



AURANIA

AURANIA RESOURCES LTD.

CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

INDEX	PAGE(S)
Independent Auditor's Report	2-5
Consolidated Statements of Financial Position	6
Consolidated Statements of Changes in Shareholders' (Deficiency)	7
Consolidated Statements of Loss and Comprehensive Loss	8
Consolidated Statements of Cash Flows	9
Notes to the Consolidated Financial Statements	10-40

Independent Auditor's Report

To the Shareholders of Aurania Resources Ltd.

Opinion

We have audited the consolidated financial statements of Aurania Resources Ltd. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2025 and 2024, and the consolidated statements changes in equity (deficiency), consolidated statements of loss and comprehensive loss, consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2025 and 2024, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with 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. We have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company has working capital deficiency and accumulated deficit as at December 31, 2025. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that material uncertainties exist that 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 our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. 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 were no additional key audit matters to communicate in our report.

Other information

Management is responsible for the other information. The other information comprises 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 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 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 judgement 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 risks 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 audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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 period 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 of the audit resulting in this independent auditor's report is Jessica Di Rito.

McGovern Hurley LLP

A handwritten signature in black ink that reads "McGovern Hurley LLP". The signature is written in a cursive, flowing style.

**Chartered Professional Accountants
Licensed Public Accountants**

Toronto, Ontario
April 27, 2026

AURANIA RESOURCES LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

AS AT	December 31, 2025	December 31, 2024
ASSETS		
Current assets		
Cash	\$442,070	\$1,593,204
Prepaid expenses	133,896	158,630
Receivables	74,854	81,040
Total current assets	650,820	1,832,874
Non-current asset		
Long-term investments (note 6)	45,500	35,000
Property and equipment (note 7)	53,601	65,334
Right of use assets (note 8)	53,792	107,584
TOTAL ASSETS	\$803,713	\$2,040,792
LIABILITIES AND SHAREHOLDERS' (DEFICIENCY)		
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (note 17)	\$360,822	\$676,001
Concession fees due and applicable interest (note 9 (b))	2,782,448	2,915,114
New Ecuadorian fee (TASA) and applicable interest (note 9 (e))	19,845,576	-
Current lease liabilities (note 11)	65,917	60,441
Total current liabilities	23,054,763	3,651,556
Non-current liabilities		
Promissory notes (note 10)	10,509,869	8,147,795
Lease liabilities (note 11)	-	65,917
TOTAL LIABILITIES	\$33,564,632	\$11,865,268
SHAREHOLDERS' (DEFICIENCY)		
Share capital (note 12)	\$1,324	\$1,043
Share premium (note 12)	81,905,418	78,623,995
Shares to be issued (note 13)	75,624	550,748
Warrants (note 14)	6,758,003	5,673,900
Contributed surplus and shareholder contribution (notes 10 and 13)	13,420,518	10,761,476
Accumulated other comprehensive income or loss	(12,250)	(22,750)
Accumulated deficit	(134,909,556)	(105,412,888)
Total shareholders' (deficiency)	(32,760,919)	(9,824,476)
TOTAL LIABILITIES AND SHAREHOLDERS' (DEFICIENCY)	\$803,713	\$2,040,792

Nature of operations and going concern (note 1)
Commitments and contingencies (notes 9 and 19)
Subsequent events (note 21)

APPROVED BY THE BOARD:

Signed, "Jonathan Kagan", Director

Signed, "Keith M. Barron", Director

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

AURANIA RESOURCES LTD.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (DEFICIENCY)

(Expressed in Canadian Dollars)

	ISSUED CAPITAL					RESERVES			
	Common Shares #	Share Capital	Share Premium	Shares to be issued	Warrants	Contributed Surplus	Accumulated Other Comprehensive Income or Loss	Accumulated Deficit	Total Equity Surplus (Deficiency)
Balance – December 31, 2023	67,471,737	\$675	\$71,458,341	\$872,528	\$6,997,977	\$9,269,256	-	\$(98,771,170)	\$(10,172,393)
Shares issued for private placements - May 2024 (note 12(iv))	18,716,112	187	3,743,034	-	-	-	-	-	3,743,221
Less share issue cost (note 12(iv))	-	-	(49,265)	-	(18,043)	-	-	-	(67,308)
Shares issued for private placements - Dec 2024 (note 12(v))	3,747,243	37	1,686,222	-	-	-	-	-	1,686,259
Less share issue cost (note 12(v))	-	-	(29,554)	-	(10,326)	-	-	-	(39,880)
Warrants issued for private placement - May 2024 (notes 14 and 12(iv))	-	-	(1,004,352)	-	1,004,352	-	-	-	-
Warrants issued for private placement - Dec 2024 (notes 14 and 12(v))	-	-	(437,798)	-	437,798	-	-	-	-
Exercised warrants (note 14)	4,444	1	3,845	-	(513)	-	-	-	3,333
Expiry of warrants (note 14)	-	-	-	-	(2,737,345)	-	-	2,737,345	-
Expiry of stock options (note 13)	-	-	-	-	-	(1,132,501)	-	1,132,501	-
Shares to be issued expired (note 13)	-	-	-	(321,780)	-	-	-	321,780	-
Stock based compensation – Option compensation (note 13)	-	-	-	-	-	773,793	-	-	773,793
Shareholder contribution (note 10)	-	-	-	-	-	1,850,928	-	-	1,850,928
Shares issued on settlement of debt - May 2024 (note 10)	10,360,825	104	1,772,026	-	-	-	-	-	1,772,130
Shares issued on settlement of debt - Dec 2024 (note 10)	3,868,036	39	1,482,625	-	-	-	-	-	1,482,664
Less share issue cost (note 10)	-	-	(1,130)	-	-	-	-	-	(1,130)
Net loss for the year	-	-	-	-	-	-	(22,750)	(10,833,344)	(10,856,094)
Balance – December 31, 2024	104,168,397	\$1,043	\$78,623,995	\$550,748	\$5,673,900	\$10,761,476	(22,750)	\$(105,412,888)	\$(9,824,476)
Shares issued for private placements - May 2025 (note 12(i))	5,751,921	58	1,725,519	-	-	-	-	-	1,725,577
Less share issue cost (note 12(i))	-	-	(27,041)	-	(9,193)	-	-	-	(36,234)
Shares issued for private placements - Aug 2025 (note 12(ii))	15,886,298	159	1,906,197	-	-	-	-	-	1,906,356
Less share issue cost (note 12(ii))	-	-	(23,564)	-	(7,510)	-	-	-	(31,074)
Shares issued for private placements - Dec 2025 (note 12(iii))	6,431,466	64	771,712	-	-	-	-	-	771,776
Less share issue cost (note 12(iii))	-	-	(15,117)	-	(5,497)	-	-	-	(20,614)
Warrants issued for private placement - May 2025 (notes 14 and 12(i))	-	-	(437,928)	-	437,928	-	-	-	-
Warrants issued for private placement - August 2025 (notes 14 and 12(iii))	-	-	(461,940)	-	461,940	-	-	-	-
Warrants issued for private placement - December 2025 (notes 14 and 12(iii))	-	-	(206,555)	-	206,555	-	-	-	-
Exercised Warrants (note 14)	2,223	0	1,120	-	(120)	-	-	-	1,000
Expiry of warrants (note 14)	-	-	-	-	-	-	-	-	-
Expiry of stock options (note 13(iv))	-	-	-	-	-	(295,000)	-	295,000	-
Shares issued from shares to be issued (note 13)	15,000	0	49,020	(49,020)	-	-	-	-	-
Shares to be issued expired (note 13)	-	-	-	(426,104)	-	-	-	426,104	-
Stock based compensation – Option compensation (note 13 (vi))	-	-	-	-	-	688,937	-	-	688,937
Shareholder contribution (note 10)	-	-	-	-	-	2,265,105	-	-	2,265,105
Comprehensive loss for the period	-	-	-	-	-	-	10,500	(30,217,772)	(30,207,272)
Balance – December 31, 2025	132,255,305	\$1,324	\$81,905,418	\$75,624	\$6,758,003	\$13,420,518	\$ (12,250)	\$(134,909,556)	\$(32,760,919)

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

AURANIA RESOURCES LTD.**CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS***(Expressed in Canadian Dollars)*

For the years ended December 31,	2025	2024
Operating Expenses:		
Exploration expenditures (notes 9, 15, 16, and 17)	\$24,747,033	\$5,463,832
Stock-based compensation (notes 13 and 15)	688,937	773,793
Investor relations	543,746	497,010
Office and general	1,998,308	1,245,997
Management fees (note 15)	343,472	290,277
Professional and administration fees	200,814	181,792
Regulatory and transfer agent fees	188,568	167,624
Amortization (notes 7 and 8)	64,994	82,977
Total expenses	\$28,775,872	\$8,703,302
Other Expenses (Income)		
Loss (gain) on foreign exchange	(499,889)	694,779
Interest income	(13,163)	(39,796)
Accretion of shareholder contribution (note 10)	1,955,474	1,879,518
Gain on disposal of subsidiary (note 6)	-	(404,459)
Gain on disposal of property, plant and equipment (note 7)	(522)	-
Net loss for the year	30,217,772	\$10,833,344
Comprehensive Income or Loss		
Other comprehensive (income) or loss (note 6)	(10,500)	22,750
Net loss and comprehensive income or loss for the year	\$30,207,272	\$10,856,094
Basic and diluted loss per share	\$0.26	\$0.13
Weighted average common shares outstanding – basic and diluted	114,313,365	86,083,617

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

AURANIA RESOURCES LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in Canadian dollars)

For the years ended December 31,	2025	2024
Cash flows from the following activities:		
Operating activities:		
Net loss for the year	\$(30,217,772)	\$(10,833,344)
Adjustment for:		
Amortization (notes 7 and 8)	65,525	82,977
Stock-based compensation (notes 13 and 15)	688,937	773,793
Accretion of shareholder contribution (note 10)	1,955,474	1,879,518
Foreign exchange loss (gain)	(215,463)	447,029
Gain on disposal of subsidiary (note 6)	-	(404,459)
Gain on disposal of property, plant and equipment (note 7)	(522)	-
Net change in non-cash working capital:		
Prepaid expenses and receivables	24,734	(94,538)
Receivables	6,186	3,375
Accounts payable and accrued liabilities	19,398,253	3,164,033
Net cash used in operating activities	(8,294,648)	(4,981,616)
Financing activities:		
Shares issued for private placement (note 12)	4,403,709	5,429,481
Less share issue costs (note 12)	(87,922)	(107,188)
Shares issued for warrants exercised (note 14)	1,000	3,333
Less share issue costs (note 14)	-	(1,130)
Issuance of promissory notes (note 10)	2,887,168	1,000,000
Principal payments on lease liabilities (note 11)	(60,441)	(55,282)
Net cash provided by financing activities	7,143,514	6,269,214
Investing activity:		
Purchase of property and equipment (note 7)	-	(19,656)
Net cash used in investing activities	-	(19,656)
Increase (decrease) in cash	(1,151,134)	1,267,942
Cash – beginning of year	1,593,204	325,262
Cash – end of year	442,070	\$1,593,204
Supplemental cash flow information		
Interest paid	5,937	9,395
Non-cash items:		
Shareholder contribution	2,265,105	1,850,928
Debt settlement in shares	-	3,254,794
Non-cash share issuance costs	2,119	2,101
Non-cash consideration received (shares) (note 6)	-	57,750
Disposal of property, plant and equipment settled through rent payable (note 7)	1,028	-

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

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND BUSINESS CONTINUANCE

Aurania Resources Ltd. (the "Company") was incorporated under the laws of Bermuda on June 26, 2007 pursuant to the provisions of The Companies Act 1981 (Bermuda). On February 18, 2011, the Company registered extra-provincially in the Province of Ontario, Canada. The registered head office of the Company is located at 31 Victoria Street, Hamilton, HM10, Bermuda. The corporate office is located at Ste. 1800 – 8 King Street East, Toronto, ON M5C 1B5.

