OREX MINERALS INC.

Consolidated Financial Statements
(Expressed in Canadian Dollars)

For the year ended April 30, 2026

DAVIDSON

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Orex Minerals Inc.

Opinion

We have audited the accompanying consolidated financial statements of Orex Minerals Inc. (the "Company"), which comprise the consolidated statements of financial position as at April 30, 2026 and 2025, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at April 30, 2026 and 2025, 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").

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 Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the consolidated financial statements, which indicates that the Company incurred a loss of $1,606,256 for the year ended April 30, 2026, and has accumulated losses of $47,047,989. As stated in Note 1, these events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in the auditor's professional judgment, were of most significance in the audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our auditor's report.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

In preparing the consolidated financial statements, management is responsible for assessing the Company'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 the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 the Company'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 the Company'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 consolidated 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 the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated 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 activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Carmen Newnham.

Davidson & Company LLP

Chartered Professional Accountants

Vancouver, Canada

August 28, 2026

OREX MINERALS INC.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at

		April 30, 2026		April 30, 2025
ASSETS				
Current				
Cash	$	2,577,861	$	69,051
Restricted cash		50,000		50,000
Receivables		133,555		93,039
Due from related party (Note 10)		90,000		-
Prepaid expenses and deposits		37,792		5,117
Assets held for sale (Note 4)		2,374,612		-
		5,263,820		217,207
Equipment		5,045		7,289
Deposits		25,000		25,000
Investments (Note 5)		2,754,322		-
Investment in associates (Note 6)		-		2,443,141
IVA receivable		119,278		167,688
Exploration and evaluation assets (Note 7)		1		1
	$	8,167,466	$	2,860,326
LIABILITIES AND SHAREHOLDERS' EQUITY				
Current				
Accounts payable and accrued liabilities	$	655,368	$	524,376
Advance from related party (Note 10)		796,119		-
		1,451,487		524,376
Shareholders' equity				
Share capital (Note 8)		46,301,004		40,213,446
Reserves (Note 8)		7,057,490		7,058,562
Accumulated other comprehensive income		405,474		505,675
Deficit		(47,047,989)		(45,441,733)
		6,715,979		2,335,950
	$	8,167,466	$	2,860,326

Nature and continuance of operations (Note 1)
Subsequent events (Note 15)

Approved and authorized by the board on August 28, 2026

/s/ John Eren	Director	*/s/Stephen Cope*	Director
John Eren		Stephen Cope	

OREX MINERALS INC.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
For the years end:

		2026		2025
EXPLORATION EXPENSES				
Geological (Note 10)	$	-	$	80,000
General exploration		756,001		309,283
		756,001		389,283
GENERAL EXPENSES				
Communication and marketing		19,100		97,175
Consulting fees (Note 10)		639,477		874,358
Depreciation		2,244		1,683
Investor relations		10,394		99,605
Management fees (Note 10)		194,000		399,000
Office and administrative		143,011		345,036
Professional fees		92,614		106,309
Rent		130,627		82,707
Stock-based compensation (Note 8)		555,469		265,612
Transfer agent and filing fees		63,110		64,283
Travel		138,843		-
		1,988,889		2,335,768
		(2,744,890)		(2,725,051)
Dilution gain on investment in associate (Note 6)		-		272,887
Equity loss in associated companies (Note 6)		(393,030)		(397,367)
Write down of investment in associates (Note 6)		-		(535,825)
Foreign exchange gain (loss)		17,282		1,585
Gain on settlement of accounts payable (Note 10)		147,705		80,516
Interest income		-		17
Unrealized gain on investment (Note 5)		1,366,677		-
		1,138,634		(578,187)
Loss for the year		(1,606,256)		(3,303,238)
Equity investment – foreign currency translation (Note 6)		(100,201)		(43,200)
Comprehensive loss for the year		(1,706,457)	$	(3,346,438)
Basic and diluted loss per common share		(0.04)	$	(0.11)
Weighted average number of common shares outstanding – basic and diluted		41,560,276		29,891,616

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

OREX MINERALS INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)
For the years ended:

	Common Shares	Share Capital	Reserves	Accumulated other comprehensive income	Deficit	Total Shareholders' Equity
Balance, April 30, 2024	**19,964,806**	**$ 37,723,754**	**6,808,422**	**548,875**	**(42,138,495)**	**2,942,556**
Issuance of common shares	6,666,617	955,060	44,933	-	-	999,993
Share issuance costs	-	(10,366)	-	-	-	(10,366)
Share-based payments	-	-	265,612	-	-	265,612
Warrant modification		(190,988)	190,988	-	-	-
Warrants exercised	6,366,282	1,252,926	(43,333)	-	-	1,209,593
Stock options exercised	1,284,090	483,060	(208,060)	-	-	275,000
Comprehensive loss for the year	-	-	-	(43,200)	(3,303,238)	(3,346,438)
Balance, April 30, 2025	**34,281,795**	**$ 40,213,446**	**7,058,562**	**505,675**	**(45,441,733)**	**2,335,950**
Issuance of units	30,303,030	5,000,000	-	-	-	5,000,000
Share issuance costs	-	(225,123)	-	-	-	(225,123)
Broker warrants	-	(56,455)	56,455	-	-	-
Broker fee paid in shares	233,818	38,580	-	-	-	38,580
Share-based payments	-	-	555,469	-	-	555,469
Warrants exercised	50,000	12,500	-	-	-	12,500
Stock options exercised	5,501,283	1,318,056	(612,996)	-	-	705,060
Comprehensive loss for the year	-	-	-	(100,201)	(1,606,256)	(1,706,457)
Balance, April 30, 2026	**70,369,926**	**$ 46,301,004**	**7,057,490**	**405,474**	**(47,047,989)**	**6,715,979**

