



**Rio Silver Inc.**  
**Condensed Interim Consolidated Financial Statements**  
**For the Nine Months Ended**  
**September 30, 2025 and 2024**  
**(Expressed in Canadian dollars)**

## **Notice to Shareholders of Rio Silver Inc.**

In accordance with National Instrument 51-102, Part 4, subsection 4.3 (3) (a), we report that the accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

**RIO SILVER INC.**  
**Condensed Interim Consolidated Statements of Financial Position**  
(Expressed in Canadian dollars)

As at	September 30, 2025	December 31, 2024
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash	\$ 569,123	\$ 15,879
Other receivable (Note 9)	109,935	71,917
Government taxes receivable	4,241	3,514
Prepaid expense	22,983	23,788
Investments at fair value through profit or loss	441,000	-
	1,147,282	115,098
<hr/>		
<b>Other receivable (Note 8)</b>	153,597	227,969
	1,300,879	343,067
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<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accounts payable and accrued liabilities	\$ 982,552	\$ 933,926
Due to related parties (Note 7)	194,172	99,671
Convertible debentures (Note 10)	14,994	12,554
Convertible debentures - Derivative liabilities (Note 10)	15,210	7,649
	1,206,928	1,053,800
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<b>SHAREHOLDERS' EQUITY (DEFICIT)</b>		
Share capital (Note 8)	13,393,167	13,393,167
Share to be issued	526,500	-
Contributed surplus (Note 8)	4,278,187	4,175,693
Accumulated deficit	(18,103,903)	(18,279,593)
	93,951	(710,733)
	\$ 1,300,879	\$ 343,067
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**NATURE OF OPERATION** (Note 1)

**BASIS OF PRESENTATION AND GOING CONCERN** (Note 2)

**APPROVED ON BEHALF THE BOARD:**

"Chris Verrico" Director  
Chris Verrico

"Christopher Hopton" Director  
Christopher Hopton

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

**RIO SILVER INC.**  
**Condensed Interim Consolidated Statements of Comprehensive Loss**  
**(Unaudited)**  
(Expressed in Canadian dollars)

	Three Months Ended September 30, 2025	Three Months Ended September 30, 2024	Nine Months Ended September 30, 2025	Nine Months Ended September 30, 2024
<b>Expenses</b>				
Consulting fees	\$ 15,800	\$ 24,000	\$ 3,300	\$ 40,000
Exchange loss	51,957	(991)	26,729	9,509
Exploration and evaluation expenditures (Note 9)	98,324	116,393	317,269	130,691
Filling fees	3,309	4,240	20,423	17,200
Management fees (Note 7)	22,500	7,500	67,500	52,500
Office and administration	11,186	4,493	28,657	71,492
Professional fees	20,578	16,175	54,165	84,555
Rent	1,800	600	5,400	4,200
Stock based compensation	102,494	-	102,494	65,865
	\$ (327,948)	(172,410)	(625,937)	(476,012)
<b>Other income</b>				
Other income (Note 9)		-	-	-
Disposition gain for mining concession	57,985	208,406	630,303	340,857
Gain or loss on fair value of derivative liability (Note 10)	(8,778)	698	(7,562)	1,527
Gain or loss on disposal of portfolio investment	24,750	-	24,750	-
Unrealized gain or loss on portfolio investment	41,000	-	178,500	-
Interest expenses	5,905	(3,009)	(24,364)	(7,105)
	120,862	206,095	801,627	335,279
<b>Income (loss) for the period before income taxes</b>	\$ (207,086)	\$ 33,685	\$ 175,690	\$ (140,733)
Income taxes expense	\$ -		\$ -	\$ -
<b>Net income (loss) and comprehensive income (loss) for the period</b>	\$ (207,086)	\$ 33,685	\$ 175,690	\$ (140,733)
<b>Net loss per share - basic and diluted</b>	\$ (0.01)	\$ 0.00	\$ 0.01	\$ (0.01)
<b>Weighted average number of common shares-basic and diluted</b>	16,966,572	16,904,430	16,966,572	16,966,572

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

**RIO SILVER INC.**  
**Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency**  
(Unaudited)  
(Expressed in Canadian dollars, except share number)

	Issued Common Shares		Share subscription Received	Contributed Surplus	Accumulated Deficit	Total Equity (Deficit)
	Number	Amount				
		\$		\$	\$	\$
<b>Balance, December 31, 2023</b>	16,966,572	13,393,167	-	4,127,944	(18,277,630)	(756,519)
Share-based payments (Note 9d)	-	-	-	47,749	-	47,749
Net loss	-	-	-	-	(1,963)	(1,963)
<b>Balance, December 31, 2024</b>	16,966,572	13,393,167	-	4,175,693	(18,279,593)	(710,733)
Share-based payments (Note 9d)	-	-		102,494	-	102,494
Share subscription received	-	-	526,500	-	-	526,500
Net loss	-	-	-	-	175,690	175,690
<b>Balance, September 30, 2025</b>	16,966,572	13,393,167	526,500	4,278,187	(18,103,903)	93,951