The Company is a junior exploration mining company engaged in the identification, evaluation, acquisition and exploration of mineral property interests, with a focus on precious metals. On May 26, 2017, the Company acquired Ecuasolidus, S.A. ("ESA"), a private Ecuador-based company, owned by the principal shareholder of the Company, in order to acquire all the rights, title and interest in 42 mineral exploration licenses in Ecuador (the "Lost Cities Project"). See note 9 – Mineral Property Interests.

On September 19, 2023 and October 18, 2023 the Company incorporated its French subsidiaries, Breizh Ressources and Corsica Ressources, respectively. In December 2025, three exploration permits were granted to Breizh Ressources to assess the presence of more than twenty strategic and rare metals. See note 9 – Mineral Property Interests.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that the current exploration program will result in profitable mining operations. The recoverability of the amounts expended on mineral property interests and the carrying value of property and equipment and the Company's continued existence is dependent upon the preservation of its interest in recoverable reserves, the achievement of profitable operations, maintenance of concessions and, the ability of the Company to raise necessary financing to complete its planned exploration program.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration activities and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims and noncompliance with regulatory and environmental requirements. See note 9 – Mineral Property Interests regarding the current status of the Company's permits and licenses. The Company's assets are located in France and Ecuador and are subject to the risk of foreign investment, including increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and restrictions and political uncertainty. Specifically, due to the implementation of a government levy by Ecuador in 2025, the Company's title to these concessions is not in good standing.

Following a year of constrained funding, 2025 saw a global rebound in capital raised by junior and intermediate mining companies, yet investments were heavily skewed toward lower-risk, later-stage projects, leaving early-stage gold and critical minerals explorers facing a persistently selective and challenging financing environment. These factors may impact the Company's ability to secure future funding and execute its exploration projects as planned. Should these risks materialize into actual events or circumstances, the Company's operations could be materially and adversely affected, the share price of the Company's securities could decline, and investors may lose all or part of their investment.

As at December 31, 2025, the Company had current assets \$650,820 (December 31, 2024 - \$1,832,874) to fund current liabilities of \$23,054,763 (December 31, 2024 - \$3,651,556), and long-term liabilities of \$10,509,869 (December 31, 2024 - \$8,213,712). Further, the Company had an accumulated deficit of \$134,909,556 (December 31, 2024 - \$105,412,888) and a working capital deficiency of \$22,403,943 (December 31, 2024 - deficiency of \$1,818,682).

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

The Company's ability to continue operations and fund its future exploration property expenditures is highly dependent on the Company's ability to secure additional financing. Management acknowledges that while it has been successful in raising sufficient capital in the past, there can be no assurance it will be able to do so in the future. As a result, there is material uncertainty that results in significant doubt about the Company's ability to continue as a going concern. These consolidated financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

These annual consolidated financial statements have been prepared on accrual basis under the historical cost convention except for certain financial assets and financial liabilities, which are measured at fair value.

3. CHANGES IN ACCOUNTING POLICIES

New and Amended IFRS standards recently adopted

During the year ended December 31, 2025, the Company adopted a number of new IFRS standards, interpretations, amendments and improvements of existing standards, including IAS 21. These new standards and changes did not have any material impact on the Company's consolidated financial statements.

New and Amended IFRS standards not yet effective

A number of new standards are not yet effective for the year ended December 31, 2025, and have not been applied in preparing these financial statements. Many are not applicable to, or do not have a significant impact on the Company and have therefore been excluded. The following have not been adopted and are being evaluated to determine their impact on the Company's consolidated financial statements. The Company will adopt these pronouncements as of their effective date.

Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduce an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required, and early adoption is permitted.

Presentation and Disclosure in Financial Statements (IFRS 18)

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

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

4. MATERIAL ACCOUNTING POLICIES

(a) Statement of compliance

The annual consolidated financial statements of the Company have been prepared in accordance with IFRS Accounting Standards, as issued by the International Accounting Standards Board ("IASB") and have been consistently applied to all the years presented unless otherwise indicated. These annual consolidated financial statements were approved and authorized by the Board of Directors on April 27, 2026.

(b) Basis of consolidation

Subsidiaries

The annual consolidated financial statements incorporate the financial statements of the Company and its wholly-owned subsidiaries: ESA, incorporated under the laws of Ecuador, Breizh Ressources, incorporated under the laws of France, and Corsica Ressources, incorporated under the laws of France. All intercompany transactions, balances, income, and expenses are eliminated upon consolidation.

Subsidiaries consist of entities over which the Company is exposed to, or has rights to, variable returns as well as the ability to affect those returns through the power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date control is transferred to the Company and are de-consolidated from the date that control ceases. The consolidated financial statements include all the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries after eliminating inter-entity balances and transactions.

As at June 30, 2024, AuroVallis Sarl ("AVS"), a wholly-owned subsidiary incorporated under the laws of Switzerland which had been dormant for years, completed its liquidation process. The only asset of the subsidiary was a cash balance of CHF1,059 which was transferred to Aurania. This final liquidation did not affect the consolidated numbers or the comparison of numbers with previous years, or the reporting year ended on December 31, 2025.

The Company's annual consolidated financial statements for the year ended December 31, 2024 included its interest in Sociedad Minera Vicus Exploraciones S.A.C, incorporated under the laws of Peru, until the disposition of this interest as outlined in note 6 – Disposal of Subsidiary.

Transactions eliminated on consolidation

All intercompany transactions, balances, income and expenses are eliminated upon consolidation. Accounting policies of subsidiaries are consistent with those of the Company.

Functional and reporting currency

Items included in the annual consolidated financial statements of the Company and its subsidiaries are measured using the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiaries is the Canadian dollar ("CAD" or "\$"), which is also the reporting currency of the Company. All financial information has been presented in CAD, unless otherwise stated and "USD" represents United States dollars, "CHF" represents Swiss francs, "SOL" represents Peruvian SOL, and "EUR" represents European Union euro. All amounts have been rounded to the nearest dollar, unless otherwise stated.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

Segment reporting

A segment is a component of the Company that is distinguishable by economic activity (business segment) or by its geographical location (geographical segment), which is subject to risks and rewards different from those of other segments. The Company operated in one business segment –mineral exploration– and across two geographical segments during the year ended December 31, 2025: Ecuador and France. In the prior year, the Company operated in three geographical segments: Ecuador, Peru (until September 23, 2024), and France.

(c) Significant accounting judgments and estimates

The application of the Company's accounting policies in compliance with IFRS requires the Company to make certain judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. These estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may 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 future periods if the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty existing at the reporting date could result in a material adjustment to the carrying amounts of assets and liabilities within the next financial year in the event that actual results differ from assumptions made, include, but are not limited to, the following:

Estimation of decommissioning and restoration costs and the timing of expenditure

Management is not aware of any material restoration, rehabilitation and environmental provisions as at December 31, 2025 and 2024. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value and these estimates are updated at least annually. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of a mine. Such estimates are subject to change based on changes in laws and regulations and negotiations with regulatory authorities.

Share-based payments and warrants

Management determines fair values for share-based payments and warrants using market-based valuation techniques. The fair value of the market-based and performance-based non-vested share awards is determined at the date of grant using Black-Scholes valuation technique. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments for share-based payments include estimating the future volatility of the share price, expected dividend yield, and future employee turnover rates. Assumptions and judgments for determining the value of warrants include estimating the future volatility of the share price, expected dividend yield, expected risk-free rate of return, among others. Such judgments and assumptions are inherently uncertain. Changes in these assumptions could affect the fair value estimates.

Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax-related filings

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax-related accruals and deferred income tax provisions in the period in which such determination is made.

Valuation of right of use asset and lease liability

Critical judgements are required in the application of IFRS 16, including identifying whether a contract (or part of a contract) includes a lease and determining whether it is reasonably certain that an extension or termination option will be exercised. Sources of estimation uncertainty include estimation of the lease term, determination of an appropriate discount rate and assessment of whether a ROU asset is impaired. Such judgments, estimates and assumptions are inherently uncertain, and changes in these assumptions affect the fair value estimates. The Company's lease liability is valued using the present value of future cash flows. This method is based on underlying factors such as the current interest rate and the Company's ability to make all lease payments on a timely basis. Changes in the inputs to the calculation could impact the carrying value of the lease liability and the amount of interest expense recognized in profit or loss.

Capital contribution from shareholder loan

The promissory notes are issued to a significant shareholder with a below-market rate loan, and the benefit is recorded as a capital contribution within equity. Management has determined the market rate generally based on those of comparable entities to set the Company's incremental borrowing rate. Significant assumptions are required to be made when determining which borrowing rates to apply in this determination. Changes in the assumptions used may have a significant effect on the Company's consolidated financial statements. See note 10 - Promissory notes.

Going concern assumption

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs, involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

Determination of functional currency

The determination of the functional currency for the Company and its subsidiaries is based on management's judgment of the underlying transactions, events and conditions relevant to each entity.

Estimates of Mining Service Fee (Tasa de Supervisión y Control Minero) ("TASA")

The amount recognized is based on management's interpretation of the applicable laws and regulations. Given the evolving nature of the regulatory framework, there is inherent uncertainty regarding the final interpretation and application of the TASA. Significant judgment is applied in determining the obligating events and the measurement of the amount recognized in respect of the TASA.

See note 19 – Commitments and Contingencies.

