

FORM 51-102F4

BUSINESS ACQUISITION REPORT

Item 1 Identity of Company

1.1 Name and Address of Company

Minera Alamos Inc. ("**Minera**" or the "**Company**")
55 York Street
Suite 402
Toronto, ON M5J 1R7

1.2 Executive Officer

Darren Koningen, Chief Executive Officer
Telephone No.: (416) 991-4941

Item 2 Details of Acquisition

2.1 Nature of Business Acquired

The Company entered into a definitive agreement on August 7, 2025 to acquire Calibre USA Holdings Ltd. ("**Calibre USA**") from Calibre Mining Corp. ("**Calibre**"), a wholly owned indirect subsidiary of Equinox Gold Corp. ("**Equinox**") for total consideration of US\$115 million, subject to adjustment (the "**Transaction**"). Calibre USA holds an indirect 100% economic interest in the producing Pan Gold Mine, Gold Rock Project and Illipah Project located in Nevada, U.S.

The Pan Gold Mine is a producing gold operation in White Pine County, Nevada, located about 28 km southeast of Eureka along the Battle Mountain–Eureka trend. It is a Carlin-style deposit mined using conventional open-pit methods, with gold recovered through heap leaching. It has been in continuous production since 2017 and has produced over 335,000 ounces to date.

The Gold Rock Project is an open-pit, heap-leach gold development located approximately 8 km southeast of the Pan Gold Mine in east-central Nevada, along the Battle Mountain–Eureka gold trend.

2.2 Acquisition Date

October 1, 2025

2.3 Consideration

As consideration for the Transaction, the Company paid Calibre US\$88,372,424 in cash, subject to a customary post-closing working capital adjustment, and issued to it 96,802,816 common shares in the capital of the Company at a deemed price of \$0.355 per share.

2.4 Effect on Financial Position

Upon completion of the Transaction, Calibre USA became a wholly owned subsidiary of the Company. Post-Transaction, Equinox owns approximately 9.15% of the issued and outstanding common shares of the Company.

The Company does not have any plans or proposals for material changes in its business affairs or the affairs of Calibre USA that would have a significant effect on the financial performance and financial position of the Company.

2.5 Prior Valuations

To the knowledge of the Company, there has been no valuation opinion obtained within the last 12 months by the Company or Calibre USA required by securities legislation or a Canadian exchange or market to support the consideration paid by the Company pursuant to its acquisition of Calibre USA.

2.6 Parties to Transaction

The acquisition was between arms' length parties and did not involve an informed person, associate or affiliate of the Company, as defined in section 1.1 of National Instrument 51-102 - *Continuous Disclosure Obligations* ("NI 51-102").

2.7 Date of Report

December 16, 2025

Item 3 Financial Statements and Other Information

As required by Part 8 of NI 51-102, the following financial statements of Calibre USA are included in this Business Acquisition Report:

- (a) Audited combined carve-out financial statements for the financial year ended December 31, 2024 and comparative statements for the financial year ended December 31, 2023, attached as Schedule "A"; and
- (b) Unaudited condensed interim combined carve-out financial statements for the three months and nine months ended September 30, 2025 and September 30, 2024, attached as Schedule "B".

PricewaterhouseCoopers LLP, the auditors of Calibre USA, has consented to the incorporation of their audit report on the financial statements into this business acquisition report.

SCHEDULE "A"

Audited consolidated financial statements for the financial year ended December 31, 2024 and comparative statements for the financial year ended December 31, 2023

See attached.



USA Holdings Ltd.

Combined Carve-Out Financial Statements

For the years ended

December 31, 2024 and 2023

(Expressed in thousands of United States dollars, unless otherwise stated)



Independent auditor's report

To the Board of Directors of Calibre USA Holdings Ltd.

Our opinion

In our opinion, the accompanying combined carve-out financial statements present fairly, in all material respects, the financial position of Calibre USA Holdings Ltd. and the subsidiaries defined within the definitive agreement between Minera Alamos Inc. and Calibre Mining Corp. dated August 7, 2025 (together, Calibre USA) as at December 31, 2024 and 2023 and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

What we have audited

Calibre USA's combined carve-out financial statements comprise:

- the combined carve-out statements of financial position as at December 31, 2024 and 2023;
- the combined carve-out statements of operations for the years then ended;
- the combined carve-out statements of cash flows for the years then ended;
- the combined carve-out statements of changes in net investment from former parent for the years then ended; and
- the notes to the combined carve-out financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the combined carve-out financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of Calibre USA in accordance with the ethical requirements that are relevant to our audit of the combined carve-out financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

PricewaterhouseCoopers LLP
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"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Emphasis of matter – combined carve-out financial statements

We draw attention to the fact that, as described in note 2 to the combined carve-out financial statements, Calibre USA has not operated as a separate entity. These combined carve-out financial statements are, therefore, not necessarily indicative of results that would have occurred if Calibre USA had been a separate stand-alone entity during the years presented or of future results of Calibre USA.

Responsibilities of management and those charged with governance for the combined carve-out financial statements

Management is responsible for the preparation and fair presentation of the combined carve-out financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of combined carve-out financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the combined carve-out financial statements, management is responsible for assessing Calibre USA's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate Calibre USA or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing Calibre USA's financial reporting process.

Auditor's responsibilities for the audit of the combined carve-out financial statements

Our objectives are to obtain reasonable assurance about whether the combined carve-out financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these combined carve-out financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the combined carve-out financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Calibre USA's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on Calibre USA's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the combined carve-out financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause Calibre USA to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the combined carve-out financial statements, including the disclosures, and whether the combined carve-out financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within Calibre USA as a basis for forming an opinion on the combined carve-out financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

/s/PricewaterhouseCoopers LLP

Chartered Professional Accountants

Vancouver, British Columbia
December 16, 2025



	Notes	December 31, 2024	December 31, 2023
ASSETS			
Current assets			
Cash and cash equivalents		4,609	10,807
Receivables, prepaids and other current assets	9	881	733
Inventories	10	54,671	40,405
Receivable from former parent	17	892	-
Total current assets		61,053	51,945
Non-current assets			
Mineral interests, plant and equipment	11	104,322	92,049
Other assets	12	3,822	3,443
		169,197	147,437
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	1	8,480	8,413
Income and other taxes payable		1,675	1,686
Current portion of lease liability		91	178
Payable to former parent	17	3,846	-
Total current liabilities		14,092	10,277
Non-current liabilities			
Provisions	13	16,457	12,100
Deferred tax liability	15	11,743	10,151
Total liabilities		42,292	32,528
SHAREHOLDERS' EQUITY			
Net investment from former parent		126,905	114,909
Total net investment from former parent		126,905	114,909
Total liabilities and investment		169,197	147,437

Approved by the Directors on December 15th, 2025

'Signed'
Director

'Signed'
Director

The accompanying notes are an integral part of these combined carve-out financial statements.



Combined Carve-Out Statements of Operations
For the years ended December 31, 2024 and 2023
(Stated in thousands of United States Dollars)

	Notes	2024	2023
Revenue		80,201	80,323
Cost of sales			
Production costs	6	(47,946)	(55,377)
Royalty and production taxes		(3,861)	(3,667)
Depreciation and amortization	11	(10,116)	(10,511)
Total cost of sales		(61,923)	(69,555)
Earnings from mine operations		18,278	10,768
Expenses			
General and administrative	7	(2,178)	(1,115)
Impairment of mineral interests, plant and equipment	11	(868)	(10,021)
Other expenses		(5)	(2)
Operating profit (los)		15,227	(370)
Accretion of the restoration provision	13	(464)	(480)
Interest expense		(243)	(284)
Earnings (loss) before taxes		14,520	(1,134)
Current tax expense		(931)	(769)
Deferred tax (expense) recovery		(1,593)	1,568
Net earnings (loss)		11,996	(335)

The accompanying notes are an integral part of these combined carve-out financial statements.



