CSE Form 2A

LISTING STATEMENT

ALTHEA COPPER CORP.

August 14, 2026

This Listing Statement is intended to provide full, true and plain disclosure about the Issuer. It is not, and is not to be construed as, a prospectus. It has not been reviewed by a securities regulatory authority and no securities are being sold or qualified for distribution by the filing of this Listing Statement.

RISK FACTORS

An investment in the Company is highly speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider and evaluate all risks and uncertainties involved in an investment in the Company, including risks relating to: (i) risk related to return on investment; (ii) exploration and development; (iii) potential profitability depending upon factors beyond the control of the Company; (iv) negative cash flow from operating activities; (v) no production history; (vi) limited operating history; (vii) exploration, mining and operational risks; (viii) mining claims; (ix) First Nations land claims; (x) assurance of title; (xi) competition; (xii) acquisition of additional mining properties; (xiii) conflicts of interest; (xiv) personnel; (xv) environmental risks; (xvi) uninsured risks; (xvii) health and safety risks; (xviii) additional requirements for capital; (xix) dependence on management; (xx) dividends unlikely; (xxi) litigation; (xxii) regulatory and statutory compliance; (xxiii) the company's operation may be negatively affected by global financial and geopolitical conditions; (xxiv) cyber security; (xxv) reliance on third party contractors; (xxvi) volatility of commodity prices; (xxvii) volatility of small companies; (xxviii) no market for securities; (xxvix) liquidation of the common shares; (xxx) dilution; (xxxi) discretion of use of proceeds; (xxxii) tax issues; and (xxxiii) general risks associated with the Company.

See "*Risk Factors*" in the Company's Listing Statement.

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GLOSSARY OF DEFINED TERMS

The following is a glossary of certain terms used in this Listing Statement. Terms and abbreviations appearing in the documents attached as schedules to the Listing Statement may be defined separately and the terms and abbreviations defined below may not be used therein, except where otherwise indicated. Words below importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

"Amalco"	means the company formed by the amalgamation of Althea and Yankee Sub, being a wholly owned subsidiary of the Company.
"Amalgamation"	means the amalgamation of Althea and Yankee Sub.
"Amalgamation Agreement"	means the amended and restated amalgamation agreement dated June 26, 2026, among the Company, Althea and Yankee Sub.
"Althea"	means Althea Copper Corp., prior to its amalgamation with Yankee Sub.
"Althea Consolidation"	means the consolidation of Althea by such amount that will result in an issued and outstanding of 3,500,000 post-consolidation common shares, excluding the Subscription Receipt shares, as referenced by the Offering.
"Althea Shares"	means the common shares in the capital of Althea.
"Althea Warrants"	means the common share purchase warrants of Althea.
"Articles"	means the articles of the Company.
"Author" or "Qualified Person"	means John G. Pearson, M. Sc., P. Geo., FGC, FEC (Hon), author of the Technical Report.
"BCA"	means the *Business Corporations Act* (British Columbia).
"Board"	means the board of directors of the Company.
"CDS"	means CDS Clearing and Depository Services Inc.
"CEO"	means Chief Executive Officer.
"CFO"	means Chief Financial Officer.
"Closing"	means closing of the Offering.
"Closing Date"	means the date of Closing.
"Common Shares" or "Shares"	mean the post-Consolidation common shares in the capital of the Company without par value, being 21,000,000 common shares.
"Company"	means Althea Copper Corp., formerly Yankee Hat Minerals Ltd.
"Consideration Shares"	means the 3,500,000 common shares of Amalco to be issued to the holders of Althea common shares in exchange for their Althea common shares upon completion of the Amalgamation.
"Consolidation"	means the consolidation of the Company's common shares on the basis of one (1) post-consolidation common share of the Company for approximately every five (5) pre-consolidation common shares of the Company, resulting in an issued and outstanding amount of 5,000,000 post-consolidation common shares in the Company.
"Escrow Agreement"	means the escrow agreement dated August 14, 2026 among the Company, Computershare Investor Services Inc., as escrow agent, and the holders of the Escrowed Securities, being Lowell Kamin, Leo Horn and Douglas Engdahl.
"Escrowed Securities"	means the Common Shares escrowed pursuant to the terms of the Escrow Agreement among the Company, certain escrowed securities holders and the Transfer Agent.
"Exchange"	means the Canadian Securities Exchange.
"IFRS"	means the International Financial Reporting Standards.
"Listing"	means the listing of the Common Shares on the Exchange.
"Listing Date"	means the date on which the Common Shares are listed for trading on the Exchange.
"Mink Narrows Property" or the "Property"	means the Mink Narrows mining property located in west central Manitoba, approximately 24 kilometers south east of Flin Flon.
"Mink Narrows Option	means the option agreement entered between the Company and the Optionor on October 1,

Agreement”	2024, pursuant to which the Optionor granted to the Company the option to acquire the Mink Narrows Property.
“MMDF”	means the Manitoba Mineral Development Fund.
“NI 43-101”	means National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.
“NI 52-110”	means National Instrument 52-110 – *Audit Committees*
“NP 46-201”	means National Policy 46-201 – *Escrow for Initial Public Offerings*.
“Offering”	means this offering of 12,500,000 Subscription Receipts at a price of $0.05 per Subscription Receipt for gross proceeds of $625,000.
“Optionor”	means Voyageur Minerals Exploration Corp.
“Royalty”	has the meaning set forth in the section titled “Business of the Company”.
“SEDAR”	means the System for Electronic Document Analysis and Retrieval.
“Stock Option Plan”	means the stock option plan adopted by the Company.
“Subscription Receipt”	means the Subscription Receipts of Althea that will automatically convert on the basis of one (1) Post Althea Consolidation common share of Althea for every one (1) Subscription Receipt immediately prior to closing of the Amalgamation Agreement.
“Technical Report”	means the report titled “Technical Report on the Mink Narrows Project, Flin Flon Area, Manitoba” dated July 21, 2025, which was prepared by the Qualified Person, under the guidelines of NI 43-101.
“Transfer Agent”	means Computershare Investor Services Inc.
“Yankee Sub”	means 1561889 B.C. Ltd., a wholly owned subsidiary of the Company.
“Yankee Sub Shares”	means the common shares in the capital of Yankee Sub

CURRENCY

In this Listing Statement, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars and references to "$" are to Canadian dollars.

GLOSSARY OF GEOLOGICAL DEFINED TERMS

The following definitions and terms apply throughout this document unless the context otherwise requires:

“Adit”	a horizontal or near-horizontal passage driven from the Earth’s surface into the side of a ridge or mountain for the purpose of working, ventilating, or removing water from a mine.
“Ag”	means silver.
“Andesite”	refers to a dark, fine-grained volcanic rock that is intermediate in composition between rhyolite and basalt.
“Arc”	a chain of volcanoes, hundreds to thousands of kilometers long, that forms above a subduction zone.
“Archean”	means the eon that constitutes the earlier part of the Precambrian eon, or the system of rocks deposited during it.
“Argillaceous”	consisting of or containing clay.
“Arsenopyrite”	refers to an iron arsenic sulphide that is the most abundant arsenic-bearing mineral and serves as the primary ore of arsenic metals.
“Assay”	refers to a chemical analysis that determines the proportion of metallic or non-metallic elements in a sample, such as water, soil or rock.
“Au”	means gold.
“Azimuth”	refers to a bearing measured clockwise from north.
“Basal”	of, at, or forming the base.
“Boreal”	relating to or the characteristics of the climate zone, especially the cold temperate region dominated by taiga and forests of birch, poplar and conifers.
“Breccia”	a clastic sedimentary rock that is composed of large angular fragments.
“C”	means Celsius.
“Carbonate”	rocks are a class of sedimentary rocks composed primarily of carbonate minerals. The principle members of the group are sedimentary rocks dolomite and limestone.
“Chalcopyrite”	a copper iron sulfide mineral that crystallizes in the tetragonal system. It has a brassy to golden yellow color and a hardness of 3.5 to 4 on the Mohs scale.
“cm”	means centimeter.
“Cu”	means copper.
“Dacite” or “Dacitic”	means a volcanic rock resembling andesite but containing free quartz.
“Diorite”	means a coarse-grained, intrusive rock that contains a mixture of feldspar, pyroxene, hornblende and sometimes quartz.
“Dyke”	a long and relatively thin body of igneous rock that, while in the molten state, intruded a fissure in older rocks.
“EM”	electromagnetic.
“Emplacement”	the process or state of setting something in place or being set in place.
“Epigenetic”	refers to a mineral deposit or alterations that forms after the host rock was created.
“Epithermal”	epithermal deposits form at shallow crustal levels where abrupt changes in physical and chemical conditions result in metal deposition and attendant hydrothermal alteration.
“Fault”	a fault is a fracture or zone of fractures between two blocks of rock. Faults allow the blocks to move relative to each other.
“Feldspar”	a large group of rock-forming silicate minerals that make up over 50% of the Earth’s crust.
“Felsic”	refers to igneous rocks that are relatively rich in elements that form feldspar and quartz. The most common felsic rock is granite.
“Fuchsite”	a green variety of muscovite mica commonly found in metamorphic rocks.
“g/t”	means grams per tonne.
“Gabbro”	a black, course-grained intrusive igneous rock that is the composed of calcium rich feldspars, pyroxene, and possibly olivine, but containing little if any quartz.
“Galena”	the natural mineral form of lead sulfide. It is the most important ore of lead and an important

	source of silver.
“Grandiorite”	a course-grained plutonic rock containing quartz and plagioclase, between granite and diorite in composition.
“ha”	means hectares.
“HBED”	means Hudson Bay Exploration and Development.
“Hectare”	a metric unit of square measure, equal to 2.471 acres or 10,000 square meters.
“HLEM”	means a Horizontal Loop Electromagnetic survey.
“Hydrothermal”	means the circulation of hot water. Hydrothermal circulation occurs most often in the vicinity of sources of heat within the Earth's crust.
“Intrusive”	refers to the igneous rocks formed from magma that cools and solidifies beneath the Earth’s surface.
“Juvenile Arc”	refers to a geological formation that is relatively new and has not yet undergone significant geological processes.
“kg”	means kilogram.
“km”	means kilometer.
“Komatiitic”	refers to a type of ultramafic volcanic rock characterized by its high magnesium content.
“Lead” or “Pb”	Lead is a chemical element with atomic number 82 and symbol Pb. It is a soft, malleable, and heavy metal.
“Lithology”	the study of the general physical characteristics of rocks.
“m”	means meter.
“mm”	means milometer.
“Ma”	means million years ago.
“Mafic”	an adjective describing a silicate mineral or igneous rock that is rich in magnesium and iron, and is thus a portmanteau of magnesium and ferric.
‘Magma”	is a molten and semi-molten rock mixture found under the surface of the Earth.
“Magnetite”	a gray-black magnetic mineral which consists of an oxide of iron and is an important form of iron ore.
“Metallogeny”	the study of the genesis and distribution of mineral deposits.
“Metamorphic”	relating to rock that has undergone transformation by heat, pressure, or other natural agencies.
“Mineralization”	the concentration of metals and their chemical compounds within a body of rock.
“Monzo”	refers to a type of intermediate plutonic igneous rock.
“Monzonite”	is an intrusive igneous rock that is primarily composed of plagioclase feldspar and alkali feldspar, with minor amounts of biotite and hornblende.
“MORB”	means Mid Ocean Ridge Basalt.
“Net Smelter Return”	a share of the net revenues generated from the sale of metal produced by a mine.
“Ni”	means Nickel.
“Outcrop”	a visible exposure of bedrock or ancient superficial deposits on the surface of the Earth.
“Paleoproterozoic”	refers to the first of three sub-eras of the Proterozoic eon, spanning from 2,500 to 1,600 million years ago.
“Pb”	means lead.
“PEM”	refers to pulse electromagnetic surveys.
“Phanerozoic”	referring to the eon covering the whole of time since the beginning of the Cambrian period, and comprising the Paleozoic, Mesozoic, and Cenozoic eras.
“Plutonic”	a body of intrusive igneous rock formed by solidification of magma at considerable depth beneath the Earth's surface.
“Porphyry”	a hard igneous rock containing crystals, usually of feldspar, in a fine-grained, typically reddish groundmass.
“ppm”	means parts per million.
“Precambrian”	means the earliest eon of earth’s history, preceding the Cambrian period and the Phanerozoic

	eon.
"Proterozoic"	means the eon that constitutes the later part of the Precambrian, between the Archean eon and the Cambrian period, in which the earliest forms of life evolved.
"Pyrite" or "Py"	means pyrite, the most common of the sulphide minerals.
"Pyrrhotite"	refers to an iron sulphide mineral characterized by its brassy, tubular crystals and is often found in igneous and metamorphic rocks.
"Quartz"	one of the most abundant minerals in the Earth's crust, whose composition is silicon dioxide.
"Rhyolites"	is the most silica-rich of volcanic rocks.
"Sedimentary"	means types of rock that are formed by the deposition and subsequent cementation of that material at the Earth's surface and within bodies of water.
"Shear zones"	a thin zone within the Earth's crust or upper mantle that has been deformed due to the slipping of rock walls on either side of the zone.
"Silver" or "Ag"	the metallic element with the atomic number 47.
"Sphalerite" or "Sp"	a mineral that is the chief ore of zinc. It consists largely of zinc sulfide in crystalline form but almost always contains variable iron.
"Strike"	means the geographic direction of a line created by the intersection of a plane and the horizontal.
"Subduction"	the sideways and downward movement of the edge of a plate of the earth's crust into the mantle beneath another plate.
"Sulphide"	a binary compound of sulphur with another element or group.
"Survey"	the orderly and exacting process of examining and delineating the physical or chemical characteristics of the Earth's surface, subsurface, or internal constitution by topographic, geologic, geophysical, or geochemical measurements.
"t"	means tonnes.
"Tectonite"	Metamorphic or tectonically deformed rocks that have undergone solid-state flow during formation.
"Tectonostratigraphic"	relating to the correlation of rock formations with each other in terms of their connection with a tectonic event.
"Tholeiite"	a basaltic rock containing augite and a calcium-poor pyroxene (pigeonite or hypersthene), and with a higher silica content than an alkali basalt.
"Tourmaline"	means a silicate mineral.
"Tonalite"	is an igneous plutonic rock characterized by its felsic composition and phaneritic texture.
"Tuff"	refers to a type of volcanic rock formed primarily from the consolidation of volcanic ash, pumice and other tephra deposits.
"UTM"	Universal Transverse Mercator coordinate system, a grid-based method of mapping locations on the surface of the Earth.
"Vein"	a mineral deposit, usually steeply inclined. Used to describe a body that is usually smaller and has better defined walls than a lode.
"VHMS"	means Volcanogenic Heavy metal Sulphide deposits.
"VLF-EM"	refers to a geophysical method that utilizes electromagnetic signals from military radio transmitters operating in the frequency range of 15-30 kHz.
"VMS"	means volcanic-hosted massive sulphide.
"VTEM"	means Versatile Time Domain Electromagnetics.
"Xcite"	refers to a new generation of helicopter-borne time-domain electromagnetic systems.
"Xenolith"	refers to a rock fragment that becomes enveloped in a larger rock during the latter's development and solidification.
"Zn"	means zinc.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

This Listing Statement contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its projects, the acquisition of interests in mineral properties, the timing of completion and success of exploration activities and programs on the Mink Narrows Property, the timing of issuing Common Shares pursuant to the Mink Narrows Option Agreement, the exercise of the option to acquire a 100% interest in the Mink Narrows Property, the Company's proposed exploration program on the Mink Narrows Property, the future price of gold, silver or other metal prices, exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, and competitive uncertainties; lack of production; limited operating history of the Company; the actual results of current exploration activities; ability to obtain prospecting licenses or permits; proper title to the concession that comprises the Mink Narrows Property; ability to retain qualified personnel; the ability to obtain adequate financing for exploration and development; volatility of commodity prices; environmental risks of mining operations; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses as well as those factors discussed in the section entitled "*Risk Factors*" in this Listing Statement.

Forward-looking statements are based on a number of material factors and assumptions, including the determination of mineral reserves or resources, if any, the results of exploration and drilling activities, the availability and final receipt of required approvals, licenses and permits, that sufficient working capital is available to complete proposed exploration and drilling activities, that contracted parties provide goods and/or services on the agreed timeframes, the equipment necessary for exploration is available as scheduled and does not incur unforeseen break downs, that no labour shortages or delays are incurred and that no unusual geological or technical problems occur. While the Company considers these assumptions may be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this Listing Statement. See "*Risk Factors*".

These forward-looking statements are made as of the date of this Listing Statement. Following Closing and Listing, the Company intends to discuss in its quarterly and annual reports referred to as the Company's Management's Discussion and Analysis documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this Listing Statement. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. The Company will file an amended Listing Statement if material changes occur between the date of this Listing Statement and the Closing.

Investors are cautioned against placing undue reliance on forward-looking statements.

SUMMARY OF LISTING STATEMENT

The following is a summary of the principal features of the Listing Statement and should be read together with the more detailed information and financial data and statements contained elsewhere in this Listing Statement. Readers should carefully consider, among other things, the matters discussed under "Risk Factors."

The Company

The Company was incorporated in Alberta on October 22, 1993, and continued into British Columbia on June 17, 2005. The Company's head office and its registered and records offices are located in Vancouver, British Columbia. See "*Corporate Structure*".

To date, the Company has engaged in mineral exploration operations and most recently, the acquisition and exploration of the Mink Narrows Property through its wholly-owned subsidiary, Amalco.

The Company currently holds an option to acquire a one hundred percent (100%) interest in the Mink Narrows Property subject to the Royalty. The Mink Narrows Property is comprised of 53 claims for total area of 6,984 hectares and is located in west central Manitoba near Flin Flon, Manitoba. The Company is focused on continuing exploration work that has indicated widespread, high-grade copper-zinc volcanic massive sulphide ("VMS") deposits, copper occurrences in a vein-style Cu zone, and gold occurrences within a complex structural zone bound by and/or marginal to the Mistik Creek sheer zone and the north Neso Lake fault. See "*Business of the Company*" and "*Mink Narrows Property*".

The Company is a reporting issuer in British Columbia and Alberta, and its Common Shares are not listed or posted for trading on the Exchange. The Company has applied to list its Common Shares on the Exchange. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange.

The Offering

Offering: Althea completed a non-brokered private placement of 12,500,000 Subscription Receipts at a price of $0.05 per Subscription Receipt for gross proceeds of $625,000 (the "Offering"). Each Subscription Receipt will automatically convert on the basis of one (1) share of Althea for everyone (1) Subscription Receipt immediately prior to closing of the Amalgamation Agreement. See "*Plan of Distribution*".

Use of Proceeds: The net proceeds of the Offering was $565,000 after deduction of the expenses of the Listing of $60,000. As at June 30, 2026, the Company's working capital surplus is approximately $27,500, being a working capital deficit for the Company of $77,500, which excludes a reassessment of $167,668 resulting from an audit completed by Canada Revenue Agency, and a working capital surplus of Althea of $105,000. Accordingly, the Company anticipates on having available funds of $592,500. The funds will be used to satisfy commitments of the Company over the next twelve-months from the date of this Listing Statement. See "*Use of Proceeds*".

Use of Available Funds	**Offering ($)**
Phase 1 Program on the Mink Narrows Property	$271,000
Estimated general and administrative expenses for the 12 months following the Offering	$250,000
Unallocated working capital to fund ongoing operations	$71,500
Total(1)	$592,500

See "*Use of Proceeds*"

Risk Factors

An investment in the Company is highly speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider and evaluate all risks and uncertainties involved in an investment in the Company, including risks relating to: (i) risk related to return on investment; (ii) exploration and development; (iii) potential profitability depending upon factors beyond the control of the Company; (iv) negative cash flow from operating activities; (v) no production history; (vi) limited operating history; (vii) exploration, mining and operational risks; (viii) mining claims; (ix) First Nations land claims; (x) assurance of title; (xi) competition; (xii) acquisition of additional mining properties; (xiii) conflicts of interest; (xiv) personnel; (xv) environmental risks; (xvi) uninsured risks; (xvii) health and safety risks; (xviii) additional requirements for capital; (xix) dependence on management; (xx) dividends unlikely; (xxi) litigation; (xxii) regulatory and statutory compliance; (xxiii) the company's operation may be negatively affected by global financial and geopolitical conditions; (xxiv) cyber security; (xxv) reliance on third party contractors; (xxvi) volatility of commodity prices; (xxvii) volatility of small companies; (xxviii) no market for securities; (xxvix) liquidation of the common shares; (xxx) dilution; (xxxi) discretion of use of proceeds; (xxxii) tax issues; and (xxxiii) general risks associated with the Company. See "*Risk Factors*".

There is currently no public market for the Common Shares and there can be no assurance that an active market for the Common Shares will develop or be sustained after the Listing. The value of the Common Shares is subject to volatility in market trends and conditions generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. See "*Risk Factors*".

Selected Financial Information

The following tables summarizes the financial information of the Company, for the year ended July 31, 2025 and 2024 and interim period ended April 30, 2026 and 2025, and Althea, prior to the Amalgamation, for the year ended October 31, 2025 and 2024 and the interim period ended April 30, 2026 and 2025. Both sets of the selected financial information should be read in conjunction with the respective audited financial statements and "*Management's Discussion and Analysis*", as included elsewhere in this Listing Statement.

Financial Information of the Company

	Nine Months Ended April 30, 2026 (unaudited) ($)	**Year Ended July 31, 2025 (audited) ($)**	**Year Ended July 31, 2024 (audited) ($)**
Revenue	-	-	-
Comprehensive Loss	(45,241)	(128,617)	(144,568)
Basic and Diluted Net Loss Per Share	(0.00)	(0.01)	(0.03)
Working Capital Deficiency	(240,094)	(149,853)	(321,236)
Assets			
Current assets	3,012	77,209	-
Non-current assets	-	-	-
Total Assets	**3,012**	**77,209**	**-**
Liabilities	-	-	
Current liabilities	243,106	227,062	321,236
Shareholder's Equity	(240,094)	(149,853)	(321,236)
Total Liabilities and Shareholders' Equity	**3,012**	**77,209**	**-**

Financial Information of Althea (Pre-Amalgamation)

	Six Months Ended April 30, 2026 (unaudited) ($)	Year Ended October 31, 2025 (audited) ($)
Revenue	-	-
Comprehensive Loss	(51,973)	(367,867)
Basic and Diluted Net Loss Per Share	(0.01)	(0.06)
Working Capital Surplus	119,325	187,629
Assets		
Current assets	219,697	236,723
Non-current assets	-	-
Total Assets	**219,697**	**236,723**
Liabilities		
Current liabilities	100,373	65,426
Shareholder's Equity	119,324	171,297
Total Liabilities and Shareholders' Equity	**219,697**	**236,723**

Selected Pro Forma Financial Information

	As at *Pro Forma* Period Ended April 30, 2026 (unaudited)
Total assets	$787,709
Total liabilities	$343,479

CORPORATE STRUCTURE

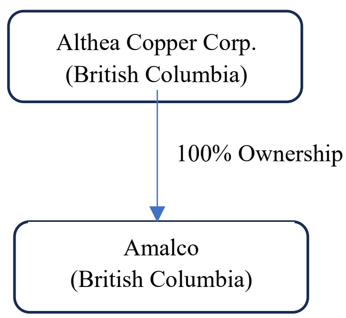
Name, Address and Incorporation

The Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) on October 22, 1993. The Company was incorporated under the laws of the Province of Alberta on October 22, 1993, under the name "Blackridge Holdings Inc." On March 29, 1995, the Company changed its name from "Blackridge Holdings Inc." to "Lifestart Multimedia Corp." On November 20, 2000, the Company changed its name from "Lifestart Multimedia Corp." to "GLK Strategies Inc." On February 18, 2003, the Company changed its name from "GLK Strategies Inc." to "Yankee Hat Industries Corp." On June 17, 2005, "Yankee Hat Industries Corp." continued into the Province of British Columbia from Alberta, under the BCA, with the name "Yankee Hat Minerals Ltd." On August 13, 2026, the Company changed its name to "Althea Copper Corp." following the completion of the Amalgamation.

The Company's head office is located at 248 – 3217 Dunbar Street, Vancouver, British Columbia Canada V6S 0M1 and its registered and records office is located at 704 – 595 Howe Street, Vancouver, BC V6C 2T5.

Intercorporate Relationships

The Company only has one wholly owned subsidiary, Amalco.



BUSINESS OF THE COMPANY

Description of Business

The Company is engaged in mining and exploration operations. Most recently, as of October 1, 2024, the Company is engaged in the acquisition and exploration of its Mink Narrows Property, which is comprised of 53 claims for total area of 6,984 hectares and is located in west central Manitoba near Flin Flon.

The Company is focused on continuing exploration work that has indicated widespread, high-grade copper-zinc volcanic massive sulphide ("VMS") deposits, copper occurrences in a vein-style Cu zone, and gold occurrences within a complex structural zone bound by and/or marginal to the Mistik Creek sheer zone and the north Neso Lake The Company currently holds an option to acquire a one hundred percent (100%) interest in the Mink Narrows Property subject to the Royalty.