(d) Financial instruments

Financial assets

Initial recognition and measurement

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either fair value through profit and loss ("FVPL") or fair value through other comprehensive income ("FVOCI"), and "financial assets at amortized costs", as appropriate. The Company determines the classification

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

All financial assets are recognized initially at fair value plus, in the case of financial assets not at FVPL, directly attributable transaction costs on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

Financial assets with embedded derivatives are considered in their entirety when determining their classification at FVPL or at amortized cost. Cash and amounts receivable held for collection of contractual cash flows are measured at amortized cost.

Subsequent measurement – financial assets at FVPL

Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of loss. The Company does not measure any financial assets at FVPL.

Subsequent measurement – financial assets at FVOCI

Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive income (loss). When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income (loss) and is not reclassified to profit or loss. The Company's only financial assets measured at FVOCI are Palamina's common shares as outlined in note 6 – Disposal of Subsidiary and Long-Term Investment.

Subsequent measurement – financial assets at amortized cost

After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of loss. The Company measures cash and receivables at amortized cost.

Derecognition

A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets

The Company's only financial assets subject to impairment are cash and amounts receivable, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, amounts receivable have been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

Financial liabilities

Initial recognition and measurement

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include accounts payable and accrued liabilities and promissory notes, which are measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost

After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in interest and accretion expense in the consolidated statements of loss. The Company measures accounts payable and accrued liabilities and promissory notes at amortized cost.

Subsequent measurement – financial liabilities at FVPL

Financial liabilities measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in gain (loss) in the consolidated statements of loss.

Fair value of financial instruments

The Company measures fair value in accordance with IFRS 13 Fair Value Measurement, which provides a single source of fair value measurement guidance. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company has applied the framework for measuring fair value, which requires a fair value hierarchy to be applied to all fair value measurements

- Level 1 — valuation based on quoted prices (unadjusted) observed in active markets for identical assets or liabilities. The Company's investment in Palamina shares is classified as level 1 on the fair value hierarchy.
- Level 2 — valuation techniques based on inputs that are quoted prices of similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; inputs other than quoted prices used in a valuation model that are observable for that instrument; and inputs that are derived from or corroborated by observable market data by correlation or other means.
- Level 3 — valuation techniques with significant unobservable market inputs.

The Company has no other financial instruments measured subsequently at fair value.

(e) Exploration and evaluation expenditures

All acquisition and exploration costs are charged to operations in the period incurred until such time as it has been determined that a project is commercially viable and technically feasible, in which case, subsequent exploration costs and the costs incurred to develop a property are capitalized into property, plant and equipment. If a project is successful, the capitalized amounts related to the project are depleted on a unit-of-production method based on proven and probable reserves. If it is determined that the mineral property has no future economic value, then the related capitalized costs will be expensed.

Costs include the cash consideration and the fair market value of shares issued for the acquisition of properties. Properties acquired under option agreements, whereby payments are made at the sole discretion of the Company, are recorded in the accounts at the time of payment.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

(f) Decommissioning, restoration and similar liabilities

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of an exploration property interest. Such costs arising from the decommissioning of a plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the related asset as soon as the obligation to incur such costs arises. The timing of the actual expenditure is dependent on a number of factors such as the life and nature of the asset and the operating license conditions. Discount rates using a pretax rate that reflect the time value of money are used to calculate the net present value. These costs are charged against profit or loss. The related liability is adjusted for each period for the unwinding of the discount rate and for changes to the current market-based discount rate, amount or timing of the underlying cash flows needed to settle the obligation. Changes in estimates of decommissioning costs are accounted for as a charge to operations. The periodic unwinding of the discount is recognized in consolidated statements of loss as an accretion expense. Management is not aware of any significant decommissioning or restoration obligations at December 31, 2025 and 2024.

(g) Foreign currency translation

The reporting and functional currency of the Company and its subsidiaries is the Canadian dollar. Foreign currency transactions are translated into Canadian dollars as follows:

- (i) Monetary assets and liabilities are translated using the exchange rate at the reporting date.
- (ii) Non-monetary assets and liabilities are translated at historic rates.
- (iii) Revenues and expenses are translated at the average rate of exchange at the time of the transaction.
- (iv) Exchange gains and losses arising from the translation of monetary items are taken directly to the consolidated statement of loss.

(h) Impairment of non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets to determine whether there is an indication that those assets have suffered an impairment loss. If such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. The recoverable amount is the higher of the fair value less costs to sell and the value in use. If the recoverable amount is less than the carrying amount of the asset, the carrying amount is reduced to the recoverable amount and the impairment loss is recognized in the consolidated statement of loss.

(i) Basic and diluted loss per share

Basic and diluted loss per share is calculated using the weighted average number of common shares outstanding for the period. Diluted loss per share reflects the dilution that would occur if outstanding warrants and options were converted into common shares. In order to determine diluted loss per share any proceeds from the exercise of dilutive warrants and options would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted loss per share calculation. The Company's diluted loss per share for the periods presented does not include the effect of the outstanding stock options, warrants and restricted share units as they are anti-dilutive.

(j) Share-based payments

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in note 13 – Stock-based compensation.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a graded vesting basis over the period during which the employee becomes unconditionally entitled to equity instruments, based on the Company's estimate of equity instruments that will eventually vest. At the end of each reporting period, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognized in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to contributed surplus.

Upon vesting of RSU's, the Company transfers the accumulated expense from contributed surplus to shares to be issued. When the vested RSUs are settled by issuing shares, the Company adjusts the common shares number and share premium accounts to reflect the issuance of shares. This includes transfers from contributed capital or shares to be issued to share premium.

Equity-settled share-based payment transactions with parties other than employees are measured at the fair value of the goods or services received, except where that fair value cannot be estimated reliably, in which case they are measured at the fair value of the equity instruments granted, measured at the date the entity obtains the goods or the counterparty renders the service. For those options that expire after vesting, the recorded value is transferred to accumulated deficit.

(k) Income taxes

Income tax for the periods presented comprises current and deferred tax. Income tax is recognized in consolidated statements of loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax

This 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

Deferred tax is provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. 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 financial position reporting date applicable to the period of expected realization or settlement. Deferred income tax liabilities and assets are not recognized for taxable temporary differences that arise from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

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.

(l) Property and equipment and amortization

Property and equipment are carried at cost, less accumulated amortization and accumulated impairment losses. The assets' residual values, useful lives and methods of amortization are reviewed at each reporting period and adjusted prospectively if appropriate.

- Furniture and fixtures - 30% straight line
- Field equipment – 30% straight line
- Computer equipment - 30% straight line
- Leasehold improvements – 10% straight line

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

Amortization of property and equipment related to exploration activities has been expensed to the consolidated statement of loss. Equipment is derecognized upon disposal, when held for sale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in consolidated statements of loss.

When parts of an item of equipment have different useful lives, the components are accounted for as separate items of equipment. Gains and losses on disposal of an item are determined by comparing the proceeds from disposal with the carrying amount of the item and recognized in consolidated statements of loss.

(m) Leasing

The Company recognizes a lease liability and a right-of-use asset at the lease commencement date. The lease liability is initially measured as the present value of future lease payments discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, each operation's applicable incremental borrowing rate. The incremental borrowing rate is the rate which the operation would have to pay to borrow, over a similar term and with a similar security, the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments, less any lease incentives receivable.
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date.
- Amounts expected to be payable by the Company under residual value guarantees.
- The exercise price of a purchase option if the Company is reasonably certain to exercise that option.
- Payments of penalties for terminating the lease if the Company expects to exercise an option to terminate the lease.

The lease liability is subsequently measured by:

- Increasing the carrying amount to reflect interest on the lease liability.
- Reducing the carrying amount to reflect lease payments made.
- Remeasuring the carrying amount to reflect any reassessment or lease modifications.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, when there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or when the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

The right-of-use asset is initially measured at cost, which comprises the following:

- The amount of the initial measurement of the lease liability.
- Any lease payments made at or before the commencement date, less any lease incentives received.
- Any initial direct costs incurred by the Company.
- An estimate of costs to be incurred by the Company in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

The right-of-use asset is subsequently measured at cost, less any accumulated depreciation and any accumulated impairment losses, and adjusted for any remeasurement of the lease liability. It is depreciated in accordance with the Company's accounting policy for plant and equipment, from the commencement date to the earlier of the end of its useful life or the end of the lease term.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

Each lease payment is allocated between the lease liability and finance cost. The finance cost is charged to net earnings over the lease period to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Payments associated with short-term leases and leases of low-value assets are expensed as they are incurred in profit or loss. Short-term leases are leases with a lease term of twelve months or less.

5. CAPITAL AND FINANCIAL RISK MANAGEMENT

Capital management

The Company considers the capital that it manages to include share capital, share premium, shares to be issued, warrants, contributed surplus, shareholder contribution and accumulated deficit, which at December 31, 2025 was a deficiency of \$32,760,919 (December 31, 2024 – a deficiency of \$9,824,476). The Company manages its capital structure and makes adjustments to it, based on the funds needed in order to support the acquisition and exploration of mineral properties. Management does this in light of changes in economic conditions and the risk characteristics of the underlying assets. There has been no change with respect to the overall capital risk management strategy during the years ended December 31, 2025 and 2024.

Neither the Company nor its subsidiaries are subject to externally imposed capital requirements, other than those of the TSX Venture Exchange (“TSXV”), which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of six months. As at December 31, 2025, the Company was not in compliance with this requirement.

Financial risk management

The Company’s activities involve a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign currency, and commodity price risk). Risk management is carried out by management, with guidance from the Audit Committee under policies approved by the Board of Directors (the “Board”). The Board also provides regular guidance for overall risk management. There have been no changes in the risks, objectives, policies and procedures during the years ended December 31, 2025, and 2024.

Credit risk

Credit risk is the risk of an unexpected loss if a third party to a financial instrument fails to meet its contractual obligations. The Company has no significant concentration of credit risk arising from its operations. Cash is held at select Canadian, Swiss, Ecuadorian and French financial institutions, from which management believes the risk of loss to be low. The Company does not have any material risk exposure to any single debtor or group of debtors.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company’s approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company’s reputation.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

The Company endeavors to have sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations; this excludes the potential impact of extreme circumstances that cannot be reasonably predicted.

The Company generates cash flow primarily from its financing activities. As at December 31, 2025, the Company had available cash of \$442,070 (December 31, 2024 - \$1,593,204) to settle current liabilities of \$23,054,763 (December 31, 2024 - \$3,651,556). Also, the Company has a long-term liability of \$10,509,869 (December 31, 2024 - \$8,213,712) See note 10 – Promissory notes. All the Company’s financial liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms, except for its promissory notes.

