Talamore Mining Corp.

(formerly, Fuerte Metals Corporation)

Condensed Consolidated Interim Financial Statements

September 30, 2026

(Unaudited)

www.talamoremining.com

TSX: **TALA**

OTCQB: **TALMF**

TALAMORE MINING CORP. (formerly, Fuerte Metals Corporation)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF FINANCIAL POSITION
Unaudited
(Expressed in Canadian Dollars)

	Note	As at September 30, 2026	As at December 31, 2025
ASSETS			
Current			
Cash		**$** 108,979,066	**$** 56,864,178
Receivables		5,239,134	256,661
Prepaid expenses and deposits		1,718,393	155,627
Investment in marketable securities	5	7,344,000	2,308,450
		123,280,593	59,584,916
Exploration and evaluation assets	6	122,414,361	122,600,810
Property, plant and equipment	7	39,636,381	24,727,311
Non-current deposits	7	4,777,380	-
Non-current receivable		670,320	
Investment in marketable securities	5	2,256,000	4,616,900
Total assets		**$ 293,035,035**	**$ 211,529,937**
LIABILITIES			
Current			
Accounts payable and accrued liabilities		**$** 29,322,526	$ 2,093,423
Flow-through premium liability	8	-	2,516,813
		29,322,526	4,610,236
Deferred tax liability		2,060,000	1,391,000
Provision for reclamation and remediation	9	10,217,147	10,274,326
Total liabilities		41,599,673	16,275,562
SHAREHOLDERS' EQUITY			
Common share capital	10	373,627,055	189,709,802
Preferred share capital	10	-	30,512,171
Reserves	11	26,350,988	15,817,284
Accumulated deficit		(148,542,681)	(40,784,882)
Total shareholders' equity		251,435,362	195,254,375
Total liabilities and shareholders' equity		**$ 293,035,035**	**$ 211,529,937**

Description of business and nature of operations (Note 1)
Going concern (Note 2(b))
Subsequent events (Note 18)

Approved on Behalf of the Board on November 9, 2026.

"Sandip Rana"
Director

"Scott V. Hicks"
Director

TALAMORE MINING CORP. (formerly, Fuerte Metals Corporation)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
For the three and nine months ended September 30, 2026 and 2025
Unaudited
(Expressed in Canadian Dollars, except share amounts)

	Note	Three months ended September 30, 2026	2025	Nine months ended September 30, 2026	2025
Expenses					
Consulting fees		$ 328,653	$ 22,991	$ 370,356	$ 69,758
Exploration and evaluation ("E&E") expenditures	6	57,105,388	178,959	95,837,970	1,974,986
Pre-exploration and evaluation		-	325,429	-	546,030
IVA expense		7,969	6,544	23,866	184,937
General and administration ("G&A")		567,472	81,874	1,427,714	205,619
Salaries, management and director fees	16	926,217	118,127	2,512,536	361,003
Professional fees		259,019	499,123	717,619	623,766
Share-based compensation	11	4,922,760	204,235	11,775,464	796,746
Shareholder communications		23,244	98,081	458,722	260,548
Travel		215,376	25,530	354,146	42,601
		(64,356,098)	(1,560,893)	(113,478,393)	(5,065,994)
Other income (expenses)					
Fair value gain on investment in marketable securities	5	1,203,000	-	2,674,650	-
Royalties		-	-	(20,000)	-
Interest income		743,685	16,584	1,368,187	82,203
Flow-through share premium recovery	8	1,065,450	-	2,516,813	-
IVA recovery (expense)		(28,990)	-	5,516	13,265
Accretion expense	9	(129,270)	-	(129,270)	-
Foreign exchange gain / (loss)		28,898	2,563	(26,302)	(38,601)
		2,882,773	19,147	6,389,594	56,867
Loss before tax		(61,473,325)	(1,541,746)	(107,088,799)	(5,009,127)
Income tax expense					
Deferred income tax expense		(301,000)	-	(669,000)	-
Loss and comprehensive loss for the period		$ (61,774,325)	$ (1,541,746)	$ (107,757,799)	$ (5,009,127)
Loss per common share, basic and diluted		$ (0.40)	$ (0.03)	$ (0.75)	$ (0.08)
Weighted average number of shares outstanding – basic and diluted		155,781,414	61,198,935	143,372,378	61,183,705

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

TALAMORE MINING CORP. (formerly, Fuerte Metals Corporation)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
For the three and nine months ended September 30, 2026 and 2025
Unaudited
(Expressed in Canadian Dollars)

	Note	Three months ended September 30, 2026	2025	Nine months ended September 30, 2026	2025
Net inflow (outflow) of cash related to the following activities:					
Operating activities:					
Loss		$ (61,774,325)	$ (1,541,746)	$ (107,757,799)	$ (5,009,127)
Adjustments to reconcile loss to cash used in operating activities:					
Deferred income tax expense		301,000	-	669,000	-
Share-based compensation	11	4,922,760	204,235	11,775,464	796,746
Depreciation expense	7	805,280	-	2,389,619	-
Accretion expense	9	129,270		129,270	
Fair value gain on investment in marketable securities	5	(1,203,000)	-	(2,674,650)	-
Flow-through share premium recovery	8	(1,065,450)	-	(2,516,813)	-
Changes in non-cash working capital items:					
Accounts payable and accrued liabilities		11,916,596	332,976	27,229,103	347,322
Long-term receivables		(670,320)	-	(670,320)	-
Receivables		(2,980,560)	(36,565)	(4,982,473)	(44,589)
Prepaid expenses		(419,517)	(31,948)	(1,562,766)	(28,718)
Cash used in operating activities		(50,038,266)	(1,073,048)	(77,972,365)	(3,938,366)
Investing activities:					
Purchase of equipment	7	(134,763)	-	(164,812)	-
Capital advances and purchases of property, plant and equipment		(11,806,373)	-	(21,911,257)	-
Cash used in investing activities		(11,941,136)	-	(22,076,069)	-
Financing activities:					
Proceeds from issuance of shares, net share issuance cost	10	142,982,971	-	142,982,971	-
Proceeds from exercise of stock options	10	-	-	842,101	-
Proceeds from exercise of warrants	10	893,486	179,758	8,338,250	179,758
Cash provided by financing activities		143,876,457	179,758	152,163,322	179,758
Change in cash during the period		81,897,055	(893,290)	52,114,888	(3,758,608)
Cash, beginning of period		27,082,011	2,709,753	56,864,178	5,575,071
Cash, end of period		$ 108,979,066	$ 1,816,463	$ 108,979,066	$ 1,816,463
Supplemental Schedule of Non-Cash Investing and Financing Activities:					
Conversion of preferred shares to common shares	10	$ -	$ -	$ 30,512,171	$ -
Reclassification of grant-date fair value on exercise of stock options	10	$ 229,093	$ -	$ 743,022	$ -
Reclassification of grant-date fair value on exercise of warrants	10	$ 46,082	$ -	$ 263,585	$ -
Exercise of restricted share units	10	$ -	$ -	$ 235,153	$ -