CALIBRE USA HOLDINGS LTD.
Combined Carve-Out Statements of Cash Flows
Years Ended December 31, 2024 and 2023
(Stated in thousands of United States Dollars)

	Year ended December 31,		
	Notes	2024	2023
Cash provided by operations			
Net earnings (loss)		\$ 11,996	\$ (335)
Adjustments for non-cash items:			
Depreciation and amortization	11	10,384	10,581
Accretion expense		464	480
Impairment of mineral interests, plant and equipment		868	10,021
Interest on lease		8	8
Deferred tax expense	15	1,593	(1,569)
Working capital adjustments	14	(8,538)	5,188
Net cash provided by operating activities		16,775	24,374
Investing activities			
Expenditures on mineral properties, plant and equipment	11	(26,731)	(21,217)
Net cash used in investing activities		(26,731)	(21,217)
Financing activities			
Lease payments		(87)	(87)
Funding from (payments to) former parent		3,845	(159)
Net cash provided by financing activities		3,758	(246)
Change in cash and cash equivalents		(6,197)	2,911
Cash and cash equivalents, beginning of period		10,807	7,896
Cash and cash equivalents, end of period		\$ 4,609	10,807

Supplemental Cash Flow Information – Note 21

The accompanying notes are an integral part of these combined carve-out financial statements.



	Net Investment from Former Parent
Balance at December 31, 2022	\$ 115,244
Net income (loss)	(335)
Balance at December 31, 2023	<u>114,909</u>
Net income	11,996
Balance at December 31, 2024	<u>\$ 126,905</u>

The accompanying notes are an integral part of these combined carve-out financial statements



1. NATURE OF OPERATIONS

Nature of Operations

Calibre Mining Corp. ("Calibre Mining", the "Parent" or "Former Parent") was a stand-alone Canadian based gold mining Company which was acquired by Equinox Gold Corp. on June 17, 2025. On August 7, 2025, Calibre entered into a definitive agreement (the "Agreement") with Minera Alamos Inc. ("Minera" or the "Buyer") to sell a 100% interest in Calibre USA Holdings Ltd. and certain of its subsidiaries defined within the Agreement (together, "Calibre USA" or the "Company").

Calibre USA is a gold mining, mine development, and exploration company. The Company owns the Pan Mine, a producing heap leach gold operation, the adjacent advanced development-stage Gold Rock Project and the past producing Illipah Gold Project, all located in Nevada, US. Under the terms of the Agreement, Minera acquired Calibre USA and all of its subsidiaries, excluding the GRP Golden Eagle, LLC and its assets. Calibre USA is incorporated under the laws of British Columbia.

These combined carve-out financial statements (the "combined carve-out financial statements") are prepared for inclusion in Minera's Business Acquisition Report pursuant to National Instrument 51-102 Continuous Disclosure Obligations and, in connection therewith, Form 51-102F4 Business Acquisition Report.

2. BASIS OF PRESENTATION

Basis of Presentation and Statement of Compliance

The combined carve-out financial statements of the Company have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards). The material accounting policies applied in these combined carve-out financial statements are presented in Note 3 and have been applied consistently to all years presented, unless otherwise noted.

Basis of Combination

Calibre USA has historically operated as part of Calibre Mining and not as a standalone business. The accompanying combined carve-out financial statements have been derived from the Parent's historical accounting records. The combined carve-out financial statements report the historical financial position, results of operations and cash flows of Calibre USA. Calibre Mining's investment in Calibre USA is shown as net parent investment in the combined carve-out financial statements.

The accompanying combined carve-out financial statements include the assets, liabilities, and results of operations that are specifically identifiable to Calibre USA Holdings Ltd. and the subsidiaries defined within the Agreement. Material subsidiaries and their principal activities are presented below:

Material Subsidiaries	Percentage Ownership	Principal Activity
Calibre owned for the year ended December 31, 2024		
Fiore Gold (US) Inc. (Owners the Pan and Gold Rock Project)	100%	Gold Production
Calibre Mining (US) Corp. (Owners of the Pan Mine and Gold Rock Project)	100%	Gold Production
GRP Pan, LLC	100%	Gold Production
GRP Gold Rock, LLC	100%	Development

2. BASIS OF PRESENTATION (continued)

Basis of Combination (continued)

The Combined Carve-Out Statements of Operations include all revenues and costs directly attributable to the Company.

The net former parent investment represents Calibre Mining's interest in the recorded net assets of Calibre USA and the cumulative net equity investment by Calibre Mining through the dates presented.

Management believes the assumptions underlying the combined carve-out financial statements are reasonable. The financial information in these combined carve-out financial statements does not necessarily include all of the expenses that would have been incurred had Calibre USA operated as a separate standalone entity or that will incur in the future. Therefore, the combined carve-out financial Statements included herein may not be indicative of the financial position, results of operations, and cash flows of Calibre USA in the future or if the Company had been a separate, standalone entity during the periods presented.

Presentation Currency

Except as otherwise noted, these combined carve-out financial statements are presented in United States dollars ("\$", "USD dollars" or "USD").

Functional Currency

The functional currency of the Company's operations is the US dollar.

Adoption of New Accounting Standards

IAS 1, Presentation of Financial Statements ("IAS 1")

In October 2022, the International Accounting Standards Board ("IASB") issued amendments to IAS 1 titled *Non-current Liabilities with Covenants*. These amendments sought to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 replace and incorporate the previous amendments, *Classification of Debt as Current or Non-current*, issued in January 2020, which clarified that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period. Effective January 1, 2024, the Company adopted these amendments with no material impact on the combined carve-out financial statements.

3. MATERIAL ACCOUNTING POLICIES

Foreign Currency

Foreign Currency Transactions

Transactions denominated in foreign currencies are translated into the functional currency of an entity as follows:

- Monetary assets and liabilities, initially recorded in the functional currency by applying the exchange rate at the date of the transaction, are subsequently translated at the rates of exchange prevailing at the date of the statement of financial position;
- Non-monetary assets and liabilities are translated at historical exchange rates prevailing at each transaction date, unless the item is measured at fair value, in which case it is translated at the exchange rate in effect at the date when the fair value was determined; and
- Revenue and expenses are translated at the average exchange rate for the period or the exchange rate at the date of the transaction, if appropriate, except depreciation and amortization, which are translated at historical exchange rates.

Foreign exchange gains and losses on translation are recognized in net income or loss.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits held with banks, and other short-term highly liquid investments with original maturities of three months or less. Cash and cash equivalents are financial assets subsequently measured at amortized cost.

Inventories

Inventories include work in progress inventory in the form of stockpiled ore, heap leach in-circuit inventory, finished goods inventory, and materials and supplies.

- Stockpiled ore represents unprocessed ore that has been mined and is available for future processing. Stockpiled ore is measured by estimating the number of tonnes through physical surveys and contained ounces through grade reconciliation via the ore control process. Costs included in stockpiled ore inventories are based on mining costs including depreciation incurred up to the point of stockpiling the ore and are removed at the weighted average cost as ore is processed.
- Heap leach in-circuit inventory represents ore that has been mined and placed on leach pads where a solution is applied to the surface of the heap to dissolve the gold. Additions to costs are based on the average cost per recoverable ounces of gold placed on the leach pad including depreciation and removed based on the average cost per recoverable ounce as gold is recovered from the leach pad and converted into gold doré.
- Finished goods inventory is saleable gold in the form of doré bars that have been poured. The cost includes all downstream costs including mining costs, processing costs, allocated overheads and depreciation.
- Materials and supplies inventories consist mostly of equipment parts and other consumables required in the mining and ore processing activities. Cost includes acquisition, freight and other directly attributable costs.

3. MATERIAL ACCOUNTING POLICIES (continued)

Inventories (continued)

All inventories are valued at the lower of cost or net realizable value, with net realizable value determined with reference to market price, less estimated future production costs to convert inventories into saleable form. If carrying value exceeds net realizable value, a write-down is recognized. The write-down may be reversed in a subsequent period if the circumstances which caused the write-down no longer exist. Any write-downs of inventory to net realizable value are recorded as production costs and depreciation and amortization in the Combined Carve-Out Statements of Operations. If there is a subsequent increase in the value of inventories, the previous write-downs to net realizable value are reversed to the extent that the related inventory has not been sold.

