



Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
Unaudited - Expressed in Canadian dollars

Notice of Disclosure of Non-auditor Review of the Condensed Interim Consolidated Financial Statements for the Three and Nine months ended April 30, 2025, and 2024

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, part 4, subsection 4.3(3)(a) issued by the Canadian Securities Administrators, if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the interim financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Tarachi Gold Corp. for the interim periods ended April 30, 2025, and 2024, have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting*, as issued by the International Accounting Standards Board, and are the responsibility of management.

The independent auditors, WDM Chartered Professional Accountants, have not performed a review of these unaudited condensed interim consolidated financial statements.

June 27, 2025

TARACHI GOLD CORP.Condensed Interim Consolidated Statements of Financial Position
Unaudited - Expressed in Canadian Dollars

	Note	April 30, 2025	July 31, 2024
		\$	\$
ASSETS			
Current Assets			
Cash and cash equivalents	3	26,003	284,078
Short-term investments	3	3,107,700	3,107,025
Tax and other receivables	4	99,479	34,885
Prepaid expenses		8,145	17,840
Assets held for sale	5	2,031	2,186
TOTAL ASSETS		3,243,358	3,446,014
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities		11,131	43,867
TOTAL LIABILITIES		1,501	43,867
SHAREHOLDERS' EQUITY			
Share capital	6	24,236,857	24,236,857
Contributed surplus	6	3,486,096	3,486,096
Accumulated other comprehensive income		461,521	466,394
Accumulated deficit		(24,952,247)	(24,787,200)
TOTAL SHAREHOLDERS' EQUITY		3,232,227	3,402,147
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		3,243,358	3,446,014

Nature of operations and going concern (Note 1)

Approved on behalf of the board of directors on June 27, 2025:

"Dilshan Anthony"
Dilshan Anthony, Director

"Karlene Collier"
Karlene Collier, Director

TARACHI GOLD CORP.Condensed Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
Unaudited - Expressed in Canadian Dollars, except per share amounts and number of shares

		Three months ended		Nine months ended	
	Note	2025	April 30, 2024	2025	April 30, 2024
		\$	\$	\$	\$
EXPENSES					
Consulting fees	7	15,800	17,734	39,557	39,300
General and administrative costs		23,904	24,309	65,062	71,794
Insurance		3,780	3,822	11,711	11,798
Management fees	7	33,296	13,401	78,762	38,872
Professional fees		1,700	2,457	20,380	13,091
Shareholder information and investor relations		300	331	4,018	8,559
Transfer agent and filing fees		25,965	10,279	45,557	34,601
TOTAL OPERATING EXPENSES		(104,745)	(72,333)	(265,047)	(218,015)
Other income					
Interest income		33,983	39,759	104,957	113,893
LOSS FROM CONTINUING OPERATIONS		(70,762)	(32,574)	(160,090)	(104,122)
Net income (loss) for discontinued operations	5	(38)	(1,457)	(4,957)	66,045
NET LOSS FOR THE PERIOD		(70,800)	(34,031)	(165,047)	(38,076)
Other comprehensive income					
Item that will be reclassified subsequently to loss:					
Unrealized gain (loss) on foreign exchange translation		(166,453)	49,637	(4,873)	83,760
COMPEHENSIVE INCOME (LOSS) FOR THE PERIOD		(237,253)	15,606	(169,920)	45,684
INCOME (LOSS) PER SHARE (basic and diluted)					
		(0.00)	0.00	(0.00)	0.00
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING (basic and diluted)					
		119,251,810	119,251,810	119,251,810	119,251,810

TARACHI GOLD CORP.

