ARIZONA METALS CORP.

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

THREE AND SIX MONTHS ENDED JUNE 30, 2026

(EXPRESSED IN CANADIAN DOLLARS)

(UNAUDITED)

Arizona Metals Corp.
Condensed Interim Consolidated Statements of Financial Position
(Expressed in Canadian Dollars)
Unaudited

	As at June 30, 2026	As at December 31, 2025
ASSETS		
Current assets		
Cash	**$ 998,504**	$ 556,280
Investments	**10,083,329**	15,953,541
Amounts receivable	**246,332**	287,016
Prepaid expenses	**197,131**	230,031
Total current assets	**11,525,296**	17,026,868
Non-current assets		
Deposits (note 9)	**544,948**	544,948
Property and equipment (note 5)	**96,364**	113,369
Reclamation bond (note 9)	**310,025**	310,025
Total assets	**$ 12,476,633**	$ 17,995,210
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (notes 4 and 10)	**$ 601,175**	$ 1,550,021
Total liabilities	**601,175**	1,550,021
Shareholders' equity		
Share capital (note 6)	**136,973,460**	136,869,593
Reserves (notes 7 and 8)	**5,509,345**	5,142,512
Deficit	**(130,607,347)**	(125,566,916)
Total shareholders' equity	**11,875,458**	16,445,189
Total liabilities and shareholders' equity	**$ 12,476,633**	$ 17,995,210

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

Nature of operations and going concern (note 1)
Commitments and contingencies (notes 9 and 11)

Arizona Metals Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
Unaudited

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Operating expenses				
Salaries and benefits (note 10)	**$ 230,503**	$ 309,713	**$ 429,797**	$ 547,678
Exploration and evaluation expenditures (note 9)	**1,302,043**	3,446,417	**3,593,389**	7,700,271
Office and general	**87,505**	109,253	**294,019**	235,641
Professional fees (note 10)	**75,757**	204,852	**149,219**	274,847
Business development	**32,308**	65,175	**67,154**	99,404
Share-based payments (notes 7, 8 and 10)	**278,942**	495,036	**555,238**	724,520
Filing fees	**62,072**	64,649	**146,978**	122,035
Depreciation (note 5)	**8,502**	12,148	**17,005**	24,297
Operating loss before the following item	**(2,077,632)**	(4,707,243)	**(5,252,799)**	(9,728,693)
Interest income	**86,789**	164,894	**127,830**	327,881
Net loss and comprehensive loss for the period	**$ (1,990,843)**	$ (4,542,349)	**$ (5,124,969)**	$ (9,400,812)
Basic and diluted net loss per share	**$ (0.01)**	$ (0.03)	**$ (0.04)**	$ (0.07)
Weighted average number of common shares outstanding	**137,756,815**	137,138,675	**137,750,377**	136,900,825

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

Arizona Metals Corp.
Condensed Interim Consolidated Statements of Changes in Equity
(Expressed in Canadian Dollars)
Unaudited

	Share capital				
	Shares	**Amount**	**Reserves**	**Deficit**	**Total**
Balance, December 31, 2024	**136,660,333**	**$ 135,712,251**	**$ 6,735,695**	**$ (108,611,139)**	**$ 33,836,807**
Stock options exercised (note 7)	1,000,000	985,442	(463,442)	-	522,000
RSUs vested (note 8)	45,818	171,900	(171,900)	-	-
Stock options expired	-	-	(2,428,150)	2,428,150	-
Share-based payments	-	-	724,520	-	724,520
Net loss for the period	-	-	-	(9,400,812)	(9,400,812)
Balance, June 30, 2025	**137,706,151**	**$ 136,869,593**	**$ 4,396,723**	**$ (115,583,801)**	**$ 25,682,515**

Balance, December 31, 2025	**137,706,151**	**$ 136,869,593**	**$ 5,142,512**	**$ (125,566,916)**	**$ 16,445,189**
DSUs vested (note 8)	50,664	103,867	(103,867)	-	-
Stock options expired (note 7)	-	-	(84,538)	84,538	-
Share-based payments	-	-	555,238	-	555,238
Net loss for the period	-	-	-	(5,124,969)	(5,124,969)
Balance, June 30, 2026	**137,756,815**	**$ 136,973,460**	**$ 5,509,345**	**$ (130,607,347)**	**$ 11,875,458**

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

Arizona Metals Corp.