Stockpile, heap leach in-circuit, finished goods and materials and supplies inventories are all expected to be sold or utilized as part of the Company's normal operating cycle and therefore classified as current assets.

Mineral Interests, Plant and Equipment

Mineral interests, plant and equipment include mineral properties, mine development costs and assets under construction, deferred stripping, exploration and evaluation expenditures and plant and equipment.

Mineral properties, mine development costs and assets under construction

Mineral properties, mine development costs and assets under construction include: costs of acquiring producing and development stage mineral properties, costs reclassified from exploration and evaluation assets, capitalized development costs, construction costs, deferred stripping costs and estimates of reclamation and closure costs.

Development costs are those expenditures incurred subsequent to the establishment of technical feasibility and commercial viability and the decision to commercially develop a property and are capitalized and classified as assets under construction. Capitalization of costs incurred ceases when the mining property is capable of commencement of mining operations in the manner intended by management. The Company applies judgment in its assessment of when an asset is capable of operating in the manner intended by management which takes into account the level of capital expenditures.

Upon completion of mine construction activities costs are reclassified from assets under construction into the appropriate categories of property, plant and equipment. Revenue from sales occurring from all production, including production from the commissioning stage, is recorded in the combined carve-out statements of operations.

Mineral properties and mine development costs are stated at cost less accumulated depreciation and impairment charges. When production commences, these costs are amortized using the units of production ("UOP") method, based on recoverable ounces from the estimated proven and probable reserves.

3. MATERIAL ACCOUNTING POLICIES *(continued)*

Mineral Interests, Plant and Equipment - *continued*

Deferred stripping

Stripping costs incurred during the production phase of an open pit mine are considered production costs and are included in the cost of inventory produced during the period in which stripping costs are incurred, unless the stripping activity can be shown to be a betterment of the mineral property in which case they are capitalized. Betterment occurs when it is probable that the stripping activity will increase future economic benefit (improved access to the ore body), the Company can identify the component of the ore body for which access has been improved, and the costs relating to the stripping activity associated with that component can be measured reliably. Stripping costs capitalized during the production phase and those incurred to prepare the ore body for extraction, are capitalized as components of mineral interests and are amortized on a UOP basis over the reserves to which they relate. Costs incurred for regular waste removal that do not give rise to future economic benefits are included in operating expense.

Exploration and evaluation expenditures

The Company records the cost of acquiring, maintaining its interest in, and exploring mineral properties as exploration and evaluation assets. Exploration and evaluation activity includes exploratory drilling and sampling, surveying transportation and infrastructure requirements, and gathering exploration data through geophysical studies. Once the technical feasibility and commercial viability of the extraction of mineral reserves or resources from a particular mineral property has been determined, exploration and evaluation expenditures are reclassified to “mineral interests and mine development costs” and subject to an impairment test at the time of transfer. If no mineable ore body is discovered, such costs are expensed in the period in which it is determined the property has no future economic value.

The establishment of technical feasibility and commercial viability of a mineral property is assessed based on a combination of factors, such as but not limited to the extent to which mineral reserves or mineral resources have been identified, the status of permits and the determination by the Company to proceed with project development.

Property, plant and equipment

Property, plant and equipment are recorded at cost less accumulated depreciation and impairment charges. All repairs and maintenance expenditures are charged to the combined carve-out statements of operations, except for major improvements and replacements which are capitalized, if they extend the useful life of an asset. Property, plant and equipment are depreciated using the straight-line method at rates sufficient to depreciate such capitalized costs over the estimated production lives of such facilities. The Company allocates the amount initially recognized in respect of an item of property, plant and equipment to its significant parts and depreciates separately each such part. Residual values, method of amortization and useful lives of the assets are reviewed annually and adjusted if appropriate.

3. MATERIAL ACCOUNTING POLICIES *(continued)*

Impairment of Non-Current Assets

The carrying amounts of non-current assets, including mineral properties, plant and equipment, are reviewed at the end of each reporting period to determine whether there is an indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated and compared with the asset's carrying amount. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount and is recorded as an expense in the combined carve-out statements of operations.

The recoverable amount is the higher of an asset's value-in-use ("VIU") and fair value less costs of disposal ("FVLCD"). In assessing VIU, the estimated future cash flows expected to arise from the continuing use of the assets in their present form are discounted to their present value using an after-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. FVLCD is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties less costs of disposal. When a binding sale agreement is not available, FVLCD is determined based on the present value of the estimated future cash flows arising from the continued development, use or eventual disposal of the asset with inputs and assumptions consistent with those expected to be used by a market participant.

For the purposes of impairment testing, assets are assessed on an individual asset basis when applicable or grouped together into the smallest group of assets that generates cash inflows that are largely independent of cash inflows from other assets or groups of assets (the cash generating unit or "CGU"). This generally results in the Company identifying each mine or development project as a separate CGU. Where the asset does not generate cash flows that are independent from other assets, the recoverable amount of the CGU to which the asset belongs is determined.

Impairment losses are evaluated for potential reversals when events or circumstances warrant such consideration and there is an indication that the recoverable amount of a previously impaired asset has increased. Where an impairment loss is subsequently reversed, the amount of such reversal is limited such that the revised carrying amount of the asset or CGU does not exceed the carrying amount that would have been determined, net of any applicable depreciation and depletion, had no impairment loss been recognized for the asset or CGU in the prior years. A reversal of an impairment loss is recognized in the combined carve-out statements of operations.

Financial Instruments

Financial instruments are recognized when the Company becomes party to the contracts that give rise to them. Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as fair value through profit or loss ("FVTPL"), directly attributable transaction costs. Financial assets are classified as amortized cost, FVTPL or FVOCI, according to their contractual cash flow characteristics and the business models under which they are held.

Financial assets and financial liabilities at amortized cost

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Financial assets classified as amortized cost are subsequently measured at amortized cost using the effective interest rate ("EIR") method. Cash and cash equivalents, restricted cash, receivables and certain other assets are classified as and subsequently measured at amortized cost.

3. MATERIAL ACCOUNTING POLICIES (continued)

Financial Instruments - continued

Financial assets and financial liabilities at amortized cost

Financial liabilities are classified and subsequently measured at amortized cost unless they are required or elected to be measured at FVTPL. Financial liabilities at FVTPL are measured at fair value with subsequent changes in fair values recognized in the combined carve-out statements of operations over the period of the financial liability using the EIR method. Accounts payable, accrued liabilities, loans and borrowings and other financial liabilities are classified as and measured at amortized cost.

Derivative assets and liabilities at FVTPL

A derivative is defined as having the following characteristics:

- Its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract;
- It requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors; and
- It is settled at a future date.

A derivative is initially recognized as a financial asset or financial liability at its fair value on the date the derivative contract is entered into and the related transaction costs are expensed. The fair values of derivatives are re-measured at the end of each reporting period with changes in fair values recognized in the combined carve-out statements of operations.

The Company assesses whether a contract contains an embedded derivative when the entity first becomes a party to it. Embedded derivatives in financial liabilities or executory contracts are separated from the host contract if the host contract is not measured at FVTPL and when the economic characteristics and risks are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required.

The Company may hold derivative financial instruments to hedge its risk exposure to fluctuations in commodity prices such as gold. All derivative financial instruments not designated in a hedge relationship that qualify for hedge accounting are classified as financial instruments at FVTPL. Derivative financial instruments at FVTPL, including embedded derivatives requiring separation from its host contract, are recorded in the combined carve-out statements of financial position at fair value on initial recognition and at each subsequent reporting period. Any gains or losses arising from changes in fair value of derivatives are recorded in the combined carve-out statements of operations.