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

OREX MINERALS INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)
For the years ended:

		2026	2025
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss for the year	$	(1,606,256)	(3,303,238)
Items not affecting cash:			
Depreciation		2,244	1,683
Dilution gain on investment in associate		-	(272,887)
Equity loss in associated companies		393,030	397,367
Write down of investment in associates		-	535,825
Gain on settlement of accounts payable		(147,705)	(80,516)
Stock-based compensation		555,469	265,612
Unrealized gain on investment		(1,366,677)	-
Changes in non-cash working capital items:			
Receivables		(40,516)	(63,736)
Due from related party		(90,000)	-
Prepaid expenses and deposits		(32,675)	1,015
IVA receivable		48,410	54,387
Accounts payable and accrued liabilities		278,697	356,412
Due to related party		796,119	-
Cash used in operating activities	$	(1,209,860)	(2,108,076)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of investments		(1,387,645)	-
Investment in associates contributions		(424,702)	-
Term deposit		-	(50,000)
Cash used in investing activities	$	(1,812,347)	(50,000)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issuance of units		5,000,000	999,993
Share issuance costs		(186,543)	(10,366)
Proceeds from option exercise		705,060	-
Proceeds from warrant exercise		12,500	1,209,593
Cash from financing activities	$	5,531,017	2,199,220
Change in cash during the year		2,508,810	41,144
Cash, beginning of year		69,051	27,907
Cash, end of year		2,577,861	69,051

Supplemental disclosure with respect to cash flows (Note 13)

1. NATURE AND CONTINUANCE OF OPERATIONS

Orex Minerals Inc. (the "Company") was incorporated under the laws of the Province of British Columbia, Canada on April 25, 1996. The Company's principal business activities include the acquisition and exploration of mineral properties in Mexico, and Canada.

The head office of the Company is located at Suite 300 - 1055 West Hastings Street, Vancouver, BC, Canada, V6E 2E9. The registered address and records office of the Company is located at Suite 1700, Park Place, 666 Burrard Street, Vancouver, BC, Canada V6C 2X8.

The Company's financial statements and those of its controlled subsidiaries ("consolidated financial statements") are presented in Canadian dollars.

The Company is in the process of exploring and evaluating its resource properties and has not yet determined whether any of its properties contain ore reserves that are economically recoverable. The amounts shown for exploration and evaluation assets do not necessarily represent present or future values.

These consolidated financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has incurred losses from inception and does not currently have the financial resources to sustain operations in the long-term. While the Company has been successful in obtaining its required funding in the past, there is no assurance that such future financing will be available or be available on favourable terms. The Company incurred a loss of $1,606,256 for the year ended April 30, 2026, and has accumulated losses of $47,047,989 as of April 30, 2026. These events and conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

These consolidated financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations. Continued operations of the Company are dependent on the Company's ability to receive financial support, necessary financings, or generate profitable operations in the future.

2. BASIS OF PREPARATION

These consolidated financial statements, including comparatives, have been prepared using accounting policies consistent with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments measured at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

2. BASIS OF PREPARATION (cont'd...)

Critical accounting estimates and judgements

The preparation of these consolidated financial statements in accordance with IFRS Accounting Standards requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the period. Actual results could differ from these estimates.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

a) The determination of an investment in an associate as an equity investment requires judgement as to whether the Company has significant influence over the strategic financial and operating decisions relating to the activity of the investee.

b) The carrying value and the recoverability of investment in associates, which are included in the statements of financial position. At every reporting period, management assesses the potential impairment which involves assessing whether or not facts or circumstances exist that suggest amounts exceed the recoverable amounts.

c) The functional currency of the equity investments is considered to be the Mexican Peso. The investments are controlled by a Mexican parent company and expenditures are primarily in the local currency.

d) The fair value of private company investments. Where the fair values of investments in private companies recorded on the statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgment is required to establish fair value and this value may not be indicative of recoverable value.

e) The classification of non-current assets as held for sale requires management to exercise judgment in determining whether the carrying amount of the asset will be recovered principally through a sale transaction rather than through continuing use and whether the criteria under IFRS 5, *Non-current Assets Held for Sale and Discontinued Operations*, have been satisfied. In making this assessment, management considers whether the asset is available for immediate sale in its present condition and whether the sale is highly probable, including management's commitment to the sale, the status of the sale process and the expected timing of completion.

   As at April 30, 2026, management determined that the Company's investment in EDMC met the criteria for classification as held for sale as the Company had entered into a definitive agreement on March 13, 2026 to sell its interest in the Coneto Silver-Gold Project and completion of the transaction was considered highly probable. The transaction subsequently closed on May 4, 2026 (Note 4).