Three Year History: Company

From late-2012 to mid-2024, the Company did not have any active business operations, as it has been cease traded pursuant to a cease trade order dated December 6, 2012, issued by the British Columbia Securities Commission (the "BCSC") and a cease trade order dated March 7, 2013, issued by the Alberta Securities Commission (the "ASC") (the cease trade orders, collectively, the "FFCTOs"). The FFCTOs were issued in relation to the Company's failure to file its financial statements, due to the Company's lack of financial resources.

<u>Fiscal 2024</u>

On April 17, 2024, the Company appointed Lowell Kamin and James Berard as directors of the Company, following the resignations of Neil Novak and Harvey McKenzie.

On July 9, 2024, the Company received a partial revocation (the "Partial Revocation") of the FFCTOs issued by the BCSC and ASC, in relation to the Company's failure to file its financial statements. The Partial Revocation permitted the Company to complete a private placement of 700,000 Common Shares at a price of $0.10 per Common Share for total proceeds of $70,000.

On August 20, 2024, following the Partial Revocation, the Company closed a non-brokered private placement financing by issuing 7,000,000 Common Shares at a price of $0.10 per Common Share for gross proceeds of $70,000.

On October 22, 2024, the Company appointed Leo Horn as a director of the Company, following the resignation of James Berard.

On October 30, 2024, the Company filed an application with the BCSC and ASC for a full revocation of the FFCTOs and filed all required continuous disclosure documents. On December 27, 2024, the BCSC and ASC each issued a revocation order to revoke the FFCTOs.

On March 21, 2025, the Company announced that it had closed a non-brokered private placement financing by issuing 8,000,000 Common Shares at a price of $0.01 per Common Share for gross proceeds of $80,000, and that it has settled indebtedness of $50,000 owed to 1820546 Ontario Inc., a company controlled by the CEO and director of the Company, through the issuance of 5,000,000 Common Shares at a price of $0.01 per Common Share.

On June 26, 2025, the Company appointed Lowell Kamin as Chief Executive Officer and director of the Company, and Kyle Appleby as Chief Financial Officer and director of the Company, following the resignation of Micheal Lerner as Chief Executive Officer, Chief Financial Officer and a director of the Company.

On July 8, 2025, the Company entered into an Arrangement Agreement with six (6) wholly owned subsidiaries of the Company, whereby the Company implemented a statutory plan of arrangement (the "Arrangement") under section 288 of the BCA. Pursuant to the terms of the Arrangement Agreement, the Company completed a spin out pursuant to which the shareholders of the Company received one (1) share of each subsidiary for every five (5) shares of the Company so held at the time of the spin out. The Company received an Interim Order from the Supreme Court of British Columbia on July 29, 2025, and on September 3, 2025, the Company held a Special Meeting of the Company's Shareholders to approve the Arrangement. On September 10, 2025, the Company's obtained the Final Order from the Supreme Court of British Columbia.

On October 14, 2025, the Company completed the Arrangement Agreement and spin-out transaction (the "Arrangement"), resulting in the six (6) subsidiaries mentioned above.

<u>Fiscal 2025</u>

On November 13, 2025, as amended and restated on June 19, 2026, the Company entered into an amalgamation agreement with Yankee Sub and Althea, pursuant to which the Company will acquire all of the issued and outstanding shares of Althea by way of a three-cornered amalgamation, whereby Yankee Sub and Althea would amalgamate and continue as one corporation ("Amalco"), being a wholly owned subsidiary of the Company. Pursuant to the Amalgamation Agreement:

(a) Each holder of the Althea Shares will receive such number of Common Shares of the Company as is equal to the number of Althea Shares held by such shareholder, and the Althea Shares will be cancelled;

(b) Each holder of the common shares of Yankee Sub will receive one (1) common share of Amalco in exchange for each Yankee Sub Shares held by such shareholder, and the Yankee Sub Shares will be cancelled;

(c) Amalco will issue to the Company one (1) common share for each Common Share issued by the Company to the holder of the Althea Shares;

(d) Each share purchase warrant of Althea will entitle the holder to acquire the same number of Common Shares of the Company as is equal to the number of Althea Shares issuable under such Althea Warrant immediately before Closing for the same exercise price and the certificates representing the Althea Warrants shall be deemed amended;

(e) The Amalgamation is subject to, among other things, the following conditions precedent:

    (i) Completion of the Consolidation;

    (ii) Completion of the Althea Consolidation;

    (iii) Completion of the Offering; and

(iv) Conditional approval of the listing of the Company on the Exchange.

Three Year History: Althea (Pre-Amalgamation)

Althea was incorporated on January 30, 2023.

Althea's activities have focused on raising and completing equity financings, acquiring its interest in the Mink Narrows Property and carrying out exploration work on the Mink Narrows Property.

Fiscal 2023

On March 14, 2023, Althea completed a private placement financing by issuing a total of 4,500,000 units at a price of $0.005 per unit for total proceeds of $22,500. Each unit consisted of one common share of Althea and one share purchase warrant of Althea, with each warrant exercisable at a price of $0.10 per share until March 14, 2028.

On April 3, 2023, Althea acquired the Denio Property with the acquisition of Cratonic Copper Corp. in consideration of 2,000,000 fully paid and non-assessable shares of Althea at a price of $0.02 per share. Each unit consisted of one common share of Althea and one share purchase warrant of Althea, with each share purchase warrant exercisable at a price of $0.10 per share until April 3, 2028. The Denio Property consist of 60 mineral claims located in State of Oregon. Althea elected to relinquish the Denio Property due to its lack of geological prospectivity.

On May 26, 2023, Althea issued a total of 3,409,000 units at a price of $0.02 per unit for total proceeds of $68,180. Each unit consisted of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire one additional common share at a price of $0.10 per common share until May 26, 2028. Under the private placement, Althea paid finders a fee of $5,454 and issued a total of 272,720 share purchase warrants, with each warrant exercisable at $0.10 per share until May 26, 2028.

On September 27, 2023, the Company issued a total of 6,600,000 units at a price of $0.02 per unit for gross proceeds of $132,000. Each unit consisted of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire one additional share at a price of $0.10 per common share until September 27, 2028. Under the private placement, the Company paid finders a fee of $3,760 to Canaccord Genuity Corp. and $4,800.00 to Red Cloud Securities, and issued a total of 468,000 share purchase warrants, with each warrant exercisable at $0.10 per share until September 27, 2026.

On October 20,2023, Althea issued a total of 1,445,086 common shares at a price of $0.2595 per common share for total proceeds of $375,000 upon conversion of the subscription receipts of Althea. Under the private placement, the Company paid finders a fee of $30,000 and issued a total of 115,607 share purchase warrants, with each share purchase warrant exercisable at $0.26 per share until October 27, 2025 (which have now expired).

Fiscal 2024

On April 18, 2024, Althea issued a total of 1,000,000 common shares of Althea at a price of $0.05 per common share for total proceeds of $50,000.

On August 30, 2024, Althea issued a total of 2,500,000 common shares of Althea at a price of $0.05 per share for total proceeds of $125,000. Under the private placement, the Company paid finders a fee of $10,000 and issued 15,414 share purchase warrants, with each warrant exercisable at $0.26 per share until August 30, 2027.

On September 13, 2024, Althea issued a total of 1,000,000 Common Shares at a price of $0.05 per share for total proceeds of $50,000.

On September 23, 2024, Althea issued a total of 500,000 Common Shares at a price of $0.05 per share for total proceeds of $25,000.

On October 1, 2024, Althea appointed Leo Horn as a director of the Company.

On October 1, 2024, Althea entered into the Mineral Property Option Agreement with Voyageur Mineral Explorers Corp. (the "Optionor") whereby the Optionor granted Althea an option to earn a 100% interest in the Mink Narrows Property subject to a 2% net smelter return royalty on the Mink Narrows Property (the "Royalty") retained by the Optionor, which Althea has the right to purchase at any time, for a payment of $1,000,000 to the Optionor. Althea will be deemed to have maintained and exercised the Option upon:

(i) issuing the Optionor a total of 1,000,000 common shares (which shares were issued);

(ii) incurring $300,000 in exploration expenditures on or before the first anniversary of the Effective Date (which exploration expenditures were incurred); and

(iii) paying the Optionor, at the election of the Optionor, either:

- $150,000 in cash; or
- issue to the Optionor $150,000 of common shares, on or before the second anniversary of the Effective Date.

On October 24, 2024, the Company issued 1,500,000 flow-though common shares ("FT Shares") at a price of $0.10 per FT Share for gross proceeds of $150,000.

In October 2024, Althea carried out a heliborne XCITE TEM/Magnetometer survey over the Mink Narrows Property. The survey identified several small, oval to elongate magnetic anomalies in the same geologic unit which hosts the copper reef deposit, with additional anomalies present in other volcanic lithologies on the Mink Narrows Property.

On December 11, 2024, Althea issued 150,000 common shares at a price of $0.10 per common share to Laser Gold Inc. for introducing the Optionor to Althea.

Fiscal 2025

On April 15, 2025, Althea acquired all of the issued and outstanding shares of Blue Ridge Lithium Corp. ("Blue Ridge") pursuant to the terms of an amalgamation agreement dated March 26, 2025 among Althea, 1532695 B.C. Ltd., being a subsidiary of Althea, and Blue Ridge. In consideration of Blue Ridge, Althea issued a total of 500,000 common shares at a price of $0.20 per share for a value of $100,000. The value equaled the working capital surplus of Blue Ridge.

On April 21, 2025, Althea appointed Brendan Engdahl as a director of the Company, following the resignation of James Engdahl.

On June 5, 2025, Althea settled $75,000 of trade payables with the issuance of 375,000 common shares of Althea at a price of $0.20 per share.

On July 9, 2025, Althea reappointed Leo Horn as a director of the Company, following the resignation of Allen Scott Margach.

On September 17, 2025, Althea issued 500,000 common shares at a price of $0.20 per share for gross proceeds of $100,000. Under the financing, the Company paid finders fees of $2,250 and issued a total of 11,250 finder's share purchase warrants, with each share purchase warrant exercisable at a price of $0.20 per share until September 17, 2028.

On November 17, 2025, Althea entered into a memorandum of understanding with the Kiciwapa Cree Nation ("KCN") in connection with the current exploration of the Mink Narrows Property. Under the memorandum of understanding, the parties agreed to negotiate an exploration agreement for future exploration work.

Subsequent to Fiscal 2025

On June 5, 2025, Althea entered into a debt settlement agreement with Axiom Exploration Group Ltd., whereby Althea issued 350,000 Common Shares at a deemed price of $0.20 per Common Share to Axiom in order to settle total outstanding indebtedness of $75,000.

On May 13, 2026, Althea appointed Douglas Engdahl as a director, following the resignation of Randene Seeman and Brendan Engdahl.

On June 29, 2026, Althea issued a total of 8,000,000 Subscription Receipts at $0.05 per Subscription Receipt under the first tranche of the Offering for gross proceeds of $400,000.

On July 17, 2026, Althea issued a total of 4,500,000 Subscription Receipts at $0.05 per Subscription Receipt under the second tranche of the Offering for gross proceeds of $225,000.

Government Regulations

The Company will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in Manitoba and Canada, as well as any expected countries that may be affected by varying degrees of political instability and the policies of other nations in respect of these countries. These risks and uncertainties include military repression, political and labour unrest, fluctuations in currency exchange rates, rates of inflation, terrorism, hostage taking and expropriation. The Company's exploration and development activities may be affected by government, political instability and the nature of various government regulations relating to the mining industry. The Company cannot predict the government's position on mining and mineral exploration investments, mining concessions, land tenure, environmental regulation or taxation. A change in governmental positions on these issues could adversely affect the Company's business and/or its holdings, assets and operations. Any changes in regulations or shifts in political conditions are beyond the control of the Company. The Company's operations entail governmental, economic, social, medical and other risk factors common to all developing countries.

Employees

As of the date of this Listing Statement, the Company has no employees and retains independent contracts to provide services. The Company's management are considered independent consultants of the Company.

Trends and Competitive Conditions

There is significant competition for the acquisition of promising properties, as well as for hiring qualified personnel. The Company's competitors may have more substantial financial and technical resources for the acquisition of mineral concessions, claims or mineral interests, as well as for the recruitment and retention of qualified personnel.

The present and future activities of the Company may be influenced to some degree by factors such as the availability of capital, governmental regulations, including environmental regulation, territorial claims and security on mining sites. The influence of such factors cannot be predicted.

To the knowledge of the Company, other than what is described in this Listing Statement, there is no current trend or event that could reasonably influence, in a significant manner, the activities, financial situation or operating results of the Company for the current fiscal year. See "*Risk Factors*".

MINK NARROWS PROPERTY

Current Technical Report

Althea's current technical report titled "Technical Report on the Mink Narrows Project", prepared by John G. Pearson, M.Sc., P. Geo., FGC, FEC(Hon), and dated July 21, 2025 (the "Technical Report").

Property Description and Location

Location

The Mink Narrows Property is located in west central Manitoba near the southwestern margin of the Precambrian Shield, 24 km southeast of Flin Flon, Manitoba.

Property Description

The property consists of 53 claims on NTS 63K11 and 63K12 for a total area of 6,984 hectares. The center of the claim group lies at approximately UTM Zone 14N Easting: 339116 Northing: 6058990 / Longitude 101° 29' 38.4" W, Latitude: 54° 39' 18" N. The property was optioned to Althea Copper Corp. under an agreement with Voyageur Mineral Explorers Corp. dated October 1, 2024, where Althea Copper Corp would acquire 100% interest in the Mink Narrows property for the consideration paid of $100,000 worth of common shares, being 192,678 common shares of Althea. The Company must complete exploration expenditures aggregating $300,000 on or before the first anniversary date of the agreement, and issue $150,000 in cash or Option Shares on or before the second anniversary date of the agreement. The Company will also grant Voyageur Mineral Explorers Corp. a 2% new smelter return ("NSR") royalty (the "Royalty") upon the exercise of the option, subject only to the right to repurchase one-half of the NSR for $1,000,000.

To the authors knowledge, there are no other royalties, back-in rights, payments or agreements which encumber the property, nor are there any significant factors and risks that may affect access, title or the right or ability to perform work on the property. Additionally, there are not any known environmental liabilities to which the property is subject.

Figure 1: Location map of the Mink Narrows Property.

Disposition Number	Disposition Name	Holder	Area (ha)	Issue Date	Good Standing Date	NTS Sheet
MB10109	BURN 1	Voyageur Mineral Explorers Corp	192	2011-08-10	2028-08-10	63K11NW
MB10110	BURN 2	Voyageur Mineral Explorers Corp	168	2011-08-10	2028-08-10	63K11NW
MB10821	BRIAN	Voyageur Mineral Explorers Corp	110	2012-11-15	2028-11-15	63K11NW
MB10822	BRUCE	Voyageur Mineral Explorers Corp	132	2012-11-15	2028-11-15	63K11NW
MB12764	HOMER	Voyageur Mineral Explorers Corp	181	2021-06-11	2028-06-11	63K11NW
MB12765	GLEN	Voyageur Mineral Explorers Corp	256	2021-06-11	2028-06-11	63K11NW
MB12766	JUDY	Voyageur Mineral Explorers Corp	256	2021-06-11	2028-06-11	63K11NW
MB12831	GUR 1	Voyageur Mineral Explorers Corp	184	2021-06-11	2028-06-25	63K11NW
MB12832	GUR 2	Voyageur Mineral Explorers Corp	184	2021-06-25	2028-06-25	63K11NW
MB12834	GUR 4	Voyageur Mineral Explorers Corp	256	2021-06-25	2028-06-25	63K11NW
MB12835	GUR 5	Voyageur Mineral Explorers Corp	120	2021-06-25	2028-06-25	63K11NW
MB12836	HOWARD	Voyageur Mineral Explorers Corp	180	2021-06-16	2028-06-16	63K11NW
MB12838	TIM	Voyageur Mineral Explorers Corp	216	2021-07-02	2028-07-02	63K11NW
MB3400	MISTICAL	Voyageur Mineral Explorers Corp	163	2002-09-23	2028-09-23	63K12
MB3419	OTTER 2	Voyageur Mineral Explorers Corp	80	2009-12-11	2028-12-11	63K11NW
MB5376	LION 2	Voyageur Mineral Explorers Corp	256	2004-08-13	2028-08-13	63K11NW
MB6281	OTTER 1	Voyageur Mineral Explorers Corp	134	2009-12-29	2028-12-29	63K11NW
MB6282	OTTER 3	Voyageur Mineral Explorers Corp	168	2009-12-11	2028-12-11	63K11NW
MB6300	GALENA 1	Voyageur Mineral Explorers Corp	62	2010-02-22	2029-02-22	63K11NW
MB7015	LION 1	Voyageur Mineral Explorers Corp	96	2007-01-24	2028-01-24	63K11NW
MB8172	FRED 1	Voyageur Mineral Explorers Corp	177	2008-04-14	2029-04-14	63K11NW
MB8267	FRED 3	Voyageur Mineral Explorers Corp	37	2008-08-05	2028-08-05	63K11NW
MB9984	BURN 3	Voyageur Mineral Explorers Corp	129	2011-08-10	2028-08-10	63K11NW
MB12763	TRISHIA	Voyageur Mineral Explorers Corp	153	2002-09-23	2028-06-11	63K11NW

MB10819	JANEVE 19	Voyageur Mineral Explorers Corp	84	2012-09-19	2028-09-19	63K12SE
MB10830	RICH	Voyageur Mineral Explorers Corp	199	2020-11-02	2028-11-02	63K12NE
MB12272	NESO	Voyageur Mineral Explorers Corp	143	2020-11-02	2028-11-02	63K12NE
MB12273	NESO 2	Voyageur Mineral Explorers Corp	118	2020-11-02	2028-11-02	63K12NE
MB13726	DEE	Voyageur Mineral Explorers Corp	217	2020-01-09	2028-01-09	63K12SE
MB13727	DOUBLE	Voyageur Mineral Explorers Corp	200	2020-01-09	2028-01-09	63K12SE
MB13731	STEAM	Voyageur Mineral Explorers Corp	144	2020-03-05	2028-03-05	63K12SE
MB13732	BOAT	Voyageur Mineral Explorers Corp	66	2020-03-05	2028-03-05	63K12SE
MB2625	RAX 1	Voyageur Mineral Explorers Corp	92	2002-09-20	2028-09-20	63K12SE
MB2630	YUKA 2	Voyageur Mineral Explorers Corp	240	2002-08-12	2028-08-12	63K12NE
MB2675	LYNX 1	Voyageur Mineral Explorers Corp	182	2001-07-18	2028-07-18	63K12SE
MB2676	JULIE	Voyageur Mineral Explorers Corp	18	2001-07-18	2028-07-18	63K12SE
MB3396	MASSON	Voyageur Mineral Explorers Corp	68	2002-10-21	2033-10-21	63K12SE
MB3398	MIST	Voyageur Mineral Explorers Corp	137	2002-09-23	2028-09-23	63K12NE
MB3399	MISTIC	Voyageur Mineral Explorers Corp	198	2002-09-23	2028-09-23	63K12NE
MB3407	TRAX	Voyageur Mineral Explorers Corp	48	2004-04-02	2032-04-02	63K12SE
MB3425	MAGGIE	Voyageur Mineral Explorers Corp	119	2003-02-14	2028-02-14	63K12NE
MB3426	REEF	Voyageur Mineral Explorers Corp	18	2003-02-14	2028-02-14	63K12SE
MB3583	JULIE 16	Voyageur Mineral Explorers Corp	35	2002-06-19	2032-06-19	63K12SE
MB3779	RENEE 11	Voyageur Mineral Explorers Corp	129	2001-10-18	2028-10-18	63K12NE, 63K12SE
MB3785	TRIXY	Voyageur Mineral Explorers Corp	6	2002-01-04	2028-01-04	63K12SE
MB3786	CAROLYNNE	Voyageur Mineral Explorers Corp	19	2001-10-18	2028-10-18	63K12SE
MB3789	SYLVIE	Voyageur Mineral Explorers Corp	21	2004-01-29	2028-01-29	63K12SE
MB4520	CAT	Voyageur Mineral Explorers Corp	165	2003-10-01	2028-10-01	63K12NE, 63K12SE
MB5384	MOUSE	Voyageur Mineral Explorers Corp	92	2004-11-17	2028-11-17	63K12SE
MB5882	BILLY	Voyageur Mineral Explorers Corp	107	2005-06-15	2029-06-15	63K12NE
MB7709	ONYX	Voyageur Mineral Explorers Corp	67	2007-09-19	2028-09-19	63K12NE
MB8736	MYST	Voyageur Mineral Explorers Corp	146	2009-06-03	2028-06-03	63K12NE
MB9805	DEB	Voyageur Mineral Explorers Corp	16	2010-06-15	2028-06-15	63K12NE
Total Ha			6984			

Table 1: Mineral Claim List in the Mink Narrows Property.

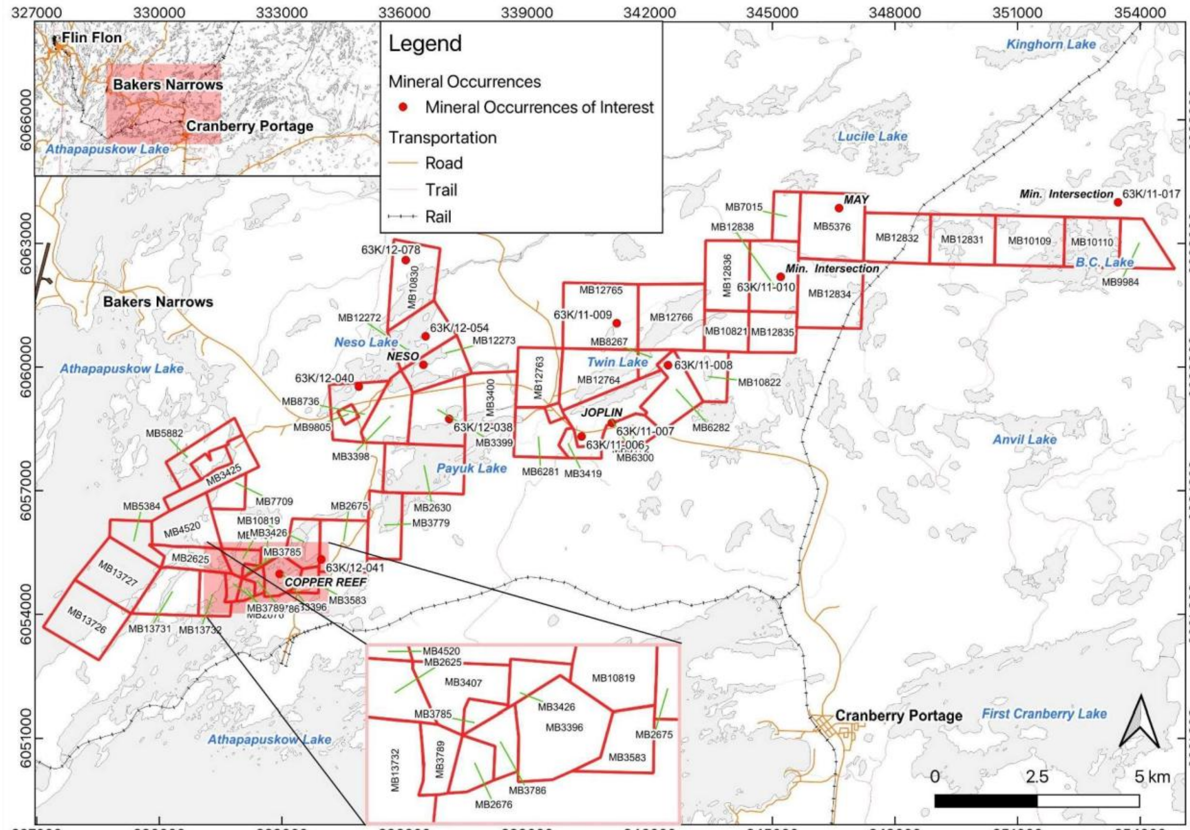


Figure 2: Mineral claim map for the Mink Narrows Property. Also shown are the location, names, references to the mineral showings the mineral occurrences detailed in Gale and Eccles (1992) and Gale and Norquay (1996). For a summary of the mineral occurrences see Table 2.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Means of Access

Access to the property is via Manitoba Provincial Highway 10 traversing the central part of the property, and the all-weather road to Sherridon giving access to the eastern part of the property, and by float plane from Flin Flom which gives access to the eastern part of the property. A rail line connects the Pas and Flin Flon passes about 5 km south of the property and a subsidiary line connecting The Pas and Lynn Lake crosses the eastern portion of the property. The power gird connection between Flin Flon – Cranberry Portage and The Pas traverses the central part of the property.

Climate

The region is typical of the Precambrian Shield and is characterized by a mix of bedrock outcrops, glacial deposits, wetlands and lakes. It is located along the southern edge of the Precambrian Shield in north-central Saskatchewan and Manitoba.

The region is marked by cool summers and very cold winters; with a mean annual temperature of -2.5°C, a mean summer temperature of 12.5°C, and a mean winter temperature of -18.5°C. The mean annual precipitation ranges from 400 – 500 mm. Permafrost can be distributed throughout the ecoregion, but it is only widespread in organic deposits.