3. MATERIAL ACCOUNTING POLICIES (continued)

Financial Instruments - *continued*

Non-derivative financial assets at FVTPL

Non-derivative financial assets are measured at FVTPL if they do not qualify as financial assets at amortized cost or fair value through OCI. The Company initially recognizes these financial assets at their fair value with subsequent changes to fair values recognized in the combined carve-out statements of operations.

Fair values

The fair value of quoted investments is determined by reference to market prices at the close of business on the statement of financial position date. Where there is no active market, fair value is determined using valuation techniques. These include using recent arm's length market transactions; reference to the current market value of another instrument which is substantially the same; discounted cash flow analysis; and pricing models. Financial instruments that are measured at fair value subsequent to initial recognition are grouped into a hierarchy based on the degree to which the fair value is observable as follows:

- Level 1* – fair value measurements are quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2* – fair value measurements are derived from inputs other than quoted prices included in 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 (unobservable inputs).

Impairment of financial assets

The Company assesses, on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach permitted by IFRS 9, *Financial Instruments* ("IFRS 9"), which requires lifetime expected credit losses to be recognized from initial recognition of the receivables.

Derecognition of financial assets and liabilities

A financial asset is derecognized when either the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party. If neither the rights to receive cash flows from the asset have expired nor the Company has transferred its rights to receive cash flows from the asset, the Company will assess whether it has relinquished control of the asset or not. If the Company does not control the asset then derecognition is appropriate.

A financial liability is derecognized when the associated obligation is discharged, or canceled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the combined carve-out statements of operations.

3. MATERIAL ACCOUNTING POLICIES (continued)

Mine Restoration Provision

Future obligations to retire an asset including site closure, dismantling, remediation and ongoing treatment and monitoring are initially recognized and recorded as a liability based on estimated future cash flows discounted at a risk-free rate in the accounting period when the related environmental disturbance occurs. The measurement determination is based on estimated future cash flows, the current risk-free discount rate, and an estimated inflation factor. The value of restoration provisions is adjusted at the end of each reporting period for the passage of time, changes to factors including the expected amount of cash flows required to discharge the liability, the timing of such cash flows and the risk-free interest rate. The liability is added to the carrying amount of the associated asset, and this additional carrying amount is depreciated over the life of the asset. The liability is accreted to full value over time through periodic charges to earnings. This unwinding of the discount is expensed in the combined carve-out statements of operations as finance expense. As reclamation work is performed or liabilities are otherwise settled, the recorded amount of the liability is reduced.

Current and Deferred Income Taxes

Income tax is comprised of current and deferred tax. Income tax is recognized in the combined carve-out statements of operations except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity. Current tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted, at the end of the reporting period.

Deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the deferred tax asset or liability is reversed. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. The extent to which deductible temporary differences, unused tax losses and other income tax deductions are expected to be realized are reassessed at the end of each reporting period.

Deferred income tax assets and liabilities are not recognized if the temporary difference arises on the initial recognition of assets and liabilities in a transaction other than a business combination, that, at the time of the transaction, affects neither the taxable nor the accounting profit or loss.

Revenue

Revenue is generated from the sale of gold and silver. The Company produces doré which contains gold and silver. Doré is further processed by a third party refiner to produce refined metals. Revenue from contracts with customers is recognized when a customer obtains control of the promised asset and the Company satisfies its performance obligation. The Company satisfies its performance obligations for its gold and silver sales per specified contract terms which are generally upon shipment, or delivery. Gold and silver revenue is measured based on the price specified in the sales contract at the time of sale. The transaction price of gold and silver revenue is fixed on the date of sale based on the London Bullion Market Association spot price and number of ounces delivered. Payment is due on the value date specified in the sales contract. During the 2023, the Company sold gold doré and refined gold to a third party customer. During 2024, the Company commenced selling gold doré to the Parent in addition to its sales to third party customers.

4. ESTIMATION UNCERTAINTY AND ACCOUNTING POLICY JUDGEMENTS

In the preparation of these combined carve-out financial statements in accordance with IFRS Accounting Standards, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. The determination of estimates requires the application of judgement based on various assumptions and other factors such as historical experience, current and expected economic conditions. All estimates and assumptions are reviewed on an ongoing basis based on relevant facts and circumstances, and new reliable information or experience. Revisions to estimates are recognized in the period in which the estimates are revised and in any future periods affected. Actual results could differ from these estimates.

Estimation Uncertainty

The estimates used in the preparation of the combined carve-out financial statements that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year include:

Mineral Interests, Plant and Equipment

During the year ended December 31, 2024 and 2023, the Company performed an impairment assessment of mineral interests, plant and equipment for the Pan Mine, which has been assessed as a CGU (Note 13). The recoverable amount was determined to be the FVLCD using a discounted cash flow model. Calculating the FVLCD required significant judgments and estimates, which included estimated recoverable mineral reserves and resources, estimated future commodity prices, future production volume, expected future operating and capital costs, price to net asset value ratio, and discount rate. Management relied on internal geological and metallurgical experts to develop estimates of recoverable mineral reserves and resources, metallurgical recovery estimates and future production volume.

Inventory Valuation

The Company's management makes estimates of the expected recoverable ounces of gold on leach pads and the expected timing of recoveries of heap leach in-circuit inventory. Expected recoverable ounces of gold on leach pads are determined based on the type of ore tonnes mined and placed on the leach pad, rock density, grams of gold per ton and expected recovery rates. Management relies on internal geological and metallurgical experts and external consultants to develop estimates related to expected recoverable ounces of gold on leach pads and timing of recoveries.

The Company monitors the recovery of gold ounces from the leach pads and may refine its estimates based on these results. Assumptions used in the net realizable value assessment include the estimated gold prices at the time of sale, remaining costs of completion to bring inventory into its saleable form and discount rate. If these estimates or assumptions prove to be inaccurate, the Company could be required to write down the recorded value of its heap leach in-circuit inventories, which would reduce earnings and working capital.

4. ESTIMATION UNCERTAINTY AND ACCOUNTING POLICY JUDGEMENTS (continued)

Mine Restoration Provision

Management assesses the asset retirement obligations on an annual basis or when new information becomes available. This assessment includes the estimation of the future rehabilitation costs required based on the existing laws and regulations in the jurisdiction the Company operates in, the level of disturbances, the timing of these expenditures, and the impact of changes in the discount rate. Changes in the above estimates and assumptions can result in changes to the provisions recognized by the Company. Changes to the provisions for reclamation and closure costs are recognized with a corresponding change to the carrying amounts of related mineral properties during the period of change. Adjustments to the carrying amounts of related mineral properties can result in changes to future depreciation and depletion expense.

Accounting Policy Judgements

Information about critical judgements that management has made in the process of applying the Company's accounting policies that have the most significant effects on amounts recognized in these combined carve-out financial statements and the assumptions and other major sources of estimation uncertainty as at December 31, 2024 that could result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

Impairment Assessment of Mineral Interests, Plant and Equipment

Non-current assets are tested for impairment at the end of each reporting period if, in management's judgement, there is an indicator of impairment. Management applies significant judgment in assessing whether indicators of impairment exist that would necessitate impairment testing. Internal and external factors, such as (i) changes in estimated mineral reserves, resources and mine life; (ii) changes in estimated long-term metal prices, capital and operating costs and interest rates, are evaluated by management in determining whether there are any indicators of impairment. If there are indicators, management performs an impairment test on the major assets in this category.

As at each of December 31, 2024 and 2023, the Company identified indicators of impairment and performed an impairment assessment of mineral interests, plant and equipment for the Pan Mine.

