common share purchase warrant (a "FT Warrant") that would be issued as "flow-through" share. Each whole FT Warrant will entitle the holder to purchase one additional common share for a period of 24 months at a price of \$0.6 per share. \$471,340 subscriptions were received before December 31, 2024 and \$35,150 were received after December 31, 2024. The common shares issued were value at market price for \$357,748 (\$0.25/share), and the residual proceeds were allocated \$143,288 to warrants recorded as contributed surplus, and \$5,454 initially as flow through shares premium liability that was recorded as other income on the renunciation of the flow through expenditures.

- a. On December 31, 2024, the Company closed a private placement to issue 1,944,445 Units at a price of \$0.18 per Unit, for total cash consideration of \$350,000. Each Unit consists of one common share of the Company and one common share purchase warrant (a "Warrant") entitling the holder to purchase on additional common share of the Company for a period of 36 months, at a price of \$0.35 per share. \$50,000 subscriptions were received before December 31, 2024 and \$300,000 were received after December 31, 2024. The common shares issued were value at market price for \$330,556 (\$0.17/share), and the residual proceeds of \$19,444 were allocated to warrants recorded as contributed surplus.
- ii) During 2024, the Company issued shares in exchange for mineral and exploration rights as follows:
 - a. In February 2024, the Company issued 156,955 common shares, valued at their market price of \$39,239, in connection with the McIntyre Brook property option.
 - b. In March 2024, the Company issued 10,000 common shares, valued at their market price of \$2,000, in connection with the McIntyre Brook property option.
 - c. In April 2024, the Company issued 440,000 common shares, valued at the market price of \$176,000 in respect of its McIntyre Brook property option agreements.
- iii) Special warrants

As part of the transaction in the Fancamp Investment Agreement (Note 1), on October 9, 2024, the Company issued 1,428,571 Special Warrants for \$500,000. Each Special Warrant, upon completion of the Spin Out, will convert to one common share of Lode Gold and one 5-year Lode Gold share purchase warrant with an exercise price of \$0.5 per share. The Company valued the Special Warrants for \$500,000..

9. Share capital (continued)

iv) Shares issued in subsidiary and non-controlling interest

- a. As part of the transaction in the Fancamp Investment Agreement (Note 1), on October 9, 2024, Spin Co. issued to Fancamp 5,423,078 common shares being 19.90% of Spin Co's shares for total proceeds of \$3,049,620, of which 4,362,058 common shares are flow through shares at \$2,076,320. Spin Co allocated the \$3,049,620 as \$1,759,810 capital contribution of Fancamp to the JV Co, \$132,267 share capital that was non-controlling interest on the Company's consolidated financial statements, \$601,923 derivative liabilities, and \$555,620 flow through shares premium liability that was reported as a liability that would be adjusted to other income in the year after the renunciation of the flow through expenditure. \$967,647 of the proceeds were held in a trust account with a lawyer, of which \$550,000 was released on December 31, 2024.

Spin Co will issue additional shares to Fancamp to maintain Fancamp's 19.90% interest before going public by RTO.

On October 24, 2024 Spin Co issued 57,142 common shares to two of the original optionors of the McIntyre Brook Property for \$20,000 of option payments.

In the period ended March 31, 2025, Spin Co issued 210,000 common shares to optionors of the McIntyre Brook Property for \$73,500.

c) Warrants

The following table summarizes the warrant transactions:

	Number of warrants	Weighted average price
Balance at December 31, 2023	3,310,000	\$ 0.70
Expired during the year	(3,110,000)	0.70
Issued during the year - private placements	11,637,493	0.48
Issued during the year - brokers' warrants	39,00	0.50
Balance at December 31, 2024	11,876,693	\$ 0.48
Expired during the period	(200,000)	0.70
Balance at March 31, 2025	11,676,693	\$ 0.48

9. Share capital (continued)

The following summarizes the warrants outstanding at March 31, 2025 (see note 12(b)):

Warrants outstanding	Exercise price	Expiry date
5,718,810	0.50	March 4, 2026
2,638,887	0.50	March 18, 2026
1,318,114	0.50	July 12, 2026
56,437	0.60	July 12, 2026
1,944,445	0.35	December 31, 2027
11,676,693	\$ 0.48	

In addition, 1,428,571 warrants will be issued on exercise of special warrants (Note 8(b)(iii)).

d) Stock options

The Company has a stock-based compensation plan for its key officers, directors, employees and consultants. Up to 10% of the issued and outstanding shares may be reserved for issuance under the plan.

