



Borealis Mining Company Limited

**UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2026, AND 2025**

(Expressed in United States Dollars)

BOREALIS MINING COMPANY LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT JANUARY 31, 2026, AND JULY 31, 2025

(Expressed in United States dollars, except indicated otherwise)

(Unaudited)

	Note	January 31, 2026 \$	July 31, 2025 \$
Assets			
Current assets			
Cash		21,131,819	3,183,238
Accounts receivable		487,725	381,525
Prepaid expenses		1,495,751	759,947
Inventory	5	5,370,906	1,934,006
Total current assets		28,486,201	6,258,716
Non-current assets			
Deposits	8	2,968,276	2,484,025
Property, plant, and equipment	6	364,745	271,355
Total assets		31,819,222	9,014,096
Liabilities			
Accounts payable and accrued liabilities			
		1,748,861	1,098,337
Total current liabilities		1,748,861	1,098,337
Non-current liabilities			
Decommissioning obligation	9	12,208,323	10,721,375
Contingent consideration		13,307	13,307
Total liabilities		13,970,491	11,833,019
Shareholders' equity (deficiency)			
Share capital	7	54,243,617	29,281,563
Equity reserves	7	3,757,872	5,250,740
Accumulated deficit		(40,525,768)	(37,336,856)
Accumulated other comprehensive income (loss)		373,010	(14,370)
Total shareholders' equity (deficiency)		17,848,731	(2,818,923)
Total liabilities and shareholders' equity		31,819,222	9,014,096

Nature of operations and going concern (Note 1)

Commitments and contingencies (Note 8 and 9)

Subsequent events (Note 15)

Approved and authorized for issue by the Board on March 31, 2026:

"Kelly Malcolm"
Signed: Director

"Richard Patricio"
Signed: Director

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

BOREALIS MINING COMPANY LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2026, AND 2025
(Expressed in United States dollars, except indicated otherwise)
(Unaudited)

	Note	For the three months ended January 31, 2026	For the three months ended January 31, 2025	For the six months ended January 31, 2026	For the six months ended January 31, 2025
		\$	\$	\$	\$
Revenue		1,417,707	1,023,079	2,962,192	1,966,890
Cost of sales	5	(797,397)	(998,482)	(1,454,828)	(1,605,301)
Gross profit		620,310	24,597	1,507,364	361,589
Exploration and evaluation costs	12	267,689	438,227	611,334	1,244,434
Operating expenses	13	1,570	131,335	8,975	374,365
Consulting and professional fees	10	964,903	1,117,846	1,911,133	2,379,691
General and administrative		639,969	656,505	1,050,034	1,206,507
Loss before other items		(1,253,821)	(2,319,316)	(2,074,112)	(4,843,408)
Other items:					
Finance (expense)	8	(1,705,712)	(550,491)	(1,762,425)	(294,273)
Net loss		(2,959,533)	(2,869,807)	(3,836,537)	(5,137,681)
Other comprehensive (loss) income					
Foreign exchange translation adjustment		500,187	(60,117)	387,380	(44,337)
Comprehensive loss		(2,459,346)	(2,929,924)	(3,449,157)	(5,182,018)
Weighted-average number of shares outstanding - basic and diluted	11	134,148,957	83,253,433	128,468,822	83,253,433
Basic loss per share	11	(\$0.02)	(\$0.03)	(\$0.03)	(\$0.06)
Diluted loss per share	11	(\$0.02)	(\$0.03)	(\$0.03)	(\$0.06)

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

BOREALIS MINING COMPANY LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIENCY
FOR THE SIX MONTHS ENDED JANUARY 31, 2026, AND 2025

(Expressed in United States dollars, except indicated otherwise)

(Unaudited)

	Note	Share capital		Equity reserves	Accumulated deficit	Accumulated comprehensive income (loss)	Total
		Common shares	Share capital				
		#	\$				
Balance, July 31, 2025		115,700,717	29,281,563	5,250,740	(37,336,856)	(14,370)	(2,818,923)
Net loss for the period		-	-	-	(3,836,537)	-	(3,836,537)
Other comprehensive income for the period		-	-	-	-	387,380	387,380
Issuance of common shares	7	15,341,000	16,539,567	-	-	-	16,539,567
Share issuance costs	7	-	(1,459,944)	359,735	-	-	(1,100,209)
Exercise of agent's options	7	1,923,791	1,005,526	(275,484)	-	-	730,042
Exercise of warrants	7	13,968,607	8,695,681	(1,205,685)	-	-	7,489,996
Exercise of stock options	7	196,500	181,224	(76,538)	-	-	104,686
Issuance of stock options	7	-	-	351,224	-	-	351,224
Issuance of RSUs	7	-	-	70,901	-	-	70,901
Expired warrants and options	7	-	-	(619,053)	619,053	-	-
Settlement and forfeiture of RSUs	7	-	-	(97,968)	28,572	-	(69,396)
Balance, January 31, 2026		147,130,615	54,243,617	3,757,872	(40,525,768)	373,010	17,848,731
Balance, July 31, 2024		83,220,583	17,249,087	1,408,947	(22,464,533)	(160,729)	(3,967,228)
Net loss for the period		-	-	-	(5,137,681)	-	(5,137,681)
Other comprehensive loss for the period		-	-	-	-	(44,337)	(44,337)
Exercise of agent's options		17,850	8,472	(2,050)	-	-	6,422
Exercise of warrants		15,000	9,245	(1,006)	-	-	8,239
Issuance of stock options		-	-	1,979,658	-	-	1,979,658
Issuance of RSUs		-	-	41,199	-	-	41,199
Balance, January 31, 2025		83,253,433	17,266,804	3,426,748	(27,602,214)	(205,066)	(7,113,728)