In addition to the commitments disclosed in note 19 – Commitment and contingencies, the Company is obligated to the following contractual maturities of undiscounted cash flows as at December 31, 2025:

In Canadian \$ equivalents	Carry amount	Contractual cash flows	January 1 ,2026 to December 31, 2026	Thereafter
Accounts payable and accrued liabilities (note 17)	360,822	360,822	360,822	-
Concession fees due and interest (note 9 (b))	2,782,448	2,782,448	2,782,448	-
New Ecuadorian fee (TASA) and interest (note 9 (e))	19,845,576	19,845,576	19,845,576	-
Promissory note 2017 (note 10)	569,523	683,428	-	683,428
Promissory note 2019 (note 10)	3,953,712	4,744,454	-	4,744,454
Promissory note June 2023 (note 10)	1,781,630	2,137,956	-	2,137,956
Promissory note October 2023 (note 10)	885,082	1,062,099	-	1,062,099
Promissory note January 2024 (note 10)	880,538	1,056,647	-	1,056,647
Promissory note April 2025 (note 10)	2,439,384	2,927,262	-	2,927,262
Lease liabilities (note 11)	65,917	68,080	68,080	-
Total	\$ 33,564,632	\$ 35,668,772	\$ 23,056,926	\$ 12,611,846

As the Company has no steady source of revenues or cash flow, it is highly probable that additional financing will be required during 2026 to further advance exploration projects, and to meet ongoing financial obligations in the normal course of business. There can be no assurance that financing will be available on terms acceptable to the Company or at all.

Market risk

Market risk is the risk related to changes in the market prices, such as fluctuations in foreign exchange rates and interest rates that will affect the Company’s net earnings or the value of its financial instruments.

(i) Interest rate risk

Cash balances are deposited in highly-accessible and low-interest bank accounts that are used for short-term working capital requirements. The Company regularly monitors compliance with its cash management policy.

(ii) Foreign currency risk

Certain of the Company’s expenses are incurred in USD, CHF, and EUR, which are subject to potential gains or losses due to fluctuations in these currencies. As at December 31, 2025, the Company holds balances in those foreign currencies which are subject to foreign currency risk, with the most material being in USD. The financial position related to balances in the other currencies is less significant. The Company’s combined exposure to foreign currencies risk with respect to amounts denominated in USD, CHF, and EUR as of December 31, 2025, and 2024, was substantially as follows:

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

In Canadian \$ equivalents	December 31, 2025	December 31, 2024
Cash	\$129,302	\$74,132
Accounts payable	(893,753)	(698,298)
Accrued liabilities	(21,932,371)	(2,695,156)
Promissory notes	(6,393,096)	(4,667,073)
Net exposure	\$(29,089,918)	\$(7,986,395)

Management has not hedged its foreign exchange risk.

Sensitivity analysis

At December 31, 2025 and 2024, both the carrying and fair value amounts of the Company's short-term financial instruments are approximately equivalent due to their short-term nature. The carrying value of the long-term promissory note at December 31, 2025 is \$33,206,691 (December 31, 2024 – \$8,147,795). This was estimated based on discounting the promissory notes at an estimated discount rate of 20% with term of one year.

Based on Management's knowledge and experience of the financial markets, the Company believes that a 10% strengthening of the Canadian dollar against the USD, CHF, and EUR at December 31, 2025 would have resulted in a decrease in net loss of the Company by \$3,320,669 (December 31, 2024 – \$1,146,712). A 10% weakening of the Canadian dollar against the same currencies would have had an equal but opposite effect.

Commodity price risk

Commodity price risk is defined as the potential adverse future impact on earnings and economic value due to commodity price movements and volatility. The ability of the Company to develop its mineral properties and the future profitability of the Company is directly related to the market price of gold, silver, copper, and other commodities.

Commodity prices have fluctuated significantly in recent years. There is no assurance that these metals will be produced in the future or that a profitable market will exist for them. At December 31, 2025 and 2024, the Company was not a metals commodity producer.

6. DISPOSAL OF SUBSIDIARY AND LONG-TERM INVESTMENT

On June 10, 2024, the Company signed a share purchase agreement (the "Agreement") with Palamina Corp. ("Palamina") whereby the Company agreed to sell to Palamina 100% of the shares of Aurania's Peruvian wholly-owned subsidiary, Sociedad Minera Vicus Exploraciones S.A.C. ("Vicus") for 350,000 common shares of Palamina (TSXV: PA, OTCQB: PLMNF) and a 1% Net Smelter Return ("NSR") royalty over certain mining claims located in Peru which are held by Vicus. Palamina keeps the option to buy back half of the NSR for \$1,000,000 at any time.

On September 23, 2024, Palamina completed the acquisition of 100% of the shares of Vicus in accordance with the terms of the Agreement. The 350,000 Palamina common shares received by the Company were initially recognized at the fair value of \$0.165 per share as of the closing date, totalling \$57,750. The fair value was determined based on the closing market price of Palamina's shares on TSXV.

The Company intends to hold these shares as a long-term investment, and designated these shares as equity instruments at fair value through other comprehensive income (FVOCI) under IFRS 9. At December 31, 2025, the fair value of the shares increased to \$45,500 (2024 – decreased to \$35,000), based on a market price of

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

\$0.13 (2024 - \$0.10) per share, and the \$10,500 (2024 - \$22,750) difference is presented as other comprehensive loss in the consolidated statements of loss and comprehensive loss.

The Company assessed the fair value of the 1% NSR royalty as \$nil based on the probability of production on the concessions granted.

Gain on disposal of subsidiary during 2024

As consideration for the sale of Vicus on September 23, 2024, the Company received 350,000 common shares of Palamina, valued at \$0.165 per share as at the closing date, for a total fair value of \$57,750. The net liability position of Vicus at the time of disposal was \$371,563 and the Company incurred legal and accounting professional fees of \$24,854 to close the transaction.

The transaction resulted in derecognition of all assets, liabilities and equity related to Vicus, the recognition of the fair value of the consideration received minus the professional fees directly related to the transaction, and the recording of the gain of \$404,459 in profit or loss.

The detailed calculation of the Gain on disposal is as follows:

Gain on disposal of subsidiary calculation at closing	
Palamina's Common Shares (350,000 at \$0.165 each)	\$ 57,750
Less: Professional expenses related to the transaction	\$ (24,854)
Net consideration received	\$ 32,896
Net liabilities of subsidiary	\$ 371,563
Gain on disposal of subsidiary	\$ 404,459

The resulting gain of \$404,459 was recognized in the consolidated statements of loss and comprehensive loss for the year ended December 31, 2024, within the line item "Gain on Disposal of Subsidiary".

7. PROPERTY AND EQUIPMENT

	Leasehold Improvements	Field Equipment	Furniture and Fixtures	Computer Equipment	Total
COST					
At December 31, 2023	27,545	135,614	8,399	186,805	358,363
Additions	-	12,376	-	7,280	19,656
At December 31, 2024	27,545	147,990	8,399	194,085	378,019
Disposals	-	-	(1,428)	-	(1,428)
At December 31, 2025	27,545	147,990	6,971	194,085	376,591
ACCUMULATED DEPRECIATION					
At December 31, 2023	(13,367)	(105,204)	(4,007)	(160,922)	(283,500)
Additions	(2,075)	(5,132)	(758)	(21,220)	(29,185)
At December 31, 2024	(15,442)	(110,336)	(4,765)	(182,142)	(312,685)
Additions	(2,074)	(4,973)	(293)	(3,863)	(11,203)
Disposals / Write off	-	-	898	-	898
At December 31, 2025	(17,516)	(115,309)	(4,160)	(186,005)	(322,990)
NET BOOK VALUE					
At December 31, 2024	12,103	37,654	3,634	11,943	65,334
At December 31, 2025	\$10,029	\$32,681	\$2,811	\$8,080	\$53,601

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

8. RIGHT OF USE ASSETS

The Company has a lease related to an office for the operations in Toronto. The office lease agreement started in September 2022.

Right of Use Assets	
At December 31, 2023, 2024 and 2025	228,616
Accumulated Depreciation ROU	
Balance December 31, 2023	(67,240)
Amortization	(53,792)
Balance December 31, 2024	(121,032)
Amortization	(53,792)
Balance December 31, 2025	(174,824)
Net Book Value	
At December 31, 2024	107,584
At December 31, 2025	53,792

9. MINERAL PROPERTY INTERESTS

ECUADOR

a) Mineral concessions and obligations

The Company acquired the rights, title and 100% interest in the Lost Cities Project, comprised of certain mineral concessions covering 207,764Ha in southeastern Ecuador, on May 26, 2016 and subsequently registered before the Mining Registry of the Mining and Non-Renewable Natural Resources Regulation and Control Agency in compliance with the Mining Law. The concessions are valid for 25 years, renewable for a subsequent 25-year period, provided that the concessions are maintained in good standing. Mineral concessions are regulated according to the following phases:

- **Initial Exploration (up to four years).** On December 31, 2020, the Ecuadorian government adopted a legislation establishing that the four years of Initial Exploration starts on the day the mineral concession holder, having completed certain administrative acts, receives the permits required to effectively conduct operational activity and not, as had previously been the case, the date when the concession is first granted. As a result, the effective date for the initial exploration of each concession is considered on a case-by-case basis with each concession having its own expiry date for the four years of Initial Exploration. The administrative acts required before permits are granted include: i) Environmental Registry; ii) Certificate of non-affectation of water sources; and iii) Affidavit of not affecting public infrastructure.
Each year a concession holder is required to pay a concession fee and meet minimum expenditure requirements, calculated as follows:
 - In accordance with the Mining Law, by March 31 each year a Company must pay a concession fee for each concession it holds. The concession fee during the Initial exploration phase is calculated as 2.5% of the Unified Basic Remuneration ('UBR') per hectare. In 2025 the UBR was USD470 (2024 – USD460), which equates to USD11.75 (2024 – USD11.50) per hectare. The UBR is assessed annually and is subject to change. Subsequent to December 31, 2025 the UBR was increased to USD482 and USD12.05 per hectare for 2026.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

- The Concession holder is also required to make minimum qualifying expenditures on each concession such that they satisfy both the Required Expenditure which is USD5 per hectare initially, rising to USD10 per hectare per the Mining Law, and the Committed Expenditure, an annual amount that the concession holder files with the Mining Ministry that it is planning to spend in the coming year. Importantly, the annual concession fees are included in the calculation of the minimum expenditures required.
- The concession fees paid, potential future fee obligations and expenditure commitments are set out below.