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

**RIO SILVER INC.**  
**Condensed Interim Consolidated Statements of Cash Flows**  
(Expressed in Canadian dollars)

	September 30, 2025	September 30, 2024
	\$	\$
Operating Activities		
Net loss for the period	175,690	(140,733)
Items not requiring use of cash:		
Gain or loss on fair value of derivative liability	7,562	(1,527)
Unrealized gain or loss on portfolio investment	(178,500)	
Disposition gain or loss for mining concession	(262,500)	
Interest accretion	2,441	4,421
Share-based payments	102,494	65,865
Changes in operating assets and liabilities:		
Government taxes receivable	(728)	(476)
Other receivable	36,354	-
Prepaid expenses and other assets	805	(2,509)
Trade and other payables	48,625	119,756
Cash provided (used) in operating activities	(67,757)	44,796
Financing Activities		
Due to related parties	94,501	5,000
Share subscription received in advance	526,500	-
Cash provided (used) by financing activities	621,001	5,000
Increase (Decrease) in cash	553,244	49,796
Cash, beginning of period	15,879	48,338
Cash, end of period	569,123	98,135

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

**Rio Silver Inc.**  
**Notes to the Condensed Interim Consolidated Financial Statements**  
**Nine Months ended September 30, 2025 and 2024**  
*(Expressed in Canadian dollars unless otherwise noted)*

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**1. NATURE OF OPERATIONS**

Rio Silver Inc. (the “Company” or “Rio Silver”) is listed on the TSX Venture Exchange (“TSXV”) under the symbol “RYO”. It is incorporated in Canada under the Canada Business Corporations Act. The Company’s corporate office and principal place of business is Suite 1600 – 595 Burrard Street, Vancouver, BC, V7X 1L4. The Company’s principal business activity is the acquisition, evaluation and development of mineral properties in the Americas.

**2. BASIS OF PRESENTATION AND GOING CONCERN**

**Statement of compliance**

These condensed interim consolidated financial statements for the three months period ended September 30, 2025 have been prepared in accordance with IAS34 Interim Financial Reporting.

These condensed interim consolidated financial statements should be read in conjunction with the Company’s 2023 annual consolidated financial statements which have been prepared in accordance with IFRS® Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The condensed interim consolidated financial statements have been prepared using accounting policies consistent with those used in the Company’s 2024 annual consolidated financial statements except for the adoption of new and amended standards as set out below.

These consolidated financial statements were approved and authorized for issuance by the Audit Committee and the Board of Directors on November 28, 2025.

**Going concern**

The Company is in the process of exploring and evaluating its mineral properties. On the basis of information to date, it has not yet determined whether those properties contain economically recoverable mineral deposits. The business of mining and exploration involves a high degree of risk and there can be no assurances that the Company’s exploration programs will result in profitable mining operations. Until it is determined that a property contains mineral reserves or resources that can be economically mined, it is classified as an exploration property. The Company’s continued existence is dependent upon receiving fundings, the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in its properties, and making the required payments pursuant to mineral property option agreements.

The Company raised funds throughout the prior fiscal years and utilized these funds for working capital and capital expenditures requirements. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, control of the Company may change and existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to relinquish rights to certain of its interests or terminate its operations.

These consolidated financial statements have been prepared on a going-concern basis, which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business. If the going concern assumption was not used then the adjustments required to report the Company’s assets and liabilities on a liquidation basis could be material to these consolidated financial statements. Accordingly, these consolidated financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern.

## Rio Silver Inc.

### Notes to the Condensed Interim Consolidated Financial Statements

#### Nine Months ended September 30, 2025 and 2024

(Expressed in Canadian dollars unless otherwise noted)

As at September 30, 2025, the Company had no revenues, had a working capital deficit of 59,647 (2024 – \$938,702 ), had an accumulated deficit of \$18,103,903 (2024 - \$18,279,593) and expects to incur further losses in the development of its business, all of which indicate a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. The Company will require additional financing in order to conduct its planned work programs on mineral properties, meet its ongoing levels of corporate overhead and discharge its liabilities as they come due.

#### Basis of presentation

These consolidated financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments to fair value.

### 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in the consolidated financial statements.

#### Principles of consolidation

The consolidated financial statements of the Company consolidate the accounts of the following subsidiaries:

<u>Company</u>	<u>Location</u>	<u>Ownership</u>	<u>Principal Activity</u>
Rio Silver Exploration Ltd.	Canada	100%	Exploration company
Minera Rio Plata S.A.C.	Peru	100%	Exploration company

The results of the subsidiaries are included in the consolidated statements of income (loss) and comprehensive income (loss) and consolidated statements of cash flows from the effective date of acquisition. All inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

#### Functional currency and foreign operation

IFRS requires that the functional currency of each entity in the consolidated group be determined separately in accordance with the indicators as per IAS 21 – Foreign exchange and should be measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). The parent and subsidiaries' functional currency is the Canadian dollar for operations in both Peru and Canada. The consolidated financial statements are presented in Canadian dollars, which is the parent and subsidiaries' presentation currency.

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the period-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

#### Financial instruments

##### Financial assets

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in profit or loss when incurred.



## **Rio Silver Inc.**

### **Notes to the Condensed Interim Consolidated Financial Statements**

#### **Nine Months ended September 30, 2025 and 2024**

*(Expressed in Canadian dollars unless otherwise noted)*

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Subsequent to initial recognition, all financial assets are classified and subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI) or through profit or loss (FVTPL). Interest income is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in profit or loss. Financial assets measured at amortized cost are comprised of cash.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity investments held for trading are classified as FVTPL. For all other equity investments that are not held for trading, the Company, on initial recognition, may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income (OCI). This election is made on an investment-by-investment basis.

The Company reclassifies debt instruments only when its business model for managing those financial assets has changed. Reclassifications are applied prospectively from the reclassification date and any previously recognized gains, losses or interest are not restated.