On January 30, 2024, the Company granted 833,336 stock options with exercise price of \$0.50 to key officers, directors, employees and consultants. The fair value of each option, estimated using the Black-Scholes option pricing model for the issuance of options was \$0.21 using the following assumptions: weighted average life of 5 years; risk-free rate of 4.00%; expected volatility of 140%; and, a dividend yield of 0%. The options granted vest 50% in year 1 and 50% in year 2; however, as the forfeiture of options in a one-year period was deemed unlikely, a forfeiture rate of 0% was used. 743,700 options were granted to related parties (officers and directors).

On July 2, 2024, the Company granted 1,215,574 stock options to key officers, directors and employees, and 118,642 stock options to consultants, with exercise of \$0.50. The fair value of each option, estimated using the Black-Scholes option pricing model for the issuance of options was \$0.2938 using the following assumptions: weighted average life of 5 years; risk-free rate of 4.02%; expected volatility of 212%; and, a dividend yield of 0%. 50% of the stock options granted to key officers, directors and employees vested immediately and 50% will vest over 12 months. 50% of the stock options granted to the consultants will vest in 6 months and 50% will vest in 12 months from the grant date.

The Company recorded \$68,102 (2024 - \$117,290) stock based compensation expense for the period ended March 31, 2025.

9. Share capital (continued)

The following table summarizes the stock option transactions:

	Number	Weighted average exercise price
Outstanding at December 31, 2023	1,776,589	\$ 1.21
Granted	2,167,552	0.50
Expired/forfeited	(1,096,711)	1.82
Outstanding at December 31, 2024	2,847,430	\$ 0.65
Expired/forfeited	(30,000)	1.00
Outstanding at December 31, 2024	2,817,430	\$ 0.65

The following table summarizes the options outstanding at December 31, 2024:

Options outstanding	Exercise price	Expiry date
30,000	1.00	May 19, 2025
80,000	2.50	September 28, 2025
30,000	2.20	November 3, 2025
255,000	1.30	August 18, 2026
260,000	0.55	October 17, 2027
174,089	0.50	September 9, 2028
654,125	0.50	January 30, 2029
1,334,216	0.50	July 2, 2029
2,817,430	\$ 0.65	

10. Financial instruments and risk management

The Company is exposed through its operations to the following financial risks:

- Market risk
- Credit risk
- Liquidity risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them during 2024 and 2023 unless otherwise stated in the note.

10. Financial instruments and risk management (continued)

General objectives, policies and processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, while retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Company's finance function. The Board of Directors receive monthly reports from the Company's financial controller through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The overall objective of the Board of Directors is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility. Further details regarding these policies are set out below:

a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk:

- i) Foreign currency risk;
- ii) Interest rate risk;
- iii) Commodity price risk; and,
- iv) Equity price risk.

The Company is exposed to foreign currency risk in that some of its accounts payables and loans are denominated in a foreign currency. Management believes that the Company is not exposed to significant foreign currency risk. In addition, the Company is exposed to equity price risk as a result of its marketable securities (Note 6). The Company is not exposed to interest rate risk as the interest rate on its debt is fixed. Management monitors the equity price of the investment to manage its exposure to the equity price risk.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Financial instruments which are potentially subject to credit risk include cash, restricted cash and term deposits. Cash is maintained with financial institutions and may be redeemed upon demand. The financial institutions are considered reputable and creditworthy institutions.

The carrying amount of cash, restricted cash, marketable securities, term deposits, subscription receivable, sales tax receivable, and receivables represents the maximum credit exposure. The Company has gross credit exposure at December 31, 2024 and December 31, 2023 of \$1,266,616 and \$71,862, respectively. Management considers that all financial assets held are of good credit quality, and therefore credit risk is not considered significant.

10. Financial instruments and risk management - continued

c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's policy is to ensure that it will have sufficient cash to allow it to meet its liabilities when they become due.

Typically, the Company ensures that it has sufficient cash to meet expected operational expenses. To achieve this objective, the Company prepares annual capital expenditure budgets, which are regularly monitored and updated as considered necessary.

Further, the Company utilizes authorizations for expenditures on exploration projects to further manage expenditure.

The Company monitors its risk of shortage of funds by monitoring the maturity dates of existing accounts payable and accrued liabilities and loans payable in conjunction with its daily cash position.

The following are the contractual maturities of financial liabilities at December 31, 2024:

	Recognized in financial statements	Contractual cash flows	Less than 1 year	1-3 years	4-5 years	More than 5 years
Accounts payable and accrued liabilities	Yes - liability	\$1,461,894	\$1,461,894	-	-	-
Loans payable	Yes - liability	\$4,433,528	\$4,433,528		-	-
Decommissioning liability	Yes - liability	\$14,554	-	\$14,554	-	-
Total		\$5,910,976	\$5,895,422	\$15,554	-	-

Determination of fair values

Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair value is disclosed in the notes specific to that asset or liability.

