



**OPHIR**

**FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED MAY 31, 2025 AND 2024**

## INDEPENDENT AUDITOR'S REPORT

To the Shareholders of  
Ophir Metals Corp.

### *Opinion*

We have audited the accompanying financial statements of Ophir Metals Corp. (the "Company"), which comprise the statements of financial position as at May 31, 2025 and 2024 and the statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

### *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 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 financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our opinion.

### *Key Audit Matters*

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

We have determined the matter described below to be the key audit matter to be communicated in our auditor's report.

### *Assessment of Impairment Indicators of Exploration and Evaluation Assets ("E&E Assets")*

As described in Note 5 to the consolidated financial statements, the carrying amount of the Company's E&E Assets was \$2,898,193 as of May 31, 2025. As more fully described in Note 2 to the consolidated financial statements, management assesses E&E Assets for indicators of impairment at each reporting period.

The principal considerations for our determination that the assessment of impairment indicators of the E&E Assets is a key audit matter are that there was judgment made by management when assessing whether there were indicators of impairment for the E&E Assets, specifically relating to the assets' carrying amount which is impacted by the Company's intent and ability to continue to explore and evaluate these assets. This in turn led to a high degree of auditor judgment, subjectivity, and effort in performing procedures to evaluate audit evidence relating to the judgments made by management in their assessment of indicators of impairment that could give rise to the requirement to prepare an estimate of the recoverable amount of the E&E Asset.



Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. Our audit procedures included, among others:

- Evaluating management's assessment of impairment indicators.
- Evaluating the intent for the E&E Assets through discussion and communication with management.
- Reviewing the Company's recent expenditure activity.
- Assessing compliance with agreements and expenditure requirements including reviewing option agreements and vouching cash payments and share issuances.
- Assessing the Company's rights to explore E&E Assets including sending confirmation requests to optionors to ensure good standing of agreements.
- Obtaining on a test basis through government websites confirmation of title to ensure mineral rights underlying the E&E Assets are in good standing.

### ***Other Information***

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

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 Financial Statements***

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

### ***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

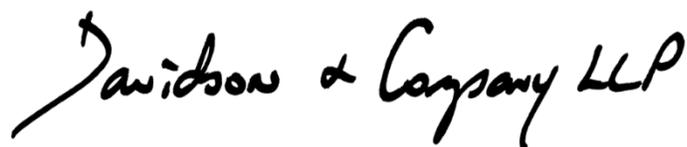
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 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 on the audit resulting in this independent auditor's report is Yu Li.

A handwritten signature in black ink that reads "Davidson & Company LLP". The signature is written in a cursive, flowing style.

Vancouver, Canada

Chartered Professional Accountants

September 23, 2025

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**Ophir Metals Corp.**

## Consolidated Statements of Financial Position

(Expressed in Canadian Dollars)

	As at	May 31,	May 31,
	Note(s)	2025	2024
		\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	3	1,130,370	4,370,089
Marketable securities	4	150,000	225,000
Amounts receivable		32,728	14,479
Prepaid expenses		49,947	47,524
		<b>1,363,045</b>	<b>4,657,092</b>
<b>Non-current assets</b>			
Non-current prepaid expenses	5	93,301	111,223
Exploration and evaluation assets		2,898,193	1,894,038
		<b>2,991,494</b>	<b>2,005,261</b>
<b>TOTAL ASSETS</b>		<b>4,354,539</b>	<b>6,662,353</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	5, 7	74,543	174,031
<b>TOTAL LIABILITIES</b>		<b>74,543</b>	<b>174,031</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	6	12,640,527	12,550,527
Reserves	6	7,201,850	7,201,850
Accumulated deficit		(15,562,381)	(13,264,055)
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>4,279,996</b>	<b>6,488,322</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>4,354,539</b>	<b>6,662,353</b>
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These audited consolidated financial statements were approved for issue by the Board of Directors and signed on its behalf by:

/s/ Jon Bey Director

/s/ Shawn Westcott Director

**Ophir Metals Corp.**Consolidated Statements of Loss and Comprehensive Loss  
(Expressed in Canadian Dollars)

	Note(s)	For the years ended	
		May 31, 2025	May 31, 2024
		\$	\$
<b>Expenses</b>			
Consulting fees	7	262,400	252,750
General and administrative expenses		121,471	32,178
Investor relations and promotion		37,043	123,280
Professional fees	7	204,261	229,719
Share-based payments	6, 7	-	615,064
Transfer agent, regulatory and filing fees		45,593	56,984
Travel		1,231	348
<b>Total expenses</b>		<b>(671,999)</b>	<b>(1,310,323)</b>
<b>Other income (loss)</b>			
Change in fair value of marketable securities	4	(75,000)	(335,000)
Finance income	3	97,992	199,472
Foreign exchange loss (gain)		(2,306)	2,868
Gain on disposal of exploration and evaluation assets	5	-	380,000
Impairment of exploration and evaluation assets	5	(1,647,013)	(3,880,921)
<b>Total other loss</b>		<b>(1,626,327)</b>	<b>(3,633,581)</b>
<b>Loss and comprehensive loss</b>		<b>(2,298,326)</b>	<b>(4,943,904)</b>
<b>Basic and diluted loss per share for the year attributable to common shareholders (\$ per common share)</b>		<b>(0.02)</b>	<b>(0.05)</b>
<b>Weighted average number of common shares outstanding - basic and diluted</b>		<b>98,382,051</b>	<b>94,898,649</b>

See accompanying notes to these consolidated financial statements.

**Ophir Metals Corp.**

## Consolidated Statements of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

	Note(s)	Share capital		Reserves	Accumulated deficit	TOTAL
		#	\$	\$	\$	\$
<b>Balance as of May 31, 2024</b>		<b>97,886,161</b>	<b>12,550,527</b>	<b>7,201,850</b>	<b>(13,264,055)</b>	<b>6,488,322</b>
Shares issued for exploration and evaluation assets	5, 6	1,000,000	90,000	-	-	90,000
Loss and comprehensive loss		-	-	-	(2,298,326)	(2,298,326)
<b>Balance as of May 31, 2025</b>		<b>98,886,161</b>	<b>12,640,527</b>	<b>7,201,850</b>	<b>(15,562,381)</b>	<b>4,279,996</b>

<b>Balance as of May 31, 2023</b>		<b>80,862,829</b>	<b>9,492,881</b>	<b>5,377,412</b>	<b>(8,320,151)</b>	<b>6,550,142</b>
Shares issued for cash - flow through	6	8,571,428	1,800,750	1,199,250	-	3,000,000
Shares issued for cash - exercise of warrants	6	5,023,333	929,283	-	-	929,283
Share issue costs	6	-	(42,263)	-	-	(42,263)
Shares issued for finders' fees	6	428,571	(59,963)	59,963	-	-
Fair value of finders' warrants	6	-	(242,063)	242,063	-	-
Shares issued for exploration and evaluation assets	5, 6	3,000,000	380,000	-	-	380,000
Reclassification of grant-date fair value on exercise of warrants	6	-	291,902	(291,902)	-	-
Share-based payments	6	-	-	615,064	-	615,064
Loss and comprehensive loss		-	-	-	(4,943,904)	(4,943,904)
<b>Balance as of May 31, 2024</b>		<b>97,886,161</b>	<b>12,550,527</b>	<b>7,201,850</b>	<b>(13,264,055)</b>	<b>6,488,322</b>

See accompanying notes to these consolidated financial statements.