Impairment Assessment of Exploration and Evaluation Assets

The carrying amount of the Company's exploration and evaluation asset does not necessarily represent present or future values, and judgment is required to determine if there are indicators of impairment. At the end of each reporting period, management applies judgment in assessing whether there are any indicators of impairment relating to exploration and evaluation assets. If there are indicators of impairment, the recoverable amount of the related asset is estimated in order to determine the extent of any impairment. Indicators of impairment may include: (i) the period during which the Company has the right to explore in the specific area has expired during the period or will expire in the near future and is not expected to be renewed; (ii) substantive expenditure on further exploration for or evaluation of mineral resources in the specific area is neither budgeted nor planned; (iii) exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and (iv) sufficient data exists to indicate that the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

5. REVENUE

	Year ended December 31,	
	2024	2023
Gold	\$ 80,201	\$ 80,323

All revenue during 2023 was from transactions with unrelated parties. In January, 2024, the Company entered into a marketing agreement with the Parent to sell gold doré to the Parent (note 18). Under the terms of this agreement, the Company sells all of its unrefined gold doré to the Parent at an amount equal to the selling price of refined gold received by the Parent less a marketing fee. During 2024, 100% of the Company's revenue was from sales to Calibre Mining.

In March 2024 and November 2024, Calibre Mining entered into two prepayments agreements, Prepay I for \$60,000 and Prepay II for \$55,000, respectively, with Asahi Refining USA Inc. (Asahi), whereby Calibre Mining received funds in exchange for future gold deliveries. Under the terms of Prepay I and Prepay II, Calibre USA's subsidiaries GRP Pan LLC and GRP Pinyon LLC were guarantors, provided security, agreed to certain operational covenants and agreed not to assume additional indebtedness without the prior written consent of Asahi. The guarantee and security were released upon termination of the Prepay I and Prepay II agreements on October 1, 2025.

The terms of Prepay I required Calibre Mining to deliver 27,600 gold ounces, or 2,300 gold ounces on a monthly basis, from May 2024 to April 2025 to Asahi. The repayment of \$60,000 from Prepay 1 was determined using a gold forward curve averaging \$2,239 per ounce. A total of 18,400 ounces were physically delivered during the year ended December 31, 2024 under this agreement. Of this amount 14,700 ounces were delivered in gold produced by Calibre USA.

The terms of Prepay II required Calibre Mining to deliver 20,000 ounces of gold or approximately 2,500 per month from May 2025 to December 2025. Prepay II was determined using a gold forward curve averaging \$2,816 per ounce.

6. PRODUCTION COSTS

	Year ended December 31,	
	2024	2023
Raw materials and consumables	18,551	18,994
Salaries and employee benefits	8,343	8,099
Contracted services	25,942	20,414
Electricity and power	731	687
Site administration and other	3,378	3,205
Refining and transportation	46	133
Change in inventories	(9,045)	4,625
Inventory write down	-	(780)
	\$ 47,946	\$ 55,377

7. GENERAL AND ADMINISTRATIVE EXPENSES

	Year ended December 31,	
	2024	2023
Salaries, wages and benefits	1,514	658
Consulting and professional fees	342	210
Corporate administration and other	322	247
	\$ 2,178	\$ 1,115

8. FINANCE EXPENSE

	Year ended December 31,	
	2024	2023
Accretion of mine restoration provision	\$ 464	\$ 480
Interest expense	243	284
	\$ 709	\$ 764

9. RECEIVABLES, PREPAIDS AND OTHER CURRENT ASSETS

	December 31, 2024	December 31, 2023
Trade receivables	\$ 86	58
Prepaid expenses and deposits	795	675
	\$ 881	733

Trade receivables include \$86 in gold and silver sales receivables that were outstanding at December 31, 2024 and received in January 2025.

10. INVENTORIES

	December 31, 2024	December 31, 2023
Finished goods - gold and silver doré	\$ 18	\$ 46
Ore on leach pads	48,058	37,397
Ore stockpiles	5,287	1,768
Materials and supplies	1,308	1,194
	\$ 54,671	\$ 40,405

The amount of depreciation included in inventories as at December 31, 2024 was \$ 11,710 (December 31, 2023 - \$6,603). Inventory that was expensed in the twelve month period ended December 31, 2024 was \$57,185 (December 31, 2023 - \$64,865).

11. MINERAL INTERESTS, PLANT AND EQUIPMENT

The following tables provide continuity schedules which outline changes to mineral interests, plant and equipment for the years ended December 31, 2024 and 2023:

Cost	Mineral Interests	Exploration and Evaluation Assets	Property, Plant and Equipment	Total
Balance as at December 31, 2022	37,252.00	40,312.00	27,875.00	105,439.00
Additions	15,278.00	4,413.00	1,526.00	21,217.00
Change in mine restoration provision	(654.00)	-	-	(654.00)
Balance as at December 31, 2023	51,876.00	44,725.00	29,401.00	126,002.00
Additions	12,387.00	3,966.00	8,384.00	24,737.00
Write-off of exploration properties	-	(868.00)	-	(868.00)
Change in mine restoration provision	3,894.00	-	-	3,894.00
Reclassifications	1,693.00	(1,693.00)	-	-
Balance as at December 31, 2024	69,850.00	46,130.00	37,785.00	153,765.00

Accumulated depreciation, amortization and impairment

Balance as at December 31, 2022	(7,020.00)	-	(6,702.00)	(13,722.00)
Depreciation and amortization	(5,885.00)	-	(4,325.00)	(10,210.00)
Impairment of Pan mine	(6,312.00)	(1,810.00)	(1,899.00)	(10,021.00)
Balance as at December 31, 2023	(19,217.00)	(1,810.00)	(12,926.00)	(33,953.00)
Depreciation and amortization	(11,479.00)	-	(4,011.00)	(15,490.00)
Balance as at December 31, 2024	(30,696.00)	(1,810.00)	(16,937.00)	(49,443.00)

Net carrying amounts

Balance as at December 31, 2023	32,659.00	42,915.00	16,475.00	92,049.00
Balance as at December 31, 2024	39,154.00	44,320.00	20,848.00	104,322.00

The following tables provide a continuity schedule which details exploration and evaluation assets for years ended December 31, 2024, and 2023:

	December 31, 2023	Additions	Impairment of exploration property	Costs reclassified	December 31, 2024
Pan Mine	4,819	487	(868)	(1,693)	2,745
Gold Rock	36,251	3,236	-	-	39,487
Illipah and other Nevada	1,845	243	-	-	2,088
	\$ 42,915	\$ 3,966	\$ (868)	\$ (1,693)	\$ 44,320

11. MINERAL INTERESTS, PLANT AND EQUIPMENT (continued)

	December 31, 2022	Additions	Foreign exchange	Impairment of exploration property	Costs reclassified	December 31, 2023
Pan Mine	4,633	1,996	-	(1,810)	-	4,819
Gold Rock	34,118	2,133	-	-	-	36,251
Illipah and other Nevada	1,561	284	-	-	-	1,845
	\$ 40,312	\$ 4,413	\$ -	\$ (1,810)	\$ -	\$ 42,915

Impairment of Pan Mine – December 31, 2024

As at December 31, 2024, management completed an assessment of impairment indicators at each of its CGUs. As a result of this assessment and in relation to the Pan Mine specifically, management considered the significantly higher gold price as at December 31, 2024 compared to December 31, 2023, the higher forward-looking consensus gold prices and the updated mine life, to determine if a potential reversal of the previously recognized Pan Mine impairment recognized in 2023 was required. Accordingly, the Company assessed the recoverable amount of this CGU as at December 31, 2024 and compared it to the carrying value of the CGU to determine if a reversal of impairment or an impairment existed. The FVLCD, and thus recoverable amount, was determined to approximate the carrying value of the CGU.

The December 31, 2024 FVLCD was determined using a discounted cash flow model which incorporated the following key assumptions: short-term gold price of \$2,663 for 2025 and an average long-term price of \$2,301 thereafter based on market consensus forecasts as of the testing date; future production volumes and metallurgical recovery rates derived from the mine's life-of-mine plan which also includes select measured and indicated resources that extend the mine life; expected future operating and capital costs; price to net asset value ratio; and a real after-tax discount rate of 5.0%.