Local Resources

The Flin Flon area is an active mining area and such, there is a large skilled mining force that is readily available for any new developments that are to take place in the region on the Mink Narrows Property.

Physiography

The region is classified as having a subhumid high boreal climate. It forms part of the continuous coniferous boreal vegetation that extends from northwestern Ontario to Great Slave Lake in the southern Northwest Territories.

The predominant vegetation consists of closed stands of black spruce and jack pine with a shrub layer of ericaceous shrubs and a ground cover of mosses and lichens. Depending on drainage, surficial materials and local climates, trembling aspen, white birch, white spruce, and balsam firm may occupy significant areas, especially in the eastern section. Bedrock exposure has fewer trees and are covered with lichens, and rigid to hummocky, massive Archean to Proterozoic rocks form steeply sloping uplands and lowlands.

Small to large lakes compose 30-40% of the ecoregion and drain northeastward via the Churchill, Nelson and Seal River Systems. The wildlife in the ecoregion includes barren-ground caribou, moose, black bear, lynx, wolf, beaver, muskrat, snowshoe hare and red-backed vole. Bird species include raven, common loon, spruce grouse, bald eagle, gray jay, hawk owl, and waterfowl, including duck and geese.

History

Overview

Mineral exploration in the Mink Narrows Property began first began in the 1920s when the first claims were staked. Since then, several zones of mineralization over much of the property have been explored for Volcanic Hosted Massive Sulphide (VMS) and epigenetic gold deposits. The Exploration of VMS style mineralization was first reported by Buckham (1942) when the Copper Reef mineralization was first described, and the focus on epigenetic gold mineralization in the Payuk, Neso and B.C. Lake area lead to the discovery of small gold deposits such as the Joplin, Neso Lake Gold, and Goldome deposits. Further, and as a result of this activity, several historical mineral showings are identified on the property.

Ownership of different sections of the property has been held by a number of companies including Hudson Bay Exploration and Development (HBED), Granges, Falconbridge, Asarco, Berens, River Mines, Stanmac and Auric Mining. Much of the Mink Narrows area has been held by Falconbridge and their affiliated company, Copper Reef Mines (1973) Ltd through 1968 to early 2000s.

Claim Number	Mineral Deposit Number	Showing Name (if named)	Mineralization Type	Description	Assessment File Reference
MB 3396	63K12 010	Copper Reef	Stratabound VMS	First discovered re 1930, work includes trenching and several campaigns of drilling	90353, 90360, 91585
MB 2675	63K12 041		Chemical Sediment - sulphide facies	Trenching and 2 drill holes with graphite and pyrite	90352, 91585
MB 8736	63K12 040	Neso Lake Gold	Vein Type Deposit	Trenching and 5 drill holes over several years beginning in 1960	90346, 90386, 91534, 91535
MB 3399	63K12 038		Vein Type Deposit	EM surveys and 6 drill holes (1951 - 1982)	90321, 91578, 92392
MB 12773	63K12 032	Neso	Vein Type Deposit	Staked in the 1920's, trenching 3 shafts, EM Surveys, 7 drill holes	90342
MB 12272	63K12 054		Vein Type Deposit	Trenching beginning in 1932, 2 drill holes	91859
MB 10830	63K12 078		Vein Type Deposit	Staked 1949, trenching, 1 drill hole	90321, 92688, 92689

MB 8172	63K11 006	Goldome	Vein Type Deposit	pre-1947, several trenches, EM Surveys 9 drill holes	92467
MB 8172	63K11 007	Joplin	Vein Type Deposit	1917 - 19 - 3 shafts, since then further trenching, 4 drill holes	91899, 92020, 92473, 92468
MB 6282	63K11 008		Vein Type Deposit	Trenching prior to 1920, 1 drill hole 1989?	
MB 12765	63K11 009		Chemical Sediment - sulphide facies	pre-1958, trenching, since then EM Surveys, 9 drill holes	91564, 92020, 90311, 92484, 92489, 92488
MB 12838	63K11 010	Mineralization in drill hole	Vein Type Deposit	staked in 1953, EM surveys, 32 drill holes	92020, 90314
MB 5376	63K11 011	May	Vein Type Deposit	Staked in 1953, EM surveys, 58 drill holes	90314, 91564, 92020, 92276, 92277
MB 10426	63K11 017	Mineralization in drill hole	Chemical Sediment - sulphide facies	Pre 1958, trenching since then EM surveys, 3 drill holes.	92975, 92976
MB 3396	63K12 010	Copper Reef	Stratabound VMS	First discovered re 1930, work includes trenching and several campaigns of drilling, prior to 1960, 16 drill holes	90352, 90353, 90360, 91585
MB 2675	63K12 041		Chemical Sediment - sulphide facies	Trenching and 2 drill holes with graphite and pyrite	90352, 91585
MB 8736	63K12 040	Neso Lake Gold	Vein Type Deposit	Trenching and 5 drill holes over several years beginning in 1960	90346, 90386, 91534, 91535
MB 3399	63K12 038		Vein Type Deposit	EM surveys and 6 drill holes (1951 - 1982)	90321, 91577, 91578, 92392
MB3399	63K12 039		Vein Type Deposit	3 drill holes, near solid pyrrhotite, , pyrite and trace chalcopyrite, 1-2 % sphalerite	90342, 91577, 93392
MB 12773	63K12 032	Neso	Vein Type Deposit	Staked in the 1920's, trenching 3 shafts, EM Surveys, 7 drill holes	90342
MB 12272	63K12 054		Vein Type Deposit	Trenching beginning in 1932, 2 drill holes	91859
MB 10830	63K12 078		Vein Type Deposit	Staked 1949,	90321, 92688,

				trenching, 1 drill hole	92689
MB 8172	63K11 006	Goldome	Vein Type Deposit	pre-1947, several trenches, EM Surveys 9 drill holes	92467
MB 8172	63K11 007	Joplin	Vein Type Deposit	1917 - 19 - 3 shafts, since then further trenching, 4 drill holes	91899, 92020, 92473, 92468
MB 6282	63K11 008		Vein Type Deposit	Trenching prior to 1920, 1 drill hole 1989? Quartz veins <1 m thick with py + po	
MB 12765	63K11 009		Chemical Sediment - sulphide facies	pre-1958, trenching, since then EM Surveys, 9 drill holes, pyrite, pyrrhotite, graphite	91564, 92020, 90311, 92484, 92489, 92488
MB 12838	63K11 010	Mineralization in drill hole	Vein Type Deposit	staked in 1953, EM surveys, 32 drill holes, contains pyrite, graphite, chalcopyrite with cross cutting quartz veins	92020, 90314
MB 5376	63K11 011	May	Vein Type Deposit	Staked in 1953, EM surveys, 58 drill holes, Cu rich veins in mafic volcanics and diorite – best intercept 2.14% Cu/4.5 m	90314, 91564, 92020, 92276, 92277
MB 10426	63K11 017	Mineralization in drill hole	Chemical Sediment - sulphide facies	Pre 1958, trenching since then EM surveys, 3 drill holes.	92975, 92976

Table 2: Summary of mineral showings documented in the Manitoba Mineral Showings in the Manitoba Mineral Deposit Data Base (accessible through Map Gallery (gov.mb.ca)).

Summary of Assessment Work and Public Domain

Prior to 1969, the property had been subject to several drilling programs, most notably the 14 drill holes to further delineate the mineralization detailed in earlier HBED drilling conducted by Falconbridge after acquiring the property. Copper Reef Mines Ltd. then joined Falconbridge in 1973 to explore the area surrounding the deposits until 1989. In 1984, Falconbridge staked the "Mink Extension" property and concurrently assigned it to Copper Reef Mines. Copper Reef Mines completed 6 drill holes to the southwest of the property, and further tested EM targets in the Payuk Lake area with 5 drill holes. All the holes failed to identify any economic mineralization.

Prior to 2010, much of the work and a significant amount of the expenditures were focused on the Copper Reef VMS deposit and other VMS style targets. Later work focused on gold mineralization in the Twin/Payuk Lake areas and, in 2014, on ultramafic-hosted Ni mineralization on B.C. Lake in the extreme eastern portion of the property.

Since 2006, Copper Reef Mining Corporation has carried out several phases of exploration targeting:

- VMS style mineralization in the Copper Reef, Mink Narrows and Payuk Lake areas;

- Epigenetic gold type mineralization in the Payuk Lake and Twin Lake area; and
- Ultramafic-hosted Ni mineralization in the B.C. Lake area in the eastern area of the property.

Date	Assessment File Number	Claim Number	Area	Company	Report Author	Work Performed	Results / Recommendations
2001	73907	MB2675, MB5376, MB3779	Payuk Lake	4058667 Manitoba Ltd	S. Masson	Geological mapping, geochemical sampling, prospecting and magnetic and VLF-EM survey	Identified a VLF anomaly on strike with the Copper Reef deposit, also sampled several gold showings
2002	73993	MB2675, MB3779	Payuk Lake	Copper Reef Mining Corp.	S. Masson	Mapping, prospecting and limited sampling, VLF_EM Survey	Mapped and sampled a number of old trenches and identified a couple of new showings.
2003	74156	MB3398, MB3399	Payuk Lake	M'Ore Exploration	Richard Masson	VLF - EM/Mag	Prospecting
2004	74101	MB3398, MB3400, MB2630	Mistik Creek Grid	Richard Masson	G. Frazer	VLF - EM/Mag	one conductor with flanking mag of interest
2004	74157	MB3786, MB4520, MB2676, MB3583, MB3396, MB3426, MB3407	Copper Reef Area	Copper Reef Mining Corp.	G. Frazer	VLF - EM/Mag	Identified 29 targets, one of which is co-incident with a mag anomaly
2006	74396	MB3786, MB4520, MB2676, MB3583, MB3396, MB3398, MB3999, MB3400, MB2625, MB3426, MB3789, MB3407	Copper Reef Area	Copper Reef Mining Corp.	G. Frazer	HLEM, Mag, VLF_EM Surveys	2 anomalies, recommend additional survey
2006	74470	MB3786, MB4520, MB2676, MB3583, MB3396, MB3398, MB3399, MB2625, MB3426, MB3789, MB3407, 2630	Mink Narrows and West Payuk Lake Areas	Copper Reef Mining Corp.	S. Masson, R. Masson	Mapping and Prospecting	Identified through lithogeochem that the Mink Narrows area is Island Arc and not MORB, identified VMS style alteration in the Payuk L area and a new gold showing

							in the Mink Narrows area
2006	74349	MB3398, MB 3399, MB 3400	Mistic Grid	Copper Reef Mines (1973) Ltd	S. Masson, R. Masson, D. Tarkyth	Geological Mapping and Prospecting	Identified a large alteration zone with anomalous Cu and Zn on strike with a VLF/Mag anomaly
2007	74521	MB3398, MB 3399, MB 3400, MB 2630	Payuk Lake		G. Frazer	HLEM surveys	Several anomalies identified that should be drilled.
2007	74522	MB 3786, MB 4520, MB3396, MB 2625, MB3426, MB 3407	Little Athapapuskow L / east Athapapuskow L area	Copper Reef Mining Corp.	G. Frazer	HLEM Survey	Two drill holes recommended on eastern grid; other holes recommended on the Mink Centre Grid
2008	74764	MB 3786, MB4520, MB 2676, MB 3583, MB2675, MB2625, MB3426, MB 3507	Mink Narrows and West Payuk Lake Areas	Copper Reef Mining Corp.	G. Frazer	HLEM Survey, Winter Drilling Program	19 drill holes in the area of the Copper Reef Deposit, identified 2 sulphide lenses separated by an oxide facies iron formation. Recommend twinning of earlier holes to define an NI43101 compliant resource. Also 2 drill holes on conductors on strike with deposit.
2008	74396	MB 4520, MB3398		Copper Reef Mining Corp.	G Frazer	HLEM	2 anomalies, recommended additional survey
2009	74863	MB 7015, MB 5376	Lucille Lake Area	Copper Reef Mining Corp	G. Frazer	VLF - EM/Mag	Identified several VLF conductors
2010	74865	MB 3400	Mistical Claim	Copper Reef Mining Corp	S. Masson, K.Albert, R. Masson	Drilling	Drill test a magnetic anomaly with

							co- incident VLF and weak HLEM conductors, intersect a layered gabbro with magnetite.
2011	63K14399	MB 10109, MB 10110, MB 9984	BC Lake Area	Copper Reef Mining Corp.	Geotech Ltd	VTEM Survey	
2012/ 2013	63K14385	MB 10820, MB6300, MB 8172, MB 6282, MB 4520	Otter/Twin Lake Gold Property	Copper Reef Mining Corp.	M'Ore Exploration Services Ltd.	Geological Mappin, Drilling, VLF EM-Mag Surveys	Detailed mapping of Parres Gold Vein, Joplin Vein Shaft and other showings, identified structural controls of the mineralization and identified a new gold showing on the Otter 3 claim with grab samples grading 27.07 g/t Au, 91.3 g/t ag, drilled 8 holes on the Parres vein which revealed the width was too narrow.
2012/ 2013	63K15413	MB 8172, MB 6300, MB 6282	Twin Lakes area	Voyageur Mineral Explorers Corp	S. Masson, R. Groom	VLF - EM/Mag	
2014	63K14391	MB 10109, MB 10110, MB 9984		Copper Reef Mining Corp.	M'Ore Exploration Services Ltd.	Prospecting and Mapping	Identified pyroxenite boulders on shoreline of BC Lake indicating potential for UM/Ni

Table 3: Summary of assessment files submitted on the Mink Narrows Property area since 2000.

Copper Reef Deposit

The Copper Reef Deposit is a Cu-Zn volcanic massive sulphide (VMS) deposit similar to a number of deposits throughout the Flin Flon Greenstone Belt.

The first known ownership of the Copper Reef Deposit area are the Ty 2 and Ty 3 claims, staked by A.D. Moodie in 1936. Besides

Thompson Drilling and Mining Development Co. Ltd. outlining a low-grade deposit with nine drill holes, no work occurred on the land until the claims were optioned to HBED in 1944, resulting in four holes being completed southwest of the deposit during July 1948 by Smith and Travers on behalf of Stanmac Ltd.

A. Talbot staked the Sun 1 claim over the deposit in 1950, drilled one hole in 1951 and then optioned the property to HBED in 1952. From 1952 to 1953, HBED drilled 27 holes, totaling approximately 6770 m of the core.

The property has been held by various entities including Granges (1970), Falconbridge (running through Copper Reef Mines in the late 1960s, 1970s, and 1980s), Aarco, Berens River Mines, Stanmac Ltd., and Auric Mining. More recently, various parts of the property has been held by private mining companies and individuals including M'Ore Exploration Ltd.., 8058667 Manitoba Ltd., Richard Masson and Bruce Murray all of Flin Flon., M.B.

Falconbridge Nickel Mines Ltd. acquired the property surrounding the deposit in 1968 under and option from M.G. Holden of Winnipeg, Manitoba. Between February to May, 1969, 5 holes were drilled, of which four tested geophysical anomalies in the area around the deposit, and one investigate the Copper Reef Mine depth. No economic sulphides were detected in the four holes, however, the fifth core of sulphides detected an average of 1.95% Cu at a depth of 90 m (300 feet) below the best interest cut. This core assayed a 1.45% Cu over a core length of 23.7 m (79 feet). The subsequent holes drilled on the Copper Reef Deposit established a steeply dipping deposit that extends to a depth of 528 metres (1760 feet) and led Copper Reef Mines Ltd. to calculate a resource on the deposit.

In 1974, Falconbridge drilled a single hole to a depth of 1974 feet but failed to intersect any sulphides at that depth. However, the results from the borehole pulse electromagnetic (PEM) survey indicated the presence of an off-hole anomaly which corresponds to the target lens. The anomaly was not tested.

In 2000, a drill program consisting of four holes was carried out by M'Ore Exploration Services Ltd. on behalf of Copper Reef Mines Ltd, of which two holes intersected the deposit One hole intersected 8.1 m (core length 27 feet) of mineralization grading 3.08% Cu, 0.13% Zn, 11.19 g/t Ag and 160 ppb Au. The other hole interested 4.1 m (core length 13.7 feet) of mineralization grading 4.17% CU, 0.34% Zn, 11.8 g/t Ag and 255 ppb Au.

Historical Resources Estimate on the Copper Reef Deposit

Falconbridge Nickle Mines Ltd. calculated a resources estimate on the Copper Reef Deposit in November 1969 based on previous drillings from HBED and Falconbridge. The estimate stated:

- A resource of 503,434 tons grading 1.5% Cu/0.5% Zn, however, this estimate does not comply with the resource categories defined in NI 43-101 "Standard for Disclosure for Mineral Projects" and is provided for information only and should be considered historical.

To the author's knowledge, the drill core on which this resources is based is no longer available. Althea Copper Corp. is not treating the historical estimate as current mineral resources or mineral reserves.

Area	Depth	Tonnage (tons)	Grade
A	200-600 feet (60-180 m)	120,345	1.5% Cu; 0.6% Zn
B	600-1550 feet (180-465 m)	383,089	1.49% Cu; 0.47% Zn
Total		503,434	1.50% Cu; 0.50% Zn

Table 4: Historical Resource Estimate for the Copper Reef Deposit.

The historical resource estimate was based on drilling undertaken by Hudson Bay Exploration and Development (HBED) in 1953-54 and by Falconbridge in 1969. The estimate does not comply with resource categories defined in NI-43101 'Standards For Disclosure for Mineral Projects' and is provided for Information only and should be considered historical. The drill logs on which this resource estimate is based are available in Assessment Files 90353, 90360 and 91585 (see Table 2). To the Company's knowledge, the drill core on which this resource is based is no longer available. The report that details the resource estimate is not in the public domain and is available through Voyageur Mineral Explorers files and is also available in Stevens (2006). The Company has not done sufficient work to classify the historical estimate as current mineral resource. The Company is not treating the historical estimate as current mineral resources or mineral reserves. Nevertheless, the resource estimate is relevant to on-going exploration activities on the Mink Narrows Property.

Drilling on the Copper Reef Deposit – Post 2000

Much of the post-2000 drilling has been focused on verifying the mineralization defined by the Falconbridge/Copper Reef Mines Ltd. drilling and exploring the mineralization both along strike and at depth.

Drilling on the Copper Reef Deposit during 2000 – 20008 consisted of 29 drill holes totaling 5244 m (17204.5 feet), of which 25 drill holes tested the deposit and 4 tested nearly HLEM targets (Masson et al. 2009).

An off-hole conductor identified by a drill hole has not yet been tested, and the deposit remains open at depth.

Hole #	From (ft)	To (ft)	Core Length ft	Cu%	Zn%	Comment
MN-00-37	187	214	27	3.08	0.13	Massive sulphide
MN-00-38	120	133.7	13.7	4.23	0.11	Massive sulphide
MN-08-39	323.4	325.1	1.7	0.54	6.7	Minor massive sulphide; faulted out
MN-08-40	150	155.4	5.5	-	-	Iron formation
MN-08-41	271.5	278.5	7	0.38	0.15	Semi-massive stringer zone
	278.5	288	9.5	0.95	2.37	Massive sulphide
MN-08-42	317.8	327.7	9.9	-	-	Iron formation and sulphide stringers
MN-08-43	-	-	-	-	-	No significant intersections
MN-08-44	-	-	-	-	-	No significant intersections
MN-08-45	79.2	93.3	14.1	1.88	0.19	Massive and stringer sulphides
MN-08-46	147	180.5	33.5	3.6	0.26	Massive sulphide, minor country rock
MN-08-47	-	-	-	-	-	Did not intersect the deposit
MN-08-51	-	-	-	-	-	Did not intersect the deposit
MN-08-52	-	-	-	-	-	Deposit is faulted out
MN-08-53	-	-	-	-	-	No significant intersections
MN-08-54	136.75	141.75	5	0.67	0.22	Iron formation
MN-08-55	769.3	804.8	35.5	1.52	0.84	Massive sulphide
MN-08-56	1183.6	1237.7	54.1	-	-	Iron formation
MN-08-57	1022.5	1068.2	45.7	0.3	0.24	Iron formation
MN-08-58	-	-	-	-	-	Deposit is faulted out
MN-08-59	539.4	647.4	108	1.26	1.59	Massive sulphide
	666.6	738.1	71.5	1.43	1.59	Massive sulphide and stringers
MN-08-60	578	612	35	0.88	1.84	Massive sulphide
	713.6	804.6	91	1.26	1.21	Massive sulphide
MN-08-61	934.2	940.7	6.5	3.1	0.43	Massive sulphide
MN-08-62	-	-	-	-	-	Terminated before hitting target
MN-08-63	640.9	687.7	46.8	-	-	Iron formation

Table 5: Drill hole intercepts on the Copper Reef deposit from holes drilled since 2000.

<u>May Copper Occurrence</u>

The May copper occurrence is a vein-type Cu zone on MB 5376 and is described in Gale and Norquay (1996). The property was initially staked in 1953 and assigned to HBED, who carried out an EM survey and found no conductors. Through the late 1960s to the 1980s, the property has had several holders including Philip Bachnik, H. Howell, Maverick Minersla, Hanson Lake Minerals, A.L Parres Ltd., Nor-Acme Gold Mines Ltd, Marker Resources and Varna Resources.

The property has been explored with geographical mapping, trenching and several campaigns of drilling by various operators totaling 58 drill holes. Drilling indicated a core zone of 1.5 to 3.0 m (5 to 10 feet) thick grading 2-3% Cu; with the best drill core assay reported being 2.35% Cu, 1.03 g Au/t (0.03 oz. Au/ton), 6.86 g Ag/t (0.2 oz. Ag/ton) over 0.7 m (2.4 feet) from hole H-1 on claim May 14.

The mineralization occurs as chalcopyrite and pyrite as disseminations and veins, predominately in mafic volcanic rock, but also in the intrusive rocks.

Gold Mineralization

Within the property boundary are a number of historical gold occurrences that have been evaluated on the past 80 or so years.

The Neso Lake gold occurrences lie within a complex structural zone bound by and/or marginal to the Mistik Creek shear zone and the north Neso Lake fault. The controlling shear zones cut mafic and felsic volcanics and intrusive with small dykes of diorite and gabbro and contain quartz-carbonate veins (up to 20 cm thick) with disseminated pyrite, trace of chalcopyrite, gold ± tourmaline, and arsenopyrite (Gale and Eccles 1992).

Neso Lake, showing the Manitoba Mineral Deposits Database (M63K/12 078) was first staked in 1949 by W. Jansen. Since then, it has been held by several groups including HBED, Denrow Mines, Stall Lake Mines Limited, Phil Bachnick, Kerr Addison Mines, Falconbridge Nickle Mines Ltd., and Nor-Acme Gold Mines Limited. The Neso Lake zone has been explored with 1 drill hole and 11 trenches exposing a 0.5 to 1.5 m thick quartz-carbonate vein that locally contains up to 50% pyrite, and small amounts of arsenopyrite and disseminations and stingers of chalcopyrite along fractures.

The Neso occurrence on the east shore of Neso Lake was originally discovered in the 1920s and lies about 300 m north of the Mistik Creek shear zone. The host rocks include mafic and felsic volcanics with small dykes if diorite and gabbro. The mineralization is within a weakly sheared rusty zone containing quart-carbonate veins (up to 20 cm thick) scattered throughout the shear zone and containing disseminated pyrite, traces of chalcopyrite, gold and tourmaline, with grab sample values of up to 34 g/t Au (Gale and Eccles 1992). The deposit has been explored with 3 shafts, 8 trenches, airborne and ground EM and mag surveys and 7 drill holes.

Mineral occurrence M63K/12 078 lies 250 m northwest of Neso Lake. The occurrence was explored by trenching, airborne and ground EM surveys and one drill hole, and work was carried out on a quartz vein containing pyrite, arsenopyrite and minor chalcopyrite with sheared mafic volcanic rocks.

The Twin Lakes area also hosts a number of small gold despots including the Goldome/Payuka, Joplin and Parres Vein, plus a number of other showings locally called Brian's Trench, Phil's Put, the Shaft, the Two Adits, the pits at occurrence 63K/11 008, and a new quartz vein golf showing on the eastern tip of the Little Twin Lakes that was discovered by Nor-Acme Gold Mines Ltd. in 1982-1983.

Although the area was reportedly prospected, and therefore thought to have been discovered in 1917, by "three Americans" who excavated three adits in the vicinity of Twin Lakes, the Goldome/Payuka was first described by Wright in 1931. The property has undergone several phases of exploration and/or evaluation by several companies including R.G. Thompson, Consolidated Mining and Smelting Co, Ken-Rio Exploration, HBED and A.L. Parres.

The work done on the property consists of two holes, totaling 70 m that were drilled in 1954 by Juhn Murray. Following this, 14 trenches and 9 drill holes were made, totaling 411 m. This work exposed a quartz vein in mafic volcanics traced over length of 145 m. A 2.1 m thick vein in one trench exposed values of up to 23.6 g/t Au. Drill hole 1 interested 1.2 m grading 4.11 g/t Au, 0.5 m grading 25.37 g/t Au and 0.4 m grading 10.97 g/t Au. The property was then staked for A.L. Parres Ltd. in 1982, resulting in trenches being excavated at several locations and four holes drilled on the North vein and hold Dod-2 was drilled on a parallel vein. Ray-Dor Resources Ltd. excavated a 220 m trench on CB 10497 in 1981 (Gale and Eccles 1992).