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

TALAMORE MINING CORP. (formerly, Fuerte Metals Corporation)
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
For the nine months ended September 30, 2026 and 2025
Unaudited
(Expressed in Canadian Dollars)

	Note	Number of Common Shares	Number of Preferred Shares	Common Share Capital	Preferred Share Capital	Reserves	Accumulated Deficit	Total
Balance, December 31, 2024		**61,171,215**	**-**	**$ 38,705,824**	**$ -**	**$ 3,739,969**	**$ (30,774,093)**	**$ 11,671,700**
Share-based compensation		-	-	-	-	796,746	-	796,746
Exercise of warrants		166,442	-	263,544	-	(83,786)	-	179,758
Loss for the period		-	-	-	-	-	(5,009,127)	(5,009,127)
Balance, September 30, 2025		**61,337,657**	**-**	**$ 38,969,368**	**$ -**	**$ 4,452,929**	**$ (35,783,220)**	**$ 7,639,077**
Balance, December 31, 2025		**126,859,280**	**10,842,989**	**$ 189,709,802**	**$ 30,512,171**	**$ 15,817,284**	**$ (40,784,882)**	**$ 195,254,375**
Share-based compensation	11	-	-	-	-	11,775,464	-	11,775,464
Private placement, net share issuance cost	10	18,687,500	-	142,982,971	-	-	-	142,982,971
Conversion of preferred shares to common shares	10	10,842,989	(10,842,989)	30,512,171	(30,512,171)	-	-	-
Exercise of options	10	754,645	-	1,585,123	-	(743,022)	-	842,101
Exercise of warrants	10	2,828,277	-	8,601,835	-	(263,585)	-	8,338,250
Exercise of restricted stock units	10	193,891	-	235,153	-	(235,153)	-	-
Loss for the period		-	-	-	-	-	(107,757,799)	(107,757,799)
Balance, September 30, 2026		**160,166,582**	**-**	**$ 373,627,055**	**$ -**	**$ 26,350,988**	**$ (148,542,681)**	**$ 251,435,362**

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

1. DESCRIPTION OF BUSINESS AND NATURE OF OPERATIONS

Talamore Mining Corp. ("Talamore" or the "Company"), formerly Fuerte Metals Corporation ("Fuerte"), was incorporated under the Business Corporations Act of British Columbia on April 8, 2020. The Company's registered and records office and head office is located at 3200 – 733 Seymour Street, Vancouver, BC, V6B 0S6. The Company is listed on the Toronto Stock Exchange ("TSX"), having the symbol "TALA" and on the OTCQB under the symbol "TALMF". On August 11, 2026, the Company graduated to the TSX, and its common shares were voluntarily delisted from the TSX Venture Exchange.

The principal business of the Company is to identify, explore and evaluate, and progress mineral properties in Canada, Chile, Mexico and elsewhere in the Americas.

On October 17, 2025, the Company closed the acquisition of Goldcorp Kaminak Ltd., the owner of the Coffee Gold Project (the "Coffee Project") in Yukon, Canada, from Newmont Corporation ("Newmont") (Note 3). Subsequent to the acquisition date, Goldcorp Kaminak Ltd. changed its name to Kaminak Gold Ltd. ("Kaminak").

On April 27, 2026, the Company changed its name to Talamore Mining Corp. from Fuerte Metals Corporation.

The Company also holds mineral properties in Chile through its ownership of the Placeton project and mineral properties in Mexico comprised of the Cristina and Yecora projects. The success of the Company will be dependent on obtaining the necessary financing to evaluate and progress the Coffee Project as well as the mineral properties in Chile and Mexico.

2. BASIS OF PREPARATION, GOING CONCERN AND SUMMARY OF MATERIAL ACCOUNTING POLICIES

(a) Basis of preparation

These condensed consolidated interim financial statements of the Company for the three months and nine months ended September 30, 2026 and 2025, have been prepared in accordance with IAS 34 *Interim Financial Reporting.* They do not include all the information and disclosures required in full annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2025 which have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed consolidated interim financial statements have been prepared on a historical cost basis, except for financial instruments measured at fair value. All dollar amounts presented are expressed in Canadian dollars, unless otherwise specified. In addition, these condensed consolidated interim financial statements are prepared using the accrual basis of accounting except for cash flow information.

These condensed consolidated interim financial statements were approved and authorized for issue by the Board of Directors ("Board") on November 9, 2026.

(b) Going concern

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and settle its obligations in the normal course of business. The Company has incurred losses since inception and the ability of the Company to continue as a going concern depends upon its ability to raise adequate financing through the capital markets. During the nine months ended September 30, 2026, the Company incurred a loss of $107,757,799 and, as of September 30, 2026, the Company had an accumulated deficit of $148,542,681. The continuation of the Company is dependent upon obtaining necessary financing to meet its ongoing operational needs and its project development requirements. While the Company has raised additional funding in 2025 and 2026, it will continue to incur losses in the process of advancing its mineral exploration projects such that additional funds may be required in the future to enable the Company to continue its operations. There can be no assurance that financing will be available on terms which are acceptable to the Company.

These factors indicate the existence of a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not give effect to any adjustments to the amounts and classifications of assets and liabilities which might be necessary should the Company be unable to continue its operations as a going concern. Such adjustments could be material.