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

BOREALIS MINING COMPANY LIMITED
CONDENSED CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS
FOR THE SIX MONTHS ENDED JANUARY 31, 2026, AND 2025

(Expressed in United States dollars, except indicated otherwise)
(Unaudited)

	Note	For the six months ended January 31, 2026 \$	For the six months ended January 31, 2025 \$
Cash flow from operating activities			
Net loss		(3,836,537)	(5,137,681)
Items not affecting cash:			
Depreciation of property, plant, and equipment	5	76,738	143,358
Accretion on decommissioning obligation	9	110,444	40,187
Change in estimate on decommissioning obligation	9	1,376,504	-
Loss on settlement of RSUs	7	11,709	-
Share based compensation	7,10	422,125	2,020,857
Changes in non-cash working capital items:			
Accounts receivable		(106,200)	(104,324)
Prepaid expenses		(735,804)	(378,746)
Inventory		(3,436,900)	399,004
Accounts payable and accrued liabilities		650,524	1,155,666
Cash flow from operating activities		(5,467,397)	(1,861,679)
CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of property, plant, and equipment	6	(170,128)	(97,366)
Deposits	8	(484,251)	-
Cash flow from investing activities		(654,379)	(97,366)
CASH FLOW FROM FINANCING ACTIVITIES			
Gross proceeds from financing	7	16,539,567	
Share issuance costs	7	(1,100,209)	
Gross proceeds from exercise of agent's options	7	730,042	6,422
Gross proceeds from exercise of warrants	7	7,489,996	8,239
Gross proceeds from exercise of stock options	7	104,686	
Settlement of RSUs	7	(81,105)	-
Cash flow from financing activities		23,682,977	14,661
Effect of exchange rate changes on cash		387,380	(44,337)
Change in cash		17,561,201	(1,944,384)
Cash, beginning of period		3,183,238	2,633,977
Cash, end of period		21,131,819	645,256
Supplemental information			
Non-cash share issuance costs paid		359,735	7,963

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

BOREALIS MINING COMPANY LIMITED
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2026, AND 2025

(Expressed in United States dollars, except indicated otherwise)

(Unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

Borealis Mining Company Limited (“Borealis,” “BMCL,” or the “Company”) was incorporated under the Business Corporations Act (British Columbia) on October 20, 2021. The head office and registered office is located at 5th Floor, 410 West Georgia Street, Vancouver, British Columbia, V6B 1Z3, and a mailing address is located at 401-217 Queen Street West, Toronto, Ontario, Canada, M5V 0R2. The Company’s principal project is the Borealis Heap Leach Project (“Borealis Project”) via its wholly owned subsidiary, Borealis Mining Company, LLC. The Borealis Project is a fully permitted silver-gold mine and absorption, desorption, and refining plant, located near Hawthorne, Nevada. The principal operating permits are currently in place for a heap leach operation in the center of the property. The status of all approved permits is current and can be maintained with the appropriate fees being paid on an annual basis. The balance of the property is prospective for epithermal gold and silver mineralization, with several exploration permits active and in good standing for drilling and other activities. The Borealis Project is an exploration and development asset that is permitted for production and maintains permits and infrastructure for possible future development.

The Company acquired two exploration properties on March 13, 2025 from Gold Bull Resources; the Sandman project (held by Sandman Resources Inc) and Big Balds project (held by GRU Resources Corp) projects both located in Nevada.

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will, in the foreseeable future realize on its assets and discharge its liabilities in the normal course of business as they come due. Accordingly, the condensed consolidated interim financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and, therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in these consolidated financial statements. Such adjustments could be material. As at January 31, 2026, the Company had a working capital of \$26,737,340 (July 31, 2025 – \$5,160,379). Net loss for the six months ended January 31, 2026, was \$3,836,537 (January 31, 2025 – \$5,137,681). The accumulated deficit as at January 31, 2026, was \$40,525,768 (July 31, 2025 – \$37,336,856). These condensed consolidated interim financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and statement of financial position classifications that would be necessary should the going concern assumption be inappropriate, and those adjustments could be material. The Company’s ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to conduct its planned business, meet its on-going levels of corporate overhead and discharge its liabilities as they come due.