**Ophir Metals Corp.**

## Consolidated Statements of Cash Flows

(Expressed in Canadian Dollars)

	Note(s)	For the years ended	
		May 31, 2025	May 31, 2024
		\$	\$
<b>Cash flow from (used in)</b>			
<b>OPERATING ACTIVITIES</b>			
<b>Loss</b>		(2,298,326)	(4,943,904)
Impairment of exploration and evaluation assets	5	1,647,013	3,880,921
Gain on disposal of exploration and evaluation assets	5	-	(380,000)
Share-based payments	6	-	615,064
Change in fair value of marketable securities	4	75,000	335,000
Effects of currency exchange rate changes on reclamation deposit		-	2,445
<b>Net changes in non-cash working capital items:</b>			
Amounts receivable		(18,249)	(5,971)
Prepaid expenses		(2,423)	18,055
Accounts payable and accrued liabilities		13,185	4,546
<b>Cash flow used in operating activities</b>		<b>(583,800)</b>	<b>(473,844)</b>
<b>INVESTING ACTIVITIES</b>			
Exploration and evaluation expenditures	5	(2,655,919)	(965,323)
Refund of reclamation deposits		-	71,746
<b>Cash flow used in investing activities</b>		<b>(2,655,919)</b>	<b>(893,577)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds on exercise of warrants	6	-	929,283
Proceeds on issuance of common shares, net of cash share issue costs	6	-	2,957,737
<b>Cash flow from financing activities</b>		<b>-</b>	<b>3,887,020</b>
<b>Increase (decrease) in cash and cash equivalents</b>		<b>(3,239,719)</b>	<b>2,519,599</b>
<b>Cash and cash equivalents, beginning of year</b>		<b>4,370,089</b>	<b>1,850,490</b>
<b>Cash and cash equivalents, end of year</b>		<b>1,130,370</b>	<b>4,370,089</b>
<b>Supplemental cash flow information</b>			
Exploration and evaluation assets included in accounts payable and accrued liabilities		646	113,319
Exploration and evaluation assets included in prepaid expenses		93,301	111,223
Fair value of finders' warrants		-	242,063
Reclassification of grant-date fair value on exercise of warrants		-	291,902
Shares issued for exploration and evaluation assets	6	90,000	-
Shares received for disposal of exploration and evaluation assets	6	-	380,000
Cash paid for income taxes		-	-
Cash paid for interest		-	-

See accompanying notes to these consolidated financial statements.

## **Ophir Metals Corp.**

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### **1. NATURE OF BUSINESS AND GOING CONCERN**

Ophir Metals Corp. (the “Company” or “Ophir”) was incorporated under the Business Corporations Act in British Columbia on April 26, 2010 and changed its name from Ophir Gold Corp. to Ophir Metals Corp. on June 14, 2024. The head office, principal address and records office of the Company are located at 595 Howe Street, Suite 206, Vancouver, British Columbia, V6C 2T5. The Company’s registered address is 700 West Georgia Street, 25th Floor, Vancouver, British Columbia, V7Y 1B3.

The Company’s principal business activities include the acquisition and exploration of mineral property assets. As of May 31, 2025, the Company had not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for an exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and future profitable production from the properties or realizing proceeds from their disposition.

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, aboriginal claims and non-compliance with regulatory and environmental requirements.

The Company's ability to retain the rights to certain of its properties is dependent upon the Company continuing to make option payments and/or meet other commitments (Note 5).

These financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since its inception and the ability of the Company to continue as a going-concern depends upon its ability to raise adequate financing and to develop profitable operations. As of May 31, 2025, the Company had working capital of \$1,288,502 (May 31, 2024 – \$4,483,061) and an accumulated deficit of \$15,562,381 (May 31, 2024 – of \$13,264,055). The Company’s continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds there from and/or raise equity capital or borrowings sufficient to meet current and future obligations. Management intends to fund operating costs over the next twelve months with cash and cash equivalents and through further equity financings. Management believes that the Company has sufficient working capital to meet its liabilities for the next twelve months.

## **Ophir Metals Corp.**

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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## **2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION**

### **Statement of compliance**

These consolidated financial statements of the Company (the “Financial Statements”) have been prepared in accordance with IFRS Accounting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”).

These Financial Statements were authorized for issuance by the Board of Directors of the Company on September 23, 2025.

### **Basis of preparation**

These Financial Statements have been prepared on a going concern basis, under the historical cost convention, except fair value through profit and loss assets which are carried at fair value and have been prepared using the accrual basis of accounting except for cash flow information, as explained in the accounting policies set out below.

### **Functional currency and presentation currency**

The Financial Statements are presented in Canadian Dollars (“CA\$”), which is also the functional currency of the Company.

### **Significant management judgments and estimates in applying accounting policies**

- **Critical accounting estimates**

#### **Carrying value and recoverability of exploration and evaluation assets**

The carrying amount of Company’s exploration and evaluation assets does not necessarily represent present or future values, and the Company’s exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to commence and complete development and upon future profitable production or proceeds from the disposition of the mineral properties themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management’s assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company’s exploration and evaluation assets.

#### **Share-based payments**

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### 2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (CONTINUED)

#### **Significant management judgments and estimates in applying accounting policies (continued)**

- **Critical accounting estimates (continued)**

##### **Income taxes and recoverability of potential deferred tax assets**

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting period.

- **Critical accounting judgments**

Critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the Financial Statements are as follows:

##### **Determination of going concern (Note 1)**

The preparation of these Financial Statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1.

##### **Determination of functional currency**

In accordance with IAS 21 "The Effects of Changes in Foreign Exchange Rates", management determined that the functional currency of the Group based on the primary economic environment in which each entity operates.

##### **Ownership and control of property**

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

## **2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (CONTINUED)**

### **Exploration and evaluation assets**

- **Pre-license expenditures**

Pre-license expenditures are costs incurred before the legal rights to explore a specific area have been obtained. These costs are expensed in the period in which they are incurred as exploration and evaluation expense.