2. BASIS OF PREPARATION, GOING CONCERN AND SUMMARY OF MATERIAL ACCOUNTING POLICIES (continued)

(c) Material accounting policies

The material accounting policies that have been applied, on a consistent basis, in the preparation of these condensed consolidated interim financial statements are included in the Company's audited consolidated financial statements for the year ended December 31, 2025. Those accounting policies have been used throughout all periods presented in the condensed consolidated interim financial statements.

(d) Significant judgments, estimates and assumptions

The preparation of these condensed consolidated interim financial statements in conformity with IFRS requires the Company to make judgments, estimates and assumptions about the future that affect the reported amounts of assets and liabilities. Estimates and assumptions are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual results may differ from these estimates and assumptions. Significant judgments made by management in applying the Company's accounting policies and the key sources of estimation uncertainty are the same as those that applied to the annual consolidated financial statements as at and for the year ended December 31, 2025.

(e) Recent accounting pronouncement issued but not yet effective

Below are new standards, amendments to existing standards and interpretations that have been issued and are not yet effective. The Company plans to apply the new standards or interpretations in the annual period for which they are effective.

IFRS 18 Presentation and Disclosure in Financial Statements ("IFRS 18")

IFRS 18 will replace IAS 1 *Presentation of Financial Statements* and is effective for annual reporting periods beginning on or after January 1, 2027, and is to be applied retrospectively, with early adoption permitted. The new standard introduces the following key new requirements:

- Entities are required to classify all income and expenses into five categories in the statement of loss and comprehensive loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to present a newly defined operating profit (loss) subtotal. Entities' net income (loss) will not change.
- Management-defined performance measures (MPMs) are disclosed in a single note in the financial statements.
- Enhanced guidance is provided on how to group information in the financial statements.
- In addition, all entities are required to use the operating profit (loss) subtotal as the starting point for the statement of cash flows when presenting operating cash flows under the indirect method.

The Company is currently assessing the detailed implications of adopting IFRS 18 on the consolidated financial statements. Based on the preliminary assessment performed to date, management has determined that the adoption of IFRS 18 will change the presentation of the income statement, including the classification of income and expense items into new categories and the introduction of new subtotals and line items. Net income will remain unchanged.

The Company will adopt IFRS 18 as of its mandatory effective date of January 1, 2027. The standard will be applied retrospectively, and comparative information for the financial year ended December 31, 2026 will be restated in accordance with IFRS 18.

3. ACQUISITION OF COFFEE PROJECT

On October 17, 2025, the Company closed the acquisition of Kaminak, the owner of the Coffee Project in the Yukon, Canada, from Newmont Corporation ("Newmont"). Pursuant to the transaction, the Company paid approximately US$10 million in cash and issued 22,729,126 common shares and 10,842,989 preferred shares to an affiliate of Newmont. The preferred shares were non-voting, but economically equivalent to the Company's common shares. The preferred shares automatically converted into common shares on a one for one basis on February 16, 2026 (See Note 10). The Company also granted Newmont a 3% net smelter return (NSR) royalty on the Coffee Project. The NSR may be repurchased for US$100 million within one year following the announcement of commercial production.

In connection with the transaction, the Company also issued 2,000,000 units to Trinity Advisors Corporation for advisory services, each unit comprising one common share and one warrant exercisable at $2.50 per share for five years.

The Coffee Project did not meet the definition of a business as defined under IFRS 3 *Business Combinations* and accordingly the acquisition was accounted for as an asset acquisition. The following summarizes the purchase price allocation:

3. ACQUISITION OF COFFEE PROJECT (continued)

Consideration issued:		
Cash (US$ 10 million)	$	13,908,639
22,729,126 common shares of the Company (Note 10)		76,142,572
10,842,989 preferred shares of the Company (Note 10)		30,512,171
		120,563,382
Transaction costs – cash		679,370
Transaction costs – advisory services – 2,000,000 units (Note 10)		10,048,000
Total consideration	**$**	**131,290,752**

Net identifiable assets (liabilities) acquired:		
Cash	$	77,521
Receivables		8,246
Exploration and evaluation assets (Note 6)		116,552,603
Property, plant and equipment (Note 7)		25,255,000
Accounts payable and accrued liabilities		(300,381)
Provision for reclamation and remediation (Note 9)		(10,302,237)
Net assets acquired	**$**	**131,290,752**

4. SALE OF EL COFRE PROJECT

On September 12, 2025, the Company entered into a definitive agreement (the "Agreement") to sell its 100% interest in the El Cofre Project, which represented a 100% interest in various mining concession tenement groups, to Chilean Cobalt Corp. ("Chilean Cobalt "). Under the terms of the Agreement, on September 24, 2025 the Company transferred all of the mining concessions that comprise the El Cofre Project to Baltum Minería SpA, a wholly owned subsidiary of Chilean Cobalt, in exchange for 4.5 million common shares of Chilean Cobalt, received on October 6, 2025 and cash reimbursement of the 2025 annual concession payments of $147,715 (CLP 101,833,291) received on October 7, 2025.

The 4.5 million common shares of Chilean Cobalt were recorded at fair value of $1,360,800 based on the quoted market price (OTCQB:COBA) on the closing date adjusted for a discount for a lack of marketability to reflect contractual lock up restrictions. Under these restrictions, 1.5 million shares become freely tradeable after one year, an additional 1.5 million after two years and the remaining 1.5 million shares after three years. The Company applied a discount for lack of marketability ranging from 44 - 56% to the market price of the Chilean Cobalt common shares. The discount for lack of marketability as at September 24, 2025 was estimated using the Chaffe and Finnerty option pricing models with volatility ranging from 169% to 201%. The Company recognized a gain on sale of the El Cofre Project of $1,360,800.

5. INVESTMENT IN MARKETABLE SECURITIES

The investment in marketable securities consists of 4.5 million common shares of Chilean Cobalt Corp. (OTCQB:COBA) which were issued to the Company in connection with the sale of the El Cofre Project (Note 4).