The Company determined that the recoverable amount of the Pan Mine as at December 31, 2024 approximated its carrying amount and no impairment reversal or impairment was required to be recognized. The impairment analysis is highly sensitive to changes in key assumptions. For instance, a 10% change in the long-term gold price could affect the recoverable amount by approximately \$20,000.

Impairment of Pan Mine – December 31, 2023

As at December 31, 2023, management completed an assessment of impairment indicators for each of its CGUs. As a result of this assessment and in relation to the Pan Mine specifically, management considered higher operating costs in the Company's business plan to represent an indicator of impairment for the Pan Mine. Accordingly, the Company estimated the recoverable amount of this CGU.

The recoverable amount was determined on a FVLCD basis using a discounted cash flow model which incorporated the following key assumptions: long-term and short-term gold prices per ounce of \$1,733 and \$2,077, respectively; expected future operating and capital costs based on budgeted and life of mine costs; future production volume and metallurgical recovery estimates as indicated within the life of mine plans; and real after-tax discount rate of 5.0%.

The Company determined that the carrying amount of the Pan Mine as at December 31, 2023 exceeded its recoverable amount and recognized a pre-tax impairment of mineral interests, plant and equipment of \$10,021 (after-tax: \$8,020).

12. OTHER ASSETS

	December 31, 2024	December 31, 2023
Advance royalties	\$ 3,822	\$ 3,443

The Company is required to make certain advanced royalty payments for the Pan and Gold Rock projects. The advanced royalty is recorded within other current assets based on expected production from the property over the next twelve months and the remaining amount is recorded within other long-term assets. The advanced royalties balance will be expensed through production costs based on actual gold or equivalent production from the projects.

Pan Project

On or before January 5th of each year, the Company must pay an advance minimum royalty to Osisko Mining (USA) Inc. of the greater of \$0.06 million or the dollar equivalent of 174 ounces of gold valued by the average of the London afternoon fixing price for the third calendar quarter preceding January 1st of the year in which the payment is due. The minimum advance royalties are creditable against the sliding scale production royalty at Pan of between 2.5% and 4%. At December 31, 2024 and 2023 the Pan Project advance royalty balance is \$0, as all payments have been expensed through production costs.

Gold Rock Project

Osisko Mining (USA)

Annually the Company must pay an advance minimum royalty of the greater of \$0.06 million or the dollar equivalent of 108.05 ounces of gold valued by the average of the London afternoon fixing for the third calendar quarter preceding January 1st of the year in which the payment is due.

- The minimum advance royalties will be creditable against a sliding scale net smelter returns (“NSR”) production royalty between 2.5% and 4%.
- The Company must incur a minimum of \$0.06 million per year for work expenditures, including claim maintenance fees, during the term of the mining lease.

Anchor Minerals, Inc.

- Annually the Company must pay an advanced minimum royalty of approximately \$0.07 million.
- The minimum advanced royalties will be credited against a 3.5% NSR production royalty.

Messers. Peart, Pankow and Jordan of Nevada

- The Company is required to make annual minimum royalty payments of \$0.10 million for years 2019 and thereafter.
- The minimum advance royalty payments may be creditable against a production NSR sliding scale royalty ranging from 2% to 6% based on the gold price.



12. OTHER ASSETS (continued)

Other Long Term Assets

	December 31, 2024	December 31, 2023
Advance royalties - Gold Rock Osisko	2,232	2,023
Advance royalties - Gold Rock Anchor	135	67
Advance royalties - Gold Rock Messers	1,355	1,254
Other Deposits	100	98
	3,822	3,443

13. PROVISIONS

Mine Restoration Provision

	United States
Balance, January 1, 2023	\$ 12,273
Change in estimate	(654)
Accretion expense	480
Balance, December 31, 2023	\$ 12,099
Change in estimate	3,894
Accretion expense	464
Balance, December 31, 2024	16,457
Less: current portion	-
Long-term portion end of year	\$ 16,457

The Company's restoration provisions at December 31, 2024 were calculated as the present value of the expected future cash flows estimated using inflation rates from 2.30% to 2.31% (2023 – 2.21%) and discount rates of 4.38% to 4.43% (2023 – 3.88%).

The undiscounted cash flows, before inflation adjustments, estimated to settle the mine restoration provisions were approximately \$18,800 as at December 31, 2024 (2023 - \$15,300).

14. SUPPLEMENTAL CASH FLOW INFORMATION

The following table includes supplemental information to the statement of cash flows for the years ended December 31, 2024 and 2023:

	Year ended December 31,	
	2024	2023
Change in non-cash working capital		
Change in receivables, prepaids, and deposits	\$ (1,041)	\$ (36)
Change in inventories	(9,160)	4,033
Change in accounts payable, accrued liabilities and income tax liabilities	2,062	1,543
Change in other assets	(379)	(352)
Change in provisions and other liabilities	(20)	-
	\$ (8,538)	\$ 5,188

15. TAXES

The Company is subject to income tax in Canada and the United States. A number of factors other than the current year tax rates affect the relationship between the income or losses in a jurisdiction for financial accounting reporting purposes and the income tax provision required to be recognized for those same reporting purposes. These factors are illustrated below on all of the consolidated earnings before income taxes after applying a tax rate of 27%, reflecting the combined Canadian statutory corporate income tax rate which applies to the Company as a legal entity for the years ended December 31, 2024 and December 31, 2023:

	Year ended December 31,	
	2024	2023
Income before income taxes	\$ 14,520	\$ (1,134)
Canadian federal and provincial income tax rates	27%	27%
Income tax expense based on the above rates	3,920	(306)
Increase (decrease) due to:		
Non - deductible expenses and other permanent differences	(151)	136
Losses for which no tax benefit has been recorded	22	-
Tax attributes not previously recognized	-	(18)
Percentage depletion	(1,420)	(99)
Nevada mining taxes (current and deferred)	1,318	50
Difference between foreign and Canadian tax rates	(889)	61
Income tax benefit related to Nevada mining taxes	(276)	(10)
Change in prior year estimate	-	(613)
Income tax expense	2,524	(799)
Income tax expense consists of:		
Current income and mining tax	931	769
Deferred tax expense	1,593	(1,568)
	\$ 2,524	\$ (799)

The effective tax rates for the years ended December 31, 2024 and 2023 were 17% and 42%, respectively. The components of recognized net deferred tax liabilities are as follows:

	As at December 31,	
	2024	2023
Tax losses	\$ 3,638	\$ 3,899
Current asset and liabilities	580	568
Asset retirement obligation	2,587	2,418
Mineral interests, plant and equipment	(18,548)	(17,036)
	\$ (11,743)	\$ (10,151)

The components of income and other taxes payable account are as follows:

	As at December 31,	
	2024	2023
Income tax due	\$ 1,341	\$ 1,396
Employee withholdings	334	290
	\$ 1,675	\$ 1,686

The Company also has net operating losses of \$17,323 (December 31, 2023 - \$18,568 in the United States with no expiration date).

16. FINANCIAL INSTRUMENTS AND RISK FACTORS

Fair values

The Company's financial assets and liabilities are classified based on the lowest level of input significant to the fair value measurement based on the fair value hierarchy:

Level 1 – quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in 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 – inputs for the asset or liability that are not based on observable market data.

Cash, cash equivalents, restricted cash and others

The carrying values of cash and cash equivalents, restricted cash, accounts receivable, lease liabilities, accounts payable and accrued liabilities approximate fair value due to the short-term maturity of these financial instruments and are included in Level 1.

Credit risk

Credit risk is the risk of financial loss to the Company arising from a counterparty's inability or unwillingness to meet its contractual obligations under a financial instrument. As at December 31, 2024, the Company's maximum exposure to credit risk was equal to the carrying amount of cash and cash equivalents, accounts receivable.

Concentration of credit risk exists with respect to our cash and cash equivalents. Cash and cash equivalents are primarily held at one large US Bank. The Company generates its revenue from one major customer, however, it is not economically dependent on this customer as gold and silver can be sold to and through numerous banks and commodity market traders worldwide.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and through its budgeting and forecasting process. Budgets are prepared annually, and forecasts are prepared and reviewed on a regular basis, to help determine the funding requirements to support the Company's current operations and expansion and development plans. The Company's objectives when managing its liquidity is to ensure it will be able to continue as a going concern.