2. STATEMENT OF COMPLIANCE

The unaudited condensed consolidated interim financial statements of the Company for the three and six months ended January 31, 2026, and 2025 have been prepared in accordance with IAS 34 - Interim Financial Reporting and do not include all disclosures required for annual financial statements. These interim condensed consolidated financial statements should be read in conjunction with the Company’s annual financial statements for the year ended July 31, 2025. These unaudited condensed consolidated interim financial statements for the three and six months ended January 31, 2026, and 2025 were approved and authorized for issue by the Board of Directors of the Company on March 31, 2026. These unaudited condensed consolidated interim financial statements have been prepared on the going-concern basis, under the historical cost convention, except for certain financial instruments that are measured at fair value as described herein.

BOREALIS MINING COMPANY LIMITED
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2026, AND 2025

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(Unaudited)

3. BASIS OF PRESENTATION AND MEASUREMENT

Basis of consolidation

These statements consolidate the accounts of the Company and its wholly owned subsidiaries. Control is achieved when the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities, are exposed to, or have rights to, variable returns from the Company's involvement with the entity and have the ability to affect those returns through the power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company until the date on which control ceases. Significant intercompany accounts and transactions have been eliminated on consolidation.

The Company has the following subsidiaries:

Name of Entity	% Ownership*	Country of incorporation
Borealis Holdings Inc.	100	Canada
Borealis Mining Company, LLC	100	United States
Sandman Resources Inc	100	United States
GRU Resources Corp	100	United States
Blue Mountain Power Company Inc (inactive)	100	Canada
Nevada Geothermal Power US Holdings Inc (inactive)	100	United States
Nevada Geothermal Power Company (inactive)	100	United States
0955767 BC Ltd (inactive)	100	Canada
1262175 BC Ltd (inactive)	100	Canada
1252265 BC Ltd (inactive)	100	Canada

These condensed consolidated interim financial statements have been prepared under the historical cost basis. In addition, these condensed consolidated interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

BMCL's, Borealis Holdings Inc, Blue Mountain Power Company Inc, 0955767 BC Ltd, 1262175 BC Ltd, and 1252265 BC Ltd 's functional currency is the Canadian dollar ("CAD"). Borealis Mining Company, LLC's, Sandman Resources, GRU Resources Corp, Nevada Geothermal Power US Holdings Inc, and Nevada Geothermal Power Company's functional currency, as determined by management, is the United States ("U.S.") dollar. For financial reporting purposes, these condensed consolidated interim financial statements of the Company have been presented in the U.S. dollars, the presentation currency.

Transactions and balances

Foreign currency transactions are translated into the functional currency of the entity using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statement of loss.

4. MATERIAL ACCOUNTING POLICIES

These condensed consolidated interim financial statements follow the same accounting policies and methods of application as the Company's most recent annual consolidated financial statements unless otherwise noted below. Accordingly, they should be read in conjunction with the Company's most recent annual consolidated financial statements as at July 31, 2025, and 2024.

BOREALIS MINING COMPANY LIMITED
NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS
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New and amended IFRS standards not yet effective

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after August 1, 2026, or later periods. Many are not applicable to, or do not have a significant impact on the Company and have therefore been excluded. The following has not been adopted and is being evaluated to determine the impact on the Company's consolidated financial statements:

IAS 21 – Amendments to the Effects of Changes in Foreign Exchange Rates

In August 2023, the IASB introduced amendments to IAS 21, impacting entities with transactions or operations in a foreign currency that is not exchangeable into another currency at a measurement date for a specified purpose. These amendments are effective for annual periods beginning on or after January 1, 2025, and was adopted by the Company on August 1, 2025. There is no impact from this amendment.

IFRS 9 & IFRS 7 – Amendments to the Classification and Measurement of Financial Instruments

In May 2024, the IASB introduced amendments to IFRS 9 providing guidance on the classification of financial assets, including those with contingent features. IFRS 7 amendments will require entities to provide additional disclosures on financial assets and financial liabilities that have certain contingent features. These amendments are effective for annual periods beginning on or after January 1, 2026.

IFRS 18 - Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standards replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management-defined performance measures. It also includes new requirements for the location, aggregation, and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required, and early adoption is permitted.

5. INVENTORY

During the six months ended January 31, 2026, the Company recorded an inventory impairment of \$nil (January 31, 2025 – \$nil) as part of cost of sales. The carrying amount of inventory recorded at cost as at January 31, 2026, was \$5,370,906 (July 31, 2025 – \$1,934,006) and consists of \$4,146,012 of work-in-progress inventory (July 31, 2025 - \$1,934,006), \$1,224,895 of inventory in transit (July 31, 2025 – nil) and \$nil of by-product inventory (July 31, 2025 - \$71,845). The inventory is recorded at cost, \$4,871,946 (July 31, 2025 – cost, \$1,206,297).