	September 30, 2026	**December 31, 2025**
Investment in Chilean Cobalt Corp. - current	$ 7,344,000	$ 2,308,450
Investment in Chilean Cobalt Corp – non-current	2,256,000	4,616,900
Total investment in marketable securities	**$ 9,600,000**	**$ 6,925,350**

These shares were measured at fair value through profit or loss ("FVTPL"), and the fair value was determined to account for the restriction placed on the common shares to be received, or the discount for lack of marketability as described in Note 4. For the three and nine months ended September 30, 2026, an unrealized gain of $1,203,000 and $2,674,650 was recorded (three and nine months ended September 30, 2025 - $nil) based on the fair value as at September 30, 2026. As at September 30, 2026, the discount for lack of marketability ranged from 47% to 53% which was estimated using the Chaffe and Finnerty option pricing models with volatility ranging from 181% to 192%.

6. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES

(a) Exploration and evaluation assets

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, 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 unregistered prior agreements, unregistered claims, other land claims and non-compliance with regulatory and environmental requirements.

At September 30, 2026, the Company has the following mineral exploration projects:

(i) The Company holds 100% of the rights to the Coffee Project located in the Yukon, Canada (Note 3 for details of the acquisition of Coffee Project on October 17, 2025). In connection with the acquisition, the Company granted Newmont a 3% NSR royalty on the Coffee Project. This NSR may be repurchased for US$100 million within one year following the announcement of commercial production. In addition, there is an existing 2% NSR over all minerals produced from the Coffee Project and the Company has the right to buy back half of this NSR (or 1% NSR) for $2,000,000.

(ii) The Company holds a 100% interest in the Yecora Project located in Mexico. Pursuant to the terms of the Yecora acquisition agreement, the Company is required to pay a sum of US$500,000 when the Company makes the decision to start production, and US$2,000,000 when the Company starts commercial production on any of the claims within the Yecora Project. The Yecora Project was subject to a 1% net smelter royalty ("NSR") which was repurchased in 2021 for US$1,500,000 ($1,892,148).

(iii) The Company holds a 100% interest in the Cristina Project located in Mexico. There is an existing 2% NSR over all minerals produced from certain exploitation tenements included in the Cristina Project. The Company has the right to buy back 1% of the NSR for US$1,000,000.

(iv) The Company holds 100% of the rights to the Placeton Project in the Atacama region of Chile which consists of the Placeton, Caballo Muerto and Los Naranjos targets. There is an existing 2% NSR over all minerals produced from the mining concession tenement groups that comprise the Placeton Project.

(v) The Company held 100% of the rights to the El Cofre Project, which represented a 100% interest in various mining concession tenement groups, until September 24, 2025, when the Company sold the El Cofre Project to Chilean Cobalt Corp. ("Chilean Cobalt") (Note 4).

The carrying value of the exploration and evaluation assets, by project, is as follows:

	Yecora	Cristina	Placeton	Coffee	Total
Balance, December 31, 2025	**$ 1,905,936**	**$ 13,788**	**$ 4,156,394**	**$ 116,524,692**	**$ 122,600,810**
Change in estimate for the reclamation provision (note 9)	-	-	-	(186,449)	(186,449)
Balance, September 30, 2026	**$ 1,905,936**	**$ 13,788**	**$ 4,156,394**	**$ 116,338,243**	**$ 122,414,361**

(b) Exploration and evaluation expenditures

Exploration and evaluation expenditures for the three and nine months ended September 30, 2026 and 2025 are summarized as follows:

	Three months ended September 30, 2026				
	Yecora	Cristina	Placeton	Coffee	Total
Camp	$ -	$ -	$ -	$ 2,806,778	$ 2,806,778
Claims, licences and permitting	14,458	254,688	-	1,084,784	1,353,930
Equipment and supplies	-	-	-	2,910,320	2,910,320
Consultants	-	17,096	-	213,116	230,212
Drilling	-	-	-	6,167,644	6,167,644
Engineering and early works	-	-	-	27,697,189	27,697,189
Depreciation (Note 7)	-	-	-	805,280	805,280
Salaries and benefits	-	-	-	1,209,848	1,209,848
Sustainability and environment	-	-	-	1,086,202	1,086,202
Geology and geophysics	-	3,263	-	1,600,837	1,604,100
Miscellaneous field costs (i)	5,184	43,963	1,440	325,100	375,687
Freight (i)	-	-	-	6,897,687	6,897,687
Travel	-	-	-	3,960,511	3,960,511
Total	**$ 19,642**	**$ 319,010**	**$ 1,440**	**$ 56,765,296**	**$ 57,105,388**

6. EXPLORATION AND EVALUATION ASSETS AND EXPENDITURES (continued)

	Three months ended September 30, 2025				
	Yecora	Cristina	Placeton	El Cofre	Total
Claims, licences and permits	$ 11,097	$ 56,574	$ 2,755	$ -	$ 70,426
Consultants	-	16,156	-	-	16,156
Drilling	6,268	38,198	-	-	44,466
Geology and geophysics	1,448	28,946	-	-	30,394
Miscellaneous field costs	3,407	3,407	3,408	5,918	16,140
Property management	-	-	-	1,377	1,377
Total	$ 22,220	$ 143,281	$ 6,163	$ 7,295	$ 178,959

	Nine months ended September 30, 2026				
	Yecora	Cristina	Placeton	Coffee	Total
Camp	$ -	$ -	$ -	$ 6,033,626	$ 6,033,626
Claims, licences and permitting	27,009	494,263	313,602	2,743,961	3,578,835
Equipment and supplies	-	-	-	4,948,424	4,948,424
Consultants	-	135,467	-	321,076	456,543
Drilling	-	-	-	11,254,021	11,254,021
Engineering and early works	-	-	-	43,340,191	43,340,191
Depreciation (Note 7)	-	-	-	2,389,619	2,389,619
Salaries and benefits	-	-	-	2,252,505	2,252,505
Sustainability and environment	-	-	-	1,815,895	1,815,895
Geology and geophysics	-	17,685	-	2,470,272	2,487,957
Miscellaneous field costs (i)	25,517	115,511	15,743	1,144,167	1,300,938
Freight (i)	-	-	-	7,991,981	7,991,981
Travel	-	199	-	7,987,236	7,987,435
Total	**$ 52,526**	**$ 763,125**	**$ 329,345**	**$ 94,692,974**	**$ 95,837,970**

(i) During the three months ended September 30, 2026, the Company reclassified freight costs of $1,094,294 incurred during the three months ended June 30, 2026 from Miscellaneous field costs to Freight.