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for accounts receivable that do not contain a significant financing component. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

#### Financial liabilities

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value less transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in profit or loss.

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method, unless they must be measured at FVTPL (such as derivatives) or if the Company elects to measure them at FVTPL. Interest, gains and losses relating to a financial liability are recognized in profit or loss. Financial liabilities measured at FVTPL are comprised of derivative liabilities. Financial liabilities measured at amortized cost are comprised of accounts payable and accrued liabilities, convertible debentures and due to related parties.

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The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Interest

Interest income and expense are recognized in profit or loss using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments over the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortized cost of the financial liability. The effective interest rate is calculated considering all contractual terms of the financial instruments, except for the expected credit losses of financial assets.

The 'amortized cost' of a financial asset or financial liability is the amount at which the instrument is measured on initial recognition minus principal repayments, plus or minus any cumulative amortization using the effective interest method of any difference between the initial amount and maturity amount and adjusted for any expected credit loss allowance. The 'gross carrying amount' of a financial asset is the amortized cost of a financial asset before adjusting for any expected credit losses.

Interest income and expense is calculated by applying the effective interest rate to the gross carrying amount of the financial asset (when the asset is not credit-impaired) or the amortized cost of the financial liability.

Where a financial asset has become credit-impaired subsequent to initial recognition, interest income is calculated in subsequent periods by applying the effective interest method to the amortized cost of the financial asset. If the asset subsequently ceases to be credit-impaired, calculation of interest income reverts to the gross basis.

Offsetting

Financial assets and financial liabilities are offset, with the net amount presented in the statement of financial position, when, and only when, the Company has a current and legally enforceable right to set off the recognized amounts and intends either to settle on a net basis or realize the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under IFRS, or when arising from a group of similar transactions if the resulting income and expenses are not material.

**Exploration and evaluation expenditures**

The Company expenses exploration and evaluation expenditures as incurred. Exploration and evaluation expenditures include property option payments and other property acquisition and preservation costs and exploration and evaluation activities. The Company records property option payments and government assistance received on account of exploration and evaluation activities on a net basis against expenditures.

**Convertible debentures**

Upon issuance, convertible debentures are allocated between derivative liabilities and host debt on initial recognition with transaction cost attributable to the derivative liability expensed in the period. The host debt is net of attributable transaction costs. Transaction costs are allocated based on proportion to the allocation of proceeds. The derivative liability is measured at fair value through profit and loss using the Black Scholes pricing model. On initial recognition, host debt is the residual of total proceeds less the fair value of the derivative liability, net of transaction costs. The host debt is subsequently carried at amortized cost using the effective interest rate method; the liability is accreted to the face value over the term of the convertible debt. Accretion is expensed to the consolidated statements of income (loss) and comprehensive income (loss).

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#### **Share-based payment transactions**

The fair value of share options granted to directors, officers, employees, and consultants is recognized as an expense over the vesting period using the graded vesting method with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, including directors of the Company. The fair value is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option-pricing model, taking into account the terms and conditions upon which the options were granted. At the end of each reporting period, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest. Share-based payments incorporates an expected forfeiture rate.

#### **Fair value of the warrants issued with common shares**

Proceeds from unit placements are allocated between common shares and warrants issued using the residual method. The proceeds are first attributed to the warrants according to the fair market value at the time of issuance with the residual amount allocated to the common shares. The Company uses the Black-Scholes pricing model to determine the fair value of the warrants issued.

#### **Income taxes**

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

#### **Earnings (Loss) per share**

Basic earnings (loss) per share is calculated by dividing the net earnings available to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include the effects of all dilutive common shares including convertible debentures, options and warrants, if dilutive. In a year when the Company reports a loss, the effect of potential issuances of shares under options and warrants outstanding would be anti-dilutive and, therefore basic and diluted loss per shares are the same.

#### **Significant accounting judgements and estimates**

The preparation of these consolidated financial statements requires management to make judgment, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. The estimates and associated assumptions are based on historical experience and various other

## **Rio Silver Inc.**

### **Notes to the Condensed Interim Consolidated Financial Statements**

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factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual outcomes could differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

#### Critical accounting judgments

The critical judgments that the Company's management has made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognized in these consolidated financial statements are as follows:

#### *Evaluation of the Company's ability to continue as a going concern*

The continuation of the Company as a going concern is dependent upon its ability to execute its strategy and finance the operations through achieving positive cash flow from operations by obtaining additional funding through debt or equity financing involves judgments. Management routinely plans future activities including forecasting future cash flows. Management has reviewed their plan with the directors and has collectively formed a judgement that the Company has adequate resources to continue as a going concern for the foreseeable future, which Management and the Directors have defined as being at least for the next 12 months. In arriving at this judgment, Management has prepared the cash flow projections of the Company. Directors have reviewed this information provided by management and have considered the financial resources available to the Company. The expected cash flows have been modeled based on anticipated debt and equity funding programmed into the model and reducing over time.

Management has assessed and concluded that the going concern assumption is appropriate for a period of at least twelve months following the end of the reporting period. Management applied significant judgement in arriving at this conclusion by considering the following:

- The amount of cash on hand as of year end;
- The ability to source new debt and equity financing to provide sufficient cash flow to continue to fund operations and other committed expenditures; and
- The ability to delay the payment for the due to related parties balance in order to manage cash flows.

Considering the above, Management and Directors continue to adopt the going concern basis in preparing the consolidated financial statements.