3. MATERIAL ACCOUNTING POLICY INFORMATION

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its controlled subsidiaries (Note 10). Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant intercompany balances and transactions have been eliminated upon consolidation.

Exploration and evaluation assets

The Company is currently in the exploration stage with all its mineral interests. Exploration and evaluation costs include the costs of acquiring concessions, and the fair value, upon acquisition, of mineral properties acquired in a business combination. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss.

Exploration and evaluation expenditures are expensed in the period they are incurred except for expenditures associated with the acquisition of exploration and evaluation assets through a business combination or an asset acquisition. Significant property acquisition costs are capitalized only to the extent that such costs can be directly attributed to an area of interest where it is considered likely to be recoverable by future exploitation or sale.

Impairment

At the end of each reporting period, the Company's assets are reviewed to determine whether there is any indication that those assets may be impaired. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs of disposal and value in use. Fair value 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. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related assets along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value. The rehabilitation asset is depreciated on the same basis as the related assets.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates.

Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, are charged to profit or loss for the period. The Company has no material restoration, rehabilitation or environmental obligations as the disturbance to date is limited.

Financial instruments

The details of IFRS 9, Financial Instruments are set out below.

a) Classification and measurement of financial assets and liabilities

A financial asset is classified as measured at: amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The classification of financial assets depends on the purpose for which the financial assets were acquired. The Company's financial assets, consists of cash, restricted cash, due from related party and deposits classified at amortized cost. Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date. Investments are classified as FVTPL.

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss: This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized through profit or loss.

Amortized cost: This category includes accounts payable and accrued liabilities and advance from related party which are recognized at amortized cost.

b) Impairment of financial assets

An 'expected credit loss' (ECL) model applies to financial assets measured at amortized cost, contract assets and debt investments at FVOCI, but not to investments in equity instruments. The Company's financial assets are measured at amortized cost and subject to the ECL model.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

Foreign exchange

The functional currency is the currency of the primary economic environment in which the entity operates and has been determined for each entity within the Company. The functional currency for all entities within the corporate entity is the Canadian dollar. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*.

Transactions in currencies other than the Canadian dollar are recorded at exchange rates prevailing on the dates of the transactions. At the end of each reporting period, the monetary assets and liabilities of the Company that are denominated in foreign currencies are translated at the rate of exchange at the statement of financial position date while non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at the exchange rates approximating those in effect on the date of the transactions. Exchange gains and losses arising on translation are included in profit or loss.

On inclusion of an equity investment with a functional currency other than the Canadian dollar, the assets and liabilities are translated into Canadian dollars using the period-end rate and the operations and cash flows translated using the average rates of exchange. Exchange adjustments arising when the opening net assets and the profit or loss are translated into Canadian dollars are taken into a separate component of equity and reported in other comprehensive income or loss.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and options are classified as equity instruments. Incremental costs directly attributable to the issuance of new shares are shown in equity as a deduction from the proceeds.

Equity financing transactions may involve issuance of common shares or units. A unit comprises of a certain number of common shares and a certain number of share purchase warrants. Depending on the terms and conditions of each equity financing agreement, the warrants are exercisable into additional common shares prior to expiry at a price stipulated by the agreement. Warrants that are part of units are assigned value based on the residual value method and included in share capital with the common shares that were concurrently issued.

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants.

The fair value of stock options granted to directors, officers, employees and consultants is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period as expense, with a corresponding increase in reserves. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments are issued to non-employees and some or all the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payments. Otherwise, share-based payments are measured at the fair value of goods or services received.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

Investment in associate

Associated companies over which the Company has significant influence are accounted for using the equity basis of accounting, whereby the investment is initially recorded at cost, adjusted to recognize the Company's share of earnings or losses and reduced by dividends received. The Company assesses its equity investments for impairment if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the equity investment and that the event or events has an impact on the estimated future cash flow of the investment that can be reliably estimated.

Objective evidence of impairment of equity investment includes:

- Significant financial difficulty of the associated companies;
- Becoming probable that the associated companies will enter bankruptcy or other financial reorganization; or
- National or local economic conditions that correlate with defaults of the associated companies.

Income (loss) per share

Basic income (loss) per share is calculated using the weighted average number of common shares outstanding during the period.

The Company recognizes the dilutive effect on income or loss per share based on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the periods presented, this calculation proved to be anti-dilutive.

Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it does not recognize the asset.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

3. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd...)

New accounting standards issued and not yet effective

IFRS 18 Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

The Company is currently determining the impact of the new standard on its consolidated financial statements.

4. ASSETS HELD FOR SALE

On March 13, 2026, the Company and Fresnillo plc (collectively, the "Vendors") plc entered into a definitive agreement with Silver Viper Minerals Corp. ("Silver Viper") to sell the Vendors 100% ownership of the Coneto Silver-Gold Project ("Coneto") in Durango, Mexico (the "Transaction") which the Company previously recognized as an investment in associate (Note 6) and was reclassified to assets held for sale as at April 30, 2026. Pursuant to the terms of the Transaction, Silver Viper will issue an aggregate of 25,531,875 common shares to the Vendors in satisfaction of the US $15,000,000 purchase price ($20,425,500).