Interest rate risk

Interest rate risk is the risk that the fair values and future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company has interest bearing cash balances, which are subject to fluctuations in the interest rate. An increase or decrease in the interest earned from financial institutions on deposits held would result in a nominal increase or decrease in the Company's income (loss) before income taxes in the combined carve-out statements of operations.

16. FINANCIAL INSTRUMENTS AND RISK FACTORS (continued)

Commodity risk

The Company sells gold and silver at market prices. The market prices of gold, and to a lesser extent silver, are a primary driver of Calibre's profitability and ability to generate both operating and free cash flow. The Company may use derivatives, including forward contracts, to manage commodity price risks.

17. RELATED PARTIES

All related party transactions were incurred in the normal course of operations and are recorded at the amount agreed upon by the related parties.

During the year ended December 31, 2024, the Company sold gold doré to the Parent under the terms of a marketing agreement (Note 5). As at December 31, 2024 the Company has intercompany receivables in the amount of \$892 from the Parent for unpaid gold sales.

In February 2024, the Company entered into a promissory note with the Parent. The note bears interest at 5.25% per annum with a repayment date of no later than December 31, 2025. The liability is recorded as a current liability in the statement of financial position as the Company has no legal right to defer settlement for at least 12 months from the statement of financial position date. The outstanding balance as at December 31, 2024 was \$3,846.

18. SUBSEQUENT EVENT

On October 1, 2025, Calibre Mining completed the sale of a 100% interest in Calibre USA to Minera (Note 1) and all guarantees under the prepay agreement were discharged.

SCHEDULE "B"

Unaudited interim combined carve-out financial statements for the three months and nine months ended September 30, 2025 and September 30, 2024

See attached.



USA Holdings Ltd.

**Condensed Interim Combined Carve-Out
Financial Statements**

For the Periods Ended

September 30, 2025 and 2024

(Unaudited - expressed in thousands of United States dollars, unless otherwise stated)



Condensed Interim Combined Carve-Out Statements of Financial Position

As at September 30, 2025 and December 31, 2024
(Unaudited - stated in thousands of United States Dollars)

	Notes	September 30, 2025	December 31, 2024
ASSETS			
Current assets			
Cash and cash equivalents		9,293	4,609
Restricted cash	6	8,594	-
Receivables, prepaids and other current assets		1,419	881
Inventories	8	61,881	54,671
Receivable from former parent		-	892
Total current assets		81,187	61,053
Non-current assets			
Mineral interests, plant and equipment	9	101,467	104,322
Other assets	10	4,258	3,822
Total assets		186,912	169,197
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities		7,922	8,480
Income and other taxes payable		1,803	1,675
Current portion of lease liability		21	91
Payable to former parent	12	299	3,846
Total current liabilities		10,045	14,092
Non-current liabilities			
Provisions	11	16,961	16,457
Deferred tax liability		10,741	11,743
Total liabilities		37,747	42,292
SHAREHOLDERS' EQUITY			
Net investment from former parent		149,165	126,905
Total Net investment from former parent		149,165	126,905
Total liabilities and investment		186,912	169,197

The accompanying notes are an integral part of these condensed interim combined carve-out financial statements.



CALIBRE USA HOLDINGS LTD.
Condensed Interim Combined Carve-Out Statements of
Operations and Comprehensive Income
For the Three and Nine Month Periods Ended
September 30, 2025 and 2024
(Unaudited - stated in thousands of United States Dollars)

	Notes	Three months ended September 30,		Nine months ended September 30,	
		2025	2024	2025	2024
Revenue	3	32,194	21,914	71,731	56,826
Cost of sales					
Production costs	4	(15,277)	(12,905)	(38,668)	(34,681)
Royalty and production taxes		(1,739)	(1,085)	(3,787)	(2,650)
Depreciation and amortization	9	(6,047)	(2,655)	(14,188)	(6,767)
Total cost of sales		(23,063)	(16,645)	(56,643)	(44,097)
Income from mine operations		9,131	5,269	15,088	12,729
Expenses					
General and administrative		(253)	(540)	(2,013)	(1,492)
Impairment of mineral properties, plant and equipment	9	65	-	65	-
Other expenses		(22)	6	(39)	7
Operating profit		8,922	4,735	13,102	11,243
Accretion of the restoration provision	11	(182)	(116)	(547)	(348)
Interest Expense		(157)	(79)	(380)	(171)
Income before taxes		8,582	4,540	12,175	10,724
Current tax expense		758	303	1,131	491
Deferred tax expense (recovery)		1,024	753	(1,003)	1,761
Net income		\$ 6,800	\$ 3,483	\$ 12,047	\$ 8,473

The accompanying notes are an integral part of these condensed interim combined carve-out financial statements.



Condensed Interim Combined Carve-Out Statements of Cash Flows
 Periods Ended September 30, 2025 and 2024
 (Unaudited - stated in thousands of United States Dollars)

	Notes	Nine Months Ended September 30,	
		2025	2024
Cash provided by operations			
Net earnings		\$ 12,047	\$ 8,473
Adjustments for non-cash items:			
Depreciation and amortization	9	14,319	6,973
Accretion expense	11	547	348
Deferred income tax		(1,003)	1,761
Interest on lease		8	8
Working capital adjustments		(3,551)	(7,284)
Net cash provided by operating activities		22,367	10,279
Investing activities			
Expenditures on mineral properties, land and equipment		(15,678)	(22,796)
Restricted cash		(8,594)	-
Net cash used in investing activities		(24,272)	(22,796)
Financing activities			
Lease payments		(78)	(73)
Funding received from former parent		10,213	4,202
Repayment of funding from former parent		(3,546)	-
Net cash provided by financing activities		6,589	4,129
Change in cash and cash equivalents		4,684	(8,388)
Cash and cash equivalents, beginning of period		4,609	10,807
Cash and cash equivalents, end of period		9,293	2,419

The accompanying notes are an integral part of these condensed interim combined carve-out financial statements.

Condensed Combined Statements of Changes in Net Investment from Former Parent

Periods Ended September 30, 2025 and 2024

(Unaudited - stated in thousands of United States Dollars)

	Net Investment from Former Parent
Balance at December 31, 2023	\$ 114,909
Net income	8,473
Balance at September 30, 2024	<u>123,382</u>
Balance at December 31, 2024	126,905
Former parent increase in investment	10,213
Net income	12,047
Balance at September 30, 2025	<u>\$ 149,165</u>

The accompanying notes are an integral part of these condensed interim combined carve-out financial statements

1. NATURE OF OPERATIONS

Nature of Operations

Calibre Mining Corp. ("Calibre Mining" or the "Parent") was a stand alone Canadian Company which was acquired by Equinox Gold Corp. on June 17, 2025. On August 7, 2025, Calibre entered into a definitive agreement (the "Agreement") with Minera Alamos Inc. ("Minera" or the "Buyer") to sell a 100% interest in Calibre USA Holdings Ltd. and certain of its subsidiaries defined within the Agreement (together, "Calibre USA" or the "Company").

Calibre USA is a gold mining, mine development, and exploration company. The Company owns the Pan Mine, a producing heap leach gold operation, the adjacent advanced development-stage Gold Rock Project and the past producing Illipah Gold Project, all located in Nevada, US. Calibre Mining also owned GRP Golden Eagle, LLC and its assets through Calibre USA which were not included in the transaction with Minera. Calibre USA is incorporated under the laws of British Columbia,

These unaudited condensed interim combined carve-out financial statements (the "combined carve-out financial statements") are prepared for inclusion in Minera's Business Acquisition Report pursuant to National Instrument 51-102 Continuous Disclosure Obligations and, in connection therewith, Form 51-102F4 Business Acquisition Report.