Given the judgement involved, actual results may lead to a materially different outcome.

#### *Determination of functional currency of the Company*

The functional currency for each of the Company and its subsidiary is the currency of the primary economic environment in which each entity operates. The determination of each entity's functional currency requires analyzing facts that are considered primary factors, and if the result is not conclusive, the secondary factors. The analysis requires management to apply significant judgment since primary and secondary factors may be mixed. In determining its functional currency, management analyzed both the primary and secondary factors, including the currency of each entity's operating cash flow, and sources of financing.

#### Key sources of estimation uncertainty

#### *Fair value measurement of other receivable*

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The determination of the fair value of the other receivable on initial recognition required management to impute an appropriate incremental interest rate as the receivable is non-interest bearing in nature. Management used its best estimate in determining the discount rate and considered many factors, including the credit risk and history with the third party.

*Deferred taxes*

The calculation of deferred tax is based on assumptions, which are subject to uncertainty as to timing and which tax rates are expected to apply when temporary differences reverse. Deferred tax recorded is also subject to uncertainty regarding the magnitude on non-capital losses available for carry forward and of the balances in various tax pools.

*Share-based payment transactions and fair value of warrants issued with common shares*

The fair value of share-based payment and fair value of warrants are determined using the Black-Scholes option pricing model. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. Option-pricing models require the use of highly subjective estimates and assumptions including the expected stock price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and, therefore, existing models do not necessarily provide reliable measurement of the fair value of the Company's stock options and warrants issued with common shares.

**Adoption of New Accounting Standards and Accounting Pronouncements**

*Accounting Standards Issued But Not Yet Effective*

In April 2024, IASB issued IFRS 18, Presentation and Disclosure in Financial Statements, to replace IAS 1, Presentation of Financial Statements. The aim of IFRS 18 is to set out requirements for presentation and disclosure of financial statements to ensure the entity provides relevant and accurate information about its assets, liabilities, equity, income and expenses. IFRS 18 is effective for the fiscal years beginning on or after January 1, 2027.

In May 2024, the IASB issued Amendments to IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments. These amendments updated classification and measurement requirements in IFRS 9, Financial Instruments, and related disclosure requirements in IFRS 7, Financial Instruments: Disclosures. The IASB clarified the recognition and derecognition date of certain financial assets and liabilities, and amended the requirements related to settling financial liabilities using an electronic payment system. It also clarified how to assess the contractual cash flow characteristics of financial assets in determining whether they meet the solely payments of principal and interest criterion, including financial assets that have environmental, social and corporate governance ("ESG")-linked features and other similar contingent features. The IASB added disclosure requirements for financial instruments with contingent features that do not relate directly to basic lending risks and costs and amended disclosures relating to equity instruments designated at fair value through other comprehensive income. The Amendments are effective for the fiscal years beginning on or after January 1, 2026.

The Company is currently assessing the impact on its consolidated financial statements.

**4. CAPITAL MANAGEMENT**

The Company considers its cash and share capital as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

When managing capital, the Company's objective is to ensure continuance as a going concern as well as to maintain optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral

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properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business.

The properties in which the Company currently has interests are in the exploration stage; as such, the Company is dependent on external financing to fund its activities (see note 2). In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire interests in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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

There were no changes in the Company's approach to capital management during the year ended September 30, 2025. The Company is not subject to externally imposed capital requirements.

## **5. FINANCIAL INSTRUMENTS RISK MANAGEMENT**

The Company's activities expose it to a variety of financial risks. The Company's overall business strategies, tolerance of risk and general risk management philosophy are determined by the directors in accordance with prevailing economic and operating conditions.

The Company has the following financial instruments as of September 30, 2025 and December 31 2024:

	<u>Categories</u>
<b>Financial assets</b>	
Cash	Amortized cost
Other receivable	Amortized cost
Investments at fair value through profit or loss	FVTPL
<b>Financial liabilities</b>	
Accounts payable and accrued liabilities	Amortized cost
Convertible debentures – debt host	Amortized cost
Convertible debentures – derivative liabilities	FVTPL
Due to related parties	Amortized cost

### **Fair value of financial instruments**

The Company classifies its fair value measurements in accordance with the three level fair value hierarchies as follows:

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).

The fair value of cash, accounts payable and accrued liabilities, and due to related parties approximate their carrying values due to the short-term nature of these instruments. The difference between the fair

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value and carrying amount is minimal. Other receivable and convertible debentures are accounted for at amortized cost using the effective interest rate method, which approximates their fair value based on current interest rate for instruments with similar terms and remaining maturities. The fair value of the derivative liabilities was based on Level 3 inputs.

**Financial risk management objectives and policies**

The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. Management monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

*Credit risk*

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company's credit risk is attributable to cash. Cash is held with a reputable financial institution, from which management believes the risk of credit loss to be minimal.

*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's approach to managing liquidity risk is to ensure that it will have sufficient cash available to meet liabilities when they become due and payable. As at September 30, 2025, the Company had cash of \$569,123 (December 31, 2024 - \$15,879) to settle current liabilities of \$1,206,928 (December 31, 2024 - \$1,053,800 ) (see note 2). All of the Company's financial liabilities have contractual maturities of 30 days or less and are subject to normal trade terms except convertible debentures (note 9).

*Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as, foreign currencies and commodity and equity prices.