Copper Reef Mining Corporation carried out an extensive geological mapping and prospecting program in the Twin Lakes area which mapped and sampled the Payuka (Goldome), Joplin and Parres vein systems. In 2013, the Parres vein was tested with 8 diamond drill holes, which intercepted interesting Au grades but over narrow widths.

Hole Number	From (m)	To (m)	Interval (m)	Au (g/t)	Ag (g/t)
PAR 13-10	17.95	20.14	2.2	0.67	2.2
Includes	17.95	18.45	0.8	1.28	3.2

PAR 13-02			No Vein		
PAR 13-03	14.3	15.7	1.4	3.57	10.2
Includes	14.3	14.88	0.55	8.92	24.2
Includes	14.56	14.85	0.29	16.7	45.2
PAR 13-04	38.1	38.85	0.75	1.3	0.3
includes	38.6	38.85	0.25	3.64	0.8
PAR 13-05	8.44	9.59	1.15	3.11	14.1
includes	8.94	9.59	0.65	5.5	25
Includes	9.39	9.59	0.2	16.91	75.5
PAR 13-06	12.53	13.78	1.25	2.41	11.6
Includes	12.53	13.28	0.75	4.02	19.1
includes	13.03	12.28	0.25	12.06	56.6
PAR 13-07	8.3	9.5	1.2	2.62	17.1
inlcudes	8.8	9.5	0.7	4.49	29.4
includes	9.3	9.5	0.2	15.63	102.8
PAR 13-08	7.62	9.08	1.46	4.6	37
inlcudes	8.12	9.08	0.96	7	55.9
Inlcudes	8.12	8.58	0.46	14.54	116.1

Table 6: Drill results from Copper Reef drilling on the Parres vein.

Burn Ni/Cu Property

Copper Nickle mineralization in the B.C Lake area in the eastern area of the property was first reported by Podolsky in 1958 where two trenches were identified.

In 1982 – 1983, HBED carried out an EM survey following up AEM conductors identified by a 1993 Spectrum survey and drilled 3 holes testing 2 targets, one of which intersected a graphitic argillaceous dacitic tuff with up to 55% sulphides including up to 1% chalcopyrite and 2% sphalerite. The highest value from this hole was 0.12% Zn over 12 cm. A drill hole on the other conductor intersected a 7.1 m section of intrusive breccia which contained variable amounts of sulphides that ranged from trace to 45% pyrrhotite, trace to 10% py and trace to 3% chalcopyrite. The highest assay values from this holed were 0.6 g/t Au, 10.8 g/t Ag, 2.48% Cu, 0.2% Zn and 1.2% Ni over 0.8 feet (0.244 m).

In 2011, Copper Reef Mining Corp carried out a 104.5 km VTEM airborne/Magnetic Survey over the B.C Lakes area to test the area of M63K/11 017 and the extension to the Mistik Creek Shear Zone through the property area. This survey identified a series of potential conductors immediately to the north and on strike with the 63K/11 017 showing as well as a number of other conductors to the south.

In 2014, Copper Reef Mining Corp. carried out a prospecting and geological mapping program in order to evaluate the airborne magnetic and VTEM airborne conductors and to relate the VTEM conductors to the mineralization identified by the HBED work (Masson and Masson 2014). This program located the HBED drill hole locations and identified a number of old trenches on the northeastern shore of B.C. Law and east of B.C. Lake.

The Burn portion of the Mink Narrows Property is underlain by a monzonite suite consisting of monzonite, monzodiorite, and monzogabbro intruded by quartz monzonites, granites, and gabbroic diorites, and poorly exposed supracrustal metavolcanic and metasedimentary rocks. The monzonite suite dominates the intrusive rocks of B.C Lake, whereas south of B.C. Lake and the Southeast corner of the lake is dominated by the quartz monzonite-quartz porphyritic granite of the Anvil Lake intrusion.

All the above rocks are cut by at least two ages of gabbro dikes and an andesitic feldspar porphyry.

Geological Setting and Mineralization

Geological Setting

The Flin Flon Belt (FFB) is in the juvenile internal zone of the Trans-Hudson Orogen and consists of Paleoproterozoic volcanic, plutonic and minor sedimentary rocks (Syme 2014). The exposed portion of the FBB is 250 km long by 75 km wide and is an artifact of belt's tectonic contact with gneissic metasedimentary, metavolcanic and plutonic rocks to the north (Kisseynew Domain) and the east-trending trace of Phanerozoic platformal cover rocks to the south.

The FFB is one of the largest Proterozoic volcanic-hosted massive sulphide (VMS) districts in the world, due to the association with the juvenile arc volcanic rocks, and contains 27 Cu-Zn-(Au) deposits from which more than 162 million tonnes of sulphide have already been mined or in development with these deposits.

Gold mineralization in the FFB is less thoroughly studied but at Flin Flon has been shown to be intimately associated with little brittle-ductile shear zones that follow peak tectonic and metamorphic activity within the Trans-Hudson Orogen.

The FFB is composed of structurally juxtaposed volcanic and sedimentary assemblages that were emplaced in a variety of tectonic environments. The major 1.92-1.88 Ga components (tectonostratigraphic assemblages) of the central Flin Flon belt include aerially significant juvenile arc (island arc) and juvenile ocean-floor rocks, and minor contaminated arc, ocean-plateau and ocean-island basalt. Ocean-floor basalt sequences (1.90 Ga) are exclusively tholeiitic and have Mid Oceanic Ridge Basalt (MORB) geochemical signatures.

These tectonostratigraphic assemblages were juxtaposed in an accretionary collage ca. 1.88-1.87 Ga, presumably as a result of arc-arc collisions (Lucas et. al 1996). The collage was basement to 1.87-1.83 Ga post accretion, successor-arc magnetism, expressed as voluminous calcalkalic plutons and rarely preserved calcalkalic to alkaline volcanic rocks. Unroofing of the accretionary collage and deposition of continental alluvial-fluvial sedimentary rocks and marine turbines occurred ca 1.85-1.84 Ga.

These lithologies were juxtaposed together following collision of the Archean Saskatchewan craton and the Superior craton (Ashton et. al 2005) which resulted in imbrication of the sedimentary suites with volcanic assemblages in the eastern Flin Flon belt along pre-peak metamorphic structures (Lucas et. al 1996). Faults and shear zones formed after approximately 1.83 Ga account for the present southwest-verging fold style at the northeastern end of the Flin Flon belt.

Property Geology

The Lake Athapapuskow area has been defined as the area within the western part of the property (west of the eastern margin of Payuk Lake) and south of the Mistik Creek shear zone to the East Athapapuskow Block and the Neso Lake area (north of the Mistik Creek Shear Zone) to the Neso Lake Domain. The area east of Payuk Lake has been assigned to the Payuk Lake domain.

The Mink Narrows Domain is part of the East Athapapuskow Block, and the Payuk Lake Domain is separated by the Mink Narrows Pluton and bound by the Mistik Creek Shear Zone and the Payuk Lake Fault. The East Athapapuskow Block is composed of units consisting of ocean-floor assemblages which can be subdivided into a number of structural domains.

The Mink Narrows domain is bound by the Mink Narrows fault (north), Limestone Channel fault (west), and the Payuk Lake fault (southeast). Most of the units within this boundary lie with the Mink Narrow domain, which is largely basaltic rocks of ocean floor affinity, minor intrusions. The area southeast of the Payuk Lake fault is defined as belonging to the Millwater Domain and is composed of ocean-floor assemblages basalt (MORB) and related volcaniclastic and intrusive rocks (Masson and Masson 2007).

The Payuk Lake domain is bound by the Mistik Creek shear zone (north), Payuk Lake fault (south) and the Mink Narrows Pluton (west) and is composed of intrusive rock, ocean floor assemblage flows and volcaniclastic rocks. Tectonite can be found along both the Mistik Creek shear zone and the Payuk Lake Fault, and the Payuk Lake Deformation Zone also contains crack-sealing quartz veining.

The Neso Lake domain in the area north of the Mistik Creek shear zone and east of the Neso Lake Pluton is composed of intermediate flows, and abundant high-level rhyolite dykes. In addition to identifying Island Arc Signatures for the units north of the Payuk fault, an alteration zone along the western to northwestern shores of Payuk Lake were defined, where rhyolite and mafic volcanics are bounds to the north by a sill-like gabbro body and cut off to the west by granodiorite.

The Eastern part of the area, stretching east of Twin Lake to Burn Lake, is dominated by felsic to Intermediate intrusive rocks including diorite, quartz diorite and granodiorite, which form the Anvil Lake Pluton. Burn Lake is intruded by narrow gabbro dykes.

Mineralization

VMS Mineralization

The most significant mineralization of the property discovered to date is the Copper Reef Deposit. The Deposit is an area with a MORB signature and lithologies to the north of the Payuk Lake fault have juvenile arc affinity. Much of the drilling on the property south of the fault intersects only mafic volcanics with interbedded sedimentary rocks and gabbroic sills and dykes.

The drilling on the Copper Reef Deposit, along with previous work done on the property, has led to a new interpretation of the deposit indicating that the Deposit is now thought to consist of two adjacent Cu-Zn sulphide bodies, the east and west zone, separated by a magnetite banded iron formation (BIF) which varies in thickness from less than 1 metre up to approximately 10 metres.

- The east zone has been intersected at a depth of 900 feet (270 m) and remains open.
- The west zone has been intersected at a depth of 1400 feet (420 m) where it also remains open.

Both zones range from approximately 150-400 feet (45-120 m) along strike.

Two drill holes were made in Drill Section 33W and intersected dominantly mafic volcanics and granodiorite and graphitic sediments above the steeply south-dipping Mink Narrows Deformation Zone (MNDZ). The lithologies to the south of the Payuk Lake fault have MORB signatures whereas the lithologies to the north of the fault have juvenile arc signatures similar to those in the Flin Flon Deposits. The geometry of the deposit is offset by interpreted shallow south dipping faults and by a shallow south dipping gabbro body.

Gold Mineralization

A number of gold showings in the Athapapuskow Lake area are either directly associated with major faults or with secondary faults or splays from the larger structure. The abundant faults and shear zones vary widely in style, size and host lithology. Syme (2014) has identified the area with the most promise as southwest of Mink Narrows within an intrusive complex of mafic volcanoes and tonalitic rocks. This area is bound by the Mistik Creek Shear Zone and the Limestone Channel and the Mink Narrows fault and contains many associated shears, some of which contain Cu mineralization in the form of malachite.

The Neso Lake gold occurrences lie within a complex structural zone bound by and/or marginal to the Mistik Creek shear zone and the north Meso Lake fault. The controlling shear zones cut mafic and felsic volcanics and intrusives with small dykes of diorite and gabbro and contain quart-carbonate veins (up to 20 cm thick) with disseminated pyrite, trace of chalcopyrite, gold ± tourmaline, arsenopyrite, and fuchsite (Gale and Eccles 1992).

Twin Lakes area contains several epigenetic gold-rich vein systems including the Goldome/Payuk vein and the Joplin and Parres veins. These deposits related to the Payuk Lake Fault/Payuk Lake Deformation Zeon which merge with the Mistik Creek Shear Zone northwest of Twin Lake, and the major structural break continues to the east where it hosts other gold bearing vein systems. A NNE trending fault is related to these structures and can have lateral displacements up to 600 metres.

These fault structures can be anastomosing in places forming pairs with Reider shear between at about 45° relative to the fault planes. The faults strike at 15-20° and locally with splays of 40° azimuth.

Quartz veining generally strikes parallel to these structures in the east and northeast at 017° and 020°. In the east, the major veins of Payuk, Joplin and Parres have a 40-45° azimuth. In the west, the veining of Twin Lake strikes at 050-075° parallel to the Payuka-Gurney Mine Structure. Mineralization in the quartz and quarts-carbonate vein systems usually consist of pyrite, ± chalcopyrite, ± galena, ± arsenopyrite, ± visible gold.

Deposit Types

The Mink Narrows Property has the potential to host three different types of economic mineral deposits:

- Cu – Zn ± Au ± Ag volcanic-hosted massive sulphide deposits (VMS);
- Fault/shear zone-related epigenetic Au deposits; and
- Ultramafic hosted Ni/Cu deposits.

VMS deposits are bodies of sulphide-rich mineralization that are hosted within sequences of volcanic rocks and form by the discharge of metal-rich hydrothermal solutions on the sea floor (black smoker). Most deposits are associated with narrow felsic volcanic or sedimentary horizons within a larger sequence of mafic volcanic rocks. A typical VMS deposit consists of a tabular lens-shaped body of massive sulphide and a stratigraphically underlying zone of copper-stringer or vein-style mineralization.

Most deposits are mined for copper, zinc, ± lead, ± gold, ± silver, and the common minerology is pyrite, pyrrhorite, chalcopyrite, sphalerite and galena with a number of other sulphide minerals. Large area of rock surrounding VMS deposits are typically altered and geochemically changed a s a result of interaction with hydrothermal fluids.

The Flin Flon Greenstone Belt is well endowed with VMS deposits where over 100 have been discovered and 27 have been mined to produce more than 162 million tonnes of sulphide ore. Most deposits are hosted with volcanic rocks of island-arc (juvenile arc) assemblages, similar to the rock unit that hosts the Copper Reef Deposit, and have a distinct geophysical signature that are magnetic highs and/or conductors. Consistent with international VMS deposits, the Flin Flon Belt deposits are usually surrounded by alteration zones and hosted along breaks or changes in the volcanic stratigraphy, represented by narrow felsic volcanic horizons, exhalative sediments, and layers of graphitic argillite. Sub-volcanic intrusions are often located in close proximity to the deposits.

The Flin Flon Greenstone Belt also contains a number of past producing epigenetic gold deposits hosted by quartz and quartz-carbonate veins in faults and shear zones. Hundreds of gold showings throughout the Flin Flon belt have been recorded including the Goldome, Joplin, Billy Boy, Neso, and several other showings adjacent to the Mink Narrows Property. The gold in these showings are associated with sulphide-bearing veins and vein arrays in local- to regional-scale structures. Pyrite, chalcopyrite, arsenopyrite and galena are common in the veins, and carbonate, chlorite, sericite, tourmaline, and fuchsite alteration minerals occur in the adjacent wall rock. Host rocks vary, but usually consist of competent rocks such as gabbro, granite, and quartz porphyries.

Epigenetic gold deposits in metamorphic terrains include those of the Precambrian shield, particularly the Late Archean greenstone belts, the Paleoproterozoic fold belts and the Neoproterozoic and younger Cordilleran-style orogens (Goldfarb et. al 2015). The majority of gold deposits in the metamorphic terrains are located adjacent to first-order, deep crustal fault zones. Ores formed as vein fill in second- and third-order shears and faults, particularly at jobs are changes in strike along the crustal fault zones. Mineralization styles vary from stockworks and breccias in shallow, brittle regimes through laminated crack-seal veins and sigmoidal vein arrays in brittle ductile crustal regions, to replacement- and disseminated-type orebodies in deeper ductile environments. Spatial association between gold ores and granitoids of all compositions reflects a locally favourably structural trap.

The Cu/Zn mineralization is somewhere unusual in the FFB. Most Ni/Cu deposits are related to komatiitic flow rocks (Kambalda Type) or intrusive ultramafic hosted in this setting. The only known Cu/Ni ore deposit in the Flin Flon area is the Namew Lake sulphide deposit at the structural top of a 150 m long, 8 to 25 m thick pyroxenite body with early Proterozoic orthogneiss. The deposit contained 2.57 mT (2.33 million tonnes) grading 1.79% Ni, 0.63% Cu, 0.1 g/t Au, 4.1 g/t Ag, 0.5 g/t P and 0.6g/t Pt.

Exploration

In October 2014, Althea Copper contracted Axoim Group to carry out a heliborne Time Domain Electromagnetic and Magnetic Survey over the Mink Narrows Property. The survey totaled 1219 km with line spacing at 100 m and 1,000 m tie-line spacing. From this survey, Axiom Group produced the following products:

- Total Magnetic Intensity Map (TMI);
- Reduced to Pole TMI Map;
- Residual Magnetic Intensity Map;
- Analytic Signal Map;
- Total Horizon Gradient Map;
- First Vertical Derivative of the TMI Map;
- Various Susceptibility Depth Slices ranging from 25 m Map to 500 m Map (25m, 50m, 150m, 250m, 500m); and
- Various Conductivity Depth Slices ranging from 25 m Map to 150 m Map (25m, 50m, 150m).

To date, only a cursory analysis of the geophysical data from the Mink Narrows survey has been completed (Haplin 2025). In the immediate area of the Copper Reef deposit, the Total Field Magnetic Intensity Map identified a magnetic feature immediately to the north of the Copper Reef deposit which correlates to the Mink Narrows Pluton. A linear feature immediately south of the deposit and extending northwest correlates with the Payuk Lake Fault, while a magnetic feature to the south correlated with the Lynx Lake Pluton. The large complex magnetic high feature in the eastern portion of the property appears to correlate with the Anvil Pluton with the complexities possibly reflecting the various phases of the pluton.

The magnetic susceptibility depth slices show several small, oval to elongate, discrete magnetic highs in the volcanics and associated intrusive which surround the Mink Narrows and the Mistik Creek Pluton, with many of the anomalies occurring in the same geological unit which hosts the Copper Reef Deposit.

The preliminary analysis of the conductivity data is presented in three depths slices – 25 m, 50 m and 150 m. In the 25 m depth slices, the most prominent feature is a northeast trending conductive feature that extends from the southernmost portion of the property to the northeast for more than 10 km, paralleling the Payuk Lake Fault and largely corresponds with mapped tectonite in the area. This appears to terminate at the contract with the Anvil Lake Pluton.

A detailed interpretation of the results of the Xcite airborne survey identifying magnetic features from drill targets have not yet been completed on the data from the survey.

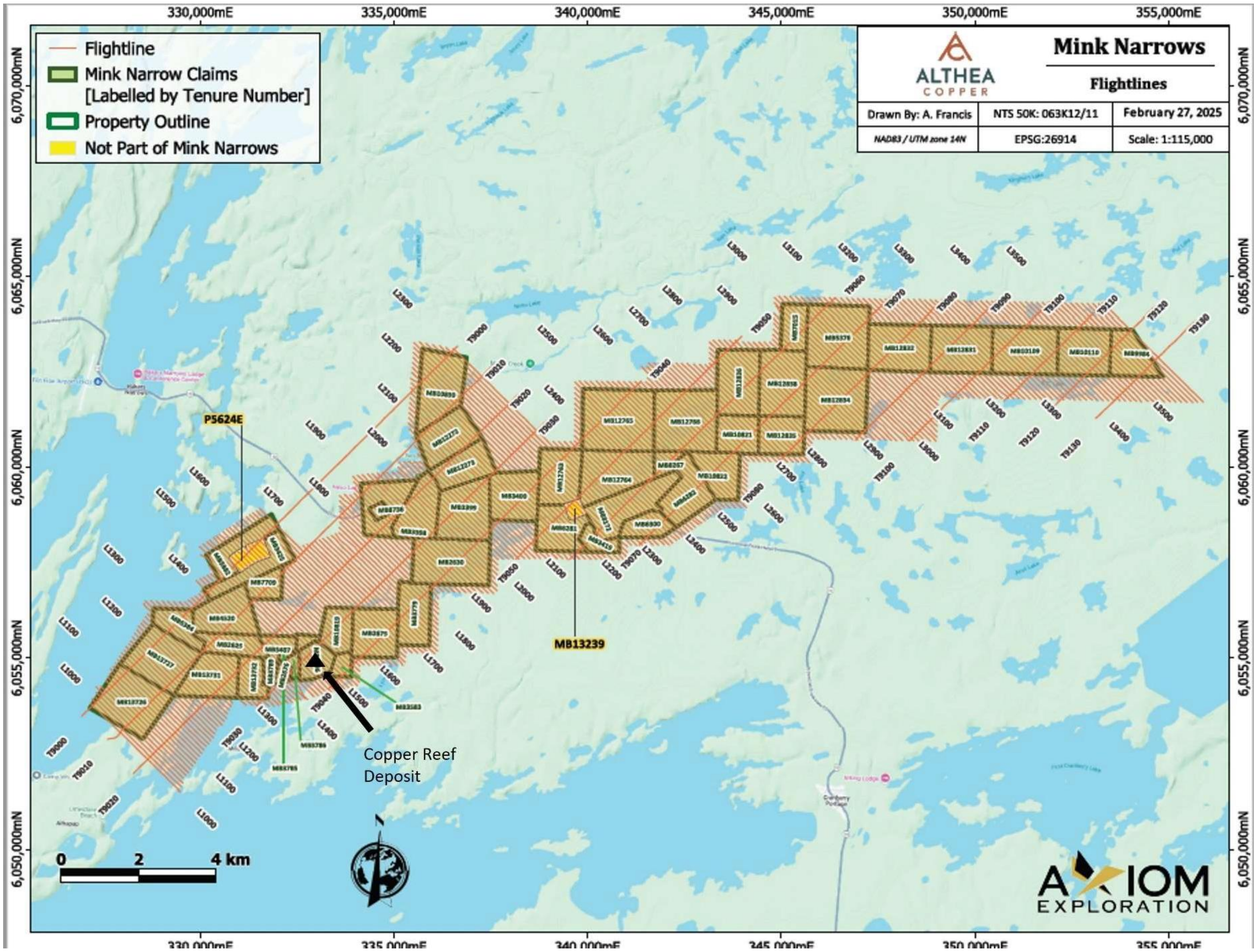


Figure 3: Mink Narrows Xcite TDEM and Magnetometer Survey map showing the location of the flight lines and tie lines in relation to the Copper Reef Deposit.

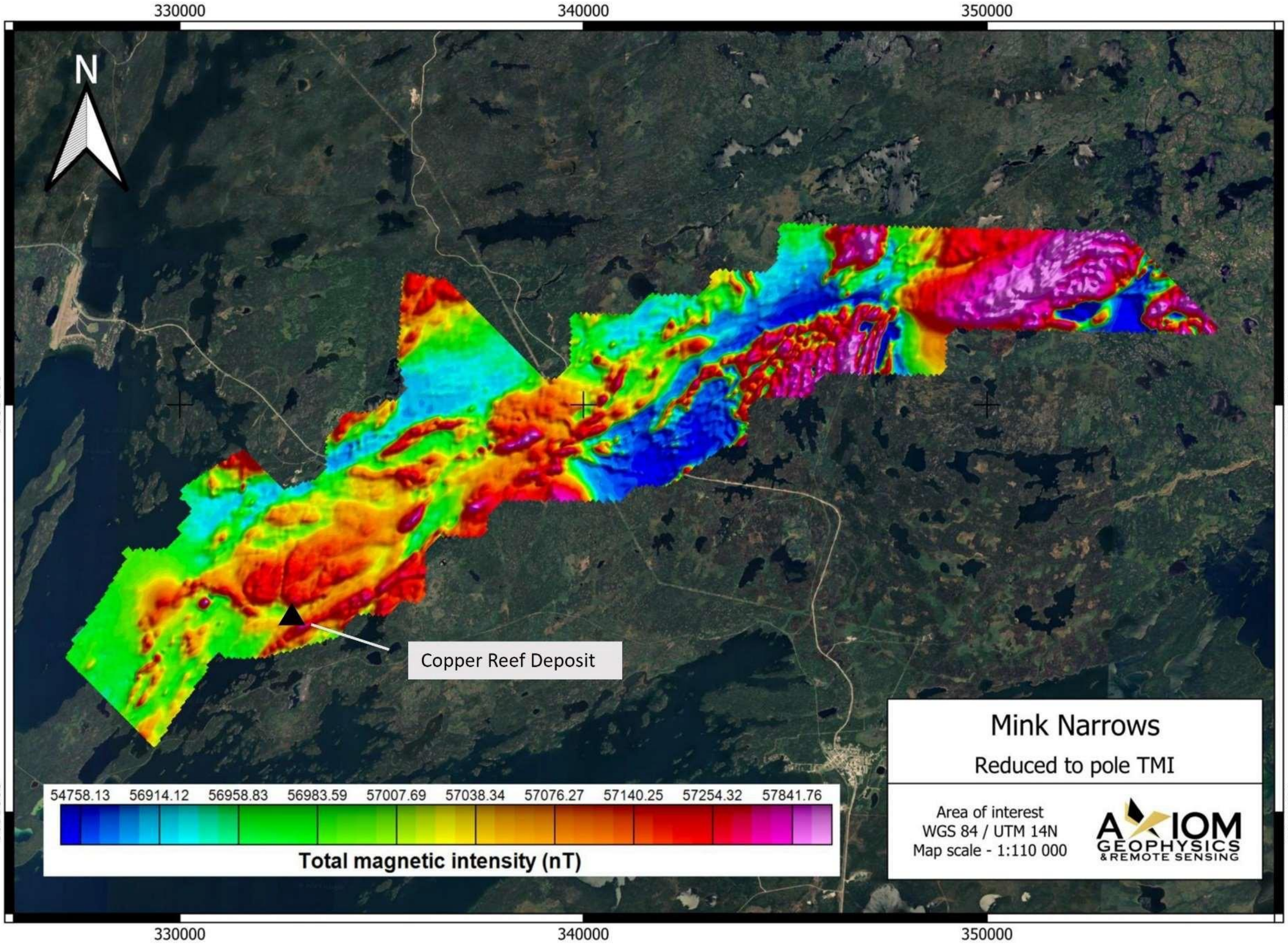


Figure 4: Total Field Magnetic (Reduced to Pole) map of the Mink Narrows airborne survey showing the approximate location of the Copper Reef deposit.