Initial Exploration Phase			
Year	Annual concession fee (USD)	Expenditure Required (USD)	Actual Expenditure (USD)
1 (2017)	\$1,973,198 ¹	\$1,038,820 ²	\$3,354,497
2 (2018)	2,004,923 ¹	2,077,640 ²	4,396,820
3 (2019)	2,046,475 ¹	2,077,640 ²	5,116,155
4 (2020)	2,077,640 ¹	2,077,640 ²	8,627,136
5 (2021)	2,077,640 ¹	2,077,640 ²	12,820,134
6 (2022)	2,207,493 ¹	2,077,640 ²	5,364,089
7 (2023)	2,337,345 ¹	2,077,640 ²	4,486,236
8 (2024)	2,389,286 ¹	2,077,640 ²	4,098,026
9 (2025)	2,441,227 ³	2,077,640 ²	4,466,731
10 (2026)	2,503,556 ⁴	2,077,640 ⁴	⁵
Estimated 11 (2027)	⁶	⁶	^{5,6}

¹ Paid

² Requirement satisfied.

³ The Company filed all the appropriate documentation for the renewal of its 42 mineral exploration concessions and paid USD527,533 (\$723,037 at an exchange rate of 1.3706 USD/CAD), applied in full to nine of its 42 concessions, equivalent to 20% of the total amount, as part of negotiations for a payment agreement which are now ceased as a consequence of the implementation of the new Mining Service Fee described in note 9 (e). The outstanding balance of 33 concession fees unpaid as at December 31, 2025, is USD1,913,694 (\$2,622,909 at an exchange rate of 1.3706 USD/CAD), plus applicable interest. These concessions are not in good standing as the fees remain unpaid.

⁴ Refer to note 21 – Subsequent Events for updated information regarding concession fee payment due March 31, 2026, and Required Expenditures.

⁵ Reported by March 31 of the following year.

⁶ The Company has suspended its exploration activities in Ecuador and is maintaining only essential activities while the constitutional challenges against the TASA are resolved. The Company is evaluating its options with respect to its concessions, including the potential relinquishment of certain concessions. The outcome will depend on the resolution of the constitutional challenges and any resulting changes to the Company's financial and regulatory position.

- **Advanced Exploration (up to four years).** At any time prior to 60 days before the expiry of the Initial Exploration period, a concession holder can apply for a further four years of Advanced Exploration. The size of each concession must be reduced by a minimum of 10 hectares and the annual concession fee, still payable by March 31 each year, doubles to 5% of the UBR. For 2024 this would equate to USD23.00 per hectare, rising to USD23.50 per hectare for 2025.

In cases where an application to move a concession to Advanced Exploration occurs after the Initial exploration concession fee is paid prior to March 31 of that year, the concession holder must pay the

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

incremental difference in the concession fee between the date on which the resolution to start the advanced exploration period is issued until December 31 of that year.

At this time the Company does not know which and how many of its concessions will be advanced to the Advanced Exploration phase and therefore the total potential concession fee Exploration and expenditure obligations for concessions that advance to Advanced exploration cannot be known.

- **Economic Evaluation** (up to two years) of any deposit identified, which can be extended for an additional two-year period; and
- thereafter, the concessions are in the **Exploitation Phase**. Refer to note 21 – Subsequent Events for updated information on a new Organic Law for the Strengthening of the Strategic Mining and Energy Sectors.

b) Negotiation on Payment of Concession Fees on Mineral Properties in Ecuador

The Company reached an agreement with the corresponding Ecuadorian authorities regarding the payment of the annual concession fees for its 42 mineral exploration concessions for the year 2024. The Company made a first payment equivalent to 20% of the balance plus interests in November 2024, and the final payment was made according to schedule by May 1, 2025, including the corresponding interests. The full balance of the 2024 concessions has been paid.

The Company entered a negotiation with the corresponding Ecuadorian authorities regarding the payment of its annual concession fees for its 42 mineral exploration concessions in Ecuador for the year 2025. As part of the negotiations, the Company made a payment of USD527,533 (\$723,037 at an exchange rate of 1.3706 USD/CAD), equivalent to 20% of the total amount, applied in full to nine of its 42 concessions. The outstanding balance of 33 concession fees unpaid as at December 31, 2025, is USD1,913,694 (\$2,622,909 at an exchange rate of 1.3706 USD/CAD), plus applicable interest. These concessions are not in good standing as the fees remain unpaid. Negotiations ceased as a consequence of the implementation of the new Mining Service Fee described at note 9 (e), and the delay in addressing a condition of compliance could result in the expiration of the concessions if payment is not fulfilled.

	2025	2024
For the year ended December 31,	(USD)	(USD)
Opening balance, January 1	\$ 2,025,932	\$ -
Concession fees for the corresponding year	2,441,227	2,389,286
Accrued interest on concessions fees - 2024	69,460	197,865
Accrued interest on concessions fees - 2025	146,760	-
Payment of concession fees 2024	(1,873,067)	(516,219)
Interest paid on concession fees 2024	(222,325)	(45,000)
Payment of concession fees 2025	(527,533)	-
Interest paid on concession fees 2025	(30,359)	-
Concession fees and accrued interest balance, end of year	\$ 2,030,095	\$ 2,025,932

c) Relinquishment or cancellation of concessions

The size of the concession area constituting the Lost Cities Project may be reduced at the Company's discretion, based on exploration results. Conversely, mineral concessions can be cancelled by the State, for various reasons including, misrepresentation by the concession-holder of the stage of the concessions' exploration and development, by causing an excessive environmental impact, irreparable damage to Ecuadorian cultural heritage, or by the violation of human rights. See note 16 – Exploration expenses.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

d) Exploration entitlements

The properties are subject to two percent (2%) net smelter return royalty on metal production and a two percent (2%) net sales return royalty on non-metallic products, held by Dr. Keith Barron, vendor and current Chairman, CEO, and largest shareholder of the Company.

e) New Mining Service Fee

On June 20, 2025, the Ecuadorian Control and Regulation Agency (“ARCOM”) published a resolution imposing a new Mining Service Fee (Tasa de Supervisión y Control Minero) (“TASA”) applicable to mining and exploration companies in Ecuador. On June 27, 2025, ARCOM issued regulations detailing the payment mechanism for this fee. Under the resolution, the Company has been assessed an annual service fee of USD24,151,420 (\$33,101,936 at an exchange rate of 1.3706 USD/CAD) payable in two semi-annual instalments on July 31 and January 31, in respect of the six-month periods ending June 30 and December 31, respectively. The first installment of USD2,012,618 (\$2,758,494 at an exchange rate of 1.3706 USD/CAD) was due on July 31, 2025, corresponding to the period from June 1, 2025 (the implementation date of the TASA), to June 30, 2025, which the Company has not paid.

As at December 31, 2025, the TASA has been in effect for seven months, from June 1, 2025, to December 31, 2025. The Company has recognized an accrued liability of USD14,088,328 (\$19,309,462 at an exchange rate of 1.3706 USD/CAD) in respect of the TASA, representing seven months of accrued charges since its implementation, presented within accounts payable. As a result of non-payment of the semi-annual payment of the TASA due on July 31, 2025, all of the concessions are deemed not to be in good standing.

For the year ended December 31,	2025 (USD)	2024 (USD)
Opening balance, January 1	\$ -	\$ -
TASA assessed from June 1, 2025 to June 30, 2025	2,012,618	-
TASA assessed from July 1, 2025 to December 31, 2025	12,075,710	-
Accrued interest and penalties	391,153	-
TASA and accrued interest and penalties balance, end of year	\$ 14,479,481	\$ -

PERU

On September 23, 2024, Palamina completed the acquisition of 100% of the shares of Aurania’s Peruvian Subsidiary as described in note 6 – Disposal of subsidiary. As part of the consideration, the Company received a 1% NSR royalty over certain mining claims located in Peru which are held by Vicus. Palamina keeps the option to buy back half of the NSR for \$1,000,000 at any time.

FRANCE

During December 2025, the Company was granted three exploration permits in Brittany, France through its wholly-owned subsidiary. The permits cover areas prospective for polymetallic mineralization, including antimony, tungsten, tin, zinc, and copper - accompanied by gold - and other metals within the South Armorican Shear Zone, a region identified by historical studies as hosting mineralized systems. The permits, known as Epona, Taranis and Bélénos, encompass a combined area of approximately 850 km² and provide the Company with the right to conduct exploration activities subject to applicable regulatory approvals. No exploration activities of significance had commenced on these permits as at year-end.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

10. PROMISSORY NOTES

Promissory Notes 2017 - 2024

During 2017, 2019, 2022, 2023 and 2024 Dr. Keith Barron, who is the Chairman, President, and Chief Executive Officer, as well as a principal shareholder of the Company (the "Lender" or "Dr. Barron"), advanced a total of eight loans to the Company in the following dates and amounts:

- March 20, 2017 – USD2,000,000 (\$2,671,600 at an exchange rate of 1.3358 USD/CAD). Portions of this loan were repaid on various dates, including a settlement involving stock options.
- April 22, 2019 – USD3,000,000 (\$4,005,900 at an exchange rate of 1.3353 USD/CAD)
- March 11, 2022 – USD1,187,500 (\$1,510,500 at an exchange rate of 1.2720 USD/CAD)
- June 10, 2022 – \$1,000,000
- July 29, 2022 – \$1,000,000
- June 14, 2023 – \$2,000,000, received in advances between June 20 and September 20, 2023
- October 13, 2023 – \$1,000,000, received in advances between October 11 and December 12, 2023
- January 30, 2024 – \$1,000,000, received in advances between January and March 2024

The loans are unsecured, bear interest at 2% per annum and mature upon notice of twelve months and one day from the Lender. IFRS requires that where an interest rate is below the market rate, estimated at 20% throughout the year ended December 31, 2025 (20% throughout the year ended December 31, 2024), there is deemed to be a benefit to the Company and as such that portion of the promissory loans considered to represent that benefit is recorded in equity as a shareholder contribution. The loans become repayable on the day following the one-year anniversary of Dr. Barron requesting repayment. The interest rate benefit on the promissory notes is recognized as a shareholder contribution until such time that the repayment is requested by the Lender. The amount of the benefit is then recognized over the life of the promissory notes as an accretion expense.

Debt settlements 2024

On April 24, 2024, the Company's Board of Directors approved a debt settlement arrangement with Dr. Barron, converting \$2,072,165—including \$2,000,000 in principal and \$72,165 in accumulated interest on the loans dated June 10, 2022 and July 29, 2022—into 10,360,825 common shares of the Company. The completion of this debt settlement was announced on May 9, 2024. The carrying value of the loans at closing was \$1,772,130. See note 12(vi) – Share Capital for more information.