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

	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Operating activities		
Net loss for the period	**$ (5,124,969)**	$ (9,400,812)
Adjustments for:		
Share-based payments	**555,238**	724,520
Depreciation	**17,005**	24,297
Accrued interest	**(62,329)**	330,563
Changes in non-cash working capital items:		
Amounts receivable	**40,684**	(67,505)
Prepaid expenses and deposits	**32,900**	28,583
Accounts payable and accrued liabilities	**(948,846)**	(966,940)
Net cash used in operating activities	**(5,490,317)**	(9,327,294)
Investing activities		
Reclamation bond	**-**	(7,527)
Purchase of investments	**(10,079,226)**	(8,677,004)
Redemption of investments	**16,011,767**	17,485,638
Net cash provided by investing activities	**5,932,541**	8,801,107
Financing activities		
Proceeds from exercise of stock options	**-**	522,000
Net cash provided by financing activities	**-**	522,000
Net change in cash	**442,224**	(4,187)
Cash, beginning of period	**556,280**	355,813
Cash, end of period	**$ 998,504**	$ 351,626
Supplemental information		
Interest received	**$ 3,172**	$ 658,444

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

1. Nature of operations and going concern

Arizona Metals Corp. ("AMC" or the "Company") was incorporated under the Canada Business Corporations Act on June 28, 2017. The Company's head office, principal address and registered and records office is located at 66 Wellington Street West, Suite 4100, Toronto, Ontario, Canada, M5K 1B7. The Company completed its Initial Public Offering on March 6, 2018 and was classified as a Capital Pool Company ("CPC") as defined by the TSX Venture Exchange ("TSX-V").

On August 1, 2019, the Company completed a reverse take-over transaction ("RTO") with Croesus Gold Corp. ("Croesus"), which changed to Arizona Metals Holdings Corp. subsequent to RTO, wherein the Company acquired 100% of the issued and outstanding common shares of Croesus. As a result of the share exchange, Croesus was considered to have control. While the Company was the legal acquirer, the accounting acquirer was Croesus and these financial statements are consolidated and presented with Croesus as the continuing entity. Concurrent with the RTO, the Company changed its name to Arizona Metals Corp. and began trading on the TSX-V under the symbol "AMC". On August 6, 2020, the Company began trading on the OTCQB under the ticker "AZMCF" and moved to the OTCQX in January 2021. On October 13, 2022, the Company's common shares were delisted from the TSX-V upon graduation to the TSX.

AMC is a mineral exploration company based in Toronto, Ontario, focusing on the exploration and development of mineral resource properties in Arizona. At the date of these unaudited condensed interim consolidated financial statements, the Company does not have any operating mines, nor has it earned any income from production.

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

AMC is at an early stage of exploration and as is common with many exploration companies, it raises financing for its exploration and acquisition activities in discrete tranches. The Company has current assets in excess of current liabilities of $10,924,121 at June 30, 2026 (December 31, 2025 - $15,476,847). For the six months ended June 30, 2026, the Company had a net loss of $5,124,969 (six months ended June 30, 2025 - $9,400,812), and had cash outflows from operations of $5,490,317 (six months ended June 30, 2025 - $9,327,294).

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. The Company believes that it will have sufficient capital to operate over the next twelve months.

Longer term, the Company may pursue opportunities to raise additional capital through equity markets; however, there can be no assurance it will be able to raise funds in the future. The ultimate ability of the Company to remain a going concern and complete exploration and development of properties, if properties are proven successful, is dependent upon successfully raising additional capital.

2. Material accounting policies

Statement of compliance

The Company applies IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. These unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's 2025 annual consolidated financial statements which have been prepared in accordance with IFRS as issued by the IASB.