- **Exploration and evaluation expenditures**

Once the legal right to explore has been acquired, costs directly associated with the exploration project are capitalized as either tangible or intangible exploration and evaluation assets according to the nature of the asset acquired. Such exploration and evaluation costs may include undeveloped land acquisition, geological, geophysical and seismic, exploratory drilling and completion, testing, decommissioning and directly attributable internal costs. Exploration and evaluation costs are not depleted and are carried forward until technical feasibility and commercial viability of extracting a mineral resource is considered to be determined. The technical feasibility and commercial viability of a mineral resource is considered to be established when proved and or probable mineral reserves are determined to exist. All such carried costs are subject to technical, commercial and management review at least once a year to confirm the continued intent to develop or otherwise extract value from the exploratory activity. When this is no longer the case, impairment costs are charged to exploration and evaluation expense. Upon determination of mineral reserves, exploration and evaluation assets attributed to those reserves are first tested for impairment and then reclassified to development and production assets within property, plant and equipment, net of any impairment. Expired land costs are also expensed to exploration and evaluation expense as they occur.

The Company has not established any National Instrument (“NI”) 43-101 compliant proven or probable reserves on any of its mineral properties which have been determined to be economically viable.

- **Option-out agreements**

Option-out agreements are accounted for as farm-out arrangements. The Company, as the farmor, does not record any expenditures made by the optionee on its behalf, does not recognize any gain or loss on the option-out arrangement, but rather re-designates any costs previously capitalized in relation to the whole interest as relating to the partial interest retained, any cash consideration received is credited against costs previously capitalized in relation to the whole interest with any excess accounted for by the Company as a gain on disposal.

- **Impairment**

Exploration and evaluation assets are assessed for impairment when indicators and circumstances suggest that the carrying amount may exceed its recoverable amount. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm’s length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period.

## **Ophir Metals Corp.**

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### **2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (CONTINUED)**

#### **Exploration and evaluation assets (continued)**

- **Impairment (continued)**

Industry-specific indicators for an impairment review arise typically when one of the following circumstances applies:

- Substantive expenditures or further exploration and evaluation activities is neither budgeted nor planned;
- Title to the asset is compromised, has expired or is expected to expire;
- Adverse changes in the taxation, regulatory or political environment;
- Adverse changes in variables in commodity prices and markets making the project unviable; and
- Variations in the exchange rate for the currency of operation.

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

#### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand, deposits held on call with banks, highly liquid investments that are readily convertible into a known amount of cash and which are subject to insignificant risk of changes in value, net of bank overdrafts which are repayable on demand.

#### **Foreign currency translation**

Foreign currency transactions are translated into the functional currency (CA\$) using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

#### **Restoration, rehabilitation, and environmental obligations**

An obligation to incur restoration, rehabilitation and environmental costs arises when environmental disturbance is caused by the exploration or development of a mineral property interest. Such costs arise from the decommissioning of 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 asset, along with a corresponding liability as soon as the obligation to incur such costs arises. The timing of the actual rehabilitation expenditure is dependent on a number of factors such as the life and nature of the asset, the operating license conditions and, when applicable, the environment in which the mine operates.

Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value. These costs are charged against profit or loss over the economic life of the related asset, through amortization using either the unit-of-production or the straight-line method. The corresponding liability is progressively increased as the effect of discounting unwinds creating an expense recognized in profit or loss. The Company has no restoration, rehabilitation and environmental obligations as of May 31, 2025 and 2024.

## **Ophir Metals Corp.**

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### **2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (CONTINUED)**

#### **Share capital**

Common shares and warrants are classified as equity. Incremental costs directly attributable to the issue of common shares, including warrants, are recognized as a reduction of equity, net of tax.

The Company has adopted a relative fair value method with respect to the measurement of shares and warrants issued as private placement units. The relative fair value method allocates value to each component on a pro-rata basis, based on the fair value of the components calculated independently of one another. The Company considers the market value of the common shares issued as fair value, and measures the fair value of the warrant component of the unit using the Black-Scholes option pricing model. The unit value is then allocated, pro-rata, between the two components (net of any flow-through share premium), with the fair value attributed to the warrants being recorded as reserves.

#### **Flow-through shares**

Where a portion of the Company's exploration activities is financed by flow-through share arrangements, under the terms of flow-through share agreements, the tax deductions of the related Canadian exploration expenditures ("CEE") are renounced in favour of the investors. Accordingly, flow-through proceeds are allocated between the offering of the common shares and the premium associated with the sale of tax benefits of the common shares at the date of issuance. The allocation is made based on the difference between the quoted price of the common shares and the amount the investor pays for the flow-through shares. A liability is recognized for the premium paid by the investors and reversed in the statements of loss and comprehensive loss as a deferred income tax recovery ("other income") as the Company spends the flow-through proceeds.

#### **Share-based payments**

Options and stand-alone warrants granted are accounted for using the fair value method. Under this method, the fair value of stock options and warrants granted are measured at estimated fair value at the grant date and recognized over the vesting period. Consideration received on the exercise of stock options is recorded as share capital and the related reserves on options granted is transferred to share capital.

Options and warrants granted to employees and others providing similar services are measured at grant date at the fair value of the instruments issued. The Company uses the Black-Scholes option pricing model to determine the fair value of these options taking into consideration terms and conditions upon which the options were granted. At each financial reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.

Options and warrants granted to non-employees are measured at the fair value of the goods or services received, unless that fair value cannot be estimated reliably, in which case the fair value of the equity instruments issued is used. The value of the goods or services is recorded at the earlier of the vesting date, or the date the goods or services are received.

#### **Earnings (loss) per share ("EPS")**

Basic EPS amounts are calculated by dividing net income (loss) attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted EPS amounts are calculated with consideration given to stock options and warrants and assumes that any proceeds received on exercise of options or warrants would be used to purchase common shares at the average market price during the period.

Diluted EPS does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### 2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (CONTINUED)

#### **Income taxes**

Income tax on the profit or loss for the periods presented comprises current and deferred taxes. Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income/loss or directly in equity, in which case it is recognized in other comprehensive income or loss or equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the asset and liability method, providing for unused tax loss carry-forwards and 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 end of the reporting period applicable to the period of expected realization or settlement.

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.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend.

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

#### **Financial instruments**

- **Financial assets**

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") and at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition. A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets and collect contractual cash flows, its contractual terms give rise on specified dates that are solely payments of principle and interest on the principle amount outstanding, and it is not designated as FVTPL. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, the Company can make an irrevocable election (on an instrument by-instrument basis) on the day of acquisition to designate them as FVTOCI.