Condensed Interim Consolidated Statements of Cash Flows
(Unaudited - Expressed in Canadian Dollars)

	Note	Nine months ended 2025	April 30, 2024
		\$	\$
OPERATING ACTIVITIES			
Net loss		(165,047)	(38,076)
Adjustments for:			
Reclassification of assets held for sale	5	2,031	-
Changes in non-cash working capital items:			
Change in tax and other receivables		(64,594)	(80,332)
Change in consideration receivable		-	993,092
Change in prepaid expenses		9,695	(9,752)
Change in accounts payable and accrued liabilities		(34,767)	(50,099)
Net cash used in operating activities of continuing operations		(247,725)	(175,647)
Net cash (used in) provided by operating activities of discontinuing operations		(4,957)	990,480
INVESTING ACTIVITIES			
Short-term investments		(675)	(990,220)
Net cash used in investing activities		(675)	(990,220)
NET CHANGE IN CASH		(253,357)	(175,387)
Effects of exchange rate fluctuation on cash		(4,873)	96,024
CASH, BEGINNING OF THE PERIOD		286,264	194,303
CASH, END OF THE PERIOD		28,034	114,940
Cash end of period – continued operations		26,003	112,118
Cash end of period – discontinued operations		2,031	2,822
Supplemental cash information:			
Cash interest received		-	-
Cash income tax paid		-	-
Shares issued for E&E acquisition		-	-

TARACHI GOLD CORP.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
(Unaudited - Expressed in Canadian Dollars)

	Number of shares	Share capital	Contributed Surplus	Accumulated Other Comprehensive Income	Accumulated Deficit	Total
	#	\$	\$	\$	\$	\$
Balance, July 31, 2023	119,251,810	24,236,857	3,346,883	326,401	(24,506,077)	3,404,064
Net and comprehensive loss for the period	-	-	-	96,024	(38,076)	57,948
Balance, April 30, 2024	119,251,810	24,236,857	3,346,883	422,425	(24,544,153)	3,462,012
Stock based compensation	-	-	139,213	-	-	139,213
Net and comprehensive income (loss) for the period	-	-	-	43,969	(243,047)	(199,078)
Balance, July 31, 2024	119,251,810	24,236,857	3,486,096	466,394	(24,787,200)	3,402,147
Net and comprehensive (loss) for the period	-	-	-	(4,873)	(165,047)	(169,920)
Balance, April 30, 2025	119,251,810	24,236,857	3,486,096	461,521	(24,952,247)	3,232,227

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

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern

Tarachi Gold Corp. (the "Company") was incorporated under the Business Corporations Act of British Columbia on February 19, 2016. On April 6, 2020, the Company changed its name from Kal Minerals Corp. to Tarachi Gold Corp. The Company had interests in exploration and evaluation assets, tailings, and production facilities in Mexico, and its principal business included the exploration and development of those assets to move toward commercial production. The shares of the Company are trading on the Canadian Securities Exchange under the symbol "TRG", on the OTCQB under the symbol "TRGGF", and on the Frankfurt Stock Exchange under the symbol "4RZ".

The head office, principal address, registered address, and records office of the Company are at Suite 1723, 595 Burrard Street, Vancouver, BC V7X 1J1.

The Company currently does not hold any exploration and evaluation assets and is currently seeking new opportunities to develop projects. These unaudited condensed interim consolidated financial statements for the three and nine months ended April 30, 2025, and 2024 (the "financial statements") are prepared assuming the Company will continue as a going concern, realize its assets, and discharge its liabilities and commitments in the normal course of business. In making its going concern assessment, management is aware of material uncertainties related to events and conditions that cast significant doubt upon the Company's ability to continue as a going concern. As of April 30, 2025, the Company has not yet achieved profitable operations and had an accumulated deficit of \$24,952,247 (July 31, 2024 - \$24,787,200). The Company's continuing operations, as intended, and its financial success may depend on how much it can successfully develop its business.

Should the Company be unable to continue as a going concern, asset and liability realization values may be substantially different from their carrying values. These financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. Such adjustments could be material.