	Nine months ended September 30, 2025				
	Yecora	Cristina	Placeton	El Cofre	Total
Claims, licences and permits	$ 21,647	$ 111,454	$ 301,110	$ 151,654	$ 585,865
Consultants	-	66,962	1,350	-	68,312
Drilling	21,078	1,114,530	-	-	1,135,608
Geology and geophysics	1,448	109,728	-	-	111,176
Miscellaneous field costs	12,845	12,845	14,853	29,310	69,853
Property management	-	-	-	4,172	4,172
Total	$ 57,018	$ 1,415,519	$ 317,313	$ 185,136	$ 1,974,986

7. PROPERTY, PLANT AND EQUIPMENT

	Land	Construction in progress	Buildings and Other Equipment	Mobile Equipment	Total
Cost:					
Balance, December 31, 2024	-	-	-	-	-
Additions – acquisition of Coffee Project (Note 3)	$ 273,000	$ -	$ 15,792,000	$ 9,190,000	$ 25,255,000
Balance, December 31, 2025	273,000	-	15,792,000	9,190,000	25,255,000
Additions	-	17,133,877	-	164,812	17,298,689
Balance, September 30, 2026	**273,000**	**17,133,877**	**15,792,000**	**9,354,812**	**42,553,689**
Accumulated depreciation:					
Balance, December 31, 2024	-	-	-	-	-
Depreciation (1)	-	-	274,832	252,857	527,689
Balance, December 31, 2025	-	-	274,832	252,857	527,689
Depreciation (1)	-	-	1,233,019	1,156,600	2,389,619
Balance, September 30, 2026	**-**	**-**	**1,507,851**	**1,409,457**	**2,917,308**
Net book value:					
As at December 31, 2025	$ 273,000	-	$ 15,517,168	$ 8,937,143	$ 24,727,311
As at September 30, 2026	**$ 273,000**	**$ 17,133,877**	**$ 14,284,149**	**$ 7,945,355**	**$ 39,636,381**

(1) Depreciation expense is included within exploration and evaluation expenditures in the consolidated interim statements of loss and comprehensive loss

7. PROPERTY, PLANT AND EQUIPMENT (continued)

As at September 30, 2026, the Company had made capital advances of $4,777,380 toward future purchases of property, plant and equipment.

8. FLOW-THROUGH PREMIUM LIABILITY

As a result of the issuance of 3,036,570 flow-through shares on December 18, 2025, for aggregate gross proceeds of $17,249,933 (Note 10(vii)), the Company had a commitment to incur $17,249,933 in qualifying Canadian exploration expenses on or before December 31, 2026. As of September 30, 2026, the Company had incurred $17,249,933 in qualifying expenditures. The following is a continuity schedule of the liability portion of the flow-through share issuance:

	September 30, 2026	December 31, 2025
Balance, beginning of period	**$ 2,516,813**	$ -
Creation of flow-through premium liability from issuance of flow-through shares	-	2,516,813
Settlement of flow-through premium liability pursuant to qualifying expenditures	(2,516,813)	-
Balance, end of period	**$ -**	**$ 2,516,813**

9. PROVISION FOR RECLAMATION AND REMEDIATION

The Company conducts its operations to protect public health and the environment, and to comply with all applicable laws and regulations governing protection of the environment. The Company estimates future reclamation costs based on the level of site activity and estimates of costs required to fulfill the Company's future obligations. The below table details the items that affect the provision for reclamation and remediation.

	September 30, 2026	December 31, 2025
Balance, beginning of period	$ 10,274,326	$ -
Additions – acquisition of Coffee Project (Note 3)	-	10,302,237
Accretion	129,270	-
Change in estimate (Note 6(a))	(186,449)	(27,911)
Balance, end of period	**$ 10,217,147**	**$ 10,274,326**

The Company's provision for reclamation and remediation consists of costs associated with closure activities for current disturbance at the Coffee Project. These closure activities include costs for re-contouring, re-vegetation, demobilization and demolition. Most expenditures are expected to occur in 2031. The discount rates used in estimating this site restoration cost obligation were between 2.3% and 3.99% for the period ended September 30, 2026, and the inflation rate used was 2.3%.

10. SHARE CAPITAL – COMMON AND PREFERRED

Authorized: Unlimited common shares, without par value. Unlimited preferred shares, without par value.

Issued:	Number of Common Shares	Common Share Capital	Number of Preferred Shares	Preferred Share Capital
Balance, December 31, 2024	**61,171,215**	**$ 38,705,824**	**-**	**$ -**
Exercise of warrants (i)	423,884	694,091	-	-
Private placement – acquisition of Coffee Project (ii)	34,848,485	54,759,612	-	-
Common shares issued – acquisition of Coffee Project (iii)	24,729,126	81,770,572	-	-
Preferred shares issued – acquisition of Coffee Project (iv)	-	-	10,842,989	30,512,171
Exercise of restricted stock units (v)	50,000	63,000	-	-
Bonus shares (vi)	2,600,000	-	-	-
Private placement – flow-through shares (vii)	3,036,570	13,716,703	-	-
Balance, December 31, 2025	**126,859,280**	**$ 189,709,802**	**10,842,989**	**$ 30,512,171**
Exercise of warrants (viii)	2,828,277	8,601,835	-	-
Private placement (xi)	18,687,500	142,982,971		
Conversion of preferred shares to common shares (iv)	10,842,989	30,512,171	(10,842,989)	(30,512,171)
Exercise of stock options (ix)	754,645	1,585,123		
Exercise of restricted stock units (x)	193,891	235,153	-	-
Balance, September 30, 2026	**160,166,582**	**$ 373,627,055**	**-**	**$ -**

(i) In 2025, a total of 423,884 warrants were exercised for total proceeds of $493,294. 398,884 warrants with an exercise price $1.08 per common share were exercised for proceeds of $430,794, and the previously recognized value relating to these warrants was reclassified from reserves to share capital in the amount of $200,797. In addition, 25,000 warrants with an exercise price of $2.50 per common share were exercised for proceeds of $62,500.