*Foreign currency risk*

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's functional currency, and that of all its subsidiaries, is the Canadian dollar. Some of the operational and other expenses incurred outside of Canada are paid in US dollars or Peruvian Nuevo Sol. All assets and liabilities of the Company are recorded in Canadian dollars and as a result, fluctuations in the US dollar or Peruvian Nuevo Sol vis-à-vis the Canadian dollar result in foreign exchange gains/losses. The Company currently has no plans for hedging its foreign currency transactions.

The Company has net financial assets of approximately \$243,704 (2024 - \$286,175 ) that are denominated in US dollars. A 5% change in the US dollars to the Canadian dollar exchange rate would impact the Company's profit or loss by \$14,116 (2024- \$921).

The Company has net financial assets of approximately \$3,506 (2024 - net financial liabilities of approximately \$110,109) that are denominated in Peruvian Nuevo Sol. A 5% change in the US dollars to the Canadian dollar exchange rate would impact the Company's profit or loss by \$167 (2024 - \$3,655).

*Commodity and equity price risk*

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to base and

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precious metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken by the Company.

**6. Investments at fair value through profit or loss**

	September 30, 2025	December 31, 2024
	\$	\$
<b>Fair value of investments</b>		
Beginning balance	-	-
Investment additions	312,500	-
Investment disposed	(50,000)	-
Fair value adjustment revaluation	178,500	-
	441,000	-

**7. Related Party Transactions**

The Company defines key management as its Board of Directors, President and Chief Executive Officer and Chief Financial Officer. Remuneration of key management personnel is the following:

	September 30, 2025	September 30, 2024
	\$	\$
Management fees	67,500	52,500
Accounting fees	40,500	40,500
Rent	5,400	4,200
Share-based payments	-	30,201
	113,400	127,731

The Company's related parties consist of its Directors, Chief Executive Officer, and Chief Financial Officer. The following is a summary of the Company's related party transactions and balances during the year:

- (a) Due to related parties includes \$212,753 (December 31, 2024 - \$141,114) payable to Company's CEO and a private company owned by the Company's CEO; \$69,475 (December 31, 2024 - \$38,167) payable to the Company's CFO. The balance has been included in accounts payable.
- (b) Due to related parties includes \$194,172 (December 31, 2024 - \$99,671) of cash advanced from current directors. These amounts are unsecured, non-interest bearing and without fixed repayment terms.

**8. Share Capital and Reserves**

**(a) Authorized**

Unlimited number of voting common shares without par value.

Unlimited number of non-voting preferred shares issuable in a series. The directors may determine the number of shares of each series and fix the designation, privileges, rights, restrictions and conditions attaching to each series subject to the filing of Articles of Amendment.



**Rio Silver Inc.****Notes to the Condensed Interim Consolidated Financial Statements****Nine Months ended September 30, 2025 and 2024***(Expressed in Canadian dollars unless otherwise noted)***(b) Share transactions:**

Issued: As of September 30, 2025, 16,966,572 (December 31, 2024: 16,966,572) common shares were issued and outstanding.

There are no share transactions for the period ended September 30, 2025 and December 31, 2024.

On July 3, 2025, the Company completed a five-to-one share consolidation. All references to options, warrants, conversions, share and per share amounts in the consolidated financial statements and accompanying notes to the consolidated financial statements have been retroactively restated to reflect the five to-one share consolidation.

**(c) Warrants**

The following is a summary of the changes in warrants during the period:

	Number of Warrants	Weighted average exercise price	Weighted average remaining contractual life (year)
<b>Balance at December 31, 2023</b>	<b>3,365,600</b>	<b>0.080</b>	<b>0.73</b>
Expired	(1,768,000)	0.800	
<b>Balance, December 31, 2024</b>	<b>1,597,600</b>	<b>0.080</b>	<b>0.30</b>
Expired	(1,597,600)	0.800	
<b>Balance, September 30, 2025</b>	<b>-</b>	<b>-</b>	<b>-</b>

**(d) Stock Options**

The Company has adopted an incentive stock option plan for employees, consultants, officers and directors. The number of common shares reserved for issue under the stock option plan may not exceed 10% of the number of issued and outstanding common shares of the Company at any given time. The term of options granted under the stock option plan may not exceed ten years from the date of the grant. The Board of Directors will determine the vesting period within the exercisable term and options granted to consultants performing investor relations activities shall vest over a minimum of 12 months with no more than  $\frac{1}{4}$  of such options vesting in any 3-month period. The option exercise price, also determined by the Board of Directors of the Company, may not be less than the lower of the market price for the common shares at the grant date and \$0.05.

A summary of changes in common stock options outstanding is presented below:

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<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Number of Options as of December 31, 2024</b>	<b>Granted During the year</b>	<b>Exercised During the year</b>	<b>Expired/ Cancelled During the year</b>	<b>Number of Options as of September 30, 2025</b>
January 29, 2024	0.250	-	-	-	-	-
March 9, 2024	0.300	-	-	-	-	-
July 18, 2024	0.250	-	-	-	-	-
February 10, 2025	0.300	490,000	-	-	(490,000)	-
May 1, 2025	0.250	80,000	-	-	(80,000)	-
July 18, 2025	0.250	90,000	-	-	(90,000)	-
December 23, 2026	0.250	4,300	-	-	-	4,300
May 1, 2026	0.250	200,000	-	-	(120,000)	80,000
September 15, 2026	0.125	-	1,000,000	-	-	1,000,000
September 15, 2027	0.125	-	140,000	-	-	140,000
July 18, 2028	0.250	310,000	-	-	-	310,000
May 1, 2029	0.250	160,000	-	-	-	160,000
		<b>1,334,300</b>	<b>1,140,000</b>	<b>-</b>	<b>(780,000)</b>	<b>1,694,300</b>