On November 25, 2024, the Company's Board of Directors approved a debt settlement arrangement with Dr. Barron, converting \$1,740,616—including \$1,652,169 in principal and \$88,448 in accumulated interest on the loan dated March 11, 2022—into 3,868,036 common shares of the Company. The completion of this debt settlement was announced on December 23, 2024. The carrying value of the loan at closing was \$1,482,664. See note 12(vii) – Share Capital for more information.

For the year ended December 31,	2025	2024
Initial carrying amount	\$8,147,795	\$ 10,776,970
Accretion expense	1,629,205	1,879,518
Debt settlement	-	(3,254,794)
Interest rate benefit recognized as shareholder contribution	(1,483,442)	(1,700,934)
Foreign exchange translation loss (gain)	(223,073)	447,035
Balance, end of year	\$8,070,485	\$ 8,147,795

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

Promissory Note issued in April 2025

On April 30, 2025, the Company announced that Dr. Barron advanced a loan of up to USD2,094,500 (\$2,887,168 at an exchange rate of 1.3785 USD/CAD) to the Company. The loan is unsecured, bears interest at 2% per annum and matures upon notice of twelve months and one day from the Lender. IFRS requires that where an interest rate is below the market rate, estimated at 20%, there is deemed to be a benefit to the Company and as such that portion of the promissory loan considered to represent that benefit is recorded in equity as a shareholder contribution. The accretion on the promissory note will be accounted for as a shareholder contribution until such time that the repayment is requested by the Lender. The amount of the benefit is then recognized over the life of the promissory note as an accretion expense.

For the year ended December 31,	2025
Total proceeds	\$2,887,168
Initial shareholder contribution on initial recognition	(455,647)
Initial carrying amount	2,431,521
Interest rate benefit recognized as shareholder contribution	(326,016)
Accretion expense	326,269
Foreign exchange translation loss	7,610
Balance, end of year	\$2,439,384

11. LEASE LIABILITIES

The Company has a lease related to an office for the operations in Toronto. The office lease agreement started in September 2022.

Lease Liabilities	
Balance at December 31, 2024	\$126,358
Interest expense	5,937
Payments	(66,378)
Lease liabilities as at December 31, 2025	\$65,917
Lease Liabilities	
Current lease liability at year end	65,917
Non-current lease liability at year end	-
Lease liabilities as at December 31, 2025	\$65,917

The Company used a discount rate of 6% in determining the present value of lease payments.

12. SHARE CAPITAL

Authorized share capital at December 31, 2025 and 2024 is 1,000,000,000 common shares with a par value of \$0.00001 per share. All shares issued are fully paid. The number of issued and outstanding common shares at December 31, 2025 is 132,255,305 (December 31, 2024 – 104,168,397). During the year ended December 31, 2025, the Company completed the following:

(i) **Private placement financing (April 2025)**

On May 5, 2025, the Company closed a non-brokered private placement financing for 5,751,921 units priced at \$0.30 per unit, completed in two tranches on April 17, and May 5 of 2025 for total gross proceeds

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

of \$1,725,577. Each unit consisted of one common share and one full warrant, the warrant having an exercise price of \$0.55 per common share and expiring 24 months after the closing date of the applicable tranche. The Company paid commissions to certain finders of an aggregate of \$525 in cash and 1,750 finder warrants. Each finder warrant entitles the holder to purchase one unit at \$0.30 per unit and is exercisable for a period of twenty-four (24) months from the issuance of the finder warrant.

Dr. Keith Barron, the Chief Executive Officer, President, director, promoter and a significant shareholder of the Company subscribed for 3,000,000 units of this offering. Thomas David Ullrich, a director of the Company, acquired 75,000 units under the offering.

The aggregate cash paid for regulatory and legal costs was \$35,709. A value of \$437,928 has been assigned to warrants and finder warrants using the Black-Scholes option pricing model for each tranche using the following assumptions: expected dividend yield of 0%, an expected life of 2 years, an expected volatility of 103.35% and 104.20%, respectively, and a risk-free rate of 2.52% and 2.54%, respectively. Volatility is based on the historical trading of the Company's shares.

(ii) **Private placement financing (August 2025)**

On August 21, 2025, the Company closed a non-brokered private placement financing for 15,886,298 units priced at \$0.12 per unit for total gross proceeds of \$1,906,356. Each unit consisted of one common share and one full warrant, the warrant having an exercise price of \$0.25 per common share and expiring 24 months after the date of issuance. The Company paid commissions to certain finders of an aggregate of \$5,118 in cash and 42,653 finder warrants. Each finder warrant entitles the holder to purchase one unit at \$0.12 per unit and is exercisable for a period of twenty-four (24) months from the date of issuance.

Dr. Keith Barron, the Chief Executive Officer, President, director, promoter and a significant shareholder of the Company subscribed for 5,741,666 units of this offering.

The aggregate cash paid for regulatory and legal costs was \$25,956. A value of \$461,940 has been assigned to warrants and finder warrants using the Black-Scholes option pricing model using the following assumptions: expected dividend yield of 0%, an expected life of 2 years, an expected volatility of 104.18%, and a risk-free rate of 2.69%. Volatility is based on the historical trading of the Company's shares.

(iii) **Private placement financing (December 2025)**

On December 5, 2025, the Company closed a non-brokered private placement financing for 6,431,466 units priced at \$0.12 per unit for total gross proceeds of \$771,776. Each unit consisted of one common share and one full warrant, the warrant having an exercise price of \$0.25 per common share and expiring 24 months after the date of issuance. The Company paid commissions to certain finders of an aggregate of \$2,805 in cash and 23,380 finder warrants. Each finder warrant entitles the holder to purchase one unit at \$0.12 per unit and is exercisable for a period of twenty-four (24) months from the date of issuance.

Dr. Keith Barron, the Chief Executive Officer, President, director, promoter and a significant shareholder of the Company subscribed for 4,166,666 units of this offering.

The aggregate cash paid for regulatory and legal costs was \$17,809. A value of \$206,555 has been assigned to warrants and finder warrants using the Black-Scholes option pricing model using the following assumptions: expected dividend yield of 0%, an expected life of 2 years, an expected volatility of 113.77%, and a risk-free rate of 2.46%, respectively. Volatility is based on the historical trading of the Company's shares.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

During the year ended December 31, 2024, the Company completed the following:

(iv) Private placement financing (May 2024)

On May 31, 2024, the Company closed the previously announced (April 17, 2024) non-brokered private placement financing for 18,716,112 units priced at \$0.20 per unit, completed in three tranches on May 9, May 23 and May 31 of 2024 for total gross proceeds of \$3,743,222. Each unit consisted of one common share and one full warrant, the warrant having an exercise price of \$0.45 per common share and expiring 24 months after the closing date of the applicable tranche. The Company paid commissions to certain finders of an aggregate of \$3,430 in cash and 17,150 finder warrants. Each finder warrant entitles the holder to purchase one unit at \$0.20 per unit and is exercisable for a period of twenty-four (24) months from the closing of the first tranche.

Dr. Keith Barron, the Chief Executive Officer, President, director, promoter and a significant shareholder of the Company subscribed for 2,303,360 units of this offering. Dr. Barron's direct family members, subscribed for an aggregate amount of 30,000 units under the offering. Thomas David Ullrich, a director of the Company, acquired 100,000 units under the offering.

The aggregate cash paid for finders' commissions, regulatory and legal costs was \$67,308. A value of \$1,004,352 has been assigned to warrants and finder warrants using the Black-Scholes option pricing model for each tranche using the following assumptions: expected dividend yield of 0%, an expected life of 2 years, an expected volatility of 116.99%, 117.27% and 112.92%, respectively, and a risk-free rate of 4.19%, 4.19% and 4.26%, respectively. Volatility is based on the historical trading of the Company's shares.

(v) Private placement financing (December 2024)

On December 23, 2024, the Company closed the previously announced (November 25 and December 13, 2024) non-brokered private placement financing for 3,747,243 units priced at \$0.45 per unit, completed in two tranches on December 13, and December 23 of 2024 for total gross proceeds of \$1,686,259. Each unit consisted of one common share and one full warrant, the warrant having an exercise price of \$0.75 per common share and expiring 24 months after the closing date of the applicable tranche. The Company paid commissions to certain finders of an aggregate of \$4,536 in cash and 10,080 finder warrants. Each finder warrant entitles the holder to purchase one unit at \$0.45 per unit and is exercisable for a period of twenty-four (24) months from the closing of the first tranche.

Dr. Keith Barron, the Chief Executive Officer, President, director, promoter and a significant shareholder of the Company subscribed for 888,889 units of this offering.

The aggregate cash paid for finders' commissions, regulatory and legal costs was \$39,879. A value of \$437,798 has been assigned to warrants and finder warrants using the Black-Scholes option pricing model for each tranche using the following assumptions: expected dividend yield of 0%, an expected life of 2 years, an expected volatility of 101.48% and 101.24%, respectively, and a risk-free rate of 2.98% and 3.05%, respectively. Volatility is based on the historical trading of the Company's shares.

(vi) Debt Settlement (May 2024)

On April 17, 2024, with a subsequent update on April 24, 2024, the Company's Board of Directors approved a debt settlement arrangement with Dr. Barron, converting \$2,072,165—comprising \$2,000,000 in principal and \$72,165 in accumulated interest on the loans dated June 10, 2022 and July 29, 2022—into 10,360,825 Common Shares at a price of \$0.20 per share.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

(vii) Debt Settlement (December 2024)

On November 13, 2024, with a subsequent update on November 25, 2024, the Company's Board of Directors approved a debt settlement arrangement with Dr. Barron, converting \$1,740,616—comprising \$1,652,169 in principal and \$88,448 in accumulated interest on the loan dated March 11, 2022—into 3,868,036 Common Shares at a price of \$0.45 per share.

13. STOCK-BASED COMPENSATION

Stock options

The Company maintains a stock option plan (the "Plan") for the benefit of directors, officers, employees and consultants. The maximum number of common shares reserved for issuance with respect to the Plan cannot exceed 10% of the issued and outstanding common shares of the Company at the date of grant. Stock options generally vest 1/3 annually.