(ii) On October 9, 2025, the Company completed a private placement of 34,848,485 subscription receipts at $1.65 per receipt for gross proceeds of $57,500,000. In connection with this private placement, the Company incurred cash share issue costs of $2,740,388. Each subscription receipt converted on October 17, 2025 into one common share and one common share purchase warrant exercisable at $2.50 per share for five years.

(iii) As described in Note 3, pursuant to the transaction to acquire the Coffee Project, the Company issued to an affiliate of Newmont 22,729,126 common shares at a share price of $3.35 per share for a total value of $76,142,572.

In addition, the Company issued 2,000,000 units, each unit being comprised of one common share and one common share purchase warrant, in consideration for services provided by its financial advisor in connection with this transaction. The common shares were subject to a four-month hold period, and the warrants are exercisable at a price of $2.50 per share for five years upon closing of the transaction. The fair value of the common share portion of each unit was determined using the Chaffe and Finnerty option pricing models to account for the discount for lack of marketability restriction due to the four-month holding period. The resulting common share fair value of $5,628,000 included a 16% discount for lack of marketability recorded against the underlying common share price of $3.35 per share. The fair value of $4,420,000 of the warrant portion of each unit recorded in reserves (Note 11) was determined using the Black-Scholes valuation model as follows:

Share price	$3.35
Exercise price	$2.50
Risk-free interest rate	2.65%
Expected dividend yield	Nil
Expected stock price volatility	71%
Expected warrant life	5 years
Fair value of warrants granted (per warrant)	$2.21

(iv) In addition to the common shares issued to an affiliate of Newmont, the Company also issued 10,842,989 preferred shares. These preferred shares were non-voting and economically equivalent to the common shares and automatically converted to common shares on a one-for-one basis on February 16, 2026. The fair value of the preferred shares of $30,512,171 included a 16% discount for lack of marketability recorded against the underlying common share price of $3.35 per share. The fair value of the preferred shares was determined using the Chaffe and Finnerty option pricing models with volatility of 94% to account for the discount for lack of marketability restriction.

(v) In 2025, a total of 50,000 restricted stock units were exercised for common shares. The previously recognized stock-based compensation expense of $63,000 was reclassified from reserves to share capital.

10. SHARE CAPITAL – COMMON AND PREFERRED (continued)

(vi) In November 2025, the Company granted 2,600,000 bonus shares in connection with leadership appointments and the completion of the Coffee Project acquisition. The bonus shares are issued and outstanding given their dividend and voting rights but remain in escrow until vesting. The bonus shares vest in three equal tranches upon achievement of certain share price thresholds particular to each tranche (see Note 11(d)).

(vii) As described in Note 8, the Company issued a total of 3,036,570 flow-through common shares, each of which qualify as a "flow-through share" within the meaning of the Income Tax Act (Canada) for total gross proceeds of $17,249,933. This offering was comprised of 1,380,950 flow-through common shares issued at a price of $5.25 per share for gross proceeds of $7,249,988, and 1,655,620 special flow-through common shares issued at a price of $6.04 per share for gross proceeds of $9,999,945. In connection with this issuance of flow-through shares, the Company incurred cash share issue costs of $1,016,417 of which $157,584 was allocated to the flow-through premium liability. A flow-through premium liability of $2,516,813 was recorded equal to the premium investors paid for the flow-through feature.

(viii) In the nine months ended September 30, 2026, a total of 2,828,277 warrants were exercised for total proceeds of $8,338,250. Previously recognized value relating to these warrants was reclassified from reserves to share capital in the amount of $263,585.

(ix) In the nine months ended September 30, 2026, a total of 798,334 stock options were exercised, resulting in the issuance of 754,645 common shares issued for total proceeds of $842,101. Of the options exercised, 143,334 were exercised on a cashless basis, resulting in the issuance of 99,645 common shares. The previously recognized value relating to these stock options was reclassified from reserves to share capital in the amount of $743,022.

(x) In the nine months ended September 30, 2026, a total of 193,891 restricted stock units were exercised for common shares. The previously recognized stock-based compensation expense of $235,153 was reclassified from reserves to share capital.

(xi) On July 21, 2026, the Company closed a brokered private placement pursuant to which it issued 18,687,500 common shares at a price of $8.00 per share for aggregate gross proceeds of $149,500,000. In connection with the private placement, the Company incurred share issuance costs of $6,517,029.

11. RESERVES

The Company's Long-Term Incentive Plan (the "Plan") includes stock options and restricted stock units ("RSUs") whereby the Company may grant equity incentives ("Awards") to directors, officers, employees and consultants of the Company. The maximum number of shares that may be reserved for issuance under the Plan is limited to 10% of the total number of issued and outstanding shares on the date the Awards are granted. In addition, the number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant. Investor relations service providers can only receive options as Awards under the Plan. Options are exercisable over periods of up to ten years as determined by the Board and are required to have an exercise price no less than the closing market price of the Company's shares prevailing on the day that the option is granted. The Plan contains no vesting requirements but permits the Board to specify a vesting schedule in its discretion.

(a) Stock Options

No stock options were granted during the nine months ended September 30, 2026 (nine months ended September 30, 2025 – 737,500 stock options were granted at a weighted average exercise price of $0.91 per share).