Subsequent to year end, on May 4, 2026 the Transaction closed and the Company received 9,903,815 shares of Silver Viper for its 38.79% interest in the Coneto joint venture. The 9,903,815 Silver Viper shares issued to the Company on closing of the Transaction are subject to a statutory 4-month hold period under applicable Canadian securities laws.

5. INVESTMENTS

On April 13, 2026, the Company purchased 139,559 common shares of Chotanagpur Graphite Private Limited ("Chotanagpur"), a private corporation incorporated under the laws of India. Chotanagpur is a graphite and advanced materials company engaged in the development and processing of graphite resources. The Company does not have significant influence over Chotanagpur's operations. As at April 30, 2026, the fair value of the Company's investment in Chotanagpur is $209,475 (2025 - $nil).

During the year ended April 30, 2026, the Company acquired 4,712,679 common shares of Waraba Gold Limited ("Waraba") for aggregate consideration of $1,178,170. The shares are beneficially owned by the Company and are currently registered in the names of the Company's Chairman and his spouse, who hold legal title to the shares as bare trustees and nominees for and on behalf of the Company. The shares are to be transferred to an account in the Company's name upon establishment of an appropriate brokerage or trading account capable of receiving the shares.

At April 30, 2026, the fair value of the Company's investment in Waraba is $2,544,847 (2025 - $nil), resulting in an unrealized gain on investment of $1,366,677 (2025 - $nil) recognized in the statements of loss and comprehensive loss.

(Expressed in Canadian Dollars)

6. INVESTMENT IN ASSOCIATES

		Explorацions y Desarrollos Mineros Coneto S.A.P.I de C.V.
Net investment, opening	$	2,443,141
Additional investment		424,702
Equity loss for the period		(393,030)
Other comprehensive income - currency translation		(100,201)
Reclassified to assets held for sale (Note 4)		(2,374,612)
Net investment, closing	$	-

Exploracions y Desarrollos Mineros Coneto S.A.P.I de C.V ("EDMC")

During the year ended April 30, 2017, the Company and Fresnillo, pursuant to a definitive agreement contributed their respective Coneto mining concessions to a new company, EDMC by way of merger. The ownership of EDMC is 61% Fresnillo, 39% by the Company (2024 – 56% Fresnillo, 44% by the Company).

Under the terms of the agreement:

a) Fresnillo has the right to increase its ownership of EDMC to 70% by either completing a prefeasibility study or spending up to an additional US$21,000,000 in the process of preparing a prefeasibility study. If Fresnillo does not exercise the right to increase its ownership of EDMC to 70%, the costs incurred to complete a prefeasibility study will be shared by Fresnillo and the Company in proportion to their ownership of EDMC.

b) Any additional funding required by EDMC will be provided by the Company and Fresnillo in proportion to their respective ownership interests in EDMC at that time.

c) Fresnillo will have a right of first refusal to acquire the Company's ownership interest in EDMC if the Company receives an offer for its interest in EDMC that it proposes to accept.

d) During the life of the association agreement, in the event that the Company, or any of its subsidiaries, enters into a transaction to acquire an interest in any additional mineral properties in Mexico and then later decides to sell or option out that interest to a third party, Fresnillo will have a right of first refusal to participate in such transaction on the same terms and conditions as offered to the third party.

In February 2024, July 2024 and January 2025, the Company chose not to make its contribution to the joint project and the Company's ownership was diluted from 45% to 38.8%.

The Company has a minority position on the technical committee and board of directors of EDMC and does not control operational decisions. The Company's judgement is that it has significant influence but not control and accordingly equity accounting is appropriate.

(Expressed in Canadian Dollars)

6. INVESTMENT IN ASSOCIATES (cont'd…)

Exploracions y Desarrollos Mineros Coneto S.A.P.I de C.V (cont'd…)

As at April 30, 2026 and April 30, 2025, EDMC's aggregate assets, aggregate liabilities and net losses are as follows:

		April 30, 2026		April 30, 2025
Current assets	$	284,933	$	170,437
Non-current assets		1,992,857		1,796,654
Current liabilities		(25,592)		(28,449)
Net assets		2,252,198		1,938,642
The Company's ownership %		38.8%		38.8%
The Company's share of net assets	$	873,853	$	752,193

		April 30, 2026		April 30, 2025
Loss for the year	$	(1,012,964)	$	(649,398)
Other comprehensive income (loss) – currency translation		(258,250)		49,987
Total comprehensive income (loss)		(1,271,214)		(599,411)
The Company's ownership %		38.8%		38.8%
The Company's share of comprehensive income (loss)	$	(493,231)	$	(232,571)

		April 30, 2026		April 30, 2025
Net investment, opening	$	2,443,141	$	2,350,906
Additional investment		424,702		-
Equity loss for the year		(393,030)		(251,966)
Dilution gain on investment in associate		-		272,887
Other comprehensive income - currency translation		(100,201)		71,314
Reclassified to assets held for sale (Note 4)		(2,374,612)		-
Net investment, closing	$	-	$	2,443,141

During the year ended April 30, 2026, the Company entered into a definitive agreement to sell its interest in EDMC and the net investment balance was reclassified to assets held for sale (Note 4).