The policies applied in these unaudited condensed interim consolidated financial statements are based on IFRSs issued and outstanding as of August 13, 2026, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim consolidated financial statements as compared with the most recent annual consolidated financial statements as at and for the year ended December 31, 2025 unless otherwise noted herein.

New accounting pronouncements

The following new standards and amendments to standards and interpretations were effective for the Company from January 1, 2026:

<u>Cash and cash equivalents (including electronic payment arrangements)</u>

Cash and cash equivalents consist of cash on hand and deposits held at financial institutions that are readily convertible to known amounts of cash and subject to an insignificant risk of changes in value. The Company has adopted the amendments to IFRS 9, Financial Instruments related to the derecognition of financial liabilities settled through electronic payment systems. In accordance with these amendments, a financial liability is derecognized before settlement when payment is effected through an electronic payment system and all of the following conditions are met: (i) the Company has no practical ability to withdraw, stop or cancel the payment instruction; (ii) the payment instruction results in the counterparty obtaining an enforceable right to receive cash; and (iii) the Company does not have access to the cash transferred once the payment instruction is initiated. When these conditions are satisfied, the related financial liability and the corresponding cash and cash equivalent balance are derecognized on the date the payment instruction is initiated rather than on the settlement date.

There was no significant impact on the financial statements as a result of adoption.

The following new standards and amendments to standards and interpretations are not yet effective for the current year.

<u>Presentation and Disclosure in Financial Statements (IFRS 18)</u>

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. The Company is currently assessing the impact on the unaudited condensed interim consolidated financial statements.

3. Capital risk management

The Company includes equity, comprising issued share capital, reserves and deficit, in the definition of capital, which as at June 30, 2026, totaled $11,875,458 (December 31, 2025 - $16,445,189).

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund its exploration commitments. To secure the additional capital necessary to continue with the exploration of mineral properties, the Company may attempt to raise additional funds through the issuance of debt or equity.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares and adjusting spending. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

There were no changes in the Company's process, policies and approach to capital management during the periods ended June 30, 2026 and 2025.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSX which requires adequate working capital or financial resources such that, in the opinion of TSX, the listed issuer will be able to continue as a going concern. TSX will consider, among other things, the listed issuer's ability to meet its obligations as they come due, as well as its working capital position, quick asset position, total assets, capitalization, cash flow and earnings as well as accountants' or auditors' disclosures in the unaudited condensed interim consolidated financial statements regarding the listed issuer's ability to continue as a going concern.

4. Financial instruments

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and price risk).

(i) Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, investments, amounts receivable and reclamation bond. Cash and investments are held with Canadian chartered banks, from which management believes the risk of loss to be minimal.

Amounts receivable include sales tax receivable from government authorities in Canada. Reclamation bond is held with relevant government authorities in United States. Management believes that the credit risk with respect to these amounts receivable is minimal.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at June 30, 2026, the Company had cash of $998,504 and investments of $10,083,329 (December 31, 2025 - cash of $556,280 and investments of $15,953,541) to settle current liabilities of $601,175 (December 31, 2025 - $1,550,021). All of the Company's financial liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

4. Financial instruments (continued)

The Company obtained its financing through private placements and public offerings. Negative trends in the general equity market and the fall in commodity prices can adversely impact the Company's ability to obtain financing at favourable terms. If the Company cannot obtain the necessary financing to fund its operating and exploration activities, the Company might not be able to continue as a going concern entity.

There can be no assurance that additional financing, if and when required, will be available or on terms acceptable to the Company.

(iii) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

(a) Interest rate risk

The Company has cash balances. The Company's current policy is to invest surplus cash in high yield savings accounts with a Canadian chartered bank with which it keeps its bank accounts. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered bank.

(b) Foreign currency risk

Currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency exchange rates. The Company’s currency risk primarily arises from financial instruments denominated in US dollars. The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in US dollars. As at June 30, 2026, a 10% fluctuation in the US dollar against the Canadian dollar would not have a significant effect on profit and loss.