During the year ended December 31, 2025, the Company recorded the following stock option transactions:

- (i) On February 24, 2025, the Company appointed Ms. Carolina Lasso as Vice President, Corporate Social Responsibility and granted 20,000 stock options exercisable at \$0.37 each. The options have a 5-year expiry term and shall vest one-third immediately, one-third one year from the date of grant, and one-third vesting two years after the date of grant. A fair value of \$5,400 was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 99%, stock price of \$0.36 and risk-free rate of 2.8%.
- (ii) The directors of the Company agreed to receive their director fees for 2025 in stock options in lieu of cash. The Company granted a total of 64,000 stock options exercisable at \$0.36 in lieu of their director fees for the first quarter of 2025; 108,000 stock options exercisable at \$0.23 in lieu of their director fees for the second quarter of 2025; 168,000 stock options exercisable at \$0.145 in lieu of their director fees for the third quarter of 2025, and 138,000 stock options exercisable at \$0.175 in lieu of their director fees for the fourth quarter of 2025, expiring after three years and vesting immediately. A fair value of \$15,360; \$15,120; \$15,120; and \$15,180 respectively was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 111%, 106%, 109% and 114% respectively, stock price \$0.35, \$0.22, \$0.135 and \$0.165, and risk-free rate of 2.55%, 2.57%, 2.51% and 2.56%, respectively.
- (iii) On April 24, 2025, the Company appointed Ms. Carolyn Muir as Corporate Secretary of the Corporation, in addition to her role as Vice President, Corporate Development & Investor Relations and granted 130,000 stock options exercisable at \$0.27 each. The options have a 5-year expiry term and shall vest one-third immediately, one-third one year from the date of grant, and one-third vesting two years after the date of grant. A fair value of \$24,700 was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 99%, stock price of \$0.26 and risk-free rate of 2.76%
- (iv) On June 30, 2025, an aggregate of 2,465,000 stock options were granted to directors, officers, employees and consultants in accordance with the Company's Stock Option Plan. The stock options have an exercise price of \$0.23, are exercisable for five years from the date of grant, and vest in three equal tranches: one-third immediately on the grant date, one-third one year from the grant date, and one-third two years from the grant date. Vesting is subject to the optionee maintaining continuous status as director, officer, employee or consultant of the Company. A fair value of \$419,050 was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 101%, stock price of \$0.22, and risk-free rate of 2.86%.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

- (v) During 2025, a total of 685,000 stock options expired unexercised, including 125,000 stock options with an estimated fair value of \$295,000 on February 7, 2025, 460,000 stock options with an estimated fair value of \$909,420 on November 17, 2025, and 100,000 stock options with an estimated fair value of \$182,500 on December 22, 2025.
- (vi) During the year, an aggregate of \$688,937 of stock-based compensation was recorded for the fair value of vested stock options resulting from the grant of stock options in the current period and prior years.

During the year ended December 31, 2024, the Company recorded the following stock option transactions:

- (vii) The directors of the Company agreed to receive their director fees for 2024 in stock options in lieu of cash. The Company granted a total of 94,000 stock options exercisable at \$0.25 in lieu of their director fees for the first quarter of 2024; 54,000 stock options exercisable at \$0.46 in lieu of their director fees for the second quarter of 2024; 42,000 stock options exercisable at \$0.54 in lieu of their director fees for the third quarter of 2024, and 54,000 stock options exercisable at \$0.43 in lieu of their director fees for the fourth quarter of 2024, expiring after three years and vesting immediately. A fair value of \$15,040; \$16,200; \$15,120; and \$15,120 respectively was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 105%, 108%, 110% and 108% respectively, and risk-free rate of 4.16%, 4.04%, 3.01% and 2.94%, respectively.
- (viii) An aggregate of 2,100,000 stock options were granted to directors, officers, employees and consultants in accordance with the Company's Stock Option Plan. The stock options have an exercise price of \$0.46, are exercisable for five years from the date of grant, and vest in three equal tranches: one-third immediately on the grant date, one-third one year from the grant date, and one-third two years from the grant date. Vesting is subject to the optionee maintaining continuous status as director, officer, employee or consultant of the Company. A fair value of \$693,000 was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 94%, and risk-free rate of 3.51%.
- (ix) On October 30, 2024, the Company granted an aggregate of 215,000 stock options to certain consultants of the Company pursuant to the terms and subject to the conditions of the Company's Stock Option Plan. The Options have an exercise price of \$0.70, are exercisable for three years from the date of grant, and vesting is subject to certain goals accomplishment. A fair value of \$98,900 was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 110%, and risk-free rate of 3.11%.
- (x) On October 30, 2024, a total of 200,000 stock options were granted to an officer of the Company pursuant to the terms and conditions of the Company's Stock Option Plan. The Options have an exercise price of \$0.70, are exercisable for five years from the date of grant, and vest in three equal tranches: one-third on the grant date, one-third one year from the grant date, and one-third two years from the grant date. Vesting is subject to the optionee maintaining continuous status as officer of the Company. A fair value of \$102,000 was determined using the Black-Scholes pricing model with the following assumptions: expected dividend yield of 0%, expected volatility based on historical trading of 97%, and risk-free rate of 3.05%.
- (xi) At December 31, 2024, a total of 581,000 stock options expired unexercised, including 24,000 options from January 16, 2019 valued at \$60,960; 77,000 options from June 28, 2019 valued at \$170,940 and 480,000 options from October 24, 2019 valued at \$900,601.
- (xii) During the year ended December 31, 2024, an aggregate of \$773,793 of stock-based compensation was recorded for the fair value of vested stock options resulting from the grant of stock options in the current period and prior years.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

The following table summarizes the stock options activity during the years ended December 31, 2025 and 2024:

	Number of Options	Weighted Average Exercise Price
Balance – December 31, 2023	5,161,468	\$1.28
Granted	2,759,000	0.49
Expired	(581,000)	2.76
Balance – December 31, 2024	7,339,468	\$0.86
Granted	3,093,000	0.23
Expired	(685,000)	3.41
Balance – December 31, 2025	9,747,468	\$0.48

The following summarizes the stock options outstanding at December 31, 2025:

Issued Number of Options	Exercisable Number of Options	Exercise Price on Exercisable Options	Expiry Date	Estimated Fair Value
200,000	200,000	3.21	25-Jan-26	378,400
53,568	53,568	0.46	11-Apr-26	14,999
58,000	58,000	0.33	30-Jun-26	11,600
40,000	40,000	2.52	1-Jul-26	59,640
107,200	107,200	0.24	30-Sep-26	15,008
79,200	79,200	0.31	31-Dec-26	15,048
94,000	94,000	0.25	31-Mar-27	15,040
54,000	54,000	0.46	28-Jun-27	16,200
1,170,000	1,170,000	0.84	30-Jun-27	659,152
162,500	162,500	0.84	4-Jul-27	73,136
35,000	35,000	0.84	18-Aug-27	14,163
42,000	42,000	0.54	30-Sep-27	15,120
215,000	21,500	0.70	30-Oct-27	98,900
54,000	54,000	0.43	31-Dec-27	15,120
64,000	64,000	0.36	31-Mar-28	15,360
1,990,000	1,990,000	0.33	30-Jun-28	457,700
108,000	108,000	0.23	30-Jun-28	15,120
168,000	168,000	0.15	30-Sep-28	15,120
138,000	138,000	0.18	31-Dec-28	15,180
2,100,000	1,400,000	0.46	28-Jun-29	635,725
200,000	133,334	0.70	30-Oct-29	87,888
20,000	6,667	0.37	24-Feb-30	4,093
130,000	43,333	0.27	24-Apr-30	16,726
2,465,000	821,667	0.23	30-Jun-30	245,307
9,747,468	7,043,969	\$0.54		\$2,909,745

The weighted average contractual life for stock options outstanding as at December 31, 2025 is 2.99 years (December 31, 2024 – 3.18 years) and the weighted average exercise price on exercisable options is \$0.54 (December 31, 2024 – \$0.86).

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

Restricted Stock Units (“RSUs”)

RSUs are granted to encourage employee performance and retention, are awarded based on performance criteria and vest over three years in equal instalments. On June 14, 2023, the Company’s RSU Plan was amended to permit settlement of RSUs in either cash or common shares in the sole discretion of the Company after an award of RSU’s have vested. For each RSU that vests a common share in the company is issued.

There were no RSUs outstanding as at December 31, 2023, 2024, or 2025.

Shares to be issued

Shares to be issued (“STBI”) are restricted stock units that have fully vested but where the related shares are yet to be issued. The following table summarizes the shares to be issued activity for the years ended December 31, 2025 and 2024:

	Number of Shares to be Issued	Weighted Average Fair Value on Grant Date	Estimated Fair Value on Grant Date
Balance – December 31, 2023	289,700	\$3.01	\$872,528
STBI expired	(105,400)	3.05	(321,780)
Balance - December 31, 2024	184,300	\$2.99	\$550,748
Shares issued	(15,000)	3.27	(49,020)
STBI expired	(143,500)	2.97	(426,104)
Balance - December 31, 2025	25,800	\$2.93	\$75,624

14. WARRANTS

The following summarizes the warrants and Agents’ Warrants activity for the years ended December 31, 2025 and 2024:

	Number of Warrants/ Agents’ Warrants	Weighted Average Exercise Price	Estimated Fair Value
Balance – December 31, 2023	23,931,855	\$1.56	\$6,997,977
Issued warrants private placement	22,463,355	0.50	1,411,679
Finders warrants (Exercisable into units*)	27,230	0.50	2,102
Exercised	(4,444)	0.75	(513)
Expired	(7,303,293)	3.45	(2,737,345)
Balance - December 31, 2024	39,114,703	\$0.83	\$5,673,900
Issued warrants private placements (notes 12(i) and (ii))	28,069,685	0.31	1,082,104
Finders warrants (Exercisable into units*)	67,783	0.26	2,119
Exercised	(2,223)	0.45	(120)
Balance - December 31, 2025	67,249,948	\$0.61	\$6,758,003

* Each finder warrant entitles the holder to purchase one unit at the corresponding issue price (\$0.30 and \$0.12 per unit). Each unit consisted of one common share and one full warrant.

Exercise of warrants

During the year ended December 31, 2025, 2,223 (2024 – 4,444) warrants were exercised at a price of \$0.45 (2024 - \$0.75) per common share of the Company.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

Expiry of warrants

On April 1, 2024, a total of 3,061,129 tradable warrants, listed on the TSX Venture Exchange under the symbol ARU.WT.A, expired unexercised. Additionally, 2,414,732 unlisted warrants expired without being exercised on November 29, 2024, and 1,827,432 unlisted warrants expired unexercised on December 22, 2024.

Outstanding warrants

On January 29, 2024, the Company announced the extension of the exercise period for a total of 1,996,653 unlisted common share purchase warrants, all of which were exercisable at \$1.25 per common share and would otherwise have expired on March 28, 2024, or March 30, 2024.