2. BASIS OF PRESENTATION

These unaudited condensed interim combined carve-out financial statements of the Company and its subsidiaries have been prepared in accordance with International Accounting Standard 34 (IAS 34) Interim Financial Reporting.

These unaudited condensed interim combined carve-out financial statements should be read in conjunction with the Company's audited combined carve-out financial statements for the year ended December 31, 2024. The Company's significant accounting policies are presented under Note 2 in the audited combined carve-out financial statements as at and for the year ended December 31, 2024 and have been consistently applied in the preparation of these unaudited condensed interim combined carve-out financial statements.

There were no changes or additions to material accounting policies during the three and nine months ended September 30, 2025.

These unaudited condensed interim combined carve-out financial statements were approved by the Board of Directors of the Company for issue on December 15, 2025.

Presentation Currency

Except as otherwise noted, these condensed interim combined carve-out financial statements are presented in United States dollars ("\$", "USD dollars" or "USD").

Functional Currency

The functional currency of the Company's operations is the US dollar.



3. REVENUE

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Gold	\$ 32,194	\$ 21,914	\$ 71,731	\$ 56,826

In January, 2024, the Company entered into a marketing agreement with the Parent to sell gold doré to the Parent. Under the terms of this agreement, the Company sells all of its unrefined gold doré to the Parent at an amount equal to the selling price of refined gold received by the Parent less a marketing fee. During 2025 and 2024, 100% of the Company's revenue was from sales to Calibre Mining.

In March 2024 and November 2024, Calibre Mining entered into two prepayments agreements, Prepay I and Prepay II, respectively, with Asahi Refining USA Inc. (Asahi), whereby Calibre Mining received funds in exchange for future gold deliveries. Under the terms of Prepay I and Prepay II, Calibre USA's subsidiaries GRP Pan LLC and GRP Pinyon LLC were guarantors, provided security, agreed to certain operational covenants and agreed not to assume additional indebtedness without the prior written consent of Asahi. The guarantee and security were released upon termination of Prepay I and Prepay II on October 1, 2025.

The terms of Prepay I required Calibre Mining to deliver 27,600 gold ounces, or 2,300 gold ounces on a monthly basis, from May 2024 to April 2025 to Asahi. The repayment of \$60,000 from Prepay 1 was determined using a gold forward curve averaging \$2,239 per ounce. A total of 18,400 ounces were physically delivered during the year ended December 31, 2024 under this agreement. Of this amount 14,700 ounces were delivered in gold produced by Calibre USA.

The terms of Prepay II required Calibre Mining to deliver 20,000 ounces of gold or approximately 2,500 per month from May 2025 to December 2025. Prepay II was determined using a gold forward curve averaging \$2,816 per ounce.

Deliveries by Calibre Mining into Prepay I and Prepay II were provided primarily with gold produced from the Pan Mine owned by the Company.

4. PRODUCTION COSTS

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Raw materials and consumables	\$ 4,701	\$ 4,727	\$ 13,460	\$ 13,786
Salaries and employee benefits	2,465	2,020	6,727	6,209
Contracted services	5,429	6,290	16,748	17,265
Electricity and power	190	209	526	558
Site administration and other	1,053	967	2,992	2,412
Refining and transportation	(35)	38	(355)	72
Change in inventories	1,474	(1,346)	(1,784)	(5,621)
	\$ 15,277	\$ 12,905	\$ 38,668	\$ 34,681



5. GENERAL AND ADMINISTRATIVE EXPENSES

	Three months ended September 30,		Nine months ended September 30,	
	2025	2024	2025	2024
Salaries, wages and benefits	\$ 511	\$ 377	\$ 1,547	\$ 1,040
Consulting and professional fees	114	106	346	295
Corporate administration and other	(372)	57	120	157
	\$ 253	\$ 540	\$ 2,013	\$ 1,492

6. RESTRICTED CASH

	September 30, 2025	December 31, 2024
Restricted cash	\$ -	\$ 8,594

Restricted cash has been provided as security in relation to Letters of Credit in support of the reclamation bonds.

7. RECEIVABLES, PREPAIDS AND OTHER CURRENT ASSETS

	September 30, 2025	December 31, 2024
Trade receivables	\$ 12	\$ 86
Prepaid expenses and deposits	1,407	795
	\$ 1,419	\$ 881

Trade receivables include \$12 (December 31, 2024 - \$86) in gold and silver sales receivables that were outstanding at September 30, 2025 and received subsequent to the period end.

8. INVENTORIES

	September 30, 2025	December 31, 2024
Finished goods - gold and silver doré	\$ 1	\$ 18
Ore on leach pads	59,363	48,058
Ore stockpiles	859	5,287
Materials and supplies	1,658	1,308
	\$ 61,881	\$ 54,671

The amount of depreciation included in inventories as at September 30, 2025 was \$16,787 (December 31, 2024 - \$11,710).



9. MINERAL INTERESTS, PLANT AND EQUIPMENT

The following tables provide continuity schedules which outline changes to mineral interests, plant and equipment for the periods ended September 30, 2025 and December 31, 2024:

	Mineral Interests	Exploration and Evaluation Assets	Property, Plant and Equipment	Total
Cost				
Balance as at December 31, 2024	69,850	46,130	37,785	153,765
Additions	9,112	7,110	336	16,558
Disposals of property	-	-	(264)	(264)
Balance as at September 30, 2025	78,962	53,240	37,857	170,059
Accumulated depreciation, amortization and impairment				
Balance as at December 31, 2024	(30,696)	(1,810)	(16,937)	(49,443)
Depreciation and amortization	(14,794)	-	(4,615)	(19,409)
Disposals	-	-	260	260
Balance as at September 30, 2025	(45,490)	(1,810)	(21,292)	(68,592)
Net carrying amounts				
Balance as at December 31, 2024	39,154	44,320	20,848	104,322
Balance as at September 30, 2025	33,472	51,430	16,565	101,467

The following tables provide a continuity schedule which details exploration and evaluation assets for nine months ended September 30, 2025, and December 31, 2024:

	December 31, 2024	Additions	Foreign exchange	Write off of exploration property	Costs reclassified	September 31, 2025
Pan Mine	2,745	5,118	-	-	-	7,863
Gold Rock	39,487	1,617	-	-	-	41,104
Illipah and other Nevada	2,088	375	-	-	-	2,463
	\$ 44,320	\$ 7,110	\$ -	\$ -	\$ -	\$ 51,430

10. OTHER ASSETS

	September 30, 2025	December 31, 2024
Advance royalties	\$ 4,258	\$ 3,822

11. PROVISIONS

Mine Restoration Provision

Balance, January 1, 2024	\$ 12,099
Change in estimate	3,894
Accretion expense	464
Balance, December 31, 2024	\$ 16,457
Accretion expense	547
Payments	(42)
Balance, September 30, 2025	16,961

The undiscounted cash flows, before inflation adjustments, estimated to settle the mine restoration provisions were approximately \$16,961 as at September 30, 2025 (December 31, 2024 - \$18,800).

12. RELATED PARTIES

All related party transactions were incurred in the normal course of operations and are recorded at the amount agreed upon by the related parties.

During the nine month period ended September 30, 2025, the Company sold gold doré to the Parent under the terms of a marketing agreement. As at September 30, 2025 the Company has intercompany receivables in the amount of \$Nil from the Parent for unpaid gold sales (December 31, 2024-\$892).

In February 2024, the Company entered into a promissory note with the former parent. The note bears interest at 5.25% per annum with a repayment date of no later than December 31, 2025. The liability is recorded as a current liability in the statement of financial position as the Company has no legal right to defer settlement for at least 12 months from the statement of financial position date. The outstanding balance as at September 30, 2025 was \$299 (December 31, 2024 was \$3,846).

13. SUBSEQUENT EVENT

On October 1, 2025, Calibre Mining completed the sale of a 100% interest in Calibre USA to Minera (Note 1) and all guarantees under the prepay agreement were discharged.