5. Property and equipment

Cost	**Equipment**	**Vehicles**	**Total**
Balance, December 31, 2024	$ 149,964	$ 158,474	$ 308,438
Additions	-	-	-
Balance, December 31, 2025	149,964	158,474	308,438
Additions	-	-	-
Balance, June 30, 2026	$ 149,964	$ 158,474	$ 308,438

Accumulated Depreciation	**Equipment**	**Vehicles**	**Total**
Balance, December 31, 2024	$ 57,106	$ 89,370	$ 146,476
Depreciation for the year	27,860	20,733	48,593
Balance, December 31, 2025	84,966	110,103	195,069
Depreciation for the period	9,750	7,255	17,005
Balance, June 30, 2026	$ 94,716	$ 117,358	$ 212,074

Carrying Value	**Equipment**	**Vehicles**	**Total**
Balance, December 31, 2025	$ 64,998	$ 48,371	$ 113,369
Balance, June 30, 2026	$ 55,248	$ 41,116	$ 96,364

(Expressed in Canadian Dollars)

6. Share capital

a) Authorized share capital

The authorized share capital consisted of unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

	Number of common shares	Amount
Balance, December 31, 2024	136,660,333	$ 135,712,251
Stock options exercised	1,000,000	985,442
RSUs vested (note 8(a))	45,818	171,900
Balance, June 30, 2025 and December 31, 2025	137,706,151	$ 136,869,593
DSUs vested (note 8(b))	50,664	103,867
Balance, June 30, 2026	137,756,815	$ 136,973,460

7. Stock options

The Company has adopted an incentive stock option plan which provides that the board of directors of the Company may from time to time, in its discretion, grant to the directors, officers, employees and consultants to the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Company’s issued and outstanding common shares. The board of directors has discretion to the number, vesting period and expiry date of each option award.

The Company's stock options outstanding are as follows:

	Number of stock options	Weighted average exercise price
Balance, December 31, 2024	3,616,332	$ 2.59
Issued (i)	1,147,545	1.13
Exercised	(1,000,000)	0.52
Expired	(835,832)	3.80
Forfeited	(77,248)	1.43
Balance, June 30, 2025	2,850,797	$ 2.41
Balance, December 31, 2025	3,117,241	$ 2.23
Issued (ii)(iii)	2,925,875	0.50
Expired	(100,000)	1.05
Balance, June 30, 2026	5,943,116	$ 1.40

During the three and six months ended June 30, 2026, the Company recognized share-based payments expense of $162,287 and $290,396, respectively (2025 - $386,392 and $546,720, respectively) related to the stock options granted and vested.

(Expressed in Canadian Dollars)

7. Stock options (continued)

(i) On May 20, 2025, the Company granted 1,147,545 stock options to directors, officers and employees of the Company with exercise price of $1.13 per share, expiring in 5 years. The options vest 1/3 on grant date, 1/3 on the one year anniversary of the grant date, and 1/3 on the two year anniversary of the grant date. The stock options were assigned a grant date value of $729,096 as estimated by using the Black-Scholes valuation model with the following assumptions: share price of $1.14, expected dividend yield of 0%, expected volatility of 63%, risk-free rate of return of 2.88%, and an expected maturity of 5 years.

(ii) On May 20, 2026, the Company granted 2,639,901 stock options to directors, officers and employees of the Company with exercise price of $0.50 per share, expiring in 5 years. The options vest 1/3 on grant date, 1/3 on the one year anniversary of the grant date, and 1/3 on the two year anniversary of the grant date. The stock options were assigned a grant date value of $178,619 as estimated by using the Black-Scholes valuation model with the following assumptions: share price of $0.185, expected dividend yield of 0%, expected volatility of 68%, risk-free rate of return of 3.23%, and an expected maturity of 5 years. The $0.50 exercise price reflects the closing price of the common shares on the TSX on March 26, 2026, being the date on which the Board originally approved the value of the long-term incentive awards, rather than the closing price on the formal grant date.