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FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2026, AND 2025

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(Unaudited)

6. PROPERTY, PLANT, AND EQUIPMENT

Property, plant and equipment consisted of:

	Buildings \$	Plant & equipment \$	Furniture & fixtures \$	Computers \$	Vehicles \$	Total \$
Cost						
Balance, July 31, 2024	22,726	494,580	11,503	26,481	211,510	766,800
Additions	-	175,494	-	-	-	175,494
Disposals	-	-	-	-	(7,328)	(7,328)
Balance, July 31, 2025	22,726	670,074	11,503	26,481	204,182	934,966
Additions	-	83,818	-	-	86,310	170,128
Balance, January 31, 2026	22,726	753,892	11,503	26,481	290,492	1,105,094
Accumulated depreciation						
Balance, July 31, 2024	11,990	261,053	2,995	26,481	124,718	427,237
Depreciation	7,120	192,894	3,094	-	33,266	236,374
Balance, July 31, 2025	19,110	453,947	6,089	26,481	157,984	663,611
Depreciation	602	49,496	1,547	-	23,093	74,738
Balance, January 31, 2026	19,712	503,443	7,636	26,481	181,077	738,349
Net book value						
At July 31, 2025	3,616	216,127	5,414	-	46,198	271,355
At January 31, 2026	3,014	250,449	3,867	-	109,415	366,745

During the six months ended January 31, 2026, depreciation of \$76,738 (January 31, 2025 – \$63,670) was allocated to the cost of inventory.

7. SHARE CAPITAL, WARRANTS AND OPTIONS

Authorized share capital

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

Outstanding share capital as at January 31, 2026

	Number of shares	Share capital \$
Balance, July 31, 2024	83,220,583	17,249,087
Exercise of agent's options	17,850	8,472
Exercise of warrants	556,731	304,466
Issuance of shares for cash	(a) 17,857,150	5,577,201
Gold Bull transaction	(b) 14,048,403	6,142,337
Balance, July 31, 2025	115,700,717	29,281,563
Exercise of agent's options	(d) 1,923,791	1,005,526
Exercise of warrants	(e) 13,968,607	8,695,681
Exercise of options	(f) 196,500	181,224
Issuance of shares for cash	(g) 15,341,000	15,079,623
Balance, January 31, 2026	147,130,615	54,243,617

Year ended July 31, 2025

- a) On February 26, 2025, the Company completed a brokered financing, raising gross proceeds of \$6,973,990 (CAD\$10,000,004) through the issuance of 17,857,150 units at a price of CAD\$0.56 (\$0.39) per unit. Each unit consists of one common share and one-half warrant. Each whole warrant entitles the holder to purchase one common share at a price of CAD\$0.78 (\$0.54) for a period of 2 years. The Company incurred cash issuance costs of \$596,542 in the form of agents' expenses, legal expenses and filing fees. The Company issued 1,000,001 agent's options with an exercise price of CAD\$0.56 (\$0.39) for a period of 2 years.

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(Unaudited)

- b) On March 13, 2025, the Company closed the GB Acquisition by issuing 14,048,403 Borealis shares valued at \$6,142,337 based on the quoted market price of the Company's share at the date of closing and adjusted to former Gold Bull shareholders. In addition, Borealis issued an aggregate of 1,302,000 options to acquire Borealis shares in exchange for the issued and outstanding options to acquire Gold Bull shares. Below is a chart of terms of the options which were valued with input variables of the stock price at closing of transaction, exercise price of options, expected life in years remaining, expected annualized volatility of 54% and a risk-free interest rate of 2.57% for options expiring prior to February 26, 2026; 2.56% for options expiring November 22, 2026; and 2.650% for options expiring on April 19, 2029. The total valuation related to the options was \$150,546. The following Company options were issued in replacement of Gold Bull's options.

	Number of Options	Weight Average Exercise Price		Expiry Date
	162,750	CAD\$	2.69	Expired
	148,800	CAD\$	5.38	Expired
	22,692	CAD\$	4.30	Expired
	28,458	CAD\$	4.30	Expired
	232,500	CAD\$	3.23	Expired
	706,800*	CAD\$	0.55	19-Apr-29
Balance, January 31, 2026	1,302,000	CAD\$	1.99	

*46,500 of the 706,800 were exercised during the six months ended January 31, 2026

- c) The issued and outstanding warrants to acquire Gold Bull Shares became exercisable at closing the GB Acquisition at a price of CAD\$0.43 (\$0.30) to acquire 4,503,846 Borealis Shares, in accordance with the terms of such warrants. All warrants expire March 7, 2027, valued with input variables of the stock price of the Company at the closing date of the GB Acquisition, exercise price of warrants, expected life in years remaining, estimated annualized volatility of 54% and a discount rate-bond yield of 2.56%. The valuation related to the warrants was \$894,068.