<b>Expiry Date</b>	<b>Exercise Price</b>	<b>Number of Options as of December 31, 2023</b>	<b>Granted During the year</b>	<b>Expired/ Cancelled During the year</b>	<b>Number of Options as of December 31, 2024</b>
January 29, 2024	0.25	190,000	-	(190,000)	-
March 9, 2024	0.30	100,000	-	(100,000)	-
July 18, 2024	0.25	270,000	-	(270,000)	-
February 10, 2025	0.30	490,000	-	-	490,000
May 1, 2025	0.25	40,000	160,000	-	200,000
July 18, 2025	0.25	90,000	-	-	90,000
December 23, 2026	0.25	4,300	-	-	4,300
May 1, 2026	0.25	-	80,000	-	80,000
July 18, 2028	0.25	310,000	-	-	310,000
May 1, 2029	0.25	-	160,000	-	160,000
	<b>0.05</b>	<b>1,494,300</b>	<b>400,000</b>	<b>(560,000)</b>	<b>1,334,300</b>

The weighted average contractual life remaining of all stock options as at September 30, 2025 is 1.61 years (December 31, 2024: 1.77 years).

On September 15, 2025, the Company granted 1,140,000 common share purchase options exercisable at \$0.125 per share to the officers and consultants of the Company. 1,000,000 common share purchase options will expire on September 15, 2026 and 140,000 common share purchase options will expire on September 15, 2027, respectively. The options were vested immediately. The Company recorded a share-based payment amount of \$87,347 and \$15,147, respectively. The Company used the Black-Scholes Option Pricing Model to estimate the fair value of the options using the following assumptions: risk free interest rate of 2.50%; dividend yield of 0%; expected volatility of 191% to 192%; and expected option life of 1 to 2 years.

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On May 1, 2024, the Company granted 160,000, 40,000, and 200,000 common share purchase options exercisable at \$0.25 per share to the officers and consultants of the Company. The common share purchase options will expire on May 1, 2025, May 1, 2026, and May 1, 2029, respectively. The options were vested immediately. The Company recorded a share-based payment amount of \$10,400, \$9,296 and \$28,053, respectively. The Company used the Black-Scholes Option Pricing Model to estimate the fair value of the options using the following assumptions: risk free interest rate of 3.81% to 4.40%; dividend yield of 0%; expected volatility of 171% to 193%; and expected option life of 1 to 5 years.

**9. Exploration and Evaluation Expenditures**

	Niñobamba Peru	Palta Dorada Peru	Gerow Lake	Maria Norte	Total
Accumulated costs/ expenditures					
Balance, December 31, 2023	3,552,241	334,090	876,633		4,762,964
Acquisition costs and annual fees	-	-	-	-	-
Expenditures	198,288	-	-	-	198,288
Disposition gain for mining concession	-	(334,090)	-	-	(334,090)
Balance, December 31, 2024	3,750,529	-	876,633	-	4,627,162
Acquisition costs and annual fees	-	-	-	49,738	49,738
Expenditures	-	237,753	-	29,779	267,531
Disposition gain for mining concession	(630,303)	-	-	-	(630,303)
Balance, September 30, 2025	3,120,225	237,753	876,633	79,516	4,314,127

**Palta Dorada, Peru**

On October 30, 2019, the Company closed a Transfer Agreement dated September 3, 2019, pursuant to which the Company acquired 100% rights of two mining concessions ("Palta Dorada" or "Property") located in Moro district of Santa province, Ancash, Peru.

During the year ended December 31, 2020, the Company signed a Memorandum of Understanding ("MOU") with Peruvian Metals Corp ("Peruvian Metals") to jointly explore the Palta Dorada by initially conducting a detailed sampling and mapping program along with a bulk sampling campaign and processing the mineral at Peruvian Metals' 80% owned Aguila Norte Processing Plant ("Aguila Norte or Plant").

The Property is located in the Ancash Mining Department in Northern Peru and covers an area of approximately 1,200 hectares. The MOU establishes a joint effort to explore and develop the property. Any sales from metal concentrates produced from the bulk sampling activity and all operational expenses will be shared between companies. Peruvian Metals' 80% owned Plant will charge the joint effort commercial mineral processing rates on a similar basis to its other clients for processing the bulk samples. Peruvian Metals will also have the option to earn a 50% ownership in the Property. Equal ownership will occur once Peruvian Metals has matched Rio Silver's acquisition price of the project of USD \$250,000 by assuming all capital and exploration expenditures. As at December 31, 2021, Peruvian Metals completed its earn-in requirement by investing USD \$250,000 into the project, as result, the Company deemed to equally own Palta Dorada with Peruvian Metals.

As at December 31, 2023, Peruvian Metals has spent USD\$684,527 (2022: USD\$547,573) toward the Property and has an excess of USD\$434,527(2022: USD\$297,573). The excess investment contribution is considered as the loan. The loan will charge a 12% interest annually on the amount of exceeding the USD \$250,000 from the proposed joint venture to be formed between the Company and Peruvian Metals and will be paid back from the cash flow of sales of concentrates or oxide gold after all operation expenses are paid. 50% of any positive cash flow will be paid to the loan and remaining 50% will be divided equally by the

## **Rio Silver Inc.**

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Company and Peruvian Metals. The Company has accrued \$Nil on this loan and interest as at September 30, 2025 because the proposed joint venture has not been formed.