(iii) On June 25, 2026, the Company granted 285,974 stock options to a director of the Company with exercise price of $0.50 per share, expiring in 5 years. The options vest 1/3 on grant date, 1/3 on the one year anniversary of the grant date, and 1/3 on the two year anniversary of the grant date. The stock options were assigned a grant date value of $16,775 as estimated by using the Black-Scholes valuation model with the following assumptions: share price of $0.17, expected dividend yield of 0%, expected volatility of 68%, risk-free rate of return of 3.02%, and an expected maturity of 5 years. The $0.50 exercise price reflects the closing price of the common shares on the TSX on March 26, 2026, being the date on which the Board originally approved the value of the long-term incentive awards, rather than the closing price on the formal grant date.

The following table reflects the stock options issued and outstanding as of June 30, 2026:

Fair value on grant date ($)	Weighted average remaining contractual life (years)	Number of options outstanding	Exercisable options	Weighted average exercise price ($)	Expiry date
1,775,575	0.59	450,000	450,000	5.38	January 31, 2027
228,456	0.74	50,000	50,000	6.75	March 28, 2027
367,401	1.81	129,500	129,500	4.25	April 21, 2028
57,616	1.93	25,000	25,000	3.39	June 5, 2028
80,936	2.02	40,000	40,000	3.10	July 6, 2028
398,358	2.58	288,750	288,750	2.10	January 25, 2029
1,004,224	2.88	641,000	641,000	2.08	May 16, 2029
607,303	3.89	955,851	669,183	1.13	May 20, 2030
146,484	4.23	437,140	145,714	0.69	September 22, 2030
178,619	4.89	2,639,901	879,967	0.50	May 20, 2031
16,775	4.99	285,974	95,325	0.50	June 25, 2031
4,861,747	3.90	5,943,116	3,414,439	1.40	

(Expressed in Canadian Dollars)

8. Restricted share units and deferred share units

The restricted share units ("RSUs") and deferred share units ("DSUs") plans are compensation programs designed to reward eligible participants for their services rendered to the Company. RSUs and DSUs are awarded at the discretion of the board of directors, with each unit representing the right to receive payment equivalent to the value of one common share of the Company, subject to specified conditions and restrictions. These conditions often include continued employment or engagement with the Company.

Unless otherwise set forth in the RSU Agreement and DSU Agreement, RSUs and DSUs vest 1/3 on the one year anniversary of the grant date, 1/3 on the two year anniversary of the grant date, and 1/3 on the third year anniversary of the grant date. The Company has discretion to settle the vested RSUs and DSUs in the form of common shares, their cash equivalent, or a combination thereof. The RSU and DSU plans aim to align the interests of participants with the long-term performance and success of the Company while providing a mechanism for incentivizing and retaining key talent.

(a) Restricted share units

The Company's RSUs outstanding are as follows:

	Number of RSUs
Balance, December 31, 2024	156,000
Granted (i)	330,410
Vested (ii)	(55,500)
Forfeited	(5,000)
Balance, June 30, 2025	425,910
Balance, December 31, 2025	400,910
Granted (iii)	1,049,000
Balance, June 30, 2026	1,449,910

As at June 30, 2026, there were 161,303 RSUs vested.

During the three and six months ended June 30, 2026, the Company recognized share-based payments expense of $62,197 and $129,716, respectively (2025 - $53,684 and $94,428, respectively) related to the RSUs granted.

(i) On May 20, 2025, the Company granted 330,410 RSUs to officers and employees of the Company under the terms of the Company's legacy RSU Plan. The RSUs vest 1/3 on the one year anniversary of the grant date, 1/3 on the two year anniversary of the grant date, and 1/3 on the third year anniversary of the grant date. The RSUs were assigned a grant date value of $376,667 based on the prevailing market price on the grant date.

(ii) During the six months ended June 30, 2025, the Company issued 45,818 common shares from vesting of 55,500 RSUs which were settled on a net exercise basis.