Empresa Minera Sandra-Escobar, S.A. De C.V

On March 1, 2021, the Company and Pan American, pursuant to a definitive agreement contributed their respective Sandra Property mining concessions to a new company. The ownership of EMSE is 60% Plata Pan Americana S.A. De C.V., a wholly owned subsidiary of Pan American, 40% by the Company. Pan American and the Company will make their proportionate share of contributions. The Company is the operator.

The Company has a minority position on the technical committee and board of directors of EMSE and does not control operational decisions. The Company's judgement is that it has significant influence, but not control and accordingly equity accounting is appropriate.

(Expressed in Canadian Dollars)

6. INVESTMENT IN ASSOCIATES (cont'd…)

Empresa Minera Sandra-Escobar, S.A. De C.V (cont'd…)

Management assessed the recoverable amount of the investment in associates. Due to the absence of exploration expenditures over the last two years, unpaid concession fees, and the strategic decision by both joint venture partners to sell the property, management determined that the mining concessions to be impaired.

As at April 30, 2026 and April 30, 2025, EMSE's aggregate assets, aggregate liabilities and net losses are as follows:

		April 30, 2026		April 30, 2025
Current assets	$	226,531	$	204,236
Non-current assets		2,029,596		1,831,187
Current liabilities		(414,757)		(373,938)
Net assets		1,841,370		1,661,485
The Company's ownership %		40%		40%
The Company's share of net assets	$	736,548	$	664,594

		April 30, 2026		April 30, 2025
Loss for the year	$	(1,436)	$	(363,501)
Other comprehensive income – currency translation		(103,186)		(286,285)
Total comprehensive loss		(104,622)		(649,786)
The Company's ownership %		40%		40%
The Company's share of comprehensive loss	$	(41,849)	$	(259,914)

		April 30, 2026		April 30, 2025
Net investment, opening	$	-	$	795,740
Additional investment		-		-
Equity loss for the year		-		(145,401)
Other comprehensive income - currency translation		-		(114,514)
Write down of investment in associate		-		(535,825)
Net investment, closing	$	-	$	-

(Expressed in Canadian Dollars)

7. EXPLORATION AND EVALUATION ASSETS

	Jumping Josephine, Canada	Total
Balance, as at April 30, 2026 and April 30, 2025	$ 1	$ 1

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties is in good standing.

Jumping Josephine, Canada

The Company owns 100% interest in the Jumping Josephine Property, located in the West Kootenay Mining District of British Columbia, Canada.

There are no current or future planned exploration activities on the Jumping Josephine Property. Accordingly, the Company reduced the carrying value of the Property to $1 in a prior fiscal year.

Valenciana, Mexico

On February 13, 2024, the Company entered into an option agreement with Exploraciones El Cairo S.R.L. de C.V. (“EEC”), a Mexican registered private company, to acquire 100% of the Valenciana Gold-Silver Project in Zacatecas State, Mexico. Under the terms of the agreement, the Company would be required to make total option payments of USD $130,000 over a 36 month period and US$25,000 every 6 months thereafter. The Company and EEC agreed to defer payments due to delays in registration process of the agreement in Mexico. As there was no advancement in the registration process during the year ended April 30, 2025 the Company determined not to advance with the option.

8. SHARE CAPITAL AND RESERVES

Authorized

Unlimited number of common shares without par value.

Share issuances

As at April 30, 2026, there were 70,369,926 common shares issued and outstanding.

Year ended April 30, 2026

The Company completed a private placement on March 6, 2026 and raised gross proceeds of $5,000,000 through the sale of 30,303,030 units at a price of $0.165 per unit. Each unit consists of one common share of the Company and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of $0.22 per share for a period of two years. In connection with the issuance, the Company incurred share issuance costs of $186,543. In addition, the Company issued 233,818 broker units with the same terms and conditions as the private placement warrants. The broker shares of $38,580 are also included in share issuance costs.

8. SHARE CAPITAL AND RESERVES (cont'd…)

Year ended April 30, 2025

The Company completed the first tranche of a private placement on May 10, 2024 and raised gross proceeds of $337,000 through the sale of 2,246,666 units at a price of $0.15 per unit. On June 6, 2024 the Company completed the second tranche of its private placement and raised gross proceeds of $662,993 through the sale of 4,419,951 units at a price of $0.15 per unit. Each unit consists of one common share of the Company and one share purchase warrant. Each warrant is exercisable into one common share of the Company at a price of $0.25 per share for a period of two years. In connection with the issuance, the Company incurred share issuance costs of $10,366.

Stock options and warrants

<u>Stock options</u>

The Company has a plan to grant stock options to directors, officers, employees and consultants of the Company. Under the plan, the Board of Directors has the discretion to issue the equivalent of up to 10% of the issued and outstanding shares of the Company from time to time. Stock options are generally for a term of up to five years from the date granted and are exercisable at a price that is not less than the market price on the date granted.