#### **Financial assets at FVTPL**

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the statement of loss and comprehensive loss in the period in which they arise. The Company's marketable securities, being equity securities of other listed entities, are classified as FVTPL.

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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## 2. MATERIAL ACCOUNTING POLICY INFORMATION AND BASIS OF PREPARATION (CONTINUED)

### **Financial instruments (continued)**

- **Financial assets (continued)**

- **Financial assets at FVTOCI**

- Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. None of the Company's financial assets are classified as FVTOCI.

- **Financial assets at amortized cost**

- Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date. The Company's financial assets at amortized cost comprise cash and cash equivalent and amounts receivable.

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in the statement of loss and comprehensive loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

- **Financial liabilities**

- The Company classifies its financial liabilities as subsequently measured at amortized cost which include accounts payable and accrued liabilities. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or they expire.

- **Impairment of financial assets**

- The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision. Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized. Given the nature and balances of the Company's receivables the Company has no material loss allowance as of May 31, 2025 and 2024.

### **New accounting standards and pronouncements**

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB that are mandatory for accounting periods beginning on or after June 1, 2025.

- **IFRS 18 Presentation and Disclosure in the Financial Statements**

- In April 2024, the IASB issued a new IFRS accounting standard to improve the reporting of financial performance. IFRS 18 Presentation and Disclosure in the Financial Statements replaces IAS 1 Presentation of Financial Statements. The standards will become effective January 1, 2027, with early adoption permitted.

The Company is in the process of assessing the impact of these new standards on the Company's financial statements.

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

### 3. CASH AND CASH EQUIVALENTS

	May 31, 2025	May 31, 2024
	\$	\$
Cash	1,130,370	216,117
Cash equivalents	-	4,153,972
	<b>1,130,370</b>	<b>4,370,089</b>

During the year ended May 31, 2025, the entity's cash and cash equivalents generated interest income of \$97,992 (May 31, 2024 – \$199,472).

### 4. MARKETABLE SECURITIES

	Number of shares	Closing market price	Fair value
	#	\$	\$
<b>As of May 31, 2025</b>			
Ubique Minerals Ltd.	5,000,000	0.030	150,000
<b>As of May 31, 2024</b>			
Ubique Minerals Ltd.	5,000,000	0.045	225,000

On September 5, 2023, the Company received 3,800,000 common shares of Ubique Minerals Ltd. (the "Ubique Shares") with a fair value of \$380,000 as a result of selling the Company's remaining 30% interest in Daniels Harbour Property (Note 5).

As of May 31, 2025, the Company recognized \$150,000 (May 31, 2024 – \$225,000) as the fair value of the 5,000,000 Ubique Shares (May 31, 2024 – 5,000,000). The change in fair value of \$75,000 for the year ended May 31, 2025 is recognized as a change in fair value of marketable securities (May 31, 2024 – \$335,000).

**Ophir Metals Corp.**

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

**5. EXPLORATION AND EVALUATION ASSETS**

	<b>Pilipas Lithium Property \$</b>	<b>Radis Property \$</b>	<b>Breccia Property \$</b>	<b>Leran Property \$</b>	<b>TOTAL \$</b>
<b>Balance as of May 31, 2023</b>	-	532,512	3,808,344	1,000	4,341,856
<b>Acquisition costs</b>					
- cash	20,000	75,000	50,000	-	145,000
- shares (Note 6)	240,000	140,000	-	-	380,000
	<b>260,000</b>	<b>215,000</b>	<b>50,000</b>	-	<b>525,000</b>
<b>Staking fees</b>	-	-	18,889	-	18,889
<b>Expenditures</b>					
- Assays and analysis	413	7,671	-	360	8,444
- Claim renewal	-	1,530	-	-	1,530
- Consulting	131,071	184,946	2,435	4,073	322,525
- Field	-	117,013	1,253	-	118,266
- Geological	-	362,290	-	-	362,290
- Travel	-	76,159	-	-	76,159
	<b>131,484</b>	<b>749,609</b>	<b>3,688</b>	<b>4,433</b>	<b>889,214</b>
<b>Impairments</b>	-	-	(3,880,921)	-	(3,880,921)
<b>Balance as of May 31, 2024</b>	<b>391,484</b>	<b>1,497,121</b>	-	<b>5,433</b>	<b>1,894,038</b>

## Ophir Metals Corp.

### Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

#### 5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

	Pilipas Lithium Property \$	Radis Property \$	Breccia Property \$	Leran Property \$	Other Properties \$	TOTAL \$
<b>Balance as of May 31, 2024</b>	<b>391,484</b>	<b>1,497,121</b>	<b>-</b>	<b>5,433</b>	<b>-</b>	<b>1,894,038</b>
- cash	25,000	-	-	-	-	25,000
- shares (Note 6)	90,000	-	-	-	-	90,000
	<b>115,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>115,000</b>
<b>Staking fees</b>	<b>-</b>	<b>-</b>	<b>14,435</b>	<b>-</b>	<b>26,299</b>	<b>40,734</b>
<b>Expenditures</b>						
- Assays and analysis	103,884	5,028	-	-	12,619	121,531
- Claim renewal	24,800	20,952	-	-	368	46,120
- Consulting	1,747	-	1,733	-	22,743	26,223
- Drilling	372,607	-	-	-	-	372,607
- Field	1,291,760	85,782	3,916	6,466	827	1,388,751
- Geological	75,333	-	-	-	-	75,333
- Travel	446,822	18,047	-	-	-	464,869
	<b>2,316,953</b>	<b>129,809</b>	<b>5,649</b>	<b>6,466</b>	<b>36,557</b>	<b>2,495,434</b>
<b>Impairments</b>	<b>-</b>	<b>(1,626,929)</b>	<b>(20,084)</b>	<b>-</b>	<b>-</b>	<b>(1,647,013)</b>
<b>Balance as of May 31, 2025</b>	<b>2,823,437</b>	<b>1</b>	<b>-</b>	<b>11,899</b>	<b>62,856</b>	<b>2,898,193</b>

As of May 31, 2025, prepaid expenses and accounts payable and accrued liabilities related to the exploration and evaluation assets amounted to \$93,301 (May 31, 2024 – \$111,223) and \$646 (May 31, 2024 – \$113,319), respectively).