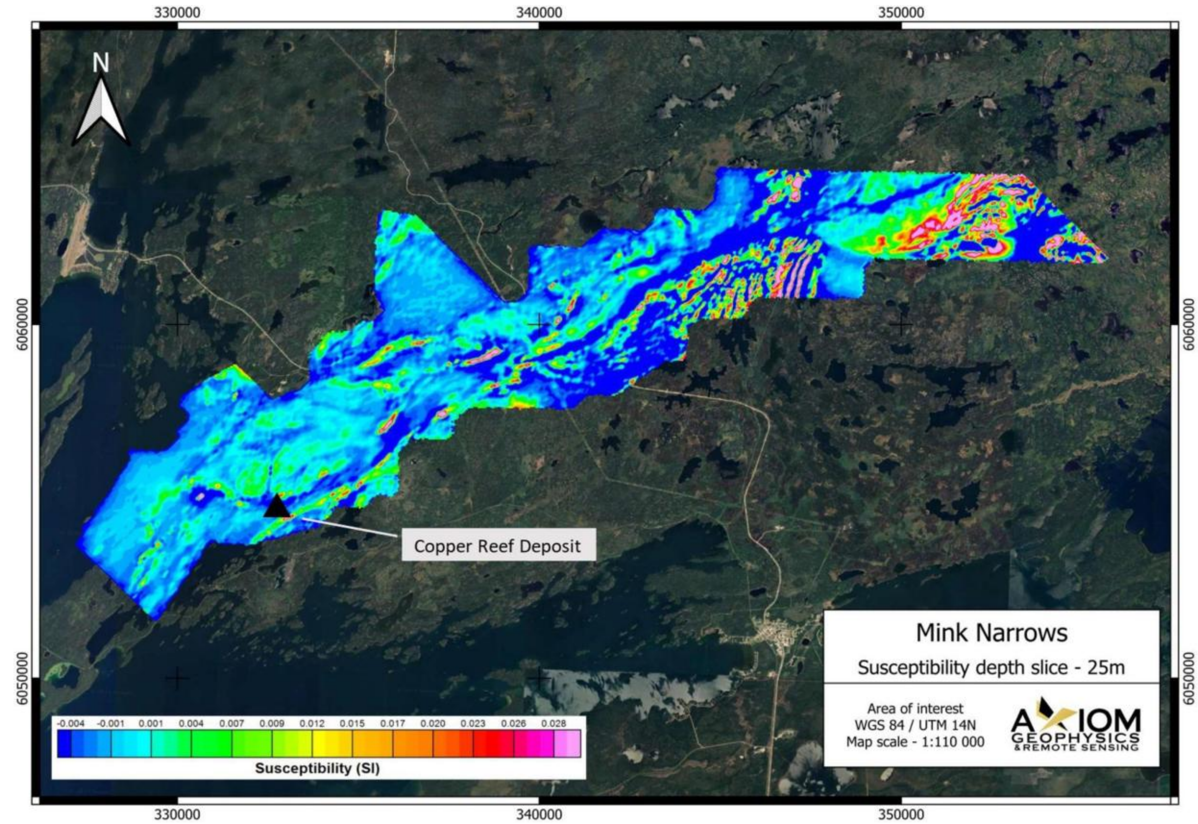


Figure 5: Magnetic Susceptibility Map, depth slice ~25m of the Mink Narrows airborne survey showing the approximate location of the Copper Reef deposit.

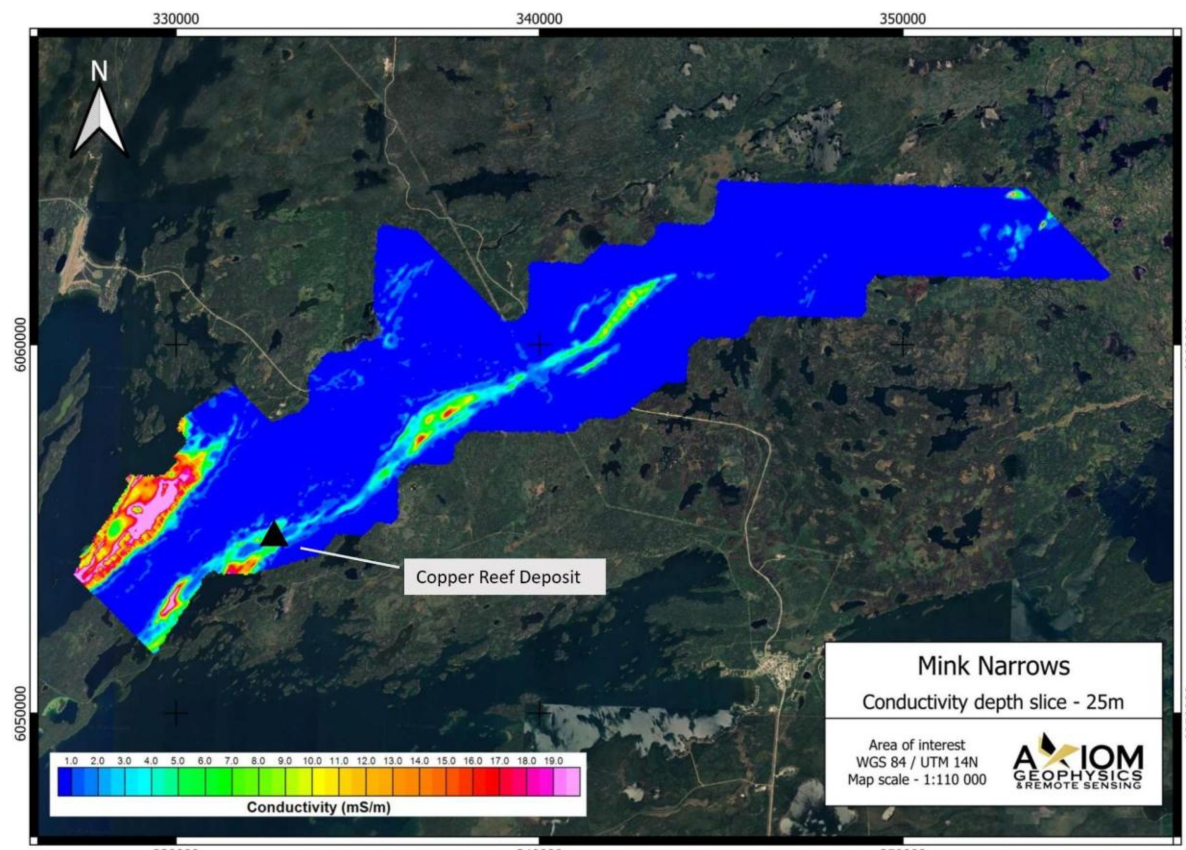


Figure 6: Conductivity Depth Slice map at a depth of ~25m of the Mink Narrows airborne survey showing the approximate location of the Copper Reef deposit.

Drilling

The Company has not yet carried out any drilling on the property.

Sample Preparation, Analysis and Security

The Company has not yet carried out any sampling on the property.

Data Verification

Althea Copper Corp. has not yet acquired any geochemical sampling on the property.

The author of the NI 43-101 Technical Report has visited the property four times in the last 3 years. Each visit resulted in the same finding where no exploration or geological work was carried out on the property. On July 15 and July 21, 2025, the author carried out further property visits. In this instance, the author examined areas of the property along Highway 10, in the Twin Lakes area and in the area of the Sherridon Road to determine the extent of the May 2024 Cranberry Portage Forest fires and its effect on access, bedrock exposure, etc. The fire appeared to burn the eastern half of Twin Lakes and then north with much of the area east of the Sherridon Road.

In the authors opinion, the data provided by the 2024 Report, evidencing that no exploration or geological work had been carried out on the property, and the data gathered from the other visits in the last 3 years, is adequate for the purposes used in the Technical Report.

Mineral Processing and Metallurgical Testing

No Mineral Process or Metallurgical Testing has been undertaken on the property.

Mineral Resource Estimate

No current mineral resources have been estimated on the Property.

Adjacent Properties

A number of mineral showings occur adjacent to the Mink Narrows Property. However, there are no mineral claims currently tied onto the property besides two exceptions; the Billy Boy deposit and the Gurney/Dominion Gold Mines.

The Billy Boy deposit lies approximately 3 km northeast of the Copper Reef deposit on Mineral Claim P5624 (42 ha). The claim is surrounded by mineral claims MB3425 and MB5882 which are part of the current mineral property. It consists of a series of 6-20 cm wide quartz + carbonate veins with pyrite, chalcopyrite, arsenopyrite, and galena hosted in diorite to granodiorite of the Neso Lake Pluton. A small mine operated on the site in 1937-1938 and bulk samples were smelted to produce at the time 135 tonnes grading 70.87 g/t Au (Gale and Eccles 1992). However, the author has been unable to verify this information and is not necessarily indicative of the mineralization on the Mink Narrows Property.

A 16-ha claim was staked within the boundary of the Mink Narrows property and recorded on April 2, 2024. It is surrounded by property mineral claims MB 12763, MB8172 and MB 6281.

The Gurney/Dominion Gold Mine lies approximately 6.25 km to the ENE of the eastern edge of the property (east of B.C. Lake) along an extension of the Payuk/Mistik fault zone. The orebody consists of branching veins that locally have thicknesses of several metres and up to 171.43 g/t gold. The tuff/shear zone between the veins commonly contained up to several ounces of gold, even with little or no quartz present. The mine was in production from 1937-1939 and produced a total of 28,045 ounces (872.2 kg) of gold from 94,650 tonnes of ore. However, the author has been unable to verify this information and is not necessarily indicative of the mineralization on the Mink Narrows Property.

Other Relevant Data and Information

No additional information or explanation is necessary to make this Technical Report understandable and not misleading.

Interpretation and Conclusions

The Mink Narrows Property has a long history of exploration and has undergone several campaigns of exploration and evaluation including, geological mapping, prospecting, diamond drilling, lithogeochemistry, various generations of airborne geophysical survey over different parts of the property, and surface geophysics including VLF-EM, Magnetic, and locally HLEM surveying.

The property hosts the Copper Reef Deposit with a historical resource estimate of 503,343 tons at 1.50% Cu and 0.50% ZN based on drilling carried out by HBED and Falconbridge prior to 1969. This value is only an estimate and should be used for information purposes only.

The historical resource estimate was based on drilling undertaken by Hudson Bay Exploration and Development (HBED) in 1953-54 and by Falconbridge in 1969. The estimate does not comply with resource categories defined in NI-43101 'Standards For Disclosure for Mineral Projects' and is provided for Information only and should be considered historical. The drill logs on which this resource estimate is based are available in Assessment Files 90353, 90360 and 91585 (see Table 2). To the Company's knowledge, the drill core on which this resource is based is no longer available. The report that details the resource estimate is not in the public domain and is available through Voyageur Mineral Explorers files and is also available in Stevens (2006). The Company has not done sufficient work to classify the historical estimate as current mineral resource. The Company is not treating the historical estimate as current mineral resources or mineral reserves. Nevertheless, the resource estimate is relevant to on-going exploration activities on the Mink Narrows Property.

Since that time, Copper Reef Mines (1973) Ltd and Copper Reef Mining Corp have completed an additional 25 drill holes (4128.8 m/13,545 ft) targeted on the deposit which confirms the results of the HBED Falconbridge drilling and expand the potential mineralized area. Aa a result, the Coopper Reef is now interpreted as having two distinct massive sulphide lenses separated by a zone of iron formation. This interpretation provides scope for future drill holes that could expand the mineralized zone. The East (270 m/ 900 ft) and West zones (420 m/1400 ft) remain open, and a strong off-hole conductor was identified below the current drilling on the East zone. However, the grade of deposit is relatively low and future drilling should not focus only on expansion of the deposit, but on better definitions of higher-grade and/or thicker sections of the currently defined deposit.

The identification of the lithologies north of the Payuk Lake Fault as juvenile arc (island arc) versus MORB south of the fault enhances the prospectivity of the area extending the Copper Reef area through Payuk Lake and into the Twin Lakes area for the potential to host VMS deposits. This, plus the detailed geological mapping and the lithogeochemistry that identified VMS-style alteration in the west Payuk Lake area, also enhances the prospectivity of the area.

Since the Copper Reef deposit was discovered, there have been several EM surveys over the area, of which most recent is the Xcite TDEM/Magnetic survey carried out by Althea Copper Corp. The only ground HLEM surveys with a coil separation of 150 m completed to date are in the Copper Reef Grid, the West Mink Narrows, and the West Mink Narrows Extension grid, and as such only detail conductivity to a rather shallow depth. The Copper Reef Deposit has not been covered by an HLEM survey, however, VLF-EM surveys, rather than HLEM or Time Domain EM would be better suited for the identification of VMS-style mineralization.

The Xcite airborne survey identified several small, oval to elongates magnetic anomalies in the same geological unit which hosts the Copper Reef Deposit, with additional anomalies present in other volcanic lithologies on the property. Magnetic high anomalies both northwest and southeast of the Copper Reef Deposit correspond to the Mistik Creek and Lynx Lank Plutons. A magnetic high in the northeast part of the survey corresponds to the Anvil Lake intrusive body which hosts the B.C. Lake Ni occurrence. Magnetic susceptibility maps identify a highly conductive northeast trending feature which runs through much of the property and approximately parallels the Payuk Lake Fault and largely corresponds with the mapped tectonite in the area. A detailed interpretation of the Time Domain Electromagnetic data by a professional geophysicist has yet to be completed.

Historically, the Payuk Lake – Twin Lake areas have been the focus of exploration for epigenetic gold deposits. To date, only small deposits have been discovered with these zones, and the other known gold showings, appearing to be related to the deformation associated with the multiple faults that displace lithologies in the area including the Payuk Lake fault, the Mistik Creek Shear Zone, etc. The presence of small, relatively low-grade zones of gold mineralization in an area of multiple deformation zones and spays indicates the potential for this area to host epigenetic gold deposits, particularly in the east Payuk Lake – Twin Lakes area and the structures to the east.

Exploration for fault-related gold deposits should concentrate on areas of probably significant fluid flow along or adjacent to faults/shear zones. Good target sites includes bends and jogs in faults, the junction between regional faults and secondary fault splays, areas where faults cut across stratigraphy, where faults cut iron formations, and areas where faults cut competent rocks. On the Mink Narrows Property, many such sits exist, namely the southwestern end of Payuk Lake, the Payuk Lake fault bents and a number of secondary fault splays develop, which may represent a good zone of dilation. Further to the northeast, the Payuk Lake fault cuts across the Lynx Lanke Granodiorite, which is a good potential host rock because it is relatively competent and may have been extensively fractured.

The Ni/Cu mineralization in the Burn Ni.Cu area of the Mink Narrows Property does not fit nearly into either a VMS nor ultramafic-hosted deposit type. The mineralization, 2.48% Cu, 0.2% Zn and 1.2% Ni over 0.8 ft (0.244 m), within argillaceous tuff, is in close proximity to felsic to intermediate intrusive rocks includes diorite, granodiorite, and syenite. The geological mapping and Listing Statement of the B.C Lake area identified monzogabbro and gabbro associated with the VTEM conductors and magnetic highs. The magnetic anomalies that appear to be associated with the conductors may indicate the presence of mafic/ultramafic skills and the potential for a Namew Lake Type Ni/Cu deposit.

In conclusion, the author is not aware of any significant risks and uncertainties with regards to the Mink Narrows property outside of the normal exploration risk. Furthermore, the author believes that the Mink Narrows Property has the potential to host economic VHMS style base metal deposits, epigenetic gold deposits and/or a magnetic NI/Cu deposit based on the history that each of these types of deposits have been successfully discovered and mined in the Flin Flon area.

Recommendations

A program to evaluate the three target types defined to date on the property will each involve different strategies.

The recent Xcite TDEM/Magnetic Survey by Althea Copper Corp. provides a common baseline for an integrated exploration program of the property that did not exist previously. One of the issues in evaluating and moving forward with exploration on the property is that it has been the subject of several localized programs and as such it is necessary to have a common base from which to initiate the next phase. The airborne survey will provide such a base. The first priority will be to have a detailed geophysical interpretation of the Xcite AEM survey by a qualified professional geophysicist in order to identify new, and perhaps, deeper conductive targets that were not identified in the earlier surveys. This is particularly important for the Mink Narrows – Payuk Lake – Twin Lakes area as the presence of juvenile arc lithologies with associated VMS alteration signatures are prospective for VMS type deposits. In order to integrate the recent airborne survey with the previous data it will also be necessary to digitize the historic data and merge it with the data from the airborne survey to provide this common base from which future work on the property can be based.

In the Copper Reef area, to the author's knowledge, the deposit has yet to be surveyed with HLEM so the EM signature of the deposit has not been identified. The airborne survey will provide a signature for the deposit and may perhaps be useful as a screening tool. The area of the Copper Reef deposit has been explored with drill testing of many of the shallow EM targets, both in the Island Arc and MORB lithologies. A fixed loop Time Domain EM survey (i.e., Crone Pulse, UTEM) over the deposit and along strike is recommended and will provide a signature for Copper-Reef–like VMS deposits as well as identify deeper targets along strike in proximity to the Copper Reef deposit. Additionally, based on the previous drilling there is scope to further drill test the Copper Reef deposit. Specifically, as recommended by Stevens (2010), drill test the down plunge extension of the East Zone that was targeted by drill hole MN-08-62 was abandoned due to breakup in 2008. Borehole TDEM may also aid in detailing the off-hole anomaly identified in MN-34. It is also recommended to carry out confirmation and/or infill drilling on the deposit in order to validate the historic resource.

An initial budget of $271,000 is proposed to carry out the Phase 1 program as follows (see Table 7):

- Geophysical Interpretation of Xcite AEM and magnetic survey and identification of EM Targets, particularly those in the area of the Payuk Lake Geochem anomalies.
- Digitize all previous exploration data and merge with the Xcite/Magnetic data to provide a common base from which future work can be based
- In the Copper Reef deposit area carry out a ground Time Domain EM Survey
- Test the down plunge extension of the East Zone and carry out confirmation drilling in the historic resource area with 4 drill holes
- Carry out borehole TDEM on 4 drill holes

The second phase of exploration will utilize the magnetic and EM data from the airborne survey and will be specific to the area of the property being explored and the target deposit type. The airborne survey will identify conductors to the northeast of Copper Reef extending to the Payuk Lake where mapping and geochemical sampling have identified Island Arc lithologies and lithogeochem anomalies indicative of the alteration zones associated with VMS mineralization. Anomalies In this area will be followed up with geological ground truthing and HLEM surveying in order to delineate the ground location of the anomalies. This program will also drill test anomalies identified in the ground TDEM Survey of the Copper Reef area.

The tightly spaced airborne magnetic survey will aid in delineating stratigraphy not only in the Mink Narrows area, where much of the area is covered by water, but also in the exposed areas of the Payuk Lake/Twin Lake. The tight geological control from the

Copper Reef Mining Corporation mapping has identified structures related to the Payuk Lake Fault that do contain gold showings. The magnetic survey will identify breaks in stratigraphy which may well define covered structures that would be important for localizing gold mineralization. The area between Twin Lakes and B.C. Lake is largely underlain by the Anvil Lake Pluton, however the Payuk Lake Fault/Mistik Creek shear zone appears to merge near the northeast end of Twin Lake and continue through to the north of B.C. Lake. Structures in this largely covered area also hold the potential to host epigenetic gold mineralization.

The gold mineralization in the Twin Lake area provides the setting to carry out an orientation Geochem survey in order to identify the most appropriate method for identifying mineralization. In particular, test lines utilizing basal till sampling to identify gold dispersion trains down-ice from the mineralized zones should prove to be an effective tool to identify both base metal and gold mineralization and should provide an indication of the appropriate sampling interval. Once this has been determined an East-West trending line of basal till samples extending from Twin Lake to B.C. Lake will identify any gold dispersion trains from epigenetic gold and/or VMS-style mineralization.

Additionally, 2024 forest fire that burned the eastern portion of the property, in particular the Twin Lakes area and the area of the Payak and Mistik Creek faults will provide new bedrock exposures which may aid in interpreting geological structures which control the gold mineralization in this area. A detailed structural geology analysis of this area is proposed to evaluate any potential mineralization controls.

The government geological survey maps show that the area from Twin Lakes to B.C. Lake are dominantly underlain by granitoid rocks of the Anvil Lake Pluton. However, the presence of mafic sills and Ni-rich sulphides as identified in the B.C. Lake area indicate the potential for Ni/Cu mineralization within this environment, perhaps similar to the Namew Lake deposit. The work carried out to date (VTEM/magnetic survey, HBED drill holes, geological mapping and prospecting) indicates the potential for the area to host Ni/Cu mineralization. These targets are ready to be tested. A program to test these targets should include HLEM surveying of each of the VTEM conductors plus drill testing with 4 diamond drill holes. The total cost of the second phase will be $422,500 (see Table 7). In summary, for the Phase 2 program the following work is proposed:

VMS Targets:

- Copper Reef/Payuk Lake area: Linecutting and HLEM surveys to ground truth the Airborne TDEM targets
- Geological Mapping/prospecting/ evaluation of EM targets and structures identified in the Airborne TDEM survey.
- Drill test the conductors identified by the TDEM ground survey in the Copper Reef area and/or prospective targets identified in the Mistic Narrows/Payuk Lake area.
- Carry out borehole TDEM on 4 drill holes Epigenetic gold targets:
- Basal Till Orientation: Survey: 20 samples, Sampling costs 15 days @$300/day + Analysis (30 samples @ $150/sample)
- Basal till sampling program in the area extending from Twin Lakes to B.C. Lake.
- Geological Mapping/prospecting/ evaluation of EM targets and structures Ni/Cu targets Iin the B.C Lake are:
- Drill test the HLEM targets with 4 drill holes
- Borehole Time Domain EM survey of drill holes

Targets identified by the ground follow-up programs in Phase 2 for each of the deposit types should be followed up with drill testing during future programs.

Phase 1 Program				
Target	Activity	Cost		Phase 1 Program Cost
Target Identification and Characterization	Geophysical Interpretation of Xcite AEM survey and identification of EM Targets	$10,000	$30,000	$271,000
	Digitize all previous exploration data and merge with the Xcite/Magnetic data	$10,000		

	Copper Reef deposit area: Ground Time Domain EM Survey 5 km @$2000/km	$10,000		
Copper Reef Zone Drilling	Drill test Copper Reef Deposit East zone extension, carry out confirmation drilling on the deposit: 4 drill holes/900 m @ $250/m	$225,000	$241,000	
	Borehole TDEM on 4 drill holes (4 days @ 4000/day)	$16,000		
Phase 2 Program				
Target	Activity	Cost	Target Total	Phase 2 Program
VMS Targets	Copper Reef/Payuk Lake area: Linecutting 30 km @ 1500/km	$45,000	$268,500	$422,500
	Copper Reef/Payuk Lake area: HLEM 30 km @$250/km	$7,500		
	Drill test targets identified in the Copper Reef TDEM Survey and in the Mistik Lake Payuk Lake area: 4 drill holes: 800m @ $250/m	$200,000		
	Borehole TDEM on 4 drill holes (4 days @ 4000/day)	$16,000		
Epigenetic Gold Target	Geological Mapping/prospecting/ evaluation of EM targets and structures: 30 days @ $800/day	$24,000	$34,000	
	Basal Till Orientation: Survey: 20 samples, Sampling costs 15 days @$300/day + Analysis (30 samples @ $150/sample)	$9,000		
	Basal Till Sampling Program - Twin Lakes to B.C. Lake: Sampling costs 20 days @$500/day + Analysis 100 samples @$150/sample	$25,000		
Ni/Cu targets - B.C. Lake area	Drill test targets: 4 drill holes/400 m @ $250/m	$100,000	$120,000	
	Borehole Time Domain EM survey of drill holes (4 days @ $4000/day)	$20,000		

Table 7: Proposed budget for the Mink Narrows Property.