Vesting terms are determined at the discretion of the board of directors. Options issued to consultants providing investor relations services must vest in stages over a minimum of 12 months with no more than one-quarter of the options vesting in any three-month period.

Year ended April 30, 2026

On May 30, 2025, the Company granted 2,934,783 stock options to consultants. The stock options have an exercise price of $0.115 per share, expire five years from the date of grant and vest immediately. The Company used the Black Scholes option pricing model to estimate the fair value of the options to be $322,138. The following assumptions were used: risk free interest rate of 2.8%, dividend yield of 0%, expected volatility of 150% and expected life of 5 years.

On June 30, 2025, the Company granted 1,650,000 stock options to consultants. The stock options have an exercise price of $0.13 per share, expire five years from the date of grant and vest immediately. The Company used the Black Scholes option pricing model to estimate the fair value of the options to be $180,044. The following assumptions were used: risk free interest rate of 2.83%, dividend yield of 0%, expected volatility of 150% and expected life of 5 years.

On December 30, 2025, the Company granted 412,500 stock options to a consultant. The stock options have an exercise price of $0.20 per share, expires one year from the date of grant and vest immediately. The Company used the Black Scholes option pricing model to estimate the fair value of the options to be $53,287. The following assumptions were used: risk free interest rate of 1.53%, dividend yield of 0%, expected volatility of 120% and expected life of 1 year.

8. SHARE CAPITAL AND RESERVES (cont'd…**)**

Stock options and warrants (cont'd…**)**

Year ended April 30, 2025

On September 17, 2024, the Company granted 909,090 stock options to two directors in connection with a termination agreement and mutual release. The stock options have an exercise price of $0.22 per share, expire five years from the date of grant and vest immediately. The Company used the Black Scholes option pricing model to estimate the fair value of the options to be $155,890. The following assumptions were used: risk free interest rate of 2.72%, dividend yield of 0%, expected volatility of 130.2% and expected life of 5 years.

On November 18, 2024, the Company granted 375,000 stock options to an officer of the Company in connection with a termination agreement and mutual release. The stock options have an exercise price of $0.20 per share, expire five years from the date of grant and vest immediately. The Company used the Black Scholes option pricing model to estimate the fair value of the options to be $52,170. The following assumptions were used: risk free interest rate of 3.10%, dividend yield of 0%, expected volatility of 127.6% and expected life of 5 years.

On April 25, 2025, the Company granted 504,000 stock options to a consultant of the Company. The stock options have an exercise price of $0.14 per share, expire five years from the date of grant and vest immediately. The Company used the Black Scholes option pricing model to estimate the fair value of the options to be $57,552. The following assumptions were used: risk free interest rate of 2.9%, dividend yield of 0%, expected volatility of 136.87% and expected life of 5 years.

The share-based payments expense for stock options granted during the year ended April 30, 2026 was $555,469 (April 30, 2025 – $265,612).

<u>Warrants</u>

Year ended April 30, 2026

In connection with the private placement completed on March 6, 2026 the Company issued 30,303,030 warrants. Each warrant is exercisable into one common share of the Company at a price of $0.22 per share for a period of two years. In addition, the Company issued 233,818 broker warrants with the same terms and conditions. The Company used the Black Scholes option pricing model to estimate the fair value of the options to be 56,455. The following assumptions were used: risk free interest rate of 2.62%, dividend yield of 0%, expected volatility of 199% and expected life of 2 years.

Year ended April 30, 2025

During the year ended April 30, 2025, the Company approved a Warrant Incentive Program to encourage the exercise of 7,891,617 warrants originally granted on December 20, 2023, May 10, 2024 and June 6, 2024 at an exercise price of $0.25. The exercise price of the warrants were originally amended from $0.25 to $0.19. In addition, pursuant to the program, each of the holders of warrants that exercised warrants during the period from October 8, 2024 to November 8, 2024 ("Exercise Period") received an additional warrant entitling such holder to acquire one common share of the Company at a price of $0.25 per share for a two-year period ("Incentive Warrant"). All warrants that were not exercised would continue to be entitle the holder to acquire one common shares at an exercise price of $0.19 until their applicable expiry date.

(Expressed in Canadian Dollars)

8. SHARE CAPITAL AND RESERVES (cont'd…)

Stock options and warrants (cont'd…)

During the Exercise Period, a total of 6,366,282 common shares in the capital of the Company were issued upon the exercise of 6,366,282 outstanding share purchase warrants for gross proceeds of $1,209,593. A total of 6,366,282 Incentive Warrants were issued pursuant to the program.