- **Pilipas Lithium Property (Quebec, Canada)**

On December 11, 2023, the Company entered into an option agreement (the "Pilipas Agreement") with Azimut Exploration Inc. ("Azimut") (TSXV: AZM) of the Pilipas Lithium Property (the "Pilipas Lithium Property") located in the James Bay region of Quebec, Canada. Pursuant to the Pilipas Agreement, the Company has an option to acquire a 70% interest in the Pilipas Lithium Property by making a total of cash payment of \$100,000\* and issuing 6,000,000 common shares\* of the Company to Azimut as follows:

Year	Cash Consideration (\$)		Share Consideration (#)	
On December 11, 2023	20,000	(paid)	2,000,000	(issued with fair value of \$240,000)
On or before December 11, 2024	25,000	(paid)	1,000,000	(issued with fair value of \$90,000)
On or before December 11, 2025	25,000		1,000,000	
On or before December 11, 2026	30,000		2,000,000	
	<b>100,000</b>		<b>6,000,000</b>	

## Ophir Metals Corp.

### Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

## 5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

- **Pilipas Lithium Property (Quebec, Canada) (continued)**

In addition, the Company is required to incur a total of \$4,000,000\* in exploration expenditures as follows:

	\$
Year 1	400,000 (incurred)
Year 2	1,600,000
Year 3	2,000,000
	<b>4,000,000</b>

\* (collectively the "Pilipas Commitments").

After satisfying the Year 2 Pilipas Commitments, the Company will earn a 50% interest in the Pilipas Lithium Property. After satisfying the Year 3 Pilipas Commitments, the Company will earn a 70% interest in the Pilipas Lithium Property. If the Company earns a 70% interest in the Pilipas Lithium Property, the Company and Azimut will form a joint venture, of which 70% is held by the Company and 30% by Azimut. If the Company earns a 50% interest in the Pilipas Lithium Property but is unable to earn a 70% interest, the Company and Azimut will form a joint venture, of which 50% will be held by the Company and 50% by Azimut. In any circumstances, if either party's interest in the joint venture is diluted below 10%, it will be converted to a 2% NSR on the Pilipas Lithium Property.

- **Radis Property (Quebec, Canada)**

The Radis Property comprises two (2) acquisition agreements with different companies – Eastmain Resources and Troilus Gold. Additionally, the Company holds a group of claims located north of, and proximal to, the Radis Property, which were acquired through direct staking. These claims are not considered part of the Radis Property at this time.

### **Eastmain Resources Agreement**

The Radisson property, as outlined in the option agreement with Eastmain Resources Inc., was renamed by the Company as the Radis Property, and herein will be referred to as the Radis Property.

On December 7, 2022, the Company entered into an option agreement with Eastmain Resources Inc. ("Eastmain"), a wholly owned subsidiary of Fury Gold Mines Limited, to acquire a 100% interest in the Radis property (the "Radis Property") located in the James Bay region of Quebec, Canada. The transaction closed on January 25, 2023 (the "RP Closing Date").

To earn a 100% interest in the Radis Property, the Company had to make the following cash and share payments to Eastmain:

Year	Cash Consideration (\$)		Share Consideration (#)	
At the RP Closing Date	50,000	(paid)	2,500,000	(issued with fair value of \$350,000)
1 <sup>st</sup> Anniversary	75,000	(paid)	1,000,000	(issued with fair value of \$140,000)
2 <sup>nd</sup> Anniversary	100,000		1,500,000	
3 <sup>rd</sup> Anniversary	150,000		-	
	<b>375,000</b>		<b>5,000,000</b>	

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### 5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

- **Radis Property (Quebec, Canada) (continued)**

***Eastmain Resources Agreement (continued)***

The Company may at any time accelerate the exercise of the option by making all required cash and share payments. Eastmain shall retain a 2% NSR on the Radis Property, while the Company shall have the option to purchase back 1.5% of the NSR for \$1,500,000.

On November 27, 2024, the Company decided to terminate the Eastmain Resources Agreement. Consequently, the cash and share payments for the 2<sup>nd</sup> and 3<sup>rd</sup> anniversaries are no longer obligated.

***Troilus Gold Agreement***

On March 6, 2023 (the "JB Closing Date"), the Company entered into a purchase and sale agreement with Troilus Gold Corporation ("Troilus") to acquire a 100% interest in mining claims located in James Bay, Quebec (the "James Bay Property") in consideration for the issuance of 225,000 common shares of the Company to Troilus (issued on the JB Closing Date with fair value of \$42,750).

In addition, Troilus shall retain a 2% NSR on the James Bay Property, while the Company shall have the option to purchase back three-quarters of the NSR, thereby reducing it to 0.5%, for \$1,500,000.

During the year ended May 31, 2025, the Company decided to impair the evaluation and exploration assets by \$1,626,929 to a nominal amount due to management's decision to terminate the Eastmain option agreement and to not to conduct any significant work in the near future on the remaining Troilus claims. The impairment is based on guidance outlined in IFRS 6, Exploration for and Evaluation of Mineral Resources, and IAS 36, Impairment of Assets.

- **Other Properties**

- ***SH Property (Idaho, USA)***

On September 19, 2024, the Company acquired a 100% interest of SH Property through staking.

- ***Leran Property (Quebec, Canada)***

On November 24, 2022, the Company signed a purchase and sale agreement with Phillip Terrence Coyle to acquire a 100% legal and beneficial interest in mining claims located in Quebec. In consideration for the acquisition of the claims, the Company made a cash payment of \$1,000.

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### 5. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

- **Other Properties (continued)**

- ***Breccia Property (Idaho, USA)***

On September 15, 2020 (the “BG Acquisition Date”), the Company entered into agreements for the acquisition of the Breccia Gold property (the “Breccia Gold Property”) and the contiguous Lightning Tree property (the “Lightning Tree Property”) and together with the Breccia Gold Property, the “BG Properties”), both of which are located in Lemhi County, Idaho, USA (the “BG Transaction”).

The BG Transaction is being carried out in accordance with the terms of an arm’s-length definitive mineral property acquisition agreement (the “BG Purchase Agreement”) dated September 10, 2020, between the Company, DG Resource Management Ltd. (“DGRM”) and Canagold Resource Ltd. (formerly Canarc Resource Corp.) (“Canagold” and together with DGRM, the “BG Vendors”).

On September 15, 2023, the Company entered into an amended agreement (the “Amended BG Purchase Agreement”) with DGRM to remove the commitment of the any remaining exploration expenditures under the BG Purchase Agreement and amended the required cash payments as follows:

- On September 15, 2023: \$50,000 (paid)
- On or before September 31, 2027: \$25,000

In addition, on September 15, 2023, the Company terminated the agreement of acquiring the Lightning Tree Property, which was entered on September 10, 2020, with Canagold. As a result of the termination, the Company is no longer required to fulfill its obligations to Canagold under the agreement entered into on September 10, 2020.

During the year ended May 31, 2024, the Company determined that it would not undertake significant exploration activities on the Breccia Property. As a result, the Company recognized an impairment loss of \$3,880,921 on the capitalized costs associated with the Breccia Property for the year ended May 31, 2024.