Six months ended January 31, 2026

- d) During the six months ended January 31, 2026, 1,923,791 agent's options were exercised at a weighted average exercise price of CAD\$0.53 (\$0.38) for gross proceeds of \$730,042 (CAD\$1,013,006).
- e) During the six months ended January 31, 2026, 13,968,607 warrants were exercised at a weighted average exercise price of CAD\$0.74 (\$0.53) for gross proceeds of \$7,489,996 (CAD\$10,393,118).
- f) During the six months ended January 31, 2026, 196,500 stock options were exercised at a weighted average exercise price of CAD\$0.74 (\$0.53) for gross proceeds of \$104,686 (CAD\$145,292).
- g) On January, 15, 2026, the Company completed a bought deal private placement offering (the "Offering") of an aggregate of 15,341,000 common shares at a price per share of CAD\$1.50 (\$1.11) for gross proceeds of \$16,539,567 (CAD\$23,011,500). In connection with the Offering, the Company paid the underwriters an aggregate cash commission of \$984,660 (CAD\$1,380,690), incurred underwrites fees of \$115,549 (CAD\$162,012), and issued 913,793 compensation warrants (the "Compensation Warrants"). The Compensation Warrants are exercisable at a price of CAD\$1.50 (\$1.07) per common share for a period of 24 months and had a fair value of \$359,735 (CAD\$500,499).

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FOR THE THREE AND SIX MONTHS ENDED JANUARY 31, 2026, AND 2025

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(Unaudited)

Warrants

The following table summarizes the Company's warrant activity for the period indicated:

	Number of Warrants	Weighted Average Exercise Price	Expiry Date
Balance, July 31, 2024	16,001,400	CAD\$ 0.75	
Exercised	(15,000)	CAD\$ 0.75	
Granted	8,928,575	CAD\$ 0.78	February 26, 2027
Granted	4,503,846	CAD\$ 0.43	March 07, 2027
Exercised	(415,093)	CAD\$ 0.43	
Balance, July 31, 2025	29,003,728	CAD\$ 0.71	
Exercised	(10,530,350)	CAD\$ 0.75	
Exercised	(2,737,977)	CAD\$ 0.78	
Exercised	(700,280)	CAD\$ 0.43	
Expired	(5,456,050)	CAD\$ 0.75	
Balance, January 31, 2026	9,579,071	CAD\$ 0.66	

The following summarizes information about warrants outstanding as at January 31, 2026:

Expiry date	Exercise price (\$CAD)	Warrants outstanding	Remaining contractual life (in years)
March 7, 2027	0.43	3,388,473	1.09
February 26, 2027	0.78	6,190,598	1.07
		9,579,071	

Agent's options

	Number of Options	Weighted Average Exercise Price	Expiry Date
Balance, July 31, 2024	1,174,336	CAD\$ 0.50	
Exercised	(144,488)	CAD\$ 0.50	
Granted	1,000,001	CAD\$ 0.56	February 26, 2027
Balance, July 31, 2025	2,029,849	CAD\$ 0.53	
Exercised	(1,029,848)	CAD\$ 0.50	
Exercised	(893,943)	CAD\$ 0.56	
Issued	913,793	CAD\$ 1.50	January 15, 2028
Balance, January 31, 2026	1,019,851	CAD\$ 1.40	

The following summarizes information about agent's outstanding and exercisable options as at January 31, 2026:

Expiry date	Exercise price (\$CAD)	Options outstanding	Options exercisable	Remaining contractual life (in years)
February 26, 2027	0.56	106,058	106,058	1.07
January 15, 2028	1.50	913,793	913,793	1.96
		1,019,851	1,019,851	

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The estimated fair value of the Compensation Warrants (Note 7 (g)) issued as part of the Offering on January 15, 2026, was calculated using the Black-Scholes option pricing model with the following assumptions:

	Compensation Warrants
Number of options granted	913,798
Risk-free interest rate	2.53%
Expected annual volatility	68.64%
Expected life (in years)	2
Expected dividend yield	-
Grant date fair value per option (CAD\$)	1.45
Share price at grant date (CAD\$)	1.50

Equity Incentive Plan (the “Incentive Plan”)

To provide a share-related mechanism to attract, retain and motivate qualified directors, employees and consultants of the Company and its subsidiaries, the Company implemented an Incentive Plan which includes stock options, Restricted Share Units (“RSU”) and Deferred Share Units (the “DSU”). The Incentive Plan is administered by the Board of Directors, which sets the terms of incentive awards under the Incentive Plan.

The maximum number of common shares available for issuance under the Incentive Plan is limited to 10% of the Company's outstanding common shares at any one time.