On February 20, 2025, the Company announced the extension of the exercise period for a total of 1,996,653 unlisted common share purchase warrants, all of which were exercisable at \$1.25 per common share and would otherwise expire on March 28, 2025, or March 30, 2025. The following table summarizes the warrants and Agents' warrants outstanding as at December 31, 2025:

Expiry date	Number of Warrants	Exercise Price
March 23, 2026	7,818,505	0.75
March 28, 2026	1,586,653	1.25
March 30, 2026	410,000	1.25
April 25, 2026	1,262,855	0.75
May 9, 2026	10,889,287	0.45
May 19, 2026	224,703	0.75
May 23, 2026	4,219,752	0.45
May 31, 2026	3,622,000	0.45
October 21, 2026	3,835,250	2.20
October 21, 2026	230,115	2.20
October 21, 2026	1,256,037	2.20
December 13, 2026	2,736,579	0.75
December 23, 2026	1,020,744	0.75
April 17, 2027	3,182,899	0.55
May 5, 2027	2,570,772	0.55
August 21, 2027	15,928,951	0.25
December 5, 2027	6,454,846	0.25
Balance - December 31, 2025	67,249,948	\$0.61

The weighted average contractual life for warrants outstanding as at December 31, 2025 is 0.95 years (December 31, 2024 – 1.40 years).

15. KEY MANAGEMENT COMPENSATION EXPENSE

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and nonexecutive) of the Company. The Company has identified its directors and certain officers as its key management personnel.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

During the year ended December 31, 2025 and 2024, the compensation for key management of the Company was as follows:

For the year ended December 31,	2025	2024
Salary - corporate ⁽¹⁾	\$180,939	\$143,157
Salary – technical ⁽²⁾⁽³⁾	256,359	234,570
Stock-based compensation for key management ⁽⁴⁾	487,928	556,058
Total key management compensation expense	\$925,226	\$933,785

(1) Salary - corporate includes 100% CFO fees.

(2) Salary - technical includes 100% of Vice President Exploration compensation.

(3) Comparative figure from 2024 has been adjusted to exclude social security contribution, which does not form part of employee compensation

(4) This figure is the estimated expense of vested stock options and RSUs granted to key management and directors during the years ended December 31, 2025 and 2024.

16. EXPLORATION EXPENSES

	For the year ended December 31,	
	2025	2024
ECUADOR		
GEOLOGY/FIELD:		
- Salaries, benefits	\$393,976	\$344,225
- Camp costs, equipment, supplies	208,950	276,240
- Project management	75,334	22,889
- Travel, accommodation	28,201	45,788
- Office (Quito, Macas)	16,330	20,419
- Environment, health & safety	35,329	50,616
- Water	55,642	59,459
- Drilling	-	82,993
GEOCHEMISTRY	-	3,796
GEOPHYSICS	5,721	302,313
EXPERT CONSULTANTS	82,618	93,972
CORPORATE SOCIAL RESPONSIBILITY – fees, travel, supplies	456,229	376,317
LEGAL AND OTHER FOR CONCESSIONS	14,476	23,327
CONCESSIONS - Permits and Mining Service Fee	22,818,009	3,237,483
Total exploration in Ecuador	\$24,190,815	\$4,939,837
PERU (Subsidiary disposed on September 23, 2024)		
- Costs related to concession fee applications	-	270
Total exploration in Peru	-	\$270
FRANCE		
- Costs related to concession fee applications	-	4,199
- Geochemistry	29,186	18,607
- Project management	150,813	237,982
- Expert consultants	198,805	169,423
- Camp costs, equipment, supplies	7,650	5,197
- Travel, accommodation	10,088	36,293
- Corporate social responsibility	159,676	-
- Legal expenses	-	52,024
Total exploration – France	\$556,218	\$523,725
TOTAL EXPLORATION EXPENSE	\$24,747,033	\$5,463,832

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

17. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions. The Company entered into the following transactions with related parties during the years ended December 31, 2025 and 2024:

- (a) During the year ended December 31, 2025, the Company incurred expenses totaling \$23,380 (2024 - \$91,907) for its operations in France. These expenses were paid by Dr. Keith Barron, Chairman and CEO of the Company. As at December 31, 2025, \$115,287 remained as an account payable due to Dr. Barron (2024 - \$91,907). This amount is unsecured, non-interest bearing, and due on demand.

For other related party transactions, see note 9 – Mineral property interests, note 10 – Promissory notes, note 12 – Share Capital, and note 15 – Key management compensation expense.

18. SEGMENTED INFORMATION

At December 31, 2025, the Company's operations consisted of one business segment engaged in mineral exploration and two geographical segments – Ecuador and France (three geographical segments including Peru until September 23, 2024 in the prior year). Cash of \$385,787 (December 31, 2024 - \$1,494,805) is held in a Canadian chartered bank, \$194 (December 31, 2024 - \$69,035) being held in a chartered bank in Ecuador, and \$56,089 (December 31, 2024 - \$29,364) being held in a chartered bank in France.

19. COMMITMENTS AND CONTINGENCIES

Environmental contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations.

Service costs and consulting agreements

The Company's management contracts collectively include minimum commitments of approximately \$1,121,000, of which the totality is due within one year upon the termination of those contracts. In the occurrence of a change of control, additional contingent payments of up to approximately \$277,200 would be due. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.

20. INCOME TAXES

(a) Provision for income taxes

Major items causing the Company's income tax rate to differ from the federal statutory rate of approximately 0% (2024 – 0%) were as follows:

	2025	2024
(Loss) before income taxes:	<u>\$(30,217,772)</u>	<u>\$(10,833,344)</u>
Expected income tax recovery based on statutory rate	-	-
Adjustment to expected income tax benefit:		
- Adjustment for taxes in foreign operations	(6,859,000)	(1,910,000)
- Change in foreign exchange rates	370,000	(1,343,000)
- Non-deductible expenses	15,000	15,000
- Change in Benefit of tax assets not recognized	(1,796,000)	2,137,000
- Disposal/wind-up of subsidiaries	-	1,094,000
- Other	8,270,000	7,000
Deferred income tax	\$ -	\$ -

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

(b) Deferred income tax balances

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	2025	2024
Non-capital losses carry-forwards - Canada	\$15,433,000	\$13,835,000
Non-capital losses carry-forwards - Ecuador	62,634,000	71,938,000
Non-Capital losses carry-forwards - Corsica	437,000	300,000
Non-Capital losses carry-forwards - Breizh	812,000	242,000
Deferred income tax liability	\$79,316,000	\$86,315,000

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Company can use the benefits.

The losses which may reduce taxable income in Canada, amount to approximately \$15,432,000 and expire as follows:

Amount	Year of Expiry
\$347,000	2033
341,000	2034
313,000	2035
262,000	2036
850,000	2037
1,357,000	2038
1,825,000	2039
1,940,000	2040
1,924,000	2041
1,977,000	2042
1,313,000	2043
1,440,000	2044
1,543,000	2045
\$15,432,000	

21. SUBSEQUENT EVENTS

Stock options

Subsequent to December 31, 2025, 253,568 stock options expired unexercised.

Certain directors of the Company agreed to receive their quarterly director fees in the form of stock options in lieu of cash for the first quarter of 2026. In addition, the Company granted the directors additional stock options due to the expiration of out-of-the-money stock options previously granted to the directors in lieu of cash for director fees. An aggregate of 203,000 stock options was granted to directors on March 31, 2026, having an exercise price of \$0.205. All such stock options will be exercisable for a period of three years from the date of grant and vested immediately upon grant.

The Company granted 40,000 stock options to a consultant of the Company on March 31, 2026, at an exercise price of \$0.205. These options are exercisable for a period of one year from the date of grant and vested immediately upon grant.

AURANIA RESOURCES LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian Dollars)

Warrants

Subsequent to December 31, 2025, an aggregate of 11,078,013 warrants expired unexercised.

On April 23, 2026, a total of 2,625 Finders warrants were exercised into units at a price of \$0.20 per unit. Each unit is composed of one common share in the capital of the Company and one common share purchase Warrant. Each Warrant entitles the holder to purchase one common share of the Company at an exercise price of \$0.45 per warrant share at any time until May 9, 2026.

Promissory Note issued in January 2026

On January 29, 2026, the Company announced the approval from the Board of Directors to receive a loan from Dr. Barron (the "Lender") for \$750,000 to be advanced from time to time in principal amounts as agreed by the parties. The loan is unsecured, bears interest at 2% per annum and matures upon notice of twelve months and one day from the Lender. On April 10, 2026, it was approved by the Lender and the Board of Directors an amendment to increase the amount of the loan to \$1,000,000. All other conditions remain. As of the date hereof, the full amount of the loan has been received.

France Permits Litigation

Subsequent to December 31, 2025, claims were filed before the Rennes Administrative Tribunal in relation to two of the three exploration permits granted to Breizh Ressources in Brittany, France.

- On February 2, 2026, the STOP MINES 49-44 Association filed a claim seeking the annulment of the order granting the Bélénos permit and requesting that the French State and Breizh Ressources pay €4,000.
- On February 10, 2026, Laboratoires de Biologie Végétale Yves Rocher, Groupe Rocher Opérations and La Grée des Landes filed a claim seeking the annulment of the order granting the Taranis permit and requesting that the French State and Breizh Ressources pay €5,000.

Breizh Ressources is a co-defendant in both matters alongside the French State. Both cases remain pending as at the date hereof and the Company is unable to determine the ultimate outcome of these proceedings at this time and no amounts have been recognized in these annual consolidated financial statements in respect of these matters.

Thormodsdalur Gold Project in Iceland

On April 27, 2026, the Company entered into an earn-in agreement (the "Agreement") with St-Georges Eco-Mining Corp. ("St-Georges") and its wholly owned subsidiary Iceland Resources ehf ("IR") in respect of the Thormodsdalur gold project located in Iceland (the "Thor Project").

Under the terms of the Agreement, the Company may earn up to a 70% interest in the Thor Project by issuing common shares of the Company with a value of approximately USD150,000 (\$204,225 at an exchange rate of 1.3615 USD/CAD), incurring aggregate exploration expenditures of approximately USD5,000,000 (\$6,807,500 at an exchange rate of 1.3615 USD/CAD) over four years, and contributing to shared management expenses for an additional USD200,000 (\$272,300 at an exchange rate of 1.3615 USD/CAD) over the same period. The Company will have the option to increase its interest to 100% by investing additional USD2,000,000 (\$2,723,000 at an exchange rate of 1.3615 USD/CAD), provided that St-Georges may elect to retain a net smelter return ("NSR") royalty, applicable to production from the Project licence area, of up to three percent (3.0%), inclusive of pre-existing NSR royalties, in lieu of maintaining its 30% interest in a joint venture for the Project.

Completion of the transaction remains subject to customary post-signing conditions, including any required regulatory approvals. There can be no assurances that this transaction is completed as disclosed, or at all. As at the date of these annual consolidated financial statements, no amounts have been recognized in respect of this transaction.