During the year ended 31, 2025, the Company recognized an additional impairment loss of \$20,084 related to costs incurred on the Breccia Property.

- ***Daniels Harbour Property (Newfoundland, Canada)***

On September 4, 2023, the Company entered into a Mineral Claim Purchase Agreement with Ubique to sell the Company’s remaining 30% interest in Daniels Harbour Property in exchange for 3,800,000 common shares of Ubique with a fair value of \$380,000 (Note 4), which were received on September 5, 2023. These claims were part of an option agreement executed between the parties on February 14, 2019 (and subsequently amended on March 22, 2021), wherein previously Ubique had the option to earn up to a 70% interest in the Claims. As a result of the disposition, the Company recognized a gain of disposal of exploration and evaluation assets of \$380,000 in the statement of loss and comprehensive loss during the year ended May 31, 2024.

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### 6. SHARE CAPITAL AND RESERVES

#### **Authorized share capital**

Unlimited number of common shares without par value.

#### **Issued share capital**

As of May 31, 2025, and 2024, the Company had 98,886,161 (May 31, 2024 – \$97,886,161) common shares issued and outstanding with a value of \$12,640,527 (May 31, 2024 – \$12,550,527).

#### **During the year ended May 31, 2025**

As discussed in Note 5, the Company issued 1,000,000 common shares with fair value of \$90,000 for the Pilipas Lithium Property pursuant to the Pilipas Agreement.

#### **During the year ended May 31, 2024**

- On June 8, 2023, the Company completed a non-brokered private placement of 8,571,428 flow-through units (“2023 FT Units”) at a price of \$0.35 for gross proceeds of \$3,000,000.

Each 2023 FT Unit consisted of one common share of the Company issued as a flow-through share within the meaning of the Income Tax Act (Canada) (“2023 FT Share”) and one share purchase warrant (“2023 FT Warrant”). Each 2023 FT Warrant will entitle the holder thereof to purchase one common share of the Company at a price of \$0.40 for a period of 36 months.

For accounting purposes, the Company estimated the grant date fair value of warrants issued with the private placement, using the Black-Scholes option pricing model, assuming a risk-free interest rate of 3.77%, an expected life of 3 years, an expected volatility of 106% and an expected dividend yield of 0%, which totaled \$1,199,250, and recorded this value in reserves. The value attributed to the warrants was based on their relative fair value as compared to the fair value of the common shares.

The remaining balance of \$1,800,750 was recorded as common shares.

In connection with the private placement, the Company incurred the following transaction costs which were recorded as finder’s fees:

- Issued 428,571 2023 FT Units with a fair value of \$150,000 of which \$59,963 and \$90,037 were attributed to warrants and common shares by using the same assumptions of the Black-Scholes option pricing model for 2023 FT Units; and
- 857,149 (“2023 Finders’ Warrants”).

Each 2023 Finder’s Warrants is exercisable to acquire one common share of the Company at a price of \$0.35 for a period of 36 months.

The Company estimated the fair value of the 2023 Finder’s Warrants using the Black-Scholes options pricing model, assuming a risk-free interest rate of 3.77%, an expected life of 3 years, an expected volatility of 106% and an expected dividend yield of 0%, which totaled \$242,063, and recorded these values as share issuance costs.

In connection with the private placements, the Company incurred other shares issuance costs of \$42,263.

- 5,023,333 warrants were exercised for proceeds of \$929,283. In addition, the Company reclassified the grant date fair value of the exercised warrants of \$291,902 from reserves to share capital.

## Ophir Metals Corp.

Notes to the Financial Statements

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(Expressed in Canadian Dollars)

### 6. SHARE CAPITAL AND RESERVES (CONTINUED)

#### Issued share capital (continued)

#### During the year ended May 31, 2024 (continued)

- As discussed in Note 5, the Company issued:
  - 1,000,000 common shares with a fair value of \$140,000 issued for the or the Radis Property pursuant to the Eastmain Resources Agreement; and
  - 2,000,000 common shares with fair value of \$240,000 issued for the Pilipas Lithium Property pursuant to the Pilipas Agreement.

#### Warrants

The changes in warrants during the years ended May 31, 2025, and 2024, are as follows:

	May 31, 2025		May 31, 2024	
	Number outstanding	Weighted average exercise price (\$)	Number outstanding	Weighted average exercise price (\$)
Balance, opening	27,650,315	0.26	22,816,500	0.19
Issued	-	-	9,857,148	0.40
Exercised	-	-	(5,023,333)	0.18
Expired	(17,793,167)	0.19	-	-
Balance, closing	9,857,148	0.40	27,650,315	0.26

During the year ended May 31, 2025, 17,793,167 warrants expired unexercised.

Except for the discussion above, no other warrants were issued, exercised, or expired during the years ended May 31, 2025, and 2024.

The following summarizes information about warrants outstanding as of May 31, 2025:

Expiry date	Exercise price (\$)	Warrants outstanding	Estimated grant date fair value (\$)	Weighted average remaining contractual life (in years)
June 8, 2026	0.35	857,149	242,063	1.02
June 8, 2026	0.40	8,999,999	1,259,215	1.02
Weighted average exercise price (\$)		9,857,148	1,501,278	1.02

## Ophir Metals Corp.

### Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

## 6. SHARE CAPITAL AND RESERVES (CONTINUED)

### Stock options

Under the Company's stock option plan, the Board of Directors may grant options for the purchase of up to a total of 10% of the total number of issued and outstanding common shares of the Company. Options granted under the plan may vest over a period of time at the discretion of the board of directors. The options can be granted for a maximum term of 10 years and vest at the discretion of the Board of Directors.

Options to purchase common shares have been granted to directors, employees and consultants at exercise prices determined by reference to the market value of the Company's common shares on the date of the grant.

The changes in options during the years ended May 31, 2025, and 2024 is as follows:

	May 31, 2025		May 31, 2024	
	Number outstanding	Weighted average exercise price (\$)	Number outstanding	Weighted average exercise price (\$)
Balance, opening	7,045,000	0.28	5,445,000	0.22
Granted	-	-	1,600,000	0.47
Expired	(225,000)	0.30	-	-
Balance, closing	6,820,000	0.27	7,045,000	0.28

During the year ended May 31, 2025, 225,000 stock options expired unexercised.

### During the year ended May 31, 2024

- On July 20, 2023, the Company granted 1,400,000 options with an exercise price of \$0.51 to certain officers, directors and consultants. 1,200,000 options are exercisable for a period of five years and 200,000 options are exercisable for a period of two years. All of the options granted vested immediately at the date of grant.
- On May 14, 2024, the Company granted 200,000 options with an exercise price of \$0.15 to its consultant. The options are exercisable for a period of five years. All of the options granted vested immediately at the date of grant.