Under the Incentive Plan, an option's maximum term is ten years from the grant date. Under the stock option plan, the Board has the option of determining vesting periods. Grants of RSUs and DSUs vest as to one-third on each of the first, second and third anniversaries of the date of grant, unless otherwise set by the Board or plan administrator.

No DSUs have been issued as of January 31, 2026. The Incentive Plan was approved at the annual general and special meeting held on May 21, 2025.

Stock options

The changes in stock options during the six months ending January 31, 2026, are as follows:

	Number outstanding	Weighted average exercise price (CA\$)
As at July 31, 2024	-	-
Granted	5,802,000	1.08
As at July 31, 2025	5,802,000	1.08
Expired	(995,200)	2.57
Exercised	(150,000)	0.81
Exercised	(46,500)	0.55
Granted	2,300,000	1.63
As at January 31, 2026	6,910,300	1.06

During the year ended July 31, 2025

- h) On August 28, 2024, the Company granted 4,350,000 stock options to certain directors, officers, employees, and consultants with an exercise price of CAD\$0.81 (\$0.60) per share, of which 3,550,000 were issued to management. These options are exercisable for a period of five years and vested on December 28, 2024.

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- i) On August 28, 2024, the Company granted 150,000 stock options to consultants with an exercise price of CAD\$0.81 (\$0.60) per share. These options are exercisable for a period of five years, with 25% vesting each quarter starting November 28, 2024.

The estimated fair value of the options granted during year ended July 31, 2025, was calculated using the Black-Scholes option pricing model with the following assumptions:

	For the year ended July 31, 2025
Number of options granted	4,500,000
Risk-free interest rate	2.97%
Expected annual volatility	107%
Expected life (in years)	5
Expected dividend yield	-
Grant date fair value per option (CAD\$)	0.62
Share price at grant date (CAD\$)	0.79

During the six months ended January 31, 2026

- j) During the six months ending January 31, 2026, 995,200 stock options with a weighted average exercise price of CAD\$2.57 (\$1.90) expired unexercised.
- k) On November 12, 2025, the Company granted 2,300,000 stock options to certain directors, officers, employees, and consultants with an exercise price of CAD\$1.63 (\$1.20), of which 1,400,000 were issued to management. These options are exercisable for a period of five years and vest on November 12, 2026.

The estimated fair value of the options granted during six months ended January 31, 2026, was calculated using the Black-Scholes option pricing model with the following assumptions:

	For the six months ended January 31, 2026
Number of options granted	2,300,000
Risk-free interest rate	2.74%
Expected annual volatility	62.78%
Expected life (in years)	5
Expected dividend yield	-
Grant date fair value per option (CAD\$)	1.42
Share price at grant date (CAD\$)	1.63

During the six months ended January 31, 2026, the Company recognized share-based payments of \$359,706 (January 31, 2025 – \$1,998,073) arising from the stock options.

The following summarizes information about stock options outstanding and exercisable as at January 31, 2026:

Expiry date	Exercise price (\$CAD)	Options outstanding	Options exercisable	Weighted average remaining contractual life (in years)
April 19, 2029	0.55	660,300	660,300	3.22
August 28, 2029	0.81	3,950,000	3,950,000	3.58
November 12, 2030	1.63	2,300,000	-	4.78
		6,910,300	4,610,300	

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Restricted Share Unit ("RSU")

The Incentive Plan permits the Company, at the discretion of the Board of Directors, to either redeem RSUs for cash, issue common shares of the Company from treasury, or some combination thereof to satisfy all or any portion of a vested RSU award.

Year ended July 31, 2025

On August 28, 2024, the Company issued 175,000 RSUs, vesting August 28, 2025, with fair value of \$95,450 (CAD\$138,250) to certain officers, employees, and consultants.

On March 21, 2025, the Company issued 150,000 RSUs, vesting March 21, 2026, with fair value of \$73,181 (CAD\$105,000) to certain employees. The grant date fair value of the RSU's is estimated on the trading price of the Company's common shares at the date of grant.

Six months ended January 31, 2026

During the six months ending January 31, 2026, 85,000 RSUs were forfeited. The fair value of these RSUs of \$34,814 was reversed through share-based compensation expense upon forfeiture.

On September 17, 2025, 120,000 RSUs were exercised and settled through an aggregate cash payment of \$81,105 (CAD \$111,600).

On November 12, 2025, the Company granted 128,500 RSUs to certain directors, officers, and consultants of the Company.

During the six months ended January 31, 2026, the Company recognized share-based compensation expense of \$71,681 (January 31, 2025 –\$41,199) arising from the RSUs.

As at January 31, 2026, the Company had 120,000 RSUs (July 31, 2025 – 325,000) issued and outstanding all of which vest on March 21, 2026, and 128,500 which vest on November 23, 2026, and are exercisable into common shares of the Company for no further consideration.