Stock option and share purchase warrant transactions are summarized as follows:

	Warrants		Stock options	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding, April 30, 2024	1,225,000	0.25	847,500	1.24
Granted	13,032,899	0.25	1,788,090	0.19
Exercised	(6,366,282)	0.19	(1,284,090)	0.21
Expired	-	-	(232,500)	1.00
Forfeited	-	-	(220,000)	1.33
Outstanding, April 30, 2025	7,891,617	0.24	899,000	0.67
Granted	30,536,848	0.22	4,997,283	0.13
Exercised	(50,000)	0.25	(5,501,283)	0.13
Expired	(575,000)	0.19	(142,500)	1.70
Forfeited	-	-	(100,000)	1.35
Outstanding, April 30, 2026	37,803,465	0.22	152,500	1.00
Exercisable, April 30, 2026	37,803,465	0.22	152,500	1.00

The following stock options to acquire common shares of the Company were outstanding at April 30, 2026:

Number of Options	Exercise Price	Expiry Date
152,500	1.00	December 22, 2026
152,500	1.00	

The following warrants to acquire common shares of the Company were outstanding at April 30, 2026:

Number of Warrants	Exercise Price	Expiry Date
80,000	$0.19	May 10, 2026*
870,335	$0.19	June 6, 2026*
6,316,282	$0.25	November 8, 2026**
30,536,848	$0.22	March 6, 2028
37,803,465	$0.22	

* Expired subsequent to the year
**Exercised subsequent to the year (Note 15)

(Expressed in Canadian Dollars)

9. CAPITAL MANAGEMENT

The Company defines its capital as shareholders' equity. The Board of Directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns on unused capital. The Company does not pay dividends. The Company is not subject to any externally imposed capital requirements.

The Company raises capital to fund its corporate and exploration costs and other obligations through the sale of its common shares or units consisting of common shares and warrants in order to operate its business and safeguard its ability to continue as a going concern. Although the Company has been successful at raising funds in the past through issuance of share capital, it is uncertain whether it will continue this financing due to uncertain economic conditions. There have been no changes to the Company's approach to capital management during the year.

10. RELATED PARTY TRANSACTIONS

The consolidated financial statements include the financial statements of Orex Minerals Inc. and its subsidiaries listed in the following table:

Name of Subsidiary	Country of Incorporation	Proportion of Ownership Interest	Principal Activity
OVI Exploration de Mexico S.A. de C.V.	Mexico	100%	Mineral exploration
Servicios Mineros Orex Silver S.A. de C.V.	Mexico	100%	Mineral exploration
Astral Mining Corporation	Canada	100%	Mineral exploration
Astral Mining S.A. de C.V.	Mexico	100%	Mineral exploration

During the year ended April 30, 2026, the Company entered into the following transactions with related parties, directors and key management personnel. Key management personnel are individuals responsible for planning, directing and controlling the activities of the Company and include all directors and officers.

Compensation paid or payable to key management personnel for services rendered are as follows:

		Year Ended April 30, 2026		Year Ended April 30, 2025
Management fees	$	194,000	$	399,000
Geological consulting fees		-		46,400
Total	$	194,000	$	445,400

Included in accounts payable and accrued liabilities as at April 30, 2026 is $130,725 (April 30, 2025 - $17,650) due to directors or officers or companies controlled by directors.

During the year ended April 30, 2026, the Company received consulting fees from a related party company controlled by common directors for $25,066 (2025 - $66,743).

10. RELATED PARTY TRANSACTIONS (cont'd…)

During the year ended April 30, 2026, the Company received an advance from a related party company controlled by common directors for $796,119 (April 30, 2025: $nil). This loan is repayable on demand and carries no interest.

During the year ended April 30, 2026, $90,000 of Company funds held in legal counsel's trust account was disbursed on behalf of the Company's Chairman/director. The amount has been recorded as due from related party as at April 30, 2026. The amount is unsecured, non-interest bearing and payable on demand.

As described in Note 5, 4,712,679 common shares of Waraba beneficially owned by the Company are registered in the names of the Company's Chairman/director and his spouse and are held by them as bare trustees and nominees for the Company pending transfer to an appropriate brokerage or trading account in the Company's name.

During the years ended April 30, 2026 and 2025, the Company settled payables with former directors and officers of the company resulting in a gain in settlement of accounts payable of $147,705 (2025: $80,516).

During the year ended April 30, 2025, the Company entered into termination and mutual release agreements with three former officers and/or directors of the Company whereby the Company issued 1,284,090 stock options and recorded stock-based compensation of $208,061. All stock options were exercised during the year and the fair value was reversed from reserves to share capital.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are described below.

Level 1 - quoted prices (unadjusted) 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 (unobservable inputs).

Fair value of financial instruments

The Company has various financial instruments including cash, restricted cash, deposits, due from related party, investments, accounts payable and accrued liabilities and advance from related party. The carrying values of cash, restricted cash, deposits, due from related party, accounts payable and accrued liabilities and advance from related party approximate their fair values due to their short-term nature. The Company's investment in Waraba is measured at fair value using Level 1 inputs and its private company investment is measured at fair value using Level 3 inputs.

For Level 3 inputs, specific valuation techniques used to fair value financial instruments, specifically those that are not quoted in an active market, as such the Company utilized a market approach:

- The use of quoted market prices in active or other public markets.
- The use of most recent transactions of similar instruments.
- Changes in expected technical milestones of the investee.
- Changes in management, strategy, litigation matters or other internal matters.
- Significant changes in the results of the investee compared with the budget, plan, or milestone.

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd…)

Fair value of financial instruments (cont'd…)

As at April 30, 2026, the Company's Waraba equity investment of $2,544,847 was measured using Level 1 quoted market prices and the Company's private company equity investment of $209,475 (2025 - $nil) was measured using Level 3 inputs based on the most recent equity transactions of the private company. There were no transfers between levels 1, 2 and 3 during the years ended April 30, 2026 and 2025.