(iii) On May 20, 2026, the Company granted 1,049,000 RSUs to officers and employees of the Company under the terms of the Company's omnibus equity incentive plan. The RSUs vest 1/3 on the one year anniversary of the grant date, 1/3 on the two year anniversary of the grant date, and 1/3 on the third year anniversary of the grant date. The RSUs were assigned a grant date value of $194,065 based on the prevailing market price on the grant date.

(Expressed in Canadian Dollars)

8. Restricted share units and deferred share units (continued)

(b) Deferred share units

The Company's DSUs outstanding are as follows:

	Number of DSUs
Balance, December 31, 2024	152,000
Granted (i)	265,487
Balance, June 30, 2025 and December 31, 2025	417,487
Granted (ii)	418,000
Vested	(50,664)
Balance, June 30, 2026	784,823

As at June 30, 2026, there were 316,151 DSUs vested.

During the three and six months ended June 30, 2026, the Company recognized share-based payments of $54,458 and $135,126, respectively (2025 - $54,960 and $83,372, respectively) related to the DSUs granted.

(i) On May 20, 2025, the Company granted 265,487 DSUs to directors of the Company under the terms of the Company's legacy DSU Plan. The DSUs vest one year anniversary of the grant date with settlement following cessation of services. The DSUs were assigned a grant date value of $302,655 based on the prevailing market price on the grant date.

(ii) On May 20, 2026, the Company granted 418,000 DSUs to directors of the Company under the terms of the Company's omnibus equity incentive plan. The DSUs vest one year anniversary of the grant date with settlement following cessation of services. The DSUs were assigned a grant date value of $77,330 based on the prevailing market price on the grant date.

(Expressed in Canadian Dollars)

9. Exploration and evaluation expenditures

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Sugarloaf Peak Gold Project				
Concession fees and taxes	**$ 15,356**	$ 15,272	**$ 30,712**	$ 30,544
Consulting	**376,073**	-	**698,313**	-
Drilling	**18,846**	-	**18,846**	-
Assays	**55,126**	-	**250,589**	-
Storage	**8**	1,814	**1,702**	3,696
	465,409	17,086	**1,000,162**	34,240
Kay Mine				
Concession fees and taxes	**40,974**	6,163	**47,171**	12,327
Legal fees	**20,713**	5,714	**48,026**	35,282
Consulting	**511,700**	463,415	**1,134,093**	978,600
Camp costs	**86,136**	170,910	**169,539**	268,110
Drilling	**169,789**	2,742,974	**1,175,870**	6,119,477
Assays	**7,322**	40,155	**18,528**	252,235
	836,634	3,429,331	**2,593,227**	7,666,031
Total exploration and evaluation expenditures	**$ 1,302,043**	$ 3,446,417	**$ 3,593,389**	$ 7,700,271

Sugarloaf Peak Gold Project

On December 16, 2014, Croesus entered into an option agreement with Riverside Resources Inc. ("Riverside") effective December 16, 2014, as amended December 18, 2015 and March 21, 2016 (the "Sugarloaf Option Agreement") whereby Riverside granted to Croesus the irrevocable and exclusive right and option (the "Option") to purchase and acquire 100% of Riverside's right, title and interest (of any nature or kind whatsoever) in and to the Sugarloaf Peak Gold Project, which was fully exercised.

The Sugarloaf Gold Peak Project is subject to a 2% net smelter return royalty due to Riverside and a 1.5% royalty to Arizona Gold Holdings, LLC. AMC has the right to repurchase 0.5% of the royalty granted to Riverside for $2,000,000 until the commencement of production on the Sugarloaf Peak Gold Project. In addition, AMC retains the right to require Riverside to repurchase 1% of the 1.5% royalty held by Arizona Gold Holdings, LLC for US$1,000,000, which repurchase amount would be funded by AMC.

At June 30, 2026, the Company has provided aggregate of $69,649 (December 31, 2025 - $69,649) in deposits as security against potential future reclamation work related to the Sugarloaf Peak Gold Project, recorded as reclamation bond.