2. Material Accounting Policies Disclosure Information and Basis of Preparation

a) Statement of compliance

These financial statements were approved by the Board of Directors and authorized for issue on June 27, 2025.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee applicable to the preparation of interim financial statements including International Accounting Standard 34 *Interim Financial Reporting*. These financial statements do not include all the disclosures required for annual audited financial statements. Accordingly, they should be read in conjunction with the Company's audited financial statements for the years ended July 31, 2024, and 2023 (the "Annual Financial Statements").

b) Basis of presentation

The financial statements have been prepared using the historical cost basis, except for certain financial assets and liabilities which are measured at fair value, as specified by IFRS Accounting Standards, as well as information presented in the condensed interim consolidated statements of cash flows.

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

2. Material Accounting Policies Disclosure Information and Basis of Presentation (continued)

c) Reclassification and change in presentation of comparative figures

Certain amounts on the statements of income (loss) and comprehensive income (loss) of the prior year comparable period have been reclassified for consistency with the current period presentation. These reclassifications had no effect on the reported results of operations.

d) Functional and presentation currency

The functional currency is the currency of the primary economic environment in which an entity operates. The functional currency of the Company and its subsidiaries is the Canadian dollar. The financial statements are presented in Canadian dollars, except as otherwise noted

e) Basis of consolidation

These consolidated financial statements incorporate the financial statements of the Company and the subsidiaries controlled by the Company. The principal subsidiaries of the Company, which are accounted for under the consolidation method, are as follows:

Entity	Principal activities	Country of incorporation and operation	Ownership interest as of April 30, 2025	Ownership interest as of July 31, 2024
Tarachi Gold S.A. DE C.V. ("TGSA")	Exploration and evaluation of mineral properties	Mexico	0% ⁽¹⁾	100%

(1) On November 11, 2024, the Company disposed of TGSA, comparative figures were reclassified as discontinued operations. See Note 5 a).

Subsidiaries are all entities (including structured entities) over which the Company has control. The Company controls an entity when the Company is exposed to or has rights to, variable returns from its involvement with the entity and can affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases. All significant intercompany transactions and balances have been eliminated.

f) Material accounting policies

The accounting policies applied in the preparation of these financial statements are consistent with those applied and disclosed in the notes to the Annual Financial Statements except for the following pronouncements which became effective for periods beginning on or after August 1, 2024.

Classification of liabilities as current or non-current - amendments to IAS 1

The amendments to IAS 1 specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

2. Material Accounting Policies Disclosure Information and Basis of Presentation (continued)**f) Material accounting policies (continued)**

In addition, an entity is required to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months. The amendments have not had an impact on the classification of the Company's liabilities

Supplier finance arrangements - amendments to IAS 7 and IFRS 7

The amendments to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. The amendments had no impact on the Company's financial statements.

Lease liability in a sale and leaseback - amendments to IFRS 16

The amendments in IFRS 16 specify the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognize any amount of the gain or loss that relates to the right of use it retains. The amendments had no impact on the Company's financial statements.

g) Accounting standards issued but not yet adopted

The new standards or amendments issued but not yet effective are either not applicable or not expected to have a significant impact on the Company's financial statements. They are disclosed below.

On April 9, 2024, the IASB issued IFRS 18 *Presentation and Disclosure in Financial Statements*. IFRS 18 will apply for reporting periods beginning on or after January 1, 2027, and also applies to comparative information. IFRS 18 will replace IAS 1; many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will not impact the recognition or measurement of items in the financial statements, but it may change what an entity reports as its 'operating profit or loss'. Key new concepts introduced in IFRS 18 relate to: (i) the structure of the statement of profit or loss; (ii) required disclosures in the financial statements for certain profit or loss performance measures that are reported outside an entity's financial statements (that is, management-defined performance measures); and (iii) enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. The Company is currently assessing the effects of IFRS 18 on the financial statements.

