

Taranis Resources Inc.

Amendment to [Annual Report](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 03/20/2026

Explanatory Note:

Radio buttons did not work on original submission

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of Taranis Resources Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- ☐ The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- ☐ The Company has a reporting obligation under Regulation A (Tier 2)
- ☐ The Company has a reporting obligation under Regulation Crowdfunding (CF)
- ☒ Other (please describe) Exempt from registration under exchange act rule 12g3-2(b)

Other Reporting Obligations

- ☐ The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- ☒ The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☒ No: ☐

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: ☐ No: ☒

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Computershare

Address: 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, Canada

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Glenn Yeadon, Tupper Jonsson Yeadon, Suite 1710, 1177 West Hastings Street, Vancouver, British Columbia, Canada V6E 2L3

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): 3/20/2026

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Com pany Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
John Gardiner	CEO	681 Conifer Lane Estes Park, Colorado, USA	267,984	Common	0.26%
McChip Resources	Control	Suite 410 - 150 York Street Toronto, Ontario M5H 3S5, Canada	17,277,665	Common	16.87%
John J. Gardiner & Associates, LLC (John Gardiner)	CEO	681 Conifer Lane Estes Park, Colorado, USA	8,186,079	Common	7.99%
Estate of James W. Stuckert, Prospect, Kentucky, USA	Control	7308 Shadwell Lane, Louisville, KY	14,550,598	Common	14.21%
Thomas N. Gardiner	Director	681 Conifer Lane Estes Park, Colorado, USA	4,417,793	Common	4.31%
Bo McCloskey	Director	Suite 410 - 150 York Street Toronto, Ontario M5H 3S5 Canada	1,150,000	Common	1.13%
Gary McDonald	Director	Suite 1710 1177 West Hastings Street Vancouver, B.C.	1,100,000	Common	1.07%
Glenn Yeadon	Director	Suite 1710 1177 West Hastings Street Vancouver, B.C.	1,100,000	Common	1.07%
Lyda Gardiner	Affiliated Party	681 Conifer Lane Estes Park, Colorado, USA	2,395,889	Common	2.34%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

None

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

☐ Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g., Loan, Services, etc.)
2013	100,000	162,750	N/A	N/A	0	See note 1 below	Lyda L. Gardiner	General Corporate Purposes
Total Outstanding Balance:		162,500	Total Shares:		0	813,750		

Any additional material details, including footnotes to the table are below :

(1) - A loan of \$100,000 previously controlled by a former director of the Company, that was purchased by Lyda L. Gardiner on 01/26/2026 . It is unsecured, bears interest at a rate of 5% per annum and is repayable on demand or upon the individual completing one or more financings totalling at least \$2,000,000. At the discretion of the lender, the loan and any unpaid interest thereon may be converted into common shares of the Company at the minimum price per share provided for under the rules and policies of the TSX Venture Exchange. Such conversion would be subject to approval by the TSX Venture Exchange.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: John Gardiner

Title: CEO/President

Date: 03/20/2026

Signature: /s/John James Gardiner

(Digital Signatures should appear as "/s/ [OFFICER NAME]")