Pursuant to the Company's accounting policy for share-based payments, the fair value of options vesting during the three and nine months ended September 30, 2026, in the amounts of $2,323,260 and $6,926,932, respectively (three and nine months ended September 30, 2025 - $110,664 and $497,822) was recorded in the condensed consolidated interim statements of loss and comprehensive loss.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding as at December 31, 2024	3,116,674	$ 1.77
Granted	8,687,500	3.39
Expired	(1,093,755)	2.31
Outstanding as at December 31, 2025	10,710,419	$ 3.02
Exercised (note 10 (ix))	(798,334)	1.51
Outstanding as at September 30, 2026	9,912,085	$ 3.15

11. RESERVES (continued)

(a) Stock Options(continued)

As at September 30, 2026, the Company has the following stock options outstanding and exercisable:

Options Outstanding				Options Exercisable	
Number of Options	Expiry Date	Weighted average life (years)	Exercise Price	Number of Options	Exercise Price
50,000	August 15, 2027	0.87	$1.20	50,000	$1.20
28,334	March 10, 2028	1.44	$1.11	28,334	$1.11
965,000	February 9, 2029	2.36	$1.26	965,000	$1.26
637,500	February 3, 2030	3.35	$0.91	425,003	$0.91
162,038	March 2, 2030	3.42	$2.31	162,038	$2.31
6,891,666	November 11, 2030	4.12	$3.49	2,241,668	$3.49
975,000	December 17, 2030	4.22	$4.51	-	$4.51
202,547	June 30, 2032	5.75	$2.31	202,547	$2.31
9,912,085		3.91	$3.15	4,074,590	$2.54

(b) Restricted Stock Units

Granted RSUs vest in three equal instalments beginning a year after the grant date. RSUs are subject to a restriction period which ends no later than December 31 of the calendar year three (3) years after the grant date, or as otherwise determined by the Board of Directors. During the nine months ended September 30, 2026, the Company granted nil RSUs to directors, officers and employees of the Company (nine months ended September 30, 2025 – 225,000).

RSU transactions are summarized as follows:

	Number of RSUs	Weighted Average Fair Value
Outstanding as at December 31, 2024	707,777	$ 1.26
Granted	369,123	2.32
Exercised	(50,000)	1.26
Forfeited	(25,000)	0.91
Outstanding as at December 31, 2025	1,001,900	$ 1.66
Exercised	(193,891)	1.21
Outstanding as at September 30, 2026	808,009	$ 1.76

During the three and nine months ended September 30, 2026, the Company recognized $135,764 and $423,532, respectively (three and nine months ended September 30, 2025 - $93,571 and $298,924) in share-based compensation expense related to the vesting of RSUs.

(c) Warrants

Warrant transactions are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding as at December 31, 2024	1,581,523	$ 2.94
Issued (Note 10)	36,848,485	2.50
Exercised	(423,884)	1.16
Expired	(4,861)	1.80
Outstanding as at December 31, 2025	38,001,263	$ 2.53
Exercised	(2,828,277)	2.95
Outstanding as at September 30, 2026	35,172,986	$ 2.50

11. RESERVES (continued)

(c) Warrants (continued)

As at September 30, 2026, the Company has the following warrants outstanding and exercisable:

Expiry Date	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Life (years)
October 9, 2030	35,172,986	$ 2.50	4.05

(d) Bonus Shares

On November 11, 2025, the Company granted 2,600,000 bonus shares to certain officers. The bonus shares vest 18 months after issuance, in three equal tranches, subject to the Company's common shares achieving a market price of $5.00, $7.00, and $9.00, respectively. The fair value of these shares of $8,851,103, or $3.40 per share, was determined at the grant date using a Monte-Carlo simulation.

For the three and nine months ended September 30, 2026, the Company recognized $2,463,736 and $4,425,000, respectively (three and nine months ended September 30, 2025 - $nil) in share-based compensation expense related to the vesting of these bonus shares.

12. CAPITAL MANAGEMENT

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to continue as a going concern that it may continue to explore and develop its mineral properties and continue its operations for the benefit of shareholders and also to support any business transaction that may occur. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is largely dependent upon external financing to fund its operations. To carry out its exploration operations and to continue to support its general and administrative activities, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the nine months ended September 30, 2026. The Company is not subject to externally imposed capital requirements.

13. FINANCIAL INSTRUMENTS

(a) Categories of financial assets and financial liabilities

The Company's financial assets and financial liabilities are categorized as follows:

	Category	September 30, 2026	December 31, 2025
Cash	Amortized cost	$ 108,979,066	$ 56,864,178
Receivables	Amortized cost	5,239,134	256,661
Non-current receivable	Amortized cost	670,320	-
Investment in marketable securities (current and non-current)	FVTPL	9,600,000	6,925,350
Accounts payable and accrued liabilities	Amortized cost	29,322,526	2,093,423

(b) Fair value measurements

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 fair value hierarchy establishes three levels in which to classify the inputs of valuation techniques used to measure fair values.

Level 1 – quoted market prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – inputs other than quoted market prices included in Level 1 that are observable for the asset or liability, either directly, such as prices, or indirectly (derived from prices).

Level 3 – inputs are unobservable (supported by little or no market activity) such as non-corroborative indicative prices for a particular instrument provided by a third party.

13. FINANCIAL INSTRUMENTS (continued)

(b) Fair value measurements (continued)

The recorded amounts for cash, receivables and accounts payable and accrued liabilities approximate their fair value due to the short-term maturities of these instruments and/or the market interest rate being earned or charged thereon. Income earned on the Company's cash has been disclosed in the condensed consolidated interim statements of loss and comprehensive loss under the caption "interest income".

The investment in marketable securities is classified as a level 3 financial asset. The Company recognizes its investment in marketable securities (Notes 4 and 5) at fair value. These valuations are determined using level 3 inputs which involve considerable estimates as the inputs used to value these assets are based on unobservable market data and a discount for lack of marketability. There is inherent uncertainty and imprecision in estimating the factors that can affect fair value, and in estimating fair values generally, when observable market data is not available. Changes in assumptions and inputs used in valuing financial instruments could affect reported fair values.

During the nine months ended September 30, 2026, there were no transfers between level 1, level 2 and level 3 classified assets and liabilities.

14. FINANCIAL INSTRUMENT RISKS

The Company is exposed to various risks in relation to financial instruments. The main types of risk are credit risk, liquidity risk and market risk. These risks arise from the normal course of the Company's operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with financial instruments and the policies on mitigation of such risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

(a) Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash and receivables. The Company limits its exposure to credit loss by placing its cash with major financial institutions. The Company believes its credit risk with respect to receivables is minimal as these are primarily from the Government of Canada. The Company's maximum credit exposure is limited to the carrying amount of its cash and receivables.

(b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company manages liquidity risk by ensuring that it has sufficient cash available to meet its obligations. These requirements are met through a combination of cash on hand, disposition of assets, and accessing capital markets.

At September 30, 2026, the Company's current liabilities consisted of accounts payable and accrued liabilities of $29,322,526, due primarily within three months from the period end. The Company's cash of $108,979,066 at September 30, 2026, was sufficient to pay for these current liabilities.