8. COMMITMENTS AND CONTINGENCIES

Reclamation

The Company has reclamation and closure cost obligations related to the historical operations of the Borealis project in Mineral and Nye County, Nevada. The accrual represents the Company's best estimate of the present value of the total future reclamation cost based on assumptions as to levels of treatment which will be required in the future.

As at January 31, 2026, the Company had \$2,737,858 (July 31, 2025 - \$2,258,539) cash collateral to an insurance company that provides the Company insurance coverage for its reclamation obligations with the USDA Forest Service. The Company expensed \$275,477 (January 31, 2025 – \$254,085) in interest on the surety portion on the obligation and \$1,486,948 for the accretion and change in estimate related to decommissioning obligation (January 31, 2025 - \$423,488). The Company also holds a cash bond with the US Department of the Interior, Bureau of Land Management of \$36,857 (July 31, 2025 - \$31,925). The collateral is held by the insurance company until their obligation to pay claims on the reclamation bonds has been extinguished. These funds are stored in interest-bearing accounts.

As at January 31, 2026, Sandman Resources Inc had \$193,561 (July 31, 2025 - \$193,561) cash collateral to an insurance company that provides the Company insurance coverage for its future exploration disturbances of land to the US Department of the Interior, Bureau of Land Management. These funds are stored in interest-bearing accounts.

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During the six months ending January 31, 2026, GRU Resources secured a \$41,479 (July 31, 2025 – nil) surety bond with the US Department of the Interior, Bureau of Land Management. The surety is for its future exploration disturbances of land.

Royalty

The Company has a mining lease which requires a monthly payment of \$14,612 (2025 - \$14,228) for advance royalty payments which is adjusted each year for inflation. Once in production, the agreement attracts a net smelter royalty of 5%, which can be offset by the advance royalty payments made previously.

Title

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

Acquisition of Borealis Mining Company, LLC

On April 17, 2023, the Company completed the acquisition of 100% of the outstanding membership interests in Borealis Mining Company, LLC. Pursuant to the transaction, the Company has committed to the following contingencies:

\$5,000,000 payable in cash upon publishing an NI 43-101 resource report for the sulphide portion of the BMC LLC property describing a resource of 2,800,000 or more ounces of gold equivalents.

\$7,500,000 payable in cash upon commercial production of sulphide ore at the BMC LLC property.

As at January 31, 2026, and July 31, 2025, the Company has provided for the contingencies above in the amount of \$13,307, reflecting management's estimate that the likelihood of these being paid is low.

Environmental

The Company's exploration and evaluation activities and projects are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations. See note 9.

9. DECOMMISSIONING OBLIGATION

The Company has reclamation and closure cost obligations related to the operations of the Borealis Project in Hawthorne, Nevada. The accrual represents the Company's best estimate of the present value of the total future reclamation cost based on assumptions as to levels of treatment, which will be required in the future, discounted at a risk-free rate of 3.50% (July 31, 2025 – 4.02%) with an inflation rate of 2.52% (July 31, 2025 – 2.47%). As at January 31, 2026, the undiscounted amount of estimated future reclamation costs is \$16,651,494 (July 31, 2025 – \$11,619,456).

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Balance, July 31, 2024	\$ 10,680,927
Accretion	78,966
Change in estimate	(38,518)
Balance, July 31, 2025	\$ 10,721,375
Accretion	110,444
Change in estimate	1,376,504
Balance, January 31, 2026	\$ 12,208,323

10. RELATED PARTY TRANSACTIONS

Related parties are defined as management and directors of the Company and/or members of their immediate family and/or other companies and/or entities in which a board member or senior officer is a principal owner or senior executive. Other than disclosed elsewhere in the consolidated financial statements, related party transactions and balances are as follows:

	For the three months ended January 31, 2026 \$	For the three months ended January 31, 2025 \$	For the six months ended January 31, 2026 \$	For the six months ended January 31, 2025 \$
Short-term compensation	173,207	68,353	283,831	219,935
Share based compensation	210,011	220,561	216,253	1,371,958

As at January 31, 2026, \$29,162 related to unpaid management salaries were recorded in accounts payable (January 31, 2025 – \$93,261). The amounts owing to related parties are unsecured, non-interest bearing and due on demand.

During the six months ended January 31, 2026, management of the Company received 1,400,000 option grants and nil RSU's (January 31, 2025 – 3,700,000 and 50,000).

11. LOSS PER SHARE

The following table shows the components used in the calculation of basic and diluted loss per share for loss attributable to common shareholders.