During the year ended December 31, 2024, the Company sold its 50% interest in the Palta Dorada Property to Peruvian Metals. The consideration for the sale is \$343,113 (USD\$250,000) with the Company retaining a 3% Net Smelter Royalty ("NSR" or Royalty). Total payments from the NSR will be capped at US\$2 million while the Company is guaranteed USD\$250,000 in minimum royalty payments over the next five years, which will be paid semi-annually having a guaranteed minimum semi-annual payment amount of USD\$25,000 starting December 2024.

During the year ended December 31, 2024, the Company recognized \$642,999 gain from disposal Palta Dorada Property, of which \$343,113 (USD\$250,000) has been received as at December 31, 2024.

During the period ended September 30, 2025, the Company has received USD\$25,000 royalty payment and USD\$12,500 related to the 1st NSR payment.

As of September 30, 2025, the Company recognized an other receivable for the royalty payments at its fair value of \$250,173, with \$96,576 as the current portion and \$153,597 as the long term portion. This valuation was calculated by discounting the guaranteed minimum royalty payments using an effective interest rate of 10% over the five-year term.

#### **Niñobamba, Peru**

The Niñobamba concession is located in the Department of Ayacucho, Peru and is owned 100% by the Company's wholly owned Peruvian subsidiary, Minera Rio Plata S.A.C., and is not subject to any royalties or exploration expenditures commitments.

On January 21, 2025, the Company entered into an option agreement (the "Option Agreement") with an arm's length party, African Energy Metals Inc. ("African Energy Metals") for African Energy Metals to earn an 100% undivided interest in the Niñobamba project (the "Project"). Per the terms of the Option agreement, African Energy Metals has the right to earn a 100% interest in the Project upon the full exercise of the option under the Option Agreement.

The Option Agreement requires a payment of CAD\$260,000 during the first year of the Option Agreement and further payments of up to US\$2,000,000, US\$500,000 of which are advance payments on any royalties payable under the royalty agreement, pursuant to which a net smelter return royalty of 2% is granted to Rio Silver. African Energy Metals retains the right to buy back 1% of the NSR for US\$1,000,000 prior to commercial production on the Project. The Option Agreement also requires the issuance to the Company of a total of 2,500,000 common shares of African Energy Metals upon receipt of regulatory approval and a further 2,500,000 common shares on the earlier of the date that is one year from the receipt of the Exchange's approval and May 15, 2026. Except for the payment totalling \$260,000 which share be paid in cash, African Energy Metals has the right but not the obligation to issue African Energy Metals shares in lieu of 50% of any cash payment obligation. African Energy Metals paid a deposit of \$10,000 on a non-refundable basis to the Company when the Option Agreement was executed. The Company will provide operational support and use of the Company's facilities in Peru for a minimum of one year at the Company's cost. The share issuances and payments under the Option Agreement are subject to the approval of the TSX Venture Exchange and the NEX Exchange.

During the period ended September 30, 2025, the Company received \$260,000 payment for the Option Agreement and 2,500,000 common shares of African Energy Metals.

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**Gerow Lake, Canada**

The Gerow Lake property is a base metal project located in northwestern Ontario. The Company has a 100% interest subject to a 2.5% NSR applicable to 40% of the revenue generated from 14 of the 36 mineral claims (the Company having the right to purchase 1% of the NSR for \$1,000,000) and, a 2% NSR on 100% of the claims (the Company having the right to purchase the NSR for \$200,000).

**Maria Norte, Peru**

On March 26, 2025, the Company signed a definitive agreement for the acquisition of the Minas Maria Norte ("Maria Norte" or the "Property") high grade polymetallic silver, exploitation property, from Peruvian Metals Corp. ("Peruvian") (TSX-V PER) being subject to regulatory approval. On June 25, 2025, August 12, 2025 and September 17, 2025, the agreement was amended.

Under the amended terms of the agreement, the Company will acquire from Peruvian its wholly own Peruvian subsidiary which holds the concessions. Consideration includes a cash downpayment of \$15,000 (paid) and US\$12,500, cash payment for the concessions of \$10,000 (paid) and the issuance of lesser 3,999,999 common shares representing 9.9% of the issued and outstanding common shares of the Company, calculated on the date immediately following the closing of the private placement (note 12). Cash payments totaling US\$250,000 will be also payable over a 5 year period (US\$25,000 paid).

**10. Convertible Debentures**

On December 1, 2022, the Company entered into convertible debentures agreements with the CEO and other arm's length lenders and issued convertible debentures (the "Notes A") in the aggregate principal amount of \$225,250. The Notes will mature in 24 months from the date of issuance and bear interest at the rate of 18% per annum, payable quarterly, until the Notes are converted or repaid. The Notes can be converted into one common share of the Company at \$0.05 in the first 12 month from the issue date and \$0.10 thereafter. The Company is entitled to repay the principal amount of the Notes, together with accrued and unpaid interest, at any time commencing four months after the date of issuance.

Since the conversion features offer a variable price and a variable number of shares to settle the Notes, the conversion feature has been accounted for as a derivative liability under IFRS. Accordingly, the fair value of the conversion feature, being \$60,615 of the issuance proceeds was allocated to the derivative liability and the remaining \$164,635 was allocated to the Loan.