(c) Market risks

The significant market risk exposures to which the Company is exposed are interest rate risk, currency risk, and equity price risk.

Interest rate risk

The Company is exposed to interest rate risk to the extent that its cash maintained at its financial institution is subject to floating rates of interest. The interest rate risk on cash is not considered significant.

Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash and accounts payable and accrued liabilities that are denominated in either Chilean pesos ("CLP") or Mexican pesos ("MXN"). The table below shows the impact that a 5% fluctuation between the Canadian dollar ("CAD") and the foreign currencies noted above would have on the Company's comprehensive loss and net equity based upon the assets and liabilities held at September 30, 2026:

14. FINANCIAL INSTRUMENT RISKS (continued)

(c) Market risks (continued)

Financial Instrument Type	CAD Dollar	Currency	+/- 5% Fluctuation	
Cash	$ 19,194	CLP	$ 960	$ (960)
Cash	12,926	MXN	646	(646)
Accounts payable and accrued liabilities	(9,844)	CLP	(492)	492
Accounts payable and accrued liabilities	(1,493)	MXN	(75)	75
Total	$ 20,783		$ 1,039	$ (1,039)

Other price risk

Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company's maximum exposure to price risk on its investment in marketable securities is the carrying value at September 30, 2026 of $9,600,000 (December 31, 2025 - $6,925,350). A 5% fluctuation in equity price at September 30, 2026, would have resulted in a change in the fair value gain on investment in marketable securities recorded of approximately $480,000.

15. SEGMENTED INFORMATION

The Company has one reportable segment, being the evaluation and exploration of mineral properties in the Americas. While the Company currently holds mineral properties in Canada, Chile and Mexico, all reporting to the chief decision maker is carried out on a consolidated basis.

Non-current assets broken down by geographic region at September 30, 2026 are as follows:

	Canada	Chile	Mexico	Total
Exploration and evaluation assets	$ 116,338,243	$ 4,156,394	$ 1,919,724	$ 122,414,361
Property, plant and equipment	39,636,381	-	-	39,636,381
	$ 155,974,624	**$ 4,156,394**	**$ 1,919,724**	**$ 162,050,742**

Non-current assets broken down by geographic region at December 31, 2025 were as follows:

	Canada	Chile	Mexico	Total
Exploration and evaluation assets	$ 116,524,692	$ 4,156,394	$ 1,919,724	$ 122,600,810
Property, plant and equipment	24,727,311	-	-	24,727,311
	$ 141,252,003	**$ 4,156,394**	**$ 1,919,724**	**$ 147,328,121**

16. RELATED PARTY TRANSACTIONS

Key management personnel compensation

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers and/or companies controlled by those individuals.

Compensation paid to key management personnel for the three and nine months ended September 30, 2026 and 2025 was as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2026	2025	2026	2025
Short-term benefits (i)	$ 403,912	$ 135,019	$ 1,211,983	$ 411,626
Share-based compensation	4,198,007	178,544	9,609,141	690,780
Total remuneration	$ 4,601,919	$ 313,563	$ 10,821,124	$ 1,102,406

(i) Short-term benefits include fees and salaries, including where those costs have been allocated to E&E expenditures. These expenses include fees paid to CLMLC LLC.

16. RELATED PARTY TRANSACTIONS (continued)

Related party transactions are recognized at the amounts agreed between the parties. Outstanding balances are unsecured and normally are settled in cash. CLMLC LLC is related to the Company by way of a common officer.

$27,145 owing to CLMLC LLC was included in accounts payable and accrued liabilities at September 30, 2026 (December 31, 2025 - $27,095).

17. COMMITMENTS AND CONTINGENCIES

As part of the ongoing Coffee Project early works and exploration activities, the Company has been required to provide financial assurance in the form of letters of credit and surety bonds for environmental and reclamation costs. As at September 30, 2026, the total amount of these guarantees was $2,998,157 (December 31, 2025 - $nil). As at September 30, 2026, the Company had no significant outstanding commitments.

18. SUBSEQUENT EVENTS

(a) In July 2026, the Company announced a construction financing package comprised of a combination of equity (see note 10(xi)), a secured project debt facility and an early exercise incentive program with respect to its existing warrants to be used to fund the advancement and development of the Coffee Project. See details below for project debt facility and early exercise incentive program.

On October 15, 2026, the C$450 million, 8.65% fixed interest rate, seven-year secured project debt facility closed and the first tranche of secured promissory notes (“Notes”) with an aggregate principal amount of C$20 million was issued. In addition, 47.25 million common share purchase warrants with an exercise price of C$15.50 per warrant, and a seven-year term, were issued to the lenders on this initial drawdown. The remaining Notes will be issued by way of a second tranche of $80 million and a third tranche of up to $350 million, provided that all of the Notes must be issued within 18 months of the closing of the first tranche. The issuance of the third tranche of Notes is subject to the receipt of the final permits necessary for the construction and development of the Coffee Project. The secured debt facility and the issuance of warrants was subject to regulatory and shareholder approval, which was received on October 2, 2026.

In connection with the acquisition financing for the Coffee Project in October 2025, the Company issued 36.8 million warrants with an exercise price of C$2.50 and a five-year term (the “2025 Warrants”). The Company launched an incentive program to encourage the early exercise of the 2025 Warrants, under which warrant holders were provided with an incentive to early exercise their 2025 Warrants during a 30-day early exercise period between October 15, 2026, and November 16, 2026. Under this incentive program, warrant holders will be entitled to receive one half new warrant upon the exercise of each existing 2025 Warrant. Each new incentive warrant will be exercisable into one common share at a price of C$15.50 for a term of seven years. The incentive program was subject to regulatory and shareholder approval, which was received on October 2, 2026.

(b) In October and November 2026, pursuant to the Company's warrant incentive program, a total of 12,420,591 warrants were exercised at a weighted average exercise price of $2.50 per warrant, resulting in aggregate proceeds of $31,051,478. In connection with these exercises, the Company issued 6,210,296 incentive warrants, each exercisable at a price of $15.50 per common share for a period of seven years from the date of issuance.