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

2. Material Accounting Policies Disclosure Information and Basis of Presentation (continued)

g) Accounting standards issued but not yet adopted

In May 2024, the IASB issued *Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)*. These amendments updated classification and measurement requirements in IFRS 9 *Financial Instruments* and related disclosure requirements in IFRS 7 *Financial Instruments: Disclosures*. The IASB clarified the recognition and derecognition date of certain financial assets and liabilities, and amended the requirements related to settling financial liabilities using an electronic payment system. It also clarified how to assess the contractual cash flow characteristics of financial assets in determining whether they meet the 'solely payments of principal and interest' criterion, including financial assets that have environmental, social and corporate governance (ESG)-linked features and other similar contingent features. The IASB added disclosure requirements for financial instruments with contingent features that do not relate directly to basic lending risks and costs and amended disclosures relating to equity instruments designated at fair value through other comprehensive income. The amendments are effective for annual periods beginning on or after January 1, 2026, with early application permitted. The Company is currently assessing the effect of these changes on the financial statements.

h) Significant accounting judgements and estimates

Preparing the financial statements in conformity with IFRS Accounting Standards requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses, and related disclosures. Estimates and assumptions are continuously 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.

Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are used mainly in determining the measurement of recognized transactions and balances. Actual results may differ from these estimates.

3. Cash and Cash Equivalents and Short-term Investments

Cash and cash equivalents include \$26,003 (July 31, 2024 - \$284,078) in the operating bank accounts.

Short-term investments include \$3,107,700 (US\$2,250,000) (July 31, 2024 - \$3,107,025) consisting of three short-term investment certificates with a maturity of one year earning interest from 4.05% to 4.20%.

4. Tax and Other Receivables

A summary of the Company's GST and interest accrual receivables is as follows:

	April 30, 2025	July 31, 2024
	\$	\$
GST receivable	5,701	1,837
Interest accrual receivable	93,778	33,048
Total	99,479	34,885

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

5. Discontinued Operations**a) Disposal of TGSA**

On November 11, 2024, the Company signed a share purchase agreement with BL Law Group S.C. for the sale of the Company's fully owned subsidiary, TGSA. Upon closing the transaction, the Company transferred 100% ownership of TGSA to BL Law Corp S.C. in exchange for a cash consideration receivable of \$276,240 (US\$200,000). As at the date of these financial statements, the transaction has not yet closed, as negotiations with the buyer are still ongoing.

The following table summarizes the assets in the disposal group:

	April 30, 2025	July 31, 2024
	\$	\$
Assets		
Cash	2,031	2,186

The net (gain) loss from the discontinued operations of TGSA are presented in the following table below:

	Three months ended		Nine months ended	
	2025	April 30, 2024	2025	April 30, 2024
	\$	\$	\$	\$
General and administrative costs	38	1,457	4,957	(66,045)
Net (gain) loss from discontinued operations	38	1,457	4,957	(66,045)

The cash flows from the discontinued operations of TGSA are presented in the following table below:

	Nine months ended	
	2025	April 30, 2024
	\$	\$
Cash flows used in operating activities of discontinued operations	(4,957)	(2,612)
Decrease in cash	(4,957)	(2,612)

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

5. Discontinued Operations (continued)**b) Disposal of Magistral Project**

On January 26, 2023, the Company signed a binding letter of agreement (the "Letter Agreement") with Compañía Minera de Atocha S.A. de C.V. ("Atocha"), a private Mexican Mining company with producing mines in the states of Durango and Zacatecas, for the sale of the Company's Magistral Project in Durango, Mexico. Upon closing the transaction proposed in the Letter Agreement (the "Transaction"), the Company will transfer 100% ownership of TGMEX Silver S.A. de C.V. ("TGMEX"), which owns all the Company's assets related to the Magistral Project, to Atocha. In exchange, Atocha will make cash payments of approximately \$7.5 million (US\$5,700,000). The transaction closed on May 3, 2023.

	\$
Cash	4,124,065
Less: Manto's payable	(621,565)
Consideration receivable net	993,092
Fair value of consideration received	4,495,592

At closing, Atocha acquired all the issued and outstanding shares of TGMEX in exchange for a cash payment of \$4,124,065 (US\$3,050,000).