Concentration of business risk

The Company maintains a majority of its cash with a major Canadian financial institution and the remainder of its cash with a major Mexican financial institution. Deposits held with these institutions may exceed the amount of insurance provided on such deposits.

As the Company operates in an international environment, some of the Company's transactions are denominated in currencies other than the Canadian dollar. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity.

Credit risk

The Company is exposed to credit risk with respect to uncertainties as to the timing and amount of collectability of receivables and the amount due from related party. Receivables are primarily comprised of input value-added tax (IVA) and goods and services tax (GST), which are recoverable from the governing bodies in Mexico and Canada, respectively. The Company assesses financial assets measured at amortized cost for expected credit losses at each reporting date.

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.

Accounts payable and accrued liabilities are due within the current operating period. The Company is exposed to liquidity risk.

Foreign exchange risk

As the Company has operations in Mexico, some costs are denominated in Mexican Pesos. Accordingly, the results of the Company's operations and comprehensive loss as stated in Canadian dollars will be impacted by exchange rate fluctuations. The Company does not hedge its exposures to movements in the exchange rates at this time.

The Company's exposure to foreign currency risk is on its cash, receivables, accounts payable and accrued liabilities. At April 30, 2026, a hypothetical change of 10% in the foreign exchange rate between the Canadian dollar and the Mexican Peso would not have a material effect on the Company's loss and comprehensive loss.

Interest rate risk

The Company limits its exposure to interest rate risk by holding cash deposits at major Canadian financial institutions and accordingly is not subject to significant interest rate risk.

(Expressed in Canadian Dollars)

11. FINANCIAL AND CAPITAL RISK MANAGEMENT (cont'd…)

Commodity Price risk

Mineral prices, in particular gold and silver, are volatile, and may fluctuate sharply. The prices are subject to market supply and demand, political and economic factors, and commodity speculation, all of which can interact with one another to cause significant price movement from day to day and hour to hour. These price movements can affect the Company's ability to operate and to raise financing through the sale of its common shares.

Market Price risk

Market price risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, and equity prices, will affect the Company's income or the value of its holdings of financial instruments.

12. SEGMENTED INFORMATION

The Company's one reportable operating segment is the acquisition and exploration of mineral properties. Geographic information is as follows:

		April 30, 2026		April 30, 2025
Equipment				
Mexico	$$	5,045	$!	7,289
Exploration and evaluation assets				
Canada	$$	1	$!	1
Assets held for sale				
Mexico	$	2,374,612	$	-
Investment in associates				
Mexico	$$	-	$	2,443,141

13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

Significant non-cash transactions during the year ended April 30, 2026:

a) Other comprehensive loss – currency translation of $100,201.

b) Reversal of fair value of stock options from reserves to share capital - $612,996.

c) Fair value of broker warrants issued - $56,455.

d) Recognition of asset held for sale transferred from investment in associate - $2,374,612

e) The Company paid $nil for taxes and interest.

(Expressed in Canadian Dollars)

13. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS (cont'd…)

Significant non-cash transactions during the year ended April 30, 2025:

a) Other comprehensive loss – currency translation of $43,200.

b) Stock options valued at $275,000 were exercised during the year by settlement of liabilities.

c) Reversal of share capital to reserves on warrant modification of $190,988.

d) Reversal of fair value of stock options and warrants from reserves to share capital of $208,060 and $43,333.

e) The Company paid $nil for taxes and interest.

14. INCOME TAXES

A reconciliation of income taxes (recovery) at statutory rates with the reported taxes is as follows:

		2026		2025
Loss before income taxes	$	(1,606,256)	$	(3,303,238)
Expected income tax (recovery)	$	(434,000)	$	(892,000)
Change in statutory, foreign tax, foreign exchange rates and other		(4,000)		(14,000)
Permanent difference		50,000		373,000
Share issue costs		(50,000)		(3,000)
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses		53,000		-
Change in unrecognized deductible temporary differences		385,000		536,000
Total income tax expense (recovery)	$	-	$	-

The significant components of the Company's temporary difference, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

		2026		2025	Expiry date range
Temporary differences:					
Exploration and evaluation assets	$	9,289,000	$	9,469,000	No expiry date
Investment tax credit		35,000		35,000	2027 to 2035
Property and equipment		63,000		63,000	No expiry date
Share issue costs		160,000		16,000	2040 to 2509
Investments		(1,367,000)		-	No expiry date
Non-capital losses available for future period		42,004,000		39,907,000	2027 to 2046

Tax attributes are subject to review, and potential adjustment, by tax authorities.

15. SUBSEQUENT EVENTS

a) Subsequent to the year ended April 30, 2026, 220,269 warrants were exercised at an exercise price of $0.25 for total proceeds of $55,067 and 900,335 warrants expired.

b) Subsequent to the year ended April 30, 2026, 139,559 common shares in Chotanagpur (Note 5) were exchanged for 3,070,298 common shares in TriGraph Advanced Materials Inc. ("TAM") a Canadian private Company incorporated in British Columbia, Canada.