USE OF PROCEEDS AND AVAILABLE FUNDS

Funds Available

The gross proceeds received from the Offering was $625,000. The estimated net proceeds of the Offering will be $565,000 on completion of the Offering after deducting the anticipated expenses of $60,000 for listing on the Exchange. As at June 30, 2026, the Company had a working capital deficit of $77,500, which excludes a reassessment of $167,668 resulting from an audit completed by Canada Revenue Agency (the "CRA Reassessment"), which relates to a legacy tax matter originating in or around 2010, which has been reflected in the Company's financial position in its historical financial statements. The Company has not had recent correspondence with the CRA in respect of the CRA Reassessment and is not aware of any current collection or enforcement activity. Based on the age of the matter and management's review of its historical basis, management does not expect the Company to be required to settle the CRA Reassessment within the next 12 months and has no intention of using the proceeds of the Offering to satisfy this amount. The Company plans to fund this amount through private placement financings in the event that it is required to settle the CRA Reassessment within the next 12 months. Accordingly, management has excluded the CRA Reassessment from the calculation of working capital for purposes of the Company's use of proceeds, as management does not believe inclusion would be reflective of the Company's short-term liquidity requirements. Althea had a working capital surplus of $105,000. Accordingly, the Company anticipates having available funds of approximately $592,500 on completion of the Offering.

Principal Purposes

Upon completion of the Offering, the funds available will be used for the purposes listed below:

	Offering ($)
Phase 1 Program on the Mink Narrows Property	$271,000
Estimated general and administrative expenses for the 12 months following the Offering	$250,000
Unallocated Working Capital to fund ongoing operations	$71,500
Total	**$592,500**

The Company expects to incur approximately $250,000 in general and administrative costs on an annual basis to cover the expenses of operating as a public company over the next twelve (12) months. A breakdown of the estimated general and administrative costs for that period is as follows:

	Minimum Annual ($)
Legal Expenses	$25,000
Fees to Management and Directors	$150,000
Audit and Accounting Expenses	$40,000
Transfer Agent	$10,000
Exchange and SEDAR+ Fees	$15,000
Miscellaneous Fees	$10,000
Total	**$250,000**

The Company intends to spend its available funds as stated in this Listing Statement. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary.

Over the next twelve months, net proceeds from the Offering will be distributed as follows:

- $7,500 per month for consulting fees to a company controlled by Lowell Kamin, being the Chief Executive Officer of the Company;
- $3,000 per month for consulting fees to Leo Horn, who will be appointed as a director of the Company on Closing; and
- $2,000 per month for consulting fees to a company controlled by Kyle Appleby, being the Chief Financial Officer of the Company.

Negative Operating Cash Flow

Since inception, the Company has had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue for the foreseeable future. The Company cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company will be reliant on future financings in order to meet its cash needs.

Business Objectives and Milestones

The business objectives the Company expects to achieve using the available funds are to: (i) obtain a listing of the Common Shares on the Exchange; (ii) complete the Phase 1 exploration program recommended in the Technical Report; and (iii) remain in the mineral exploration business.

The Company's business objectives of Listing will occur on the Listing Date. The cost of covering administrative costs for the first 12 months following listing is estimated at $250,000. The Company's business objective of completing the recommended work program on the Mink Narrows Property is currently expected to occur over the course of approximately 12 months following the Listing Date. The cost of completing the recommended work program is estimated at $271,000. Unallocated funds will be added to the working capital of the Company.

DIVIDENDS

The Company has never declared, nor paid, any dividend since its incorporation and does not foresee paying any dividend in the near future since all available funds will be used to conduct exploration activities. Any future payment of dividends will depend on the financing requirements and financial condition of the Company and other factors which the Board, in its sole discretion, may consider appropriate and in the best interests of the Company.

Under the BCA, the Company is prohibited from declaring or paying dividends if there are reasonable grounds for believing that the Company is insolvent or the payment of dividends would render the Company insolvent.

SELECTED FINANCIAL INFORMATION

Company Selected Financial Information

The following table set forth selected financial information for the Company for the financial years ended July 31, 2025 and 2024 and the nine months ended April 30, 2026. This information has been summarized from the Company's audited financial statements, and the following should be read in conjunction with the said financial statements and related notes that are included elsewhere in this Listing Statement, the audited financial statements, including the notes thereto, attached as Schedule A hereto.

	Nine Months Ended April 30, 2026 (unaudited) ($)	Year Ended July 31, 2025 (audited) ($)	Year Ended July 31, 2024 (audited) ($)
Revenue	-	-	-
Comprehensive Loss	(45,241)	(128,617)	(144,568)
Basic and Diluted Net Loss Per Share	(0.00)	(0.01)	(0.03)
Working Capital Surplus	(240,094)	(149,853)	(321,236)
Assets			
Current assets	3,012	77,209	-
Non-current assets	-	-	-
Total Assets	**3,012**	**77,209**	**-**
Liabilities			
Current liabilities	243,106	227,062	321,236
Shareholder's Equity	(240,094)	(149,853)	(321,236)
Total Liabilities and Shareholders' Equity	**3,012**	**77,209**	**-**

Althea (Pre-Amalgamation) Selected Financial Information

The following table set forth selected financial information for Althea for the year ended October 31, 2025 and 2024 and the six months ended April 30, 2026. This information has been summarized from Althea's audited financial statements, and the following should be read in conjunction with the said financial statements and related notes that are included elsewhere in this Listing Statement, the audited financial statements, including the notes thereto, attached as Schedule C hereto.

	Six Months Ended April 30, 2026 (unaudited) ($)	Year Ended October 31, 2025 (audited) ($)
Revenue	-	-
Comprehensive Loss	(51,973)	(367,867)
Basic and Diluted Net Loss Per Share	(0.01)	(0.06)
Working Capital Surplus	119,325	187,629
Assets		
Current Assets	219,697	236,723
Non-current Assets	-	-
Total Assets	**219,697**	**236,723**

Liabilities		
Current Liabilities	100,373	49,094
Shareholder's Equity	119,324	187,629
Total Liabilities and Shareholders' Equity	**219,697**	**236,723**

Pro-forma Financial Information

The Pro Forma financial information gives effect to the Amalgamation. The pro forma financial statements are attached as Schedule E hereto.

Pro Forma Consolidated Statements of Financial Position

	Company as at April 30, 2026 ($)	Althea as at April 30, 2026 ($)	Pro Forma Adjustments ($)	Pro Forma Consolidation ($)
Total Assets	3,012	219,697	565,000	787,709
Total Liabilities	243,106	100,373	-	343,479

MANAGEMENT'S DISCUSSION AND ANALYSIS

Management's Discussion and Analysis

Company's Management's Discussion and Analysis

Management's Discussion and Analysis of the Company for the year ended July 31, 2025 and the three months ended October 31, 2025 is attached as Schedule B to this Listing Statement.

Althea's Management's Discussion and Analysis

Management's Discussion and Analysis of Althea for the year ended October 31, 2025 and 2024 is attached as Schedule D to this Listing Statement.

Additional Disclosure for Venture Issuers without Significant Revenue for the Company

The following table sets out a breakdown of all material components of certain costs to the Company for the year ended July 31, 2025.

Mineral Properties – Exploration and Evaluation

As at July 31, 2025, the Company did not incur any acquisition and exploration costs.

General and Administrative Expenses

The following table sets out the general and administrative expenses of the Company for the year ended July 31, 2025 and the nine months April 30, 2026:

Item	Nine Months ended April 30, 2026 (unaudited) ($)	Year ended July 31, 2025 (audited) ($)
Management Fees	6,708	31,500
Office and General Expenses	12,470	25,257
Professional Fees	26,063	71,860
Total	45,241	128,617

Additional Disclosure for Venture Issuers without Significant Revenue for Althea

The following table sets out a breakdown of all material components of certain costs to Althea for the year ended October 31, 2025 and the six months ended April 30, 2026.

Mineral Properties – Exploration and Evaluation

As at October 31, 2025 and 2024 and April 30, 2026, Althea incurred the following acquisition and exploration costs in connection with the Mink Narrows Property:

Item	As at April 30, 2026 (unaudited) ($)	As at October 31, 2025 (audited) ($)	As at October 31, 2024 (audited) ($)
Exploration Research & Investigation	20,603	300,572	235,661
Total	**20,603**	**300,572**	**235,661**

General and Administrative Expenses

The following table sets out the general and administrative expenses of Althea for the year ended October 31, 2025 and 2024 and the period ended April 30, 2026:

Item	Period ended April 30, 2026 (unaudited) ($)	Year ended October 31, 2025 (audited) ($)	Year ended October 31, 2024 (audited) ($)
Professional Fees	60,163	79,876	30,526
Management Fees	54,950	122,258	60,000
Investor relations and marketing	6,950	34,328	56,672
Office and Miscellaneous	9,285	5,799	5,552
Total	**131,248**	**242,261**	**152,750**

Disclosure of Outstanding Securities of the Company

The Company is authorized to issue an unlimited number of Common Shares without par value, and an unlimited number of Preferred Shares without par value. As at the date of this Listing Statement, the Company has a total of 21,000,000 common shares outstanding. The Company has no preferred shares outstanding.

As at the date of this Listing Statement, the Company has 1,567,253 share purchase warrants outstanding.

Additional Disclosure for Junior Issuers

The Company anticipates that the proceeds from the Offering plus its existing working capital will fund operations for the next 12-month period. Management estimates that the total operating costs necessary for the Company to achieve its stated business objectives during the next 12-month period will be $521,000 leaving unallocated working capital of $71,500. The operating costs necessary for the Company to achieve its stated business objectives consist of $271,000 to carry out the work program on the Mink Narrows Property and $250,000 for general and administrative costs. Other than the costs stated above, the Company does not anticipate incurring any other material capital expenditures during the next 12-month period.

DESCRIPTION OF THE SECURITIES

Authorized Capital

The authorized capital of the Company consists of an unlimited number of authorized Common Shares, of which 21,000,000 Common Shares were issued and outstanding as at the date of this Listing Statement.

Common Shares

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of Shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of Shares of the Company, the remaining property and assets of the Company. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

CONSOLIDATED CAPITALIZATION

The following table summarizes changes in the Company's capitalization as of the date of this Listing Statement:

Designation of Security	As at July 31, 2025	As of the date hereof (after Completion of the Amalgamation, the Consolidation and the Offering)(1)
Common Shares	25,240,247	21,000,000(2)
Warrants	Nil	1,567,253(3)

Notes:
(1) After completion of the Consolidation, Althea Consolidation, completion of the Offering, and acquisition of Althea.
(2) Amount is comprised of: (i) 5,000,000 post-Consolidation Common Shares of the Company; (ii) 3,500,000 post-Althea Consolidation Common Shares, excluding the Subscription Receipt shares; and (iii) 12,500,000 Common Shares issued on conversion of the Subscription Receipts.
(3) Warrants of Althea on a post-Althea consolidation basis.

OPTIONS TO PURCHASE SECURITIES

The Directors of the Company adopted a 10% rolling stock option plan (the "Stock Option Plan").

The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees, management company employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Common Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. The Stock Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance will be 10% of the number of the Company's Common Shares issued and outstanding at the time such stock options are granted. The Stock Option Plan will be administered by the Company's Board of Directors, which will have full and final authority with respect to the granting of all stock options thereunder.

Stock options may be granted under the Stock Option Plan to such directors, officers, employees, management or consultants of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise price of option grants will be determined by the Board of Directors, but after Listing will not be less than the closing market price of the Common Shares on the Exchange less allowable discounts at the time of grant. The Stock Option Plan provides that the number of Common Shares that may be reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares, if the individual is a director, officer, employee or consultant, or 1% of the issued Common Shares, if the individual is engaged in providing investor relations services, on a yearly basis. All stock options granted under the Stock Option Plan will expire not later than the date that is ten years from the date that such stock options are granted. Stock options terminate earlier as follows: (i) immediately in the event of dismissal with cause; (ii) 30 days from date of termination other than for cause; or (iii) one year from the date of death or disability. Stock options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Options Granted

As of the date hereof, the Company no stock options were granted to its executive officers, director, employees and consultants.

PRIOR SALES

Althea Copper Corp. (formerly, Yankee Hat Minerals Ltd.)

For the 12-month period preceding the date of this Listing Statement, the Company has not issued the any securities.

Althea (Pre-Amalgamation)

For the 12-month period preceding the date of this Listing Statement, Althea has issued the following securities:

Date Of Issue	Number and Class of Securities	Issue Price per Security	Proceeds
June 5, 2025	375,000 Common Shares(1)	$0.20	$75,000
September 17, 2025	500,000 Common Shares(2)	$0.20	$100,000
June 29, 2026	8,000,000 Subscription Receipts(3)	$0.05	$400,000
July 17, 2026	4,500,000 Subscription Receipts(3)	$0.05	$175,000
[Listing Date]	12,500,000 Common Shares(4)	$0.05	$625,000

Notes:
(1) Common Shares were issued under a debt settlement agreement.
(2) Common Shares were issued under a private placement financing.
(3) Subscription Receipts were issued under the Offering.
(4) Common Shares were issued on conversion of the Subscription Receipts.

ESCROWED SECURITIES

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* (previously defined as "NP 46-201"), all securities of an issuer owned or controlled by its principals are required to be placed in escrow at the time of the issuer's initial public offering, unless the Shares held by the principal or issuable to the principal upon conversion of convertible securities held by the principal collectively represent less than 1% of the voting rights attaching to the total issued and outstanding securities of the issuer after giving effect to the initial public offering. Upon completion of the Offering, the Company anticipates being an "emerging issuer" as defined in NP 46-201.

The following securities of the Company (the "Escrowed Securities") are held by, and are subject to the terms of an amended escrow agreement dated August 14 2026 among the Company, Computershare Trust Company, as escrow agent, and the holders of the Escrowed Securities, being Lowell Kamin, Leo Horn, Leo Samson Horn ATF Emerald Holdings Trust, Douglas Engdahl and Axiom Exploration Group Ltd. (the "Escrow Agreement"):

Designation of Class	Number of Securities(1)	Percentage(1)
Common Shares	3,347,524	15.94%
Warrants	205,639	13.12%

Note:
(1) After Completion of the Consolidation, the Althea Consolidation, the Amalgamation and the Offering.

As the Company anticipates being an "emerging issuer" as defined in NP 46-201, the following automatic timed releases will apply to the Common Shares held by its principals who are subject to escrow:

On the date the Issuer's securities are listed on a Canadian Exchange (the "**Listing Date**") (1)	1/10 of the escrow securities
6 months after the Listing Date(1)	1/6 of the remaining escrow securities
12 months after the Listing Date(1)	1/5 of the remaining escrow securities
18 months after the Listing Date(1)	1/4 of the remaining escrow securities
24 months after the Listing Date(1)	1/3 of the remaining escrow securities
30 months after the Listing Date(1)	1/2 of the remaining escrow securities
36 months after the Listing Date(1)	the remaining escrow securities

Note:
(1) The initial release is subject to the Exchange approval and must be no earlier than 10 days following public announcement of the results of the first phase exploration program as set forth in this Listing Statement (the "Additional Mineral Exploration Escrow Conditions").

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter.

Under NP 46-201, a “principal” is: (a) a person or company who has acted as a promoter of the Company within two years of the date of this Listing Statement; (b) a director or senior officer of the Company at the time of this Listing Statement; (c) a person that holds securities carrying more than 20% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Company’s initial public offering; and (d) a person that: (i) holds securities carrying more than 10% of the voting rights attached to the Company’s outstanding securities immediately before and immediately after the Company’s initial public offering; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company. A principal’s spouse and their relatives that live at the same address as the principal will be deemed principals and any securities of the Company held by such a person will be subject to the escrow requirements.

The automatic time release provisions under NP 46-201 pertaining to “established issuers” provide that 10% of each principal’s escrowed securities are released on the Listing Date, with an additional 15% being released in equal tranches at six month intervals over 36 months. If, after 18 months or more of the Listing Date, the Company meets the “established issuer” criteria, as set out in NP 46-201, and the Escrowed Securities will be eligible for accelerated release according to the criteria for established issuers. In such a scenario that number of Escrowed Securities that would have been eligible for release from escrow if the Company had been an “established issuer” on the Listing Date will be immediately released from escrow. The remaining Escrowed Securities would be released in accordance with the time release provisions for established issuers, with all remaining escrow securities being released in equal instalments on the day that is 6 months, 12 months, and 18 months after the Listing Date.

Under the terms of the Escrow Agreement, Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrow Securities will be delivered by the escrow agent to the financial institution; (b) exercise any voting rights attached to the Escrow Securities; (c) receive dividends or other distributions on the Escrow Securities; and (d) exercise any rights to exchange or convert the Escrow Securities in accordance with the Escrow Agreement.

The Escrowed Securities may be transferred within escrow to: (a) subject to approval of the Company’s Board of Directors and the Exchange, an individual who is an existing or newly appointed director or senior officer of the Company or of a material operating subsidiary of the Company; (b) subject to the approval of the Company’s Board of Directors and the Exchange, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Company’s outstanding securities; (c) subject to the approval of the Company’s Board of Directors and the Exchange, a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Company’s outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of escrowed securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of escrowed securities, all securities of the deceased holder will be released from escrow to the deceased holder’s legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a registered retirement savings plan (“RRSP”), registered retirement income fund (“RRIF”) or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrowed Securities pursuant to a business combination, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a business combination will continue to be escrowed if the successor entity is not an “exempt issuer”, the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities’ outstanding securities.

Under the terms of the Escrow Agreement, 10% of each escrowed shareholder’s Common Shares (a total of 334,752 Common Shares) and Warrants (a total of 20,564 Warrants”) will be released on the Listing Date. The remaining 3,012,772 Common Shares and 185,075 Warrants will be held in escrow and released pursuant to the terms of the Escrow Agreement.

PRINCIPAL SHAREHOLDERS

To the knowledge of the Company's directors and officers, no persons beneficially own, or control or direct, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any of the Common Shares.

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth, for each of the Directors and executive officers of the Company, the name, municipality of residence, age, principal occupation, position held with the Company and the date on which the person became a Director.

Name, Municipality of Residence and Age	Principal Occupation during the past five years	Position with the Company	Director or Officer Since	Securities Held After Completion of the Consolidation, the Althea Consolidation, the Amalgamation and the Offering	Percentage of Securities Held After Completion of the Consolidation, the Althea Consolidation, the Amalgamation and the Offering(1)
Lowell Kamin(2) Vancouver, BC Age: 60	CEO and Director of Yankee Hat Minerals Ltd.; CEO and Director of Lodestar Metals Corp; CEO and Director of Blue Ridge Lithium Corp.; President and CEO of Integrity Capital Group Inc.; Director of the Company (Since January 2023).	CEO and Director	April 17, 2024	1,572,612 Common Shares(4)	7.49%
Kyle Appleby North York, ON Age: 51	CFO and Director of Yankee Hat Minerals Ltd.; CFO of a number of junior public companies, and a Senior Officer for many companies including BrandPilot AI Inc., Canada Computational Unlimited Corp., Captor Capital Corp., Cumberland Resources Nickel Corp., Dark Star Minerals Inc., EasTower Wireless Inc., Free Battery Metal Limited., Nuinsco Resources Limited., Nurcapital Corporation Ltd., Pharmadrug Inc., Renforth Resources Inc., SPARQ Corp. and Weekapaug Lithium Limited.	CFO and Director	Listing Date	Nil	Nil
Leo Horn(2)(3) Swanbourne, WA Age: 46	Consultant Geologist with All Terrain Geology; Non-Executive Director of Cosmos Exploration, Technical Advisor for NickelSearch and Bindi Metals.; Director of Yankee Hat Minerals Ltd., and Lodestar Metals Corp.	Director	October 22, 2024	368,546 Common Shares(5)	1.75%
Douglas Engdahl(2) Warman, SK Age: 49	Director of Althea Copper Corp.; Director of Atha Energy Corp.; Director of Desert Gold Ventures Inc.; Director of Standard Uranium Ltd.	Director	Listing Date	1,406,366 Common Shares(6)	6.70%
Total Securities				**3,347,524 Common Shares**	15.94%

Notes:

(1) On an undiluted basis.
(2) Member of the Audit Committee.
(3) Chair of the Audit Committee.
(4) Consists of: (i) 594,289 Common Shares on a post-Consolidation basis; (ii) 278,323 Common Shares issued pursuant to the Amalgamation; and (iii) 700,000 Common Shares issued pursuant to the Offering..
(5) Consists of: (i) 300,000 Common Shares issued pursuant to the Offering; and (ii) 68,546 Common Shares were issued pursuant to the Amalgamation.
(6) Consists of (i) 1,000,000 Common Shares issued pursuant to the Offering; and (ii) 406,336 Common Shares issued pursuant to the Amalgamation, held indirectly through Axiom Exploration Group Ltd., a Company of which Douglas Engdahl is President and Chief Executive Officer.

Term of Office

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are duly elected or appointed in accordance with the Articles or until such director's earlier death, resignation or removal.

Management – Directors and Officers of the Company

Below is a brief description of each of the directors and executive officers of the Company including: names; ages; positions and responsibilities; relevant educational background; principal occupations or employment during the five years preceding the date of this Listing Statement; and relevant experience.

Lowell Kamin (60) – Chief Executive Officer and Director

Mr. Kamin is experienced at securities analysis, asset management, investment banking and raising capital. Mr. Kamin has held senior roles with large international investments banks for 20 years. Mr. Kamin has served as an officer, director and an audit committee member on other reporting issuers. As such, Mr. Kamin has a wealth of knowledge and the financial skills required for public companies including analyzing and evaluating financial statements and commentaries.

Mr. Kamin will devote 50% of his time to his responsibilities as Chief Executive Officer and a director of the Company. Mr. Kamin is an independent consultant of the Company, and he has not entered into a non-competition or non-disclosure agreement with the Company.

Kyle Appleby (51) – Chief Financial Officer and Director

Mr. Appleby holds a Bachelor of Economics and is a member in good standing of the Chartered Professional Accountants of Ontario. Mr. Appleby spent the first 10 years of his career working in public accounting where he worked in both audit and advisory practices working with private companies and investment funds. In 2007, Mr. Appleby left the world of public accounting to focus on providing management, accounting and financial services to public companies across a variety of industries including cannabis, agriculture, technology, mining, crypto-currencies and others. Mr. Apply has been the Chief Financial Officer for numerous companies listed in Canada, the United States of America and London, and has extensive experience in financial reporting, providing strategic direction and leadership, IPOS, fund raising, and corporate governance.

Mr. Appleby will devote 20% of his time to his responsibilities as Chief Financial Officer and a director of the Company. Mr. Appleby is an independent consultant of the Company, and he has not entered into a non-competition or non-disclosure agreement with the Company.

Leo Horn (46) –Director

Mr. Horn has more than 22 years of global experience in exploration and mining for precious, base, battery and rare earth metals, diamonds and uranium across Canada, Australia, Southeast Asia, South America, Africa and Europe. Mr. Horn serves on the Board of ASX-listed Cosmos Exploration and is also a director of Lodestar Metals Corp., a company listed on the TSX Venture Exchange.

Mr. Horn will devote 20% of his time to his responsibilities as a director of the Company. He is an independent consultant of the Company, and he has not entered into a non-competition or non-disclosure agreement with the Company.

Douglas Engdahl (49) – Director

Mr. Engdahl has over 20 years of experience managing various companies in both junior and major exploration and mining sectors across North America and Africa. He has over 15 years of extensive geological mineral exploration experience focused on data compilation and interpretation, drill target generation and drill program management, as well as resource and mine modeling. Mr. Engdahl also has extensive Athabasca Basin resource experience gained over eight (8) years of working as a Senior Mine Geologist on Cameco Corporation's McArthur River Mine, the largest high-grade uranium mine in the world. Mr. Engdahl has been and still is the president and CEO of Axiom Exploration Group Ltd. since January 2018, and is also a director of Atha Energy Corp., Desert Gold Ventures Inc., and Standard Uranium Ltd.

Mr. Engdahl will devote 20% of his time to his responsibilities as a director of the Company. He is an independent consultant of the Company, and he has not entered into a non-competition or non-disclosure agreement with the Company.

Conflicts of Interest

All of our directors and officers act as directors and/or officers of other mineral exploration companies. As such, our directors and officers may be faced with conflicts of interests when evaluating alternative mineral exploration opportunities. In addition, our directors and officers may prioritize the business affairs of another company over the affairs of the Company.

The information as to ownership of securities of the Company, corporate cease trade orders or bankruptcies, penalties or sanctions, personal bankruptcies or insolvencies and existing or potential conflicts of interest has been provided by each insider of the Company individually in respect of himself or herself.

Cease Trade Orders

Except as disclosed below, to the knowledge of management of the Company, no director or executive officer of the Company, is or has been, within the ten years preceding the date of this Listing Statement, a director, chief executive officer, chief financial officer of any company that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or

(b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes of this Listing Statement, an "order" means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Mr. Kyle Appleby was the Chief Financial Officer of Empower Clinics Inc. ("Empower") during the time that the British Columbia Securities Commission and the Ontario Securities Commission issued a management cease trade order ("MCTO") to Mr. Appleby on May 3, 2021 and May 4, 2021 respectively, for Empower's failure to file its annual audited financial statements for the year ended December 31, 2020, and the related management's discussion and analysis ("MDA"). The MCTOs was revoked on July 14, 2021 and July 16, 2021. Mr. Appleby ceased to be Chief Financial Officer of Empower on December 1, 2021.

Mr. Appleby was the Chief Financial Officer of Cadillac Ventures Inc., ("Cadillac") during the time that the Ontario Securities Commission issued a FFCTO to Cadillac, for its failure to file its audited annual financial statements for the year ended May 31, 2021 and the related MDA and certifications. The FFCTO is still in effect as of the date of this Listing Statement. Mr. Appleby ceased to be Chief Financial Officer of Cadillac on December 6, 2024.