The estimated grant date fair value of the options granted during the year ended May 31, 2024 was calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

Number of options granted	1,600,000
Risk-free interest rate	4.04%
Expected annual volatility	123%
Expected life (in years)	5
Grant date fair value per option (\$)	0.38
Share price at grant date (\$)	0.47

During the years ended May 31, 2025, and 2024, the Company recognized share-based payments expense of \$nil and \$615,064, respectively.

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

### 6. SHARE CAPITAL AND RESERVES (CONTINUED)

#### Stock options (continued)

The following summarizes information about stock options outstanding and exercisable as of May 31, 2025:

Expiry date	Exercise price (\$)	Options outstanding	Options exercisable	Estimated grant date fair value (\$)	Weighted average remaining contractual life (in years)
December 2, 2025	0.19	1,635,000	1,635,000	274,823	0.51
January 5, 2026	0.28	500,000	500,000	122,440	0.60
June 2, 2026	0.21	795,000	795,000	148,867	1.01
March 29, 2027	0.10	200,000	200,000	13,003	1.83
January 25, 2028	0.23	1,960,000	1,960,000	418,408	2.65
March 7, 2028	0.31	130,000	130,000	28,426	2.77
July 20, 2025	0.51	200,000	200,000	61,323	0.14
July 20, 2028	0.51	1,200,000	1,200,000	536,770	3.14
May 14, 2029	0.15	200,000	200,000	16,971	3.96
		<b>6,820,000</b>	<b>6,820,000</b>	<b>1,621,031</b>	<b>1.82</b>
<b>Weighted average exercise price (\$)</b>		<b>0.27</b>	<b>0.27</b>		

#### Subsequent to May 31, 2025

- The Company granted 900,000 stock options to certain officers, directors, and consultants. The options have an exercise price of \$0.10 and are exercisable over a five-year term. All options vested immediately on the grant date.
- 200,000 stock options expired unexercised.

### 7. RELATED PARTY TRANSACTIONS AND BALANCES

#### Related party transactions

The Company's related parties as defined by IAS 24, Related Party Disclosures, include the following directors, executive officers, key management personnel, and enterprises which are controlled by these individuals:

Related Party	Relationship
Shawn Westcott	Chief Executive Officer (CEO)
Paul Robertson	Chief Financial Officer (CFO)
Jonathan Bey	Chairman
Garry Clark	Director and Former Vice President of Exploration
Darren Smith	Director and Former Vice President of Exploration
Quantum Advisory Partners LLP	A partnership in which Mr. Robertson is a partner
Steel Rose Capital	A private company in which Mr. Bey is the President, CEO and Director
Clark Exploration Consulting Inc.	A private company in which Mr. Clark is a principal
Kaiben Geological Ltd	A private company in which Mr. Smith is a principal

The Company considered the executive officers and directors as the key management of the Company.

## Ophir Metals Corp.

### Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

## 7. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

### Related party transactions (continued)

The following table discloses the total compensation incurred to the Company's key management personnel during the years ended May 31, 2025, and 2024:

	For the years ended	
	May 31, 2025	May 31, 2024
	\$	\$
<b>Shawn Westcott, CEO</b>		
Consulting fees	159,000	154,000
Share-based payments	-	223,654
	<b>159,000</b>	<b>377,654</b>
<b>Paul Robertson, CFO</b>		
Professional fees <sup>(1)</sup>	120,000	120,000
Share-based payments	-	44,731
	<b>120,000</b>	<b>164,731</b>
<b>Jonathan Bey, Chairman</b>		
Consulting fees <sup>(2)</sup>	25,500	22,000
Share-based payments	-	44,731
	<b>25,500</b>	<b>66,731</b>
<b>Garry Clark, Director</b>		
Consulting fees <sup>(3)</sup>	7,900	6,750
Share-based payments	-	44,731
	<b>7,900</b>	<b>51,481</b>
<b>Darren Smith, Director</b>		
Consulting fees <sup>(4)</sup>	70,000	70,000
Share-based payments	-	178,923
	<b>70,000</b>	<b>248,923</b>
<b>TOTAL</b>	<b>382,400</b>	<b>909,520</b>

(1) Paid to Quantum Advisory Partners LLP

(2) Paid to Steel Rose Capital

(3) Paid to Clark Exploration Consulting Inc.

(4) Starting January 1, 2022, paid to Kaiben Geological Ltd.

### Related party balances

The balances due to the Company's directors and officer included in accounts payables and accrued liabilities were \$11,708 as of May 31, 2025 (May 31, 2024 – \$10,550). These amounts are unsecured, non-interest bearing and payable on demand.

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### 8. COMMITMENTS

The Company periodically issues flow-through shares with any resulting flow-through premium recorded as a flow-through share premium liability. The liability is subsequently reduced when the required exploration expenditures are made, and accordingly, a recovery of the flow-through premium is recorded as other income.

Based on Canadian tax law, the Company is required to spend the proceeds from the issuance of the flow-through shares on eligible exploration expenditures within two years from the date of issuance. If the Company is unable to meet this deadline, it will be subject to Part XII.6 taxes in accordance with the Canadian Income Tax Act.

In addition, the Company is obligated to make certain payments and issue shares as described in Note 5 in connection with the acquisition and continued exploration of its exploration and evaluation assets.

### 9. SEGMENTED INFORMATION

The Company operates in one reportable segment, being the exploration and development of exploration and evaluation assets. The Company's non-current assets are located in Canada and the United States.

	May 31, 2025	Canada	United States
	\$	\$	\$
<b>Non-current assets</b>			
Exploration and evaluation assets	2,898,193	2,835,705	62,488

	May 31, 2024	Canada	United States
	\$	\$	\$
<b>Non-current assets</b>			
Exploration and evaluation assets	1,894,038	1,894,038	-

## Ophir Metals Corp.

### Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

## 10. CAPITAL MANAGEMENT

The Company considers its capital to be all components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Board of Directors does not establish quantitative return on capital criteria, but rather relies on the expertise of management and other professionals to sustain future development of the business.

The Company's properties are in the exploration and development stage and, as a result, the Company currently has no source of operating cash flow. The Company intends to raise such funds as and when required to complete its projects. There is no assurance that the Company will be able to raise additional funds on reasonable terms. The only sources of future funds presently available to the Company are through the exercise of outstanding stock options or warrants, the sale of equity capital of the Company or the sale by the Company of an interest in any of its properties in whole or in part. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing, if needed, on terms satisfactory to the Company.

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 year ended May 31, 2025. The Company is not subject to externally imposed capital restrictions.