	Three months ended January 31, 2026	Three months ended January 31, 2025	Six months ended January 31, 2026	Three months ended January 31, 2025
Weighted-average number of shares outstanding - basic (#)	134,148,957	83,253,274	128,468,822	83,253,274
Weighted-average number of shares outstanding - diluted (#)	134,148,957	83,253,274	128,468,822	83,253,274
Net loss attributable to common shares (\$)	2,854,987	2,869,807	3,731,991	5,137,681
Basic loss per share	(\$0.02)	(\$0.03)	(\$0.03)	(\$0.06)
Diluted loss per share	(\$0.02)	(\$0.03)	(\$0.03)	(\$0.06)

As the Company is in a loss position, the effects of all convertible instruments are anti-dilutive, and they have been excluded from the diluted calculation. Therefore, the weighted-average number of common share outstanding used to calculate both basic and diluted net loss per share attributable to common shareholders is the same.

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12. EXPLORATION AND EVALUATION COSTS

Exploration and evaluation costs consisted of:

	For the three months ended January 31, 2026	For the three months ended January 31, 2025	For the six months ended January 31, 2026	For the six months ended January 31, 2025
	\$	\$	\$	\$
Drilling	-	199,369	-	789,004
Personnel	101,935	33,956	171,714	241,011
Travel	2,721	2,865	36,578	12,228
Contractors/Consultants	78,182	199,457	232,553	199,458
Claim staking costs	90,385	-	8,742	-
Other	(5,534)	2,580	161,747	2,733
	267,689	438,227	611,334	1,244,434

13. OPERATING EXPENSES

During the six months ending January 31, 2026, the Company's primary operational activities at the Borealis project consisted of crushing the existing stockpile and resuming commercial production. As the project had reached the stage of commercial operations, the majority of operating costs incurred during the period were expensed as cost of goods sold. This treatment reflects management's assessment that the project was in a condition necessary to operate as intended and that related expenditures represented ongoing production costs.

14. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its ongoing liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. The Company's capital management objectives, policies and processes have remained unchanged during the six months ending January 31, 2026.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX Venture Exchange ("TSXV") which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of January 31, 2026, the Company believes it is compliant with the policies of the TSXV.

15. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

Financial Instruments

Classification of financial instruments

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The classification of the financial instruments as at January 31, 2026, as well as their gross carrying values, are shown in the table below:

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	Classification	Measurement (\$)
Financial assets at amortized cost		
Cash	Amortized cost	21,131,819
Total financial assets		21,131,819
Financial liabilities at amortized cost		
Accounts payable and accrued liabilities	Amortized cost	1,748,861
Total financial liabilities		1,748,861

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs to fair value measurements. The three levels of hierarchy are:

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

Level 2 – Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3 – Inputs for the asset or liability that are not based on observable market data.

There have been no transfers between fair value levels during the six months ending January 31, 2026, and January 31, 2025.

Cash, accounts payable and all other current payables are all short-term in nature and, as such, their carrying values approximate fair value.

As at January 31, 2026, and July 31, 2025, there were no financial assets or liabilities other than contingent consideration were measured and recognized in the consolidated statements of financial position at fair value.

Financial Risk Management

The Company is exposed in varying degrees to a variety of financial instrument related risks. Management mitigate these risks by assessing, monitoring, and approving the Company's risk management processes:

a. Credit Risk

Credit risk is the risk of a potential loss to the Company if one party of a financial instrument fails to meet its contractual obligations. The maximum credit exposures at January 31, 2026, are the carrying amount of cash. To reduce credit risk, all significant cash balances are placed with major, reputable, Canadian and U.S. financial institutions.

b. Commodity Price Risk

The Company is exposed to fluctuations in commodity prices as its ability to monetize inventory is impacted by prevailing gold prices.

c. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations associated with financial liabilities. The Company manages liquidity risk through the effective management of its capital structure. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity at all times to settle obligations and liabilities when due. The Company has the following undiscounted contractual obligations:

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	Less than 1 year \$	2 to 3 years \$	4 to 5 years \$	Greater than 5 years \$	Total \$
Accounts payable and other payables	1,748,861	-	-	-	1,748,861
Decommissioning obligations	-	-	-	16,651,494	16,651,494
January 31, 2026	1,748,861	-	-	16,651,494	18,400,355

d. Currency Risk

The Company is subject to currency risk on its financial instruments which are denominated in a currency that is different from the functional currency of the entity that holds them. Exchange gains and losses would impact profit or loss. At January 31, 2026, the Company held CAD\$27,596,538 in Canadian currency. A 10% change in the CADUSD foreign exchange rate would have following impact (in US\$) on the balance held in CAD\$:

	\$ Impact
10% increase	(1,849,857)
10% decrease	2,260,936

e. Interest rate risk

Interest rate risk relates to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Currently, the Company has no assets or liabilities with a variable interest rate. Financial assets and financial liabilities that bear interest at fixed rates are subject to fair value interest rate risk. As at January 31, 2026, and July 31, 2025, the Company did not have any outstanding loans and borrowings that are subject to variable interest rates.

16. SUBSEQUENT EVENTS

Subsequent to January 31, 2026, 268,110 warrants were exercised for gross proceeds of \$106,184 (CAD\$144,007).