Mr. Appleby was a director of Captor Capital Corp. ("Captor") during the time that the Ontario Securities Commission issued a FFCTO to Captor, for its failure to file its audited financial statements for the year ended March 31, 2019 and the related MDA and certifications. The FFCTO was revoked on November 5, 2019.

Mr. Appleby was the Chief Financial Officer of Nuinsco Resources Limited ("Nuinsco") during the time that the securities commission of Ontario, Quebec, Manitoba and British Columbia issued FFCTOs to Nuinsco on May 5, 2016, May 6, 2016, May 9, 2016 and May 12, 2016 respectively, for its failure to file its financial statements for the year ended December 31, 2015 and the related MDA. The FFCTOs were revoked on August 4, 2016, August 5, 2016, August 5, 2016 and August 8, 2016 respectively.

Mr. Appleby was the Chief Financial Officer of Tantalex Resources Corporation ("Tantalex") during the time that the Ontario Securities Commission issued a FFCTO to Tantalex for its failure to file its audited annual financial statements for the year ended February 28, 2020 and the related MDA and certifications. The FFCTO was revoked on November 13, 2020. On July 8, 2024, the Ontario Securities Commission issued a FFCTO to Tantalex for its failure to file its audited annual financial statements for the year ended February 29, 2024 and the related MDA and certifications. The FFCTO was revoked on August 1, 2024. Mr. Appleby ceased to be Chief Financial Officer of Tantalex on June 27, 2025.

Bankruptcies

Except as disclosed below, to the knowledge of management of the Company, no director or executive officer of the Company, or shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, is or has been, with the ten years preceding the date of this Listing Statement:

(a) a director or an executive officer of any company, including the Company, that, while the person was acting in that capacity, or within a year of that person ceasing to act in the capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets or made a proposal under any legislation relating to bankruptcies or insolvency; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Mr. Kyle Appleby was the Chief Financial Officer of UpSnap Inc. ("UpSnap") during the time that UpSnap filed an Assignment in Bankruptcy under the Bankruptcy and Insolvency Act (Canada) on January 18, 2024 and Mr. Appleby ceased to be Chief Financial Officer of UpSnap on the same day.

Penalties or Sanctions

To the knowledge of management of the Company, no director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has:

(a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

To the knowledge of management of the Company, no director or executive officer of the Company, or any shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company or a personal holding company of any such persons has, within the ten years before the date of this Listing Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

EXECUTIVE COMPENSATION

General

The following information, dated as of the date hereof, is provided as required under Form 51-102F6V for venture issuers (the "**Form**"), as such term is defined in National Instrument 51-102.

For the purposes of this Form:

"CEO" means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"company" includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

"compensation securities" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"external management company" includes a subsidiary, affiliate or associate of the external management company;

"**named executive officer**" or "**NEO**" means each of the following individuals:

(a) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

(b) each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

(c) in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5), for that financial year;

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, and was not acting in a similar capacity, at the end of that financial year;

"plan" includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons;

"**underlying securities**" means any securities issuable on conversion, exchange or exercise of compensation securities.

During the financial year ended July 31, 2025, the Company had the following NEOs:

- Lowell Kamin, Chief Executive Officer;
- Kyle Appleby, Chief Financial Officer.

Summary Compensation Table

The following table (presented in accordance with National Instrument Form 51-102F6V Statement of Executive Compensation) excluding options and compensation securities, provides a summary of the compensation paid by the Company to each NEO and director of the Company for the completed financial year ended July 31, 2025. Options and compensation securities are disclosed under the heading "*Stock Options and Other Compensation Securities and Instruments*" below.

Table of compensation excluding compensation securities							
Name and position	***Year***	***Salary, consulting fee, retainer or commission ($)***	***Bonus ($)***	***Committee or meeting fees ($)***	***Value of perquisites ($)***	***Value of all other compensation ($)***	***Total compensation ($)***
Lowell Kamin CEO and Director	2025 2024	- -	- -	- -	- -	- -	- -
Kyle Appleby CFO	2025 2024	- -	- -	- -	- -	- -	- -
Leo Horn Director	2025 2024	- -	- -	- -	- -	- -	- -
Michael Lerner [(1)] Former CEO and Director	2025 2024	- 120,000	- -	- -	- -	- -	- 120,000

Notes:
(1) Mr. Lerner resigned as Chief Executive Officer and a director on June 26, 2025.

Stock Options and Other Compensation Securities and Instruments

The Company did not grant any compensation securities to a NEO or a director during the financial year ended July 31, 2025.

Exercise of Compensation Securities by Directors and NEOs

During the fiscal year ended July 31, 2025, no NEO or director of the Company exercised their compensation securities.

Employment, Consulting and Management Agreements

Other than as set forth below, the Company has no contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer, at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the Named Executive Officer's responsibilities.

As a result of the Company's acquisition of Althea, the Company will be subject to the following agreements:

(a) Althea entered into a management consulting agreement with Lowell Kamin (the "Kamin Agreement") whereby Mr. Kamin will continue to serve as Chief Executive Officer of Althea and will receive a consulting fee of $7,500 per month (plus GST). Under the terms of the Kamin Agreement, the Company is required to issue 167,000 Common Shares on the Company receiving $300,000 in funding from MMDF and/or obtaining drill permit on the Mink Narrows Property; 167,000 Common Shares on Listing; and 166,000 Common Shares upon completion of the 2026 drilling program. In the event of termination Mr. Kamin will receive a customary 12 month severance fee.

(b) Althea entered into a consulting agreement with Leo Horn of Emerald Holdings Trust trading as All Terrain Geology (the "Horn Agreement") whereby Leo Horn will provide services as a director of Althea as well as geological technical services, and in consideration of which, Mr. Horn will receive $3,000 per month. Under the terms of the Horn Agreement, the Company is required to issue 100,000 Common Shares on obtaining drill permit on the Mink Narrows Property; 100,000 Common Shares on Listing; and 100,000 Common Shares upon completion of the 2026 drilling program.

Oversight and Description of Director and NEO Compensation

The Company's executive compensation program is administered by Compensation Committee. The Compensation Committee consists of Leo Horn and Douglas Engdahl within the meaning of NI 52-110.

The Compensation Committee's responsibilities include reviewing and making recommendations to the Board of Directors with respect to adequacy and the form of compensation to all executive officers and directors of the Company, making recommendations to the Board of Directors in respect of granting of stock options to management, directors, officers and other employees and consultants of the Company, and monitoring the performance of the Company's executive officers.

Executive compensation awarded to the named executive officers consists of two components: (i) management fees (including bonuses) and (ii) stock options. The Company does not presently have a long-term incentive plan for its named executive officers. There is no policy or target regarding allocation between cash and noncash elements of the Company's compensation program.

In setting compensation rates for named executive officers, the Company compares the amounts paid to them with the amounts paid to executives in comparable positions at other comparable companies. The Company's compensation payable to the named executive officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each named executive officer and varies with the amount of time spent by each named executive officer in carrying out his or her functions on behalf of the Company. The grant of stock options, as a key component of the executive compensation package, enables the Company to attract and retain qualified executives. Stock option grants are based on the total of stock options available under the Option Plan. In granting stock options, the Board of Directors reviews the total of stock options available under the Option Plan and recommends grants to newly retained executive officers at the time of their appointment, and considers recommending further grants to executive officers from time to time thereafter. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance to the Company's Option Plan.

Due to the Company being a junior mining issuer and having limited financial resources, compensation is not tied to performance criteria or goals. The Company is unaware of any significant events that have significantly affected compensation of its management team and directors.

Pension

The Company does not provide any pension benefits for directors or executive officers.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the date of this Listing Statement, nor has there been since incorporation, any indebtedness of any Director, executive officer, senior officer, employee or any former director, executive officer, employee or senior officer of the Company or any associate of any of them, to or guaranteed or supported by the Company either pursuant to an employee stock purchase program of the Company or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Company.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

The Audit Committee's role is to act in an objective, independent capacity as a liaison between the auditors, management and the Board of Directors and to ensure the auditors have a facility to consider and discuss governance and audit issues with parties not directly responsible for operations.

On July 28, 2026, the Board of Directors adopted a charter delineating the Audit Committee's responsibilities. The Audit Committee Charter is attached to this Listing Statement as Schedule F.

Composition of Audit Committee

The following persons are members of the Company's audit committee:

Leo Horn	Independent	Financially Literate
Douglas Engdahl	Independent	Financially Literate
Lowell Kamin	Not Independent	Financially Literate

Relevant Education and Experience

All members of the Audit Committee have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements, and have an understanding of internal controls. The members of the Audit Committee intend to maintain their currency by periodically taking continuing education courses.

The education and experience of each Audit Committee member that is relevant to the performance of his/her responsibilities as an Audit Committee member is as follows:

Leo Horn

Mr. Horn has more than 22 years of global experience in exploration and mining for precious, base, battery and rare earth metals, diamonds and uranium across Canada, Australia, Southeast Asia, South America, Africa and Europe. He serves on the Board of ASX-listed Cosmos Exploration and he is also a director of Lodestar Metals Corp., a company listed on the TSX Venture Exchange. As such, Mr. Horn has the knowledge and the financial skills required for public companies including analyzing and evaluating financial statements and commentary.

Douglas Engdahl

Mr. Engdahl holds a Bachelor of Applied Science (Geology/Earth Science, General) from the University of Saskatchewan. He has over 20 years of experience managing various companies with over 15 years of geological experience in both junior and major exploration and mining sectors across North America and Africa. His extensive mineral exploration experience has been focused on data compilation and interpretation, drill target generation and drill program management, as well as resource and mine modeling with a focus on structural geology and resource calculations. Mr. Engdahl has extensive Athabasca Basin resource experience having previously spent eight (8) years working as a Senior Mine Geologist on Cameco Corporation's McArthur River Mine, the larget high-grade uranium mine in the world according to the World Nuclear Association. Mr. Engdahl has been and still is the president and CEO of Axiom Exploration Group Ltd. since January 2018, and is also a director of Atha Energy Corp., Desert Gold Ventures Inc., and Standard Uranium Ltd.

Lowell Kamin

Mr. Kamin is experienced at securities analysis, asset management, investment banking and raising capital. He held senior roles with large international investment banks for 20 years. He has served as an officer, director and an audit committee member of Lodestar Metals Corp., a company listed on the TSX Venture Exchange. As such, he has the knowledge and the financial skills required for public companies including analyzing and evaluating financial statements and commentary.

Audit Committee Oversight

At no time since the commencement of the Company's most recent completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the following exemptions:

1. the exemption in section 2.4 of NI 52-110 (*De Minimis Non-audit Services*);
2. the exemption in subsection 6.1.1(4) of NI 52-110 (*Circumstance Affecting the Business or Operations of the Venture Issuer*);
3. the exemption in subsection 6.1.1(5) of NI 52-110 (*Events Outside Control of Member*);
4. the exemption in subsection 6.1.1(6) of NI 52-110 (*Death, Incapacity or Resignation*); or
5. an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (*Exemption*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. However, the Company's Audit Committee Charter states that the Audit Committee must pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

External Auditor Fees

The aggregate fees billed to the Company for the services provided by the external auditor for the fiscal period ended July 31, 2025 and 2024 are as follows:

	July 31, 2025 ($)	**July 31, 2024 ($)**
Audit Fees	$12,000	$9,000
Audit-Related Fees [(1)]	-	-
Tax Fees[(2)]	-	-
All Other Fees[(3)]	-	-
Total	**$12,000**	**$9,000**

Notes:
(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110, which exempts a venture issuer from the requirement to comply with the restrictions on the composition of its Audit Committee and the disclosure requirements of its Audit Committee in an annual information form as prescribed by NI 52-110.

Corporate Governance

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board of Directors and who are charged with the day-to-day management of the Company. The Board of Directors is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

The Company's corporate governance practices are summarized below:

Board of Directors

The Board of Directors is currently comprised of three members. The rules of the Exchange do not have independent director requirements. An "independent" director is a director who has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board of Directors, reasonably interfere with the exercise of a director's independent judgment. Leo Horn and Douglas Engdahl are independent directors of the Company, as they have no ongoing interest or relationship with the Company other than serving as a director. Lowell Kamin is not an independent director because of his position as Chief Executive Officer of the Company. Kyle Appleby is not an independent director because of his position as Chief Financial Officer and Corporate Secretary of the Company.

Directorships

The following Directors of the Company are directors of other reporting issuers:

Name of Director	**Name of Reporting Issuer**	**Exchange**
Lowell Kamin	Lodestar Metals Corp.	TSX Venture Exchange
Kyle Appleby	Captor Capital Corp.	Canadian Securities Exchange
Leo Horn	Lodestar Metals Corp.	TSX Venture Exchange

Douglas Engdahl	Atha Energy Corp.	TSX Venture Exchange
	Desert Gold Ventures Inc.	TSX Venture Exchange
	Standard Uranium Ltd.	TSX Venture Exchange

Orientation and Continuing Education

The Board of Directors provides an overview of the Company's business activities, systems and business plan to all new directors. New director candidates have free access to any of the Company's records, employees or senior management in order to conduct their own due diligence and will be briefed on the strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company. The Directors are encouraged to update their skills and knowledge by taking courses and attending professional seminars.

Ethical Business Conduct

The Board of Directors believes good corporate governance is an integral component to the success of the Company and to meet responsibilities to shareholders. Generally, the Board of Directors has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of the Company.

The Board of Directors is also responsible for applying governance principles and practices, and tracking development in corporate governance, and adapting "best practices" to suit the needs of the Company. Certain of the Directors of the Company may also be directors and officers of other companies, and conflicts of interest may arise between their duties. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as applicable under the BCA.

Nomination of Directors

The Board of Directors has not formed a nominating committee or similar committee to assist the Board of Directors with the nomination of directors for the Company. The Board of Directors considers itself too small to warrant creation of such a committee; and each of the Directors has contacts he can draw upon to identify new members of the Board of Directors as needed from time to time.

The Board of Directors will continually assess its size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company. As required, directors will recommend suitable candidates for consideration as members of the Board of Directors.

Compensation

The Board of Directors reviews the compensation of its directors and executive officers annually. The Directors will determine compensation of directors and executive officers taking into account the Company's business ventures and the Company's financial position. See "*Executive Compensation*".

Other Board Committees

The Company has established an Audit Committee. There are no other committees of the Board of Directors.

Assessments

The Board of Directors has not implemented a process for assessing its effectiveness. As a result of the Company's small size and the Company's stage of development, the Board of Directors considers a formal assessment process to be inappropriate at this time. The Board of Directors plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board of Directors does not formally assess the performance or contribution of individual Board members or committee members.

PLAN OF DISTRIBUTION

Determination of Price

Althea completed the Offering of 12,500,000 Subscription Receipts at a price of $0.05 per Subscription Receipt for gross proceeds of $625,000. Each Subscription Receipt will automatically convert on the basis of one (1) Post-Consolidation common share of Althea for every one (1) Subscription Receipt immediately prior to closing of the Amalgamation Agreement.

The price of the Subscription Receipts in the Offering was determined by the board of directors of Althea. The board of directors of Althea considered the price of $0.05 to be a fair and reasonable price for each Subscription Receipt. See "*Risk Factors*".

Listing of Common Shares on the Exchange

The Company has applied to list its issued and outstanding Common Shares and all other Common Shares issuable as described in this Listing Statement on the Exchange.

As of the date of the Listing Statement, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace, or a marketplace outside of Canada and the United States of America. See "*Risk Factors*".

RISK FACTORS

An investment in the Company is speculative and involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risk factors set out below, in addition to the other information contained in this document, before making any decision to invest in the Company. The Directors consider the following risks and other factors to be the most significant for potential investors in the Company, but the risks listed do not necessarily comprise all those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline and investors may lose all or part of their investment.

How risk is related to return

Generally, there is a strong relationship between the amount of risk associated with a particular investment, and that investment's long-term potential to increase in value.

Investments that have a lower risk also tend to have lower returns because factors that can affect the value of the investment, the risks, are well known or are well controlled and have already been worked into the price of the investment. On the other hand, investments that could have potentially higher returns if conditions for success are favourable also risk generating equally higher losses if conditions become unfavourable. This is because the factors affecting the value of such investments are unknown or difficult to control.

Exploration and Development

Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. In particular, exploration for precious metals is highly speculative in nature.

The Company does not have an interest in any mineral property that presently contains any commercial ore. The Company's proposed exploration programs for the Mink Narrows Property are exploratory searches for mineralized zones, resources and, if successful, Cu-ZN-(Au) deposits ("Deposit(s)"). Should any deposit exist, substantial expenditures will be required to confirm the deposits which are sufficient to justify commercial mining and to obtain the required environmental approvals and permitting required to commence commercial operations. Should any mineral resource be defined on a property in which the Company has an interest there can be no assurance that the mineral resource on any such properties can be commercially mined or that the metallurgical processing will produce economically viable saleable products. Furthermore, there is no assurance that any estimated mineral resources are accurately defined. Mineral resource estimates are imprecise and depend on geological analysis based partly on statistical inferences drawn from drilling, and assumptions about operating costs and metal prices, all of which may prove unreliable. As resource estimates may not be accurate, there can be no assurance that the indicated quantities of metals and deposits on the Mink Narrows Property will be recovered if commercial production is commenced. Any future production could differ significantly from such estimates for the following reasons: actual mineralization or formations could be different from those predicted by drilling, sampling and similar examinations; declines in the market price of copper, zinc and gold may render the mining of some or all of the resources uneconomic; and the grade of material may vary dramatically from time to time and the Company cannot give any assurances that any particular quantity of metal will be recovered from the resources. The occurrence of any of these events may cause Company to adjust resource estimates (if any) or change its mining plans, which could negatively affect the Company's financial condition and results of operations.

The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control.

In addition, the grade of material ultimately mined may differ from that indicated by drilling results. Short term factors relating to mineral resources or mineral reserves, such as the need for orderly development of deposits or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations.

There can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or in production scale process applications. Material changes in mineral resources or reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

The ability of the Company to sell, and profit from the sale of any eventual production from any property in which the Company has an interest will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these factors are beyond the control of the Company and therefore represent a market risk which could impact the long-term viability of the Company and its operations.

Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Company on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Company's exploration programs. There may be other factors that result in delays to the Company's exploration programs, including adverse weather.

Potential Profitability Depends Upon Factors Beyond the Control of the Company

The potential profitability of mineral properties is dependent upon many factors beyond the Company's control. For instance, world prices of and markets for copper, zinc, gold and other minerals are unpredictable, highly volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined deposits may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, water environmental compliance or other production inputs. Such costs will fluctuate in ways the Company cannot predict and are beyond the Company's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of the Company.

Negative Cash Flow from Operating Activities

The Company has no history of earnings and had negative cash flow from operating activities since incorporation. The mineral properties are in the exploration stage and have so far found various types of Volcanic Hosted Massive Sulphide ("VMS") and epigenetic gold deposits and several zones of mineralization. To this date, the Company has not carried out any work on the Mink Narrows Property as significant capital investment will be required to achieve commercial production from these deposits and zones of mineralization. There is no assurance that the deposits and/or mineral zones will generate earnings, operate profitably or provide a return on investment in the future. Accordingly, the Company will be required to obtain additional financing in order to meet its future cash commitments.

No Production History

None of the Company's mineral properties are producing properties and the ultimate success of the Company will depend on its ability to generate cash flow from producing properties in the future. The Company has not generate any revenue to date and there is no assurance that it will do so in the future.

Limited Operating History

The Company has no properties producing positive cash flow and its ultimate success will depend on its ability to generate cash flow from producing properties in the future. The Company has not earned profits to date and there is no assurance that it will do so in the future. Significant capital investment will be required to achieve commercial production from the Company's existing projects. There is no assurance that the Company will be able to raise the required funds to continue these activities.

Exploration, Mining and Operational Risks

The business of exploring for and mining deposits and zones of mineralization involves a high degree of risk. Few properties that are explored are ultimately developed into mines.

The Company's operations are subject to all the hazards and risks normally associated with the exploration, development and mining of deposits and zones of mineralization, any of which could result in risk to life, to property, or to the environment. The Company's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires, power failures and labour disputes, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment, machinery, labour or adverse weather conditions. The availability for insurance for such hazards and risks is extremely limited or uneconomical at this time.

The decision as to whether a property contains a commercial deposit or zone of mineralization and should be brought into production will depend on the results of exploration programs and/or feasibility studies, along with the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several factors including, but not limited to: (1) cost of bringing a property to production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and cost of financing; (3) ongoing cost of production; (4) market prices for the deposits and zones of mineralization to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control.

In addition, the grade of material ultimately mined may differ from that indicated by drilling samples. Short term factors relating to mineral resources or mineral reserves, such as the need for orderly development of deposits and/or zones of mineralization, or the processing of new or different grades, may also have an adverse effect on mining operation and on the results of operations.

There can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or in production scale process applications. Material changes in mineral resources or reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

The ability of the Company to sell, and profit from the sale of any eventual production from any property, primarily the Mink Narrows Property, will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these factors are beyond the control of the Company and therefore represents a market risk which could impact the long-term viability of the Company and its operations.

Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Company on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Company's exploration programs. There may be other factors that result in delay to the Company's exploration programs, including adverse weather.

In the event the Company is fortunate enough to discover and capitalize on a deposit or zone of mineralization, the economics of commercial production depend on many factors, including the cost of operations, the size and quality of the deposit or zone of mineralization, proximity to infrastructure, financing costs and Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial mineral production.

Mining Claims

The Company's prospecting activities are dependent upon the grant of appropriate mineral tenures and regulatory comments which may be withdrawn or made subject to limitations. Mineral claims are renewable subject to certain expenditure requirements. Although the Company believes that it will obtain the necessary prospecting licenses and permits, including but not limited to drill permits, there can be no assurance that they will be granted or as to the terms of any such grant. Furthermore, the Company is required to expend required amounts on its mineral claims in order to maintain them in good standing. If the Company is unable to expend these amounts, the Company may lose its title and/or interest thereto on the expiry date(s) of the relevant mineral claims, namely the Mink Narrows Property. There is no assurance that, in the event of losing its title and/or interest to a mineral claim, the Company will be able to register the mineral claim in its name without a third part registering its interest first.

First Nations Land Claims

First Nations rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Supreme Court of Canada's 2014 decision in *Tsilhqot'in Nation v British Columbia* marked the first time in Canadian history that a court has declared First Nations title to land outside of reserve land. Any of the Company's mineral properties may now or in the future be the subject of aboriginal or First Nations land claims. The legal nature of First Nations land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in any of its mineral properties cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the mineral property is located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of aboriginal interests in order to facilitate exploration and development work on any of its mineral properties, there is no assurance that the Company will be able to establish a practical working relationship with any First Nations in the area which would allow it to ultimately develop such mineral property.

Assurance of Title

The Company has taken all reasonable steps to attempt to ensure that proper title to all of its mineral properties have been obtained and that all grants of such rights thereunder, if any, have been registered with the appropriate public offices. Despite dule diligence conducted by the Company, there is no guarantee that title to such properties will not be challenged or impugned. The Company's Mink Narrows Property may be subject to prior registration agreement or transfers or First Nations land claims and title may be affected by undetected defects.

Competition

The Company competes with numerous other companies and individuals possessing greater financial resources and technical facilities than itself in the search for, and acquisition of, mineral claims, leases and other mineral interests, as well as the recruitment and retention of suitably qualified individuals.

Acquisition of Additional Mineral Properties

If the Company abandons or loses its interest in the Mink Narrows Property, there is no assurance that the Company will be able to acquire, whether by way of option or otherwise, another mineral property of merit or that such an acquisition would be approved by the Exchange or applicable regulatory authorities. There is also no guarantee that the Exchange will approve the acquisition of any additional mineral property interests by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional property interests.

Conflicts of Interest

Directors and officers of the Company may serve as directors of, or have shareholdings in, other reporting or private entities. To the extent that such other companies or entities may participate in ventures in which the Company may participate, the directors or officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The laws of Canada, applicable to the Company, provide that the directors and officers of the Company must act honestly, in good faith, and in the best interest of the Company in resolving any conflicts that may arise, and all directors and officers of the Company are aware of these fiduciary responsibilities. In determining whether or not the Company will participate in a particular venture, the directors and officers will primarily consider the degree of risk to which the Company may be exposed, its financial position at that time and, depending on the magnitude of the venture and the absence of any disinterested directors, whether or not to subject any ventures to the shareholders of the Company for their approval.

Personnel

The Company has a small management team and the loss of any key individual could affect the Company's business. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and the operations of the Company.

Environmental Risks

Inherent with mining operations is an environmental risk. The legal framework governing this area is constantly developing, therefore the Company is unable to fully ascertain any future liability that may arise from the implementation of any new laws or regulations, although such laws and regulations are typically strict and may impose severe penalties (financial or otherwise). The proposed activities of the Company, as with any exploration, may have an environmental impact which may result in unbudgeted delays, damage, loss and other costs and obligations including, without limitation, rehabilitation and/or compensation. There is also a risk that the Company's operations and financial position may be adversely affected by the actions of environmental groups or any other group or person opposed in general to the Company's activities and, in particular, the proposed exploration and mining by the Company within Canada.