The carrying amounts for cash, restricted cash, term deposits, subscription receivable, loans payable and accounts payable and accrued liabilities approximate fair value due to their short-term nature. Marketable securities are measured at fair value as the balance is derived from quoted prices in an active market.

10. Financial instruments and risk management - continued

Fair value hierarchy

Financial instruments that are measured subsequent to initial recognition at fair value are grouped in Levels 1 to 3 based on the degree to which the fair value is observable, as follows:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and,
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The fair value of the Company's marketable securities is based on quoted prices and is therefore considered to be Level 1. There was no movement between levels during the current or previous fiscal years. The fair value of the Company's derivative liabilities is estimated by using the Black-Scholes option pricing model which is considered to be Level 2. The fair value of the working capital loans is estimated by reference to the Company's share price which is Level 1.

11. Capital management

The Company considers its capital to be comprised of share capital, contributed surplus, and accumulated other comprehensive income and deficit. The Company's objectives when managing capital are to maintain a sufficient capital base in order to meet its short-term obligations and at the same time preserve investors' confidence required to sustain future development of the business.

The Company's properties are in the exploration stage and, accordingly, the Company is dependent upon external financings to fund activities.

In order to carry out planned drilling and engineering work, and pay for administrative costs, the Company will spend working capital and expects to raise the additional funds from time to time as required. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The

Company's capital management objectives, policies and processes have remained unchanged during 2025 and 2024.

The Company is not exposed to any externally imposed capital requirements, except when the Company issues flow-through shares for which an amount should be used for exploration work. No other capital requirements are imposed by a lending institution or regulatory body, other than of the TSXV which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 12 months.

12. Commitments and contingencies

Nature of operations

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the achievement of profitable operations, or the ability of the Company to raise additional financing, as necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

Title

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

Environmental

The Company's mining and exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Flow-through share indemnification

In connection with flow-through financings, the Company indemnifies the subscribers against certain tax related amounts that may become payable by the subscribers should the Company not meet its flow-through expenditure commitments. The Company's most recent flow-through financing was in 2025.

Mineral exploration and evaluation assets

Certain of the Company's mineral exploration and evaluation assets are subject to option agreement payments, other payments and commitments, and royalties. See note 4.

12. Commitments and contingencies - continued

Litigation

The Company is exposed to several lawsuits, related to matters that existed when it acquired California Gold Mining Inc. These matters include:

- Claim from the former CEO of California Gold Mining Inc. alleging wrongful dismissal and unpaid amounts, totalling \$617,184. The Company believes that its maximum exposure to this claim is not significant. The Company has filed a counter-claim in respect of this lawsuit seeking compensation and punitive damages in the amount of \$736,000.
- Claim from the former landlord of California Gold Mining Inc. with respect to an unfulfilled lease contract. The Company believes that its maximum exposure to this claim is \$140,000, being the amount awarded in a summary judgment provided in favour of the landlord.
- The claims from former suppliers of California Gold Mining Inc. of \$1,214,000 USD were dismissed with prejudice during 2023, and the associated liability was reversed.

The Company's estimated liability from the above claims of \$260,000 has been accrued at December 31, 2024 (2023 - \$260,000) and included in the accounts payable and accrued liabilities on the statement of financial position.

On November 25, 2024 a former CEO of the Company made a claim of \$222,469 for amount owing to him, such has been accrued in the Company's accounts payable as of December 31, 2024 and March 31, 2025.

13. Subsequent events

On October 21, 2024, Spin Co entered into an arrangement agreement with Lode Gold and Great Republic Mining Inc. ("GRM") for the spin out of Spin Co from Lode Gold and the acquisition by GRM of the outstanding shares of the Spin Co by way of a statutory plan of arrangement (the "Arrangement") under Division 5 of Part 9 of the Business Corporations Act (British Columbia). On January 15, 2025, Spin Co, GRM and Lode Gold entered into an amended and restated arrangement agreement (the "A&R Arrangement Agreement") to reflect certain changes to the Plan of Arrangement. The transaction is subject to court approval.

On April 14, 2025, the Company closed a private placement by issuing 4,389,922 units at \$0.18 per unit for proceeds of \$790,186. Each unit comprises of one common share of the Company, and one common share purchase warrant which entitles the holder to purchase one common share of the Company at an exercise price of \$0.35 for a period of 36 months.

Subsequent to March 31, 2025, Spin Co has issued 137,857 common shares as payments of \$48,250 to the Optionors of the McIntyre Brook property (note 5).