The Company will seek to settle all outstanding obligations owing to Manto Resources S.A. de C.V. ("Manto") in relation to the Company's original acquisition of the Magistral Project from Manto in 2021. In exchange for the elimination of Manto's 15% net profit interest royalty on the Magistral Tailings, US\$2,000,000 in production bonus payments, and any other obligations owed to Manto or rights for Manto to participate in the Magistral Project, the Company will pay Manto 15% of all payments received from Atocha as those payments are received. The total payable to Manto is approximately \$1.125 million (US\$855,000) and of which \$621,565 (US\$457,500) has been paid to Manto at closing.

Contingent receivable

The following consideration is contingent upon the occurrence of the following future events:

1. US\$500,000 in the escrow account will be released to Tarachi when Atocha concludes negotiations with the Ejido Magistral, or after 12 months, whichever occurs first. The amount is fair valued at \$645,230 less \$96,785 of Manto's obligation net to contingent receivable. On January 15, 2024, the Company received \$671,800 (US\$518,785) less \$101,085 (US\$75,000) paid out to Manto, the difference of \$22,270 has been recognized as a gain on consideration receivable.
2. US\$500,000 will be paid to Tarachi by November 19, 2023, less US\$102,617 contingency costs that arise after closing but not identified during due diligence. The amount is fair valued at \$554,884 less \$83,232 of Manto's obligation net to contingent receivable. On November 21, 2023, the Company received \$544,335 (US\$397,383) less \$79,820 (US\$59,607) paid out to Manto, the difference of \$7,137 has been recognized as a loss on consideration receivable.
3. US\$500,000 when 50% of the tailings located on the Magistral Project (the "Magistral Tailings") have been mined, sold, and/or processed or after the first complete calendar year of operation at the Magistral Project, whichever occurs first. Since the Company does not have control of Atocha's operations, this payment is not fair valued and excluded from the contingent receivable.

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
 For the three and nine months ended April 30, 2025, and 2024
 (Unaudited - Expressed in Canadian Dollars)

5. Discontinued Operations (continued)**b) Disposal of Magistral Project**

4. US\$500,000 when 100% of the Magistral Tailings have been mined, sold, and/or processed or after the second complete calendar year of operation at the Magistral Project, whichever occurs first. Since the Company does not have control of Atocha's operations, this payment is not fair valued and excluded from the contingent receivable.
5. The amount of value-added tax ("IVA") currently owing to TGMEX as that tax benefit is realized by Atocha during operations and product sales from the Magistral Project or other Atocha-controlled assets if Atocha merges TGMEX with Atocha or another entity they control, estimated to total US\$650,000. The Company anticipates the IVA tax benefit will be realized by Atocha and paid to the Company within the first year of commercial operations at the Magistral Project. Since the Company does not have control of Atocha's operations, this payment is not fair valued and excluded from the contingent receivable.

The consideration receivable has been fair valued using the Bank of Canada Prime Rate at 7.20% discount rate.

Valuation technique	Significant unobservable inputs
Discounted cash flows consider the present value of the net cash flows expected to be generated from the payments. The expected net cash flows are discounted using a risk-adjusted discount rate.	Prime rate 7.20%

During the year ended July 31, 2023, the Company recorded a \$10,099,740 loss on the deconsolidation of TGMEX. The assets, liabilities, and loss on TGMEX after deconsolidation are presented below:

Assets	\$
Cash	17,653
IVA receivable	1,122,311
Exploration and evaluation assets	19,548,285
Total Assets	20,688,249
Liabilities	
Contingent consideration	6,092,917
Intercompany payables	16,473,604
Total Liabilities	22,566,521
Net liabilities	(1,878,272)
Intercompany payables forgiven	16,473,604
Fair value of consideration received	(4,495,592)
Loss on deconsolidation	10,099,740
Attributable to:	
Loss on sale of assets	8,959,776
Loss on control of subsidiary	1,139,964
	10,099,740

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

5. Discontinued Operations (continued)**b) Disposal of Magistral Project**

The following table summarizes the assets and liabilities in the disposal group:

	July 31, 2023	July 31, 2022
	\$	\$
Assets		
Cash	-	65,368
Accounts receivable	-	816,153
Exploration and evaluation assets	-	18,566,275
Total assets of the disposal group	-	19,447,796
Current Liabilities		
Accounts payable	-	169,877
Contingent consideration	-	6,901,055
Intercompany loans	-	12,711,217
Total liabilities of the disposal group	-	19,782,149

The net gain (loss) from the disposal of the discontinued operations is presented in the following table below:

	Three months ended		Nine months ended	
	April 30,		April 30,	
	2025	2024	2025	2024
	\$	\$	\$	\$
Contingent consideration revaluation loss (gain)	-	(22,752)	-	42,138
Net (gain) loss from discontinued operations	-	(22,752)	-	42,138

The Consolidated statement of cash flows for the nine months ended April 30, 2025, was not restated to present the cash flows from the discontinued operations separately, as the Company elected to provide this information in the present note. The cash flows from the discontinued operations of TGMEX are presented in the following table below:

	April 30, 2025	Nine months ended April 30, 2024
	\$	\$
Cash flows received operating activities of discontinued operations	-	993,092
Increase in cash	-	993,092

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

6. Share Capital**a) Authorized share capital**

The Company is authorized to issue an unlimited number of common shares without par value.

Issued and outstanding:

On April 30, 2025, the Company had 119,251,810 (July 31, 2024 – 119,251,810) common shares outstanding.

During the nine months ended April 30, 2025, and the year ended July 31, 2024, there were no share issuances.

b) Options

A summary of the Company's stock option activity is as follows:

	April 30, 2025		July 31, 2024	
	Number	Weighted	Number	Weighted
	outstanding	average	outstanding	average
	#	exercise price	#	exercise price
		\$		\$
Outstanding, beginning of the period	11,900,000	0.20	7,830,000	0.35
Granted	-	-	5,425,000	0.05
Cancelled	(1,000,000)	(0.69)	(1,355,000)	(0.33)
Outstanding and exercisable, end of the period	10,900,000	0.16	11,900,000	0.20

During the nine months ended April 30, 2025, no options were exercised, and 1,000,000 options were cancelled.

During the year ended July 31, 2024, no options were exercised, and 1,355,000 options were cancelled.

On July 5, 2024, The Company granted 5,425,000 options to directors, officers, and consultants under the Company's stock option plan. The options have an exercise price of \$0.05 and vested immediately. They are exercisable for a period of five years from the date of the grant.

The fair value of the options granted was calculated using the Black-Scholes option pricing model with a risk-free interest rate of 3.49%, expected volatility of 138% and zero expected dividend yield for a five-year term.

A summary of the Company's stock options outstanding as at April 30, 2025, is as follows:

Expiry date	Options outstanding	Exercise price	Weighted average remaining contractual life
	#	\$	Years
18-Jun-25	1,535,000	0.31	0.13
21-Jan-26	1,188,000	0.28	0.73
08-Feb-26	380,000	0.29	0.78
17-Mar-26	167,000	0.30	0.88
27-Apr-26	990,000	0.27	0.99
25-Jan-27	1,215,000	0.16	1.74
05-Jul-29	5,425,000	0.05	4.18
	10,900,000	0.16	2.51

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
 For the three and nine months ended April 30, 2025, and 2024
 (Unaudited - Expressed in Canadian Dollars)

6. Share Capital (continued)**b) Options**

The fair value of the options granted was calculated using the Black-Scholes option pricing model with the following assumptions:

	July 31, 2024
Share price on grant date	\$0.03
Risk free interest rate	3.49%
Forfeiture rate	-
Expected dividend yield	-
Expected volatility	138.00%
Expected term in years	5 years

c) Warrants

A summary of the Company's warrant activity is as follows:

	April 30, 2025		July 31, 2024
	Number	Weighted	Number
	outstanding	average	outstanding
	#	exercise price	#
	#	\$	\$
Outstanding, beginning of the period	-	-	12,067,925
Expired	-	-	(12,067,925)
Outstanding, end of the period	-	-	-

As at April 30, 2025, and July 31, 2024, the Company had no outstanding warrants exercisable to acquire common shares.