9. Exploration and evaluation expenditures (continued)

Kay Mine

On November 15, 2018, Croesus entered into an acquisition agreement ("Acquisition Agreement") with Silver Spruce Resources Inc. ("Silver Spruce") to acquire 100% interest in certain patented and unpatented mining claims in Yavapai County, Arizona, USA, known collectively as the "Kay Mine Claims". The purchase price includes:

(a) Cash consideration of $50,000 (paid); and
(b) the assumption by the Company of a loan on the closing date with a principal amount of US$450,000, accruing interest at a rate of 12% per annum. The Company repaid the full amount of the loan and the accrued interest on March 12, 2019 in the amount of $652,165.

In May 2019, the Company entered into an agreement with Silver Spruce to amend the ongoing terms of the Acquisition Agreement (“Extension Agreement”). Under the Extension Agreement, Croesus made additional payments to Silver Spruce of $200,000 on May 9, 2019 and $150,000 on June 27, 2019, satisfying all of the Company’s obligations under the Acquisition Agreement and Extension Agreement.

In January 2021, the Company entered into a purchase option and sale agreement to acquire 100% of six parcels of patented land totaling 107 acres, located 900 metres northeast of its Kay Mine VMS Project. The purchase price was $2,853,057 (US$2,250,000) and the purchase was completed in May 2021.

In August 2023, the Company entered into a purchase and sale agreement with an arm's length party to acquire 100% of a private land parcel, located northeast of its Kay Mine Project. The property includes the surface, mineral, and water rights, among other rights and benefits. The purchase price was $3,422,174 (US$2,500,000) and the purchase was completed in December 2023.

In May 2024, the Company acquired 100% of an Arizona State Land parcel totaling 40 acres. The purchase price was $515,097 (US$366,100).

In August 2024, the Company acquired a parcel of land totaling approximately 4 acres for $430,263 (US$325,000).

At June 30, 2026, the Company has provided aggregate of $240,376 (December 31, 2025 - $240,376) in deposits as security against potential future reclamation work related to the Kay Mine, recorded as reclamation bond.

Furthermore, the Company has long term deposit of $544,948 related to a master drilling agreement.

(Expressed in Canadian Dollars)

10. Related party transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

(a) Remuneration of directors and key management personnel of the Company was as follows:

	Three Months Ended June 30, 2026	Three Months Ended June 30, 2025	Six Months Ended June 30, 2026	Six Months Ended June 30, 2025
Salaries and benefits	**$ 164,835**	$ 213,092	**$ 354,100**	$ 398,600
Share-based payments	**241,016**	391,697	**458,384**	580,765
Professional fees	**13,251**	20,075	**38,534**	34,388
	$ 419,102	$ 624,864	**$ 851,018**	$ 1,013,753

As at June 30, 2026, $22,250 (December 31, 2025 - $384,000) was owed to officers and directors of the Company and this amount was included in accounts payable and accrued liabilities. The amount owing is unsecured, non-interest bearing with no fixed terms of repayment.

(b) Included in professional fees for the three and six months ended June 30, 2026 is $13,251 and $38,534, respectively (2025 - $20,075 and $34,388, respectively) paid to Marrelli Support Services Inc. ("MSSI") for an employee of MSSI to act as the Chief Financial Officer ("CFO") of the Company and provide bookkeeping services.

11. Commitments and contingencies

Environmental contingencies

The Company's mineral exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations have generally been becoming more restrictive. The Company is 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.

Management contracts

The Company is party to certain employment contracts. These contracts provide that, in the event the employment or engagement of the applicable individual is terminated without cause within 12 months following a change of control, aggregate additional payments of approximately $1,240,000 would become payable, comprising base salary and short-term incentive entitlements. In the absence of a change of control, the aggregate amount payable under these contracts upon a termination without cause is approximately $680,000. These amounts are not additive, and the aggregate amount payable in connection with a change of control is inclusive of, and not in addition to, the amounts otherwise payable upon a termination without cause. As a triggering event has not taken place, the contingent payments have not been reflected in the unaudited condensed interim consolidated financial statements. The minimum amount due in one year pursuant to these contracts is $680,000.