The fair value of the derivative liability at the date of issuance was determined using the Black Scholes option pricing model with the following assumptions: share price of \$0.035; expected life of 2 years; \$nil dividends; 123% volatility; risk-free interest rate of 3.79% and a conversion price of \$0.05 and \$0.10.

During the year ended December 31, 2023, the Company repaid principal amounts of \$205,250.

The Company amortizes the debt component of the Notes using an effective interest rate of 64.05% over the term of the Notes. For the year ended September 30, 2025, \$6,051 (2023: \$74,522) in interest expense was recorded in the consolidated statements of income (loss) and comprehensive income (loss).

During the year ended December 31, 2024, the Company repaid principal amounts of \$20,000.

On December 1, 2024, the Company entered into convertible debentures agreements with an arm's length lenders and issued convertible debentures (the "Notes B") in the aggregate principal amount of \$20,000. The Notes will mature in 24 months from the date of issuance and bear interest at the rate of 18% per annum, payable quarterly, until the Notes are converted or repaid. The Notes can be converted into one

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common share of the Company at \$0.03 in the first 12 month from the issue date and \$0.06 thereafter. The Company is entitled to repay the principal amount of the Notes, together with accrued and unpaid interest, at any time commencing four months after the date of issuance.

Since the conversion features offer a variable price and a variable number of shares to settle the Notes, the conversion feature has been accounted for as a derivative liability under IFRS. Accordingly, the fair value of the conversion feature, being \$7,689 of the issuance proceeds was allocated to the derivative liability and the remaining \$12,311 was allocated to the Loan.

The fair value of the derivative liability at the date of issuance was determined using the Black Scholes option pricing model with the following assumptions: share price of \$0.02; expected life of 2 years; \$nil dividends; 192% volatility; risk-free interest rate of 3.02% and a conversion price of \$0.03 and \$0.06.

The fair value of the derivative liability at September 30, 2025 was determined to be \$15,210 using the Black Scholes option pricing model with the following assumptions: share price of \$0.21; expected life of 1.17 years; \$nil dividends; 194% volatility; risk-free interest rate of 2.47% and a conversion price of \$0.15 and \$0.30. As a result, the Company recognized a loss on the revaluation of the embedded derivative of \$7,561 for the period ended September 30, 2025.

Subsequent to September 30, 2025, a \$20,000 debenture has been converted into 133,333 common shares.

The Company amortizes the debt component of the Notes using an effective interest rate of 51.59% over the term of the Notes. For the period ended September 30, 2025, \$2,693 (2024: \$2,311) in interest expense was recorded in the consolidated statements of income (loss) and comprehensive income (loss).

	<b>Convertible Debenture A</b>		<b>Convertible Debenture B</b>		<b>Total</b>
	Convertible debentures	Derivative liabilities	Convertible debentures	Derivative liabilities	
December 31, 2023	13,949	1,680	-	-	15,629
Gross proceeds received in convertible debentures	-	-	12,311	7,689	20,000
Accretion and interest expense recognized during the year	6,051	-	243	-	6,294
Fair value adjustment to derivative liabilities	-	(1,680)	-	(41)	(1,721)
Repayment of loan	(20,000)	-	-	-	(20,000)
December 31, 2024	-	-	12,554	7,649	20,203
Accretion and interest expense recognized during the year	-	-	2,440	-	2,440
Fair value adjustment to derivative liabilities	-	-	-	7,561	7,561
September 30, 2025	-	-	14,994	15,210	30,204

**11. Segmented Information**

The Company as one reportable operating segment: mineral exploration and development in two geographic locations being Peru and Canada.

The Company's consolidated net income (loss) by geographic locations for the periods ended September 30, 2025 and 2024 are as follows:

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	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
<b>Consolidated net profit (loss)</b>		
Canada	(992,674)	344,830
Peru	1,168,363	(485,563)
	175,690	(140,733)

The Company's total assets by geographic locations for the periods ended September 30, 2025 and December 31, 2024 are as follows:

	<b>2025</b>	<b>2024</b>
	<b>\$</b>	<b>\$</b>
<b>Total assets</b>		
Canada	978,777	13,867
Peru	322,102	329,200
	1,300,879	343,067

## **12. Subsequent Events**

Subsequent to September 30, 2025, the Company closed its non-brokered private placement by issuing an aggregate of 22,000,000 units of the Company (the "Units") at a price of \$0.10 per Unit for gross proceeds of \$2,200,000. Each Unit is comprised of one common share of the Company and one share purchase warrant (a "Warrant"), with each Warrant exercisable to purchase an additional common share of the Company at a price of \$0.15 per common share for a period of three years from the date of issue, subject to early expiry in the event that the closing price of the common shares of the Company is \$0.25 or higher for fifteen consecutive trading days at any time after the closing of the Offering, upon which the Warrants will expire thirty calendar days after notice to warrant holders through the Company's announcement with respect to the early expiry date.

In connection with the closing of the private placement, the Company paid finders' fees of \$70,920 in cash and issued 709,200 finder's warrants, having the same term as the Warrants, in payment of finder fees. All securities issued are subject to a statutory 4 month hold period expiring on March 12, 2026.

Subsequent to September 30, 2025, the Company granted an aggregate of 2.2 million incentive stock options to directors, officers and consultants of the company, exercisable at a price of \$0.29 with the following exercise periods: (i) one year as to 1,060,000 options; (ii) two years as to 60,000 options; and (iii) five years as to 1,115,000 options, from the date of grant. The grant of these options is subject to the approval of the exchange.

Also see note 10