7. Related Party Balances and Transactions

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors, officers and companies controlled by key management personnel.

Amounts due to related parties are unsecured, non-interest bearing, and have no fixed terms of repayment.

As of April 30, 2025, and July 31, 2024, no balances were outstanding to related parties.

During the three and nine months ended, April 30, 2025, and 2024, there were no stock options granted to officers and directors of the Company.

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

7. Related Party Balances and Transactions (continued)

A summary of the Company's related party transactions is as follows:

	Three months ended		Nine months ended	
	2025	April 30, 2024	2025	April 30, 2024
	\$	\$	\$	\$
Consulting fees	13,000	10,200	23,200	30,600
Management fees	30,000	11,250	52,500	33,750
Total	43,000	21,450	75,700	64,350

These related party transactions were incurred in the normal course of operations and are measured at the exchange amount, being the amount established and agreed upon by the related parties.

8. Management of Capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern to continue its business and maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company's capital includes the components of its shareholders' equity. The Company manages its capital structure and adjusts it considering changes in economic conditions and the risk characteristics of its underlying assets. To maintain or adjust its capital structure, the Company may issue new shares, issue new debt, acquire or dispose of assets, or adjust the amount of cash. To preserve cash, the Company does not pay any dividends.

The Company is not subject to any externally imposed capital requirements. The Company did not change its capital management approach during the nine months ended April 30, 2025. The Company's ability to continue its operations is dependent on its success in raising equity through share issuances, suitable debt financing, and/or other financing arrangements.

9. Financial Instruments and Risk Management

As at April 30, 2025, the Company's financial assets and liabilities include cash and cash equivalents, short-term investments, GST receivable, and accounts payable and accrued liabilities. These instruments were classified as amortized cost.

The carrying values of cash, short-term investments, GST receivable, and accounts payable and accrued liabilities approximate their fair values because of their short-term nature.

The Company's financial instruments expose the Company to certain financial risks, including credit risk, liquidity risk, interest rate risk and foreign currency risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty fails to meet an obligation under contract. Credit risk exposure arises with respect to the Company's cash. The risk exposure is limited because the Company places its instruments in institutions of high credit worthiness within Canada.

The Company's cash is primarily held with high-credit quality financial institutions in Canada. Management believes credit risk is low given the good credit ratings of the banks.

TARACHI GOLD CORP.

Notes to the Condensed Interim Consolidated Financial Statements
For the three and nine months ended April 30, 2025, and 2024
(Unaudited - Expressed in Canadian Dollars)

9. Financial Instruments and Risk Management (continued)

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company manages liquidity risk by maintaining adequate cash and managing its capital and expenditures.

As at April 30, 2025, the Company had cash of \$26,003 (July 31, 2024 - \$284,078) and short-term investments of \$3,107,700 (July 31, 2024 - \$3,107,025), and accounts payable and accrued liabilities of \$11,131 (July 31, 2024 - \$43,867) with contractual maturities of less than one year. Management assessed the liquidity risk as low.

Market risk

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. Market risk is comprised of foreign currency risk, commodity price risk, and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits while maximizing returns.

- *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's financial assets and financial liabilities are not exposed to interest rate risk due to their short-term nature and maturity.

- *Foreign currency risk*

Foreign currency risk is the risk that a variation in exchange rates between the Canadian dollar, United States dollar, and Mexican Peso will affect the Company's operations and financial results. The Company is exposed to foreign currency risk to the extent that it has monetary assets and liabilities denominated in foreign currencies. The foreign currency risk is assessed to be high as the Company held its short-term investments in United States dollar as at April 30, 2025. A 1% change in the foreign exchange rate of CAD to USD would increase/decrease the net and comprehensive loss for the three and nine months ended April 30, 2025, and 2024 by approximately \$32,000 (July 31, 2024 - \$33,000).

- *Price risk*

This risk relates to fluctuations in commodity and equity prices. The Company closely monitors commodity prices of precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.