## 11. FINANCIAL INSTRUMENTS

### Fair value

Financial instruments are classified into one of the following categories: FVTPL, amortized cost and FVTOCI.

Set out below are the Company's financial assets and liabilities by category:

	May 31, 2025	FVTPL	Amortized costs	FVTOCI
	\$	\$	\$	\$
<b>FINANCIAL ASSETS</b>				
<b>ASSETS</b>				
Cash and cash equivalents	1,130,370	-	1,130,370	-
Marketable securities	150,000	150,000	-	-
Amounts receivable	32,728	-	32,728	-
<b>FINANCIAL LIABILITIES</b>				
<b>LIABILITIES</b>				
Accounts payable and accrued liabilities	(74,543)	-	(74,543)	-

## Ophir Metals Corp.

### Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

## 11. FINANCIAL INSTRUMENTS (CONTINUED)

### Fair value (continued)

	May 31, 2024	FVTPL	Amortized costs	FVTOCI
	\$	\$	\$	\$
<b>FINANCIAL ASSETS</b>				
<b>ASSETS</b>				
Cash and cash equivalents	4,370,089	-	4,370,089	-
Marketable securities	225,000	225,000	-	-
Amounts receivable	14,479	-	14,479	-
<b>FINANCIAL LIABILITIES</b>				
<b>LIABILITIES</b>				
Accounts payable and accrued liabilities	(174,031)	-	(174,031)	-

The carrying values of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments.

IFRS 13 establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3: Inputs that are not based on observable market data.

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies.

As of May 31, 2025, and 2024, the financial instrument recorded at fair value on the statements of financial position is marketable securities which is measured using Level 1 of the fair value hierarchy. As of May 31, 2025, and 2024, there were no financial assets or liabilities measured and recognized in the statement of financial position at fair value that would be categorized as Level 2 and 3 in the fair value hierarchy above.

### Financial risk management

- Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk includes cash and cash equivalents and amounts receivable.

The Company's cash and cash equivalents is held at a large Canadian financial institution in interest bearing accounts. The Company has no investments in asset-backed commercial paper.

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

Management believes that the credit risk concentration with respect to these financial instruments is remote. Cash and cash equivalents based in Canada is accessible. The Company's amounts receivable balance does not represent significant credit exposure as it is principally due from the Government of Canada.

## Ophir Metals Corp.

### Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

## 11. FINANCIAL INSTRUMENTS (CONTINUED)

### Financial risk management (continued)

- Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Company maintained sufficient cash and cash equivalents as of May 31, 2025, in the amount of \$1,130,370, in order to meet short-term business requirements. As of May 31, 2025, the Company had accounts payable and accrued liabilities of \$74,543. All accounts payable and accrued liabilities are current.

- Market risk

The significant market risks to which the Company is exposed are interest rate risk, currency risk, other price risk, and commodity price risk.

- Interest rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash and cash equivalents is held mainly in high yield saving accounts and term deposits and therefore there is currently minimal interest rate risk. Because of the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of May 31, 2025.

The Company's interest rate risk principally arises from the interest rate impact of interest earned on cash and cash equivalents. The Company is not exposed to significant interest rate risk relating to its cash and cash equivalents.

- Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's cash, amounts receivable, reclamation deposits, accounts payable and accrued liabilities and long-term investment are held in Canadian Dollars ("CA\$") and US Dollars ("US\$"); therefore, US\$ accounts are subject to fluctuation against the Canadian dollar.

The Company had the following balances in foreign currency as of May 31, 2025:

	CA\$	US\$
Cash and cash equivalents	1,129,902	341
Marketable securities	150,000	-
Amounts receivable	32,728	-
Accounts payable and accrued liabilities	(73,973)	(415)
	<b>1,238,657</b>	<b>(74)</b>
Rate to convert to \$1.00 CA\$	1.00	1.37
<b>Equivalent to CA\$</b>	<b>1,238,657</b>	<b>(102)</b>

Based on the above net exposures as of May 31, 2025, management believes that the Company is not subject to any significant foreign exchange risk.

## Ophir Metals Corp.

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

(Expressed in Canadian Dollars)

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### 11. FINANCIAL INSTRUMENTS (CONTINUED)

#### **Financial risk management (continued)**

- Market risk (continued)

- Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices other than those arising from interest rate risk, financial market risk, or currency risk.

As of May 31, 2025, the Company held 5,000,000 Ubique Shares (Note 4). Ubique is publicly traded on the Canadian Securities Exchange. A 10% change in share price of Ubique Shares at May 31, 2025 would result in a \$15,000 change to the Company's profit or loss for the year ended May 31, 2025.

Other than this, the Company is not exposed to significant other price risk.

- Commodity risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities. The Company is not exposed to significant commodity risk.

### 12. INCOME TAXES

A reconciliation of income taxes at statutory rates (26.5% for both years presented) with the reported taxes is as follows:

	May 31, 2025	May 31, 2024
	\$	\$
Loss for the year	(2,298,326)	(4,943,904)
Expected income tax (recovery)	(621,000)	(1,335,000)
Permanent differences	(10,000)	212,000
Impact of flow through share	-	202,000
Share issuance costs	-	(11,000)
Adjustment to prior years provision versus statutory tax returns and expiry of non-capital losses	46,000	(5,000)
Change in unrecognized deductible temporary differences	585,000	937,000
	-	-

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**Ophir Metals Corp.**

Notes to the Financial Statements

For the Years Ended May 31, 2025 and 2024

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**12. INCOME TAXES (CONTINUED)**

The significant components of the Company's deferred tax assets that have not been included on the statement of financial position are as follows:

	May 31, 2025	May 31, 2024
	\$	\$
<b>Deferred tax assets (liabilities)</b>		
Exploration and evaluation assets	1,631,000	1,325,000
Share issue costs	18,000	37,000
Marketable securities	49,000	39,000
Allowable capital losses	3,000	-
Non-capital losses	1,475,000	1,190,000
	3,176,000	2,591,000
Unrecognized deferred tax assets	(3,176,000)	(2,591,000)
Net deferred tax assets	-	-

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

	May 31, 2025		May 31, 2024	
	\$	Expiry Range	\$	Expiry Range
<b>Temporary Differences</b>				
Exploration and evaluation assets	6,041,000	No expiry date	4,908,000	No expiry date
Property and equipment	1,000	No expiry date	1,000	No expiry date
Share issue costs	67,000	2046 to 2048	136,000	2045 to 2048
Allowable capital losses	9,000	No expiry date	-	No expiry date
Marketable securities	365,000	No expiry date	290,000	No expiry date
Non-capital losses available for future period	5,463,000	2030 to 2045	4,408,000	2030 to 2044

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