Uninsured Risks

The Company, as a participant in exploration and mining programs, may become subject to liability for hazards such as unusual geological or unexpected operating conditions that cannot be insured against or against which it may elect not to be so insured because of high premium costs or other reasons. The Company is currently uninsured against all such risks as such insurance is either unavailable or uneconomic at this time. The Company also currently has no keyman insurance or property insurance as such insurance is uneconomical at this time. The Company will obtain such insurance once it is available and, in the opinion of the directors, economical to do so. The Company may incur a liability to third parties (in excess of any insurance cover) arising from pollution or other damage or injury.

Health and Safety Risks

A violation of health and safety laws, or the failure to comply with the instructions of relevant health and safety authorities, could lead to, among other things, a temporary cessation of activities on the Company's mineral properties or any part thereof, a loss of the right to prospect for minerals, or the imposition of costly compliance procedures. This could have a material adverse effect on the Company's operations and/or financial condition.

Additional Requirements for Capital

Substantial additional financing may be required if the Company is to be successful in pursuing its ultimate strategy. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future operations. Commodity prices, environmental rehabilitation or restitution, revenues, taxes, transportation costs, capital expenditures, operating expenses, geological results and the political environment are all factors which will have an impact on the amount of additional capital that may be required. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion, forfeit its interest in its mineral properties, incur financial penalties, or reduce or terminate its operations.

Dependence on Management

The Company is dependant on a relatively small number of key employees, including the Chief Executive Officer, the Chief Financial Officer and the Board, the loss of any of whom could have a significant and material adverse effect on the Company.

Dividends Unlikely

The Company has not declared or paid any dividends on the Common Shares over the three most recent financial years. The Company intends to retain future earnings, if any, to finance the growth and development of its business and does not intend to pay cash dividends on the Common Shares in the foreseeable future. Any return on an investment in the Common Shares will come from the appreciation, if any, in the value of the Common Shares. The payment of future cash dividends, if any, will be reviewed periodically by the Board and will depend upon, among other things, conditions then existing, including earnings, financial condition and capital requirements, restrictions in financing agreements, business opportunities and conditions and other factors.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit. Given the speculative and unpredictable nature of litigation, the outcome of such disputes could have a material adverse effect on the Company.

Regulatory and Statutory Compliance

The current and future operations of the Company, from exploration through development activities and commercial production, if any, are and will be governed by laws and regulations governing mineral concession acquisition, prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in exploration activities and in the development and operation of mines and related facilities may experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. Permits are subject to the discretion of government authorities and there can be no assurance that the Company will be successful in obtaining all required permits. Further, there can be no assurance that all permits which the Company may require for future exploration, construction of mining facilities and conduct of mining operations, if any, will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any project which the Company may undertake.

Failure to comply with applicable laws, regulations and permits may result in enforcement actions there under, including the forfeiture of claims, orders issued by regulatory or judicial authorities requiring operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or costly remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its exploration activities and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits. The Company is not currently covered by any form of environmental liability insurance.

Existing and possible future laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or require abandonment or delays in exploration.

The Company's Operations may be Negatively Affected by Global Financial and Geopolitical Conditions.

Global financial conditions continue to be characterized as volatile. In recent years, global markets have been adversely impacted by various credit crises and significant fluctuations in prices, availability and delivery of fuel and energy, metals, and critical components, including as a result of the COVID-19 pandemic and due to significant fluctuations in commodity prices as a result of the ongoing military conflict between Ukraine and Russia and the economic sanctions imposed on Russia in connection therewith. Many industries have been impacted by these market conditions. Global financial conditions remain subject to sudden and rapid destabilizations in response to international events, as government authorities may have limited resources to respond to future crises. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect a particular offering of Securities under this Listing Statement, the Company's prospects, cash flows, results of operations, investments or financial condition or the value of the Common Shares. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability (such as the Russian invasion of Ukraine), changes to energy prices or sovereign defaults. If increased levels of volatility continue or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on prices, demand, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the a particular offering of Securities under this Listing Statement, the Company's prospects, cash flows, results of operations, investments or financial condition or the value of the Common Shares.

The Company may also experience significant volatility in its share price as a result, in part, of dramatic changes in global financial conditions including but not limited to substantial increases in interest rates, and a wide-ranging sell off in equity markets. The Company expects these conditions to remain relevant for the foreseeable future and as such cautions investors that equity financing may not be available as a result, either at all or under terms that would generally be perceived as normal or reasonable.

Cyber Security

Companies in all industries, including the mining and exploration industry, are susceptible to cyber risk. The Company's primary operational exposure to cyber risk is with respect to proprietary geological, geochemical and exploration data and related models. The Company, similar to companies in all industries, is exposed, including through its third party contractors, to common place cyber risks such as, but not necessarily limited to, phishing, spam, fraudulent attacks, denial of service attacks, data loss, data theft, data corruption. While the Company has inherent risk, similar to other entities, to cyber risk, the Company manages its risks by outsourcing its IT management to IT professionals who implement industry standard controls to safeguard the Company's data.

Reliance on Third Party Contractors

The Company is reliant on third party contractors to carry out services, and if the Company is unable to retain them in a timely manner, there is a risk that the Company will be unable to carry out the work on the projects as planned or at all.

Volatility of Commodity Prices

The market prices of commodities, including copper and gold, are volatile and are affected by numerous factors which are beyond the Company's control. These factors include international supply and demand, consumer product demand, international economic trends, currency exchange rate fluctuations, interest rates, inflation, global or regional political events, as well as a range of other market forces. Sustained downward movements in commodity prices, including copper, zinc or gold, could render less economic, or uneconomic, some or all of the exploration activities to be undertaken by the Company.

Smaller Company

The share price of publicly traded small companies can be highly volatile. The value of the Company's Common Shares may go down as well as up and, in particular, the share price may be subject to sudden and large falls in value given the restricted marketability of the Company's Common Shares.

No Market for Securities

There is currently no market through which any of the Common Shares, may be sold and there is no assurance that such securities of the Company will be listed for trading on a stock exchange, or if listed, will provide a liquid market for such securities. Until the Common Shares are listed on a stock exchange, holders of the Common Shares may not be able to sell their Common Shares. Even if a listing is obtained, there can be no assurance that an active public market for the Common Shares will develop or be sustained after Listing. The offering price determined by the Company was based upon several factors, and may bear no relationship to the price that will prevail in the public market. The holding of Common Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Common Shares should not be purchased by persons who cannot afford the possibility of the loss of their entire investment.

Liquidity of the Common Shares

As identified throughout this Listing Statement, there is currently no market for with the Company's securities may be sold and purchased. Thus, an investment in the Common Shares of the Company may be difficult to realize. Investors should be aware that the value of the Common Shares may be volatile. Investors may, on disposing of Common Shares, realize less than their original investment. The Common Shares, therefore, may not be a suitable as a short-term investment.

The market price of the Common Shares may not reflect the underlying value of the Company's net assets. The price at which the Common Shares will be traded, and the price at which investors may realize their Common Shares, will be influenced by a large number of factors, some specific to the Company and its proposed operations, and some which may affect the sector in which the Company operates. Such factors could include the performance of the Company's operations, large purchases or sales of the Common Shares, liquidity or the absence of liquidity in the Common Shares, legislative or regulatory changes relating to the business of the Company, and general market and economic conditions.

Dilution

The Company may sell additional equity securities in subsequent offerings (including through the sale of securities convertible into equity securities) and may issue additional equity securities to finance operations, acquisitions or other projects. The Company cannot product the size of future issuances of equity securities or the size and terms of future debt instruments or other securities convertible into equity securities or the effect, if any, that future issuances and sales of its securities will have on the market price of its Common Shares. Any transaction involving the issuance of previously authorized but unissued Common Shares, or securities convertible into Common Shares, would result in dilution, possibly substantial, to securityholders. Exercises of presently outstanding share options may also result in dilution to securityholders.

The Board has the authority to authorize certain offers and sales of additional securities without the vote o, or prior notice to, its shareholders. Based on the need for additional capital to fund expected expenditures and growth, it is likely that the Company will issued additional securities to provide such capital. Such additional issuances may involve the issuance of a significant number of its Common Shares at prices less than the current market price for the Common Shares.

Sales of substantial amounts of the Company's securities, or the availability of such securities for sale, could adversely affect the prevailing market prices of the Company's securities and dilute investors' earning per share. A decline in the market prices of the Company's securities could impair the Company's ability to raise additional capital through the sale of securities should the Company desire to do so. Sales of the Common Shares by shareholders might also make it more difficult for the Company to sell equity securities at a time and price that the Company deems appropriate.

Discretion on Use of Proceeds

While detailed information regarding the use of proceeds from the sale of the Company's securities will be set out in the Offering documents, the Company will have broad discretion over the use of net proceeds from the Offering., Because of the number and variability of factors that will determine the Company's use of proceeds, the Company's ultimate use might vary substantially from its planned use. Prospective investors may not agree with how the Company allocates or spends the proceeds from the Offering. The Company may pursue acquisition, collaborations or other opportunities that do not result in an increase in the market value of its securities, including the market value of its Common Shares, and that may increase in losses.

Tax Issues

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing for the securities.

General

Although management believes that the above risks fairly and comprehensibly illustrate all material risks facing the Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks.

Although the Directors will seek to minimise the impact of the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specialises in investments of this nature before making any decision to invest.

PROMOTERS

Lowell Kamin, Chief Executive Officer and a director of the Company took the initiative in the primary organization of the Company and accordingly is a promoter of the Company. Mr. Kamin owns 1,572,612 Common Shares of the Company which is 7.49% of the Common Shares outstanding as of the date of this Listing Statement. Other than disclosed in this section, Mr. Kamin has not received anything of value from the Company. See "*Directors and Executive Officers*" and "*Executive Compensation*".

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no legal proceedings that the Company is or was a party to, or that any of the Company's property is or was the subject of, that were or are material to the Company, and there are no such material legal proceedings that the Company knows to be contemplated.

There were no: (i) penalties or sanctions imposed against the Company by a court relating to provincial and territorial securities legislation or by a securities regulatory authority; (ii) other penalties or sanctions imposed by a court or regulatory body against the Company that the Company believes must be disclosed for this Listing Statement to contain full, true and plain disclosure of all material facts relating to the Common Shares; or (iii) settlement agreements the Company entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority since incorporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the Directors or executive officers of the Company, persons or companies that beneficially owns, or controls or directs 10 percent of any class or series of the Company's outstanding voting securities, and no associate or affiliate of the foregoing persons, has, or has had, any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or is reasonably expected to materially affect the Company or any of its subsidiaries.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditors of the Company are Stern & Lovrics LLP Chartered Professional Accountants, located at 1210 Sheppard Avenue East, Suite 302, Toronto, Ontario M2K 1E3.

The auditors of Althea are Clearhouse LLP Chartered Professional Accountants, located at 518 – 2560 Matheson Boulevard East, Mississauga, Ontario L4W 4Y9.

The transfer agent and registrar of the Company is Computershare Trust Corporation of Canada., located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia V6C 3B9.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business, the only contracts which have been entered into by the Company as of the date hereof or which will be entered into prior to the Company Listing and which are regarded presently as material are:

1. The Mink Narrows Option Agreement. See "*Business of the Company*".
2. The Stock Option Plan. See "*Options to Purchase Securities*".
3. The Escrow Agreement. See "*Escrowed Securities*".
4. The Kamin Agreement. See "*Executive Compensation"*.
5. The Horn Agreement. See "*Executive Compensation"*.
6. The Seeman Agreement. See "*Executive Compensation"*.
7. The Amalgamation Agreement. See *"Summary of Listing Statement, The Offering"* and *"Business of the Company, Three Year History: Company"*.

EXPERTS

The following persons or companies whose profession or business gives authority to the report, valuation, statement or opinion made by the person or company are named in this Listing Statement as having prepared or certified a report, valuation, statement or opinion in this Listing Statement:

1. Mr. John G. Pearson, M.Sc., P.Geo., FCG, FEC (Hon), the author of the Technical Report on the Mink Narrows Property, has been named as having prepared or certified a report, valuation, statement or opinion described or included in this Listing Statement. Mr. Pearson is a "qualified person" as defined in NI 43-10.

2. The Company's independent auditors are Stern & Lovrics LLP who have prepared an independent auditor's report dated November 21, 2025, in respect of the Company's financial statements for the years ended July 31, 2025 and 2024. Stern & Lovrics LLP advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

3. Althea's independent auditors are Clearhouse LLP Chartered Professional Accountants who have prepared an independent auditor's report dated August 12, 2026, in respect of Althea's financial statements as at October 31, 2025 and 2024 for the years then ended. Clearhouse LLP advised that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct.

None of the foregoing persons or companies have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person or company prepared the report, valuation, statement or opinion aforementioned or thereafter.

OTHER MATERIAL FACTS

There are no further material facts about the securities being distributed that are not already disclosed herein and are necessary in order for the Listing Statement to contain full, true and plain disclosure of all material facts relating to the securities to be distributed.

FINANCIAL STATEMENTS

Audited financial statements for the year ended July 31, 2025 and 2024 of the Company and interim financial statements for the period ended April 30, 2026 and 2025 are attached as Schedule A to this Listing Statement.

Audited financial statements for the years ended October 31, 2025 and 2024 of Althea and interim financial statements for the period ended May 31, 2025 and 2025 of Althea, are attached as Schedule C to this Listing Statement.

SCHEDULE A – FINANCIAL STATEMENTS OF THE COMPANY

(See attached)

YANKEE HAT MINERALS LTD.

CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEARS ENDED JULY 31, 2025 AND 2024

(EXPRESSED IN CANADIAN DOLLARS)

HEAD OFFICE
15 Allstate Parkway, Suite 200
Markham, Ontario
L3R 5B4

TZRLLP.COM
PHONE: (416) 222-5555
FAX : (416) 415-3369

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Yankee Hat Minerals Ltd.

Opinion

We have audited the consolidated financial statements of Yankee Hat Minerals Ltd. (the "Company"), which comprise:

- the consolidated statements of financial position as at July 31, 2025 and July 31, 2024;
- the consolidated statements of loss and comprehensive loss for the years then ended;
- the consolidated statement of changes in shareholder's deficiency for the years then ended;
- the consolidated statement of cash flows for the years then ended; and
- the notes to the consolidated financial statements, including a summary of material accounting policies.

(Hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at July 31, 2025 and July 31, 2024, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS) 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 is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company had a working capital deficit and an accumulated deficit as at July 31, 2025 and is dependent on its ability to obtain continued financial support from investors or to raise additional equity financing. As stated in Note 1, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

Other Information
Management is responsible for the other information. The other information comprises the Management 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 identified above 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 on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. 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 as issued by the International Accounting Standard Board, 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.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statement of the current period and therefore key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matters or when, in extremely rare circumstance, we determine that a matter should not be communicated in our auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interests benefits of such communication.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statement. We are responsible for direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is George G. Lovrics.

TZR LLP

Markham, Ontario
November 21, 2025

Chartered Professional Accountants
Licensed Public Accountants

YANKEE HAT MINERALS LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)

AS AT JULY 31, 2025 AND 2024

	Notes	July 31, 2025 $	July 31, 2024 $
ASSETS			
CURRENT ASSETS			
Cash		**77,209**	-
TOTAL ASSETS		**77,209**	-
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	7	**227,062**	321,236
TOTAL LIABILITIES		**227,062**	321,236
SHAREHOLDERS' DEFICIENCY			
Share capital	8	**18,048,777**	17,848,777
Contributed surplus		**1,400,694**	1,300,694
Accumulated deficit		**(19,599,324)**	(19,470,707)
TOTAL SHAREHOLDERS' DEFICIENCY		**(149,853)**	(321,236)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		**77,209**	-
NATURE OF OPERATIONS AND GOING CONCERN	1		
COMMITMENTS	11		
SUBSEQUENT EVENT	12		

Approved on behalf of the Board on November 21, 2025:

"Kyle Appleby"
Director

"Lowel Kamin"
Director

The accompanying notes form an integral part of these consolidated financial statements

YANKEE HAT MINERALS LTD.
CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)
FOR YEARS ENDED JULY 31, 2025 AND 2024

	2025 $	2024 $
EXPENSES		
Professional fees	71,860	144,568
Management fees	31,500	-
Office and general	25,257	-
NET LOSS AND COMPREHENSIVE LOSS:	(128,617)	(144,568)
NET LOSS PER SHARE - Basic and diluted	(0.01)	(0.03)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – Basic and diluted	16,577,233	5,240,247

The accompanying notes form an integral part of these consolidated financial statements

YANKEE HAT MINERALS LTD.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE YEARS ENDED JULY 31, 2025 AND 2024

	Share Capital #	Share Capital $	Contributed Surplus $	(Deficit) $	Total $
BALANCE, JULY 31, 2023	**5,240,247**	**17,848,777**	**1,300,694**	**(19,326,139)**	**(176,668)**
Net loss and comprehensive loss	-	-	-	(144,568)	(144,568)
BALANCE, JULY 31, 2024	**5,240,247**	**17,848,777**	**1,300,694**	**(19,470,707)**	**(321,236)**
Private placement – common shares issued	15,000,000	150,000	-	-	150,000
Debt settlement with former CEO	5,000,000	50,000	100,000	-	150,000
Net loss and comprehensive loss	-	-	-	(128,617)	(128,617)
BALANCE, JULY 31, 2025	**25,240,247**	**18,048,777**	**1,400,694**	**(19,599,324)**	**(149,853)**

The accompanying notes form an integral part of these consolidated financial statements

YANKEE HAT MINERALS LTD.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE YEARS ENDED JULY 31, 2025 AND 2024

	2025 $	2024 $
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net loss	(128,617)	(144,568)
Changes in non-cash components of working capital:		
Accounts payable and accrued liabilities (i)	55,826	144,568
Cash flows used in operating activities	(72,791)	-
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES		
Issuance of share capital	150,000	-
Cash flows provided by financing activities	150,000	-
Increase in cash	77,209	-
CASH, beginning of the year	-	-
CASH, end of the year	77,209	-

(i) During the year, the Company settled accounts payable of $150,000 through a non-cash transaction (note 6). This amount has been excluded from the change in accounts payable presented in the statement of cash flows.

The accompanying notes form an integral part of these consolidated financial statements

1 NATURE OF OPERATIONS AND GOING CONCERN

Yankee Hat Minerals Ltd. ("Yankee Hat" or the "Company") was incorporated under the laws of Province of British Columbia and has continued as a company under the Business Corporations Act of British Columbia. Its principal business was the acquisition, exploration and development of precious and strategic metals properties in Canada.

The Company's head office and registered office is located at 1100-1199 West Hastings Street, Vancouver, BC V6E 3T5.

These consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, and do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses and statement of financial position classifications that would be necessary were the going concern assumption deemed inappropriate. Such adjustments could be material.

The Company is now pursuing a corporate transaction.

To date the Company has been heavily financed by shareholders and related parties.

On December 6, 2012, the British Columbia Securities Commission issued a cease trade order for the Company's failure to file required records and, on March 7, 2013, the Alberta Securities Commission issued a ceased trade against the Company (collectively, the "FFCTOs"). On July 9, 2024, the Company received a partial revocation of the FFCTOs in order to permit a private placement of 7,000,000 common shares at $0.01 per share for proceeds of $70,000.

On August 19, 2024, in accordance with a partial revocation order issued by the applicable securities commission, the Company issued 7,000,000 common shares at $0.01 per share for gross proceeds of $70,000.

On December 27, 2024 the British Columbia Securities Commission issued a full revocation order in relation to the FFCTOs cease trade order dated December 6, 2012 and the Alberta Securities Commission issued a full revocation order in relation to the cease trade order dated March 7, 2013.

At July 31, 2025, the Company has accumulated losses of $19,599,324 (July 31, 2024 - $19,470,707) since its inception and expects to incur further losses. As at July 31, 2025, the Company had cash and cash equivalents of $77,209 (July 31, 2024 - $nil) and negative working capital of $149,853 (July 31, 2024 – $321,236). These conditions raise material uncertainties which may cast significant doubt as to the Company's ability to continue as a going concern. Because of continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to successfully complete a business transaction to bring profitability to the operations of the Company. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation.

As discussed further in Note 12, subsequent to year-end the Company entered into a corporate reorganization and an amalgamation agreement related to a proposed reverse takeover and planned listing on the Canadian Securities Exchange, which includes a concurrent $1,500,000 financing. While these events are expected to improve the Company's financial position, their completion remains subject to customary closing conditions and cannot be assured. These financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

2 BASIS OF PRESENTATION

(a) Statement of Compliance

The Company's consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The accounting policies set out below were consistently applied to all periods presented unless otherwise noted. These consolidated financial statements were approved by the board of directors on November 21, 2025.

(b) Basis of Measurement

These financial statements have been prepared using the accrual basis of accounting, except for cash flow information, and have been prepared on the historic cost basis.

(c) Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information is expressed in Canadian dollars unless otherwise stated and have been rounded to the nearest dollar.

(d) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its subsidiaries, as follows:

Name	Jurisdiction	Incorporation Date	Percentage Owned
1539901 B.C. Ltd	British Columbia, Canada	May 15, 2025	100%
1539944 B.C. Ltd	British Columbia, Canada	May 15, 2025	100%
1539940 B.C. Ltd	British Columbia, Canada	May 15, 2025	100%
1539908 B.C. Ltd	British Columbia, Canada	May 15, 2025	100%
1539951 B.C. Ltd	British Columbia, Canada	May 15, 2025	100%
1539914 B.C. Ltd	British Columbia, Canada	May 15, 2025	100%

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

As at the date of these financial statements, the subsidiaries are inactive. The only liabilities relate to minor professional fee accruals, which are included in consolidated accounts payable. The incorporation of the subsidiaries is for the intended use of these entities as part of a future spin-out transaction (see subsequent event note 12).

2 BASIS OF PRESENTATION (continued)

(e) Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

It is reasonably possible that, on the basis of existing knowledge, outcomes in the next financial year that are different from the assumptions used could require a material adjustment to the carrying amount of the asset or liability affected.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The accompanying financial statements include all adjustments that are, in the opinion of management, necessary for fair presentation.

Management has made a number of significant estimates and valuation assumptions based on present conditions and management's planned course of action as well as assumptions about future business and economic conditions which include, but are not limited to, the following:

2 BASIS OF PREPARATION (continued)

(i) Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

(ii) Shares issued for non-cash consideration

The Company is required to recognize these transactions at fair value which requires judgment in selecting valuation techniques and other factors. The Company is required to measure shares issued for non-cash consideration at their fair value, which involves significant judgment in determining the appropriate valuation methodology and key assumptions. Such transactions may include the settlement of outstanding debts and the issuance of shares as part of private placements or other non-cash arrangements. The determination of fair value requires management to consider factors such as the quoted market price of the Company's shares at the date of the transaction, the nature of the consideration received, and the timing of the issuance.

(iii) Going concern

The assessment of the Company's ability to continue as a going concern involves judgement regarding future funding available for its operations and working capital requirements as discussed in Note 1.

3 MATERIAL ACCOUNTING POLICIES

These accounting policies set out below have been applied consistently to all periods presented in these financial statements, unless otherwise noted.

(a) Financial Instruments

Under IFRS 9 – Financial Instruments ("IFRS 9"), financial assets are classified and measured based on the business model in which they are held and the characteristics of their contractual cash flows. IFRS 9 contains the primary measurement categories for financial assets: measured at amortized costs, fair value through other comprehensive income ("FVTOCI") and fair value through profit and loss ("FVTPL").

3 MATERIAL ACCOUNTING POLICIES (continued)

Below is a summary showing the classification and measurement bases of our financial instruments.

Financial Instrument	Classification
Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Financial assets
Financial assets are classified as either financial assets at FVTPL, amortized cost, or FVTOCI. The Company determines the classification of its financial assets at initial recognition.

i) Financial assets recorded at FVTPL Financial assets are classified as FVTPL if they do not meet the criteria of amortized cost or FVTOCI. Gains or losses on these items are recognized in profit or loss.

The Company has no asset classified as financial assets measured at FVTPL.

ii) Amortized cost Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designed as at FVTPL: 1) the object of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent solely payments of principal and interest.

The Company's cash is classified as financial assets measured at amortized cost.

iii) Financial assets recorded at FVTOCI Financial assets are recorded at FVTOCI when the change in fair value is attributable to changes in the Company's credit risk. The Company does not have any asset under this classification.

Financial liabilities
Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories:

a. Amortized cost Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at FVTPL, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

   The Company's Due to related party and trade and other payables do not fall into any of the exemptions and are therefore classified as measured at amortized cost.

b. Financial liabilities recorded at FVTPL

   Financial liabilities are classified as FVTPL if they fall into one of the five exemptions detailed above.

3 MATERIAL ACCOUNTING POLICIES (continued)

Transaction costs

Transaction costs associated with financial instruments carried at FVPTL are expensed as incurred while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost area measured at amortized cost using the effective interest rate method instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss).

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

(b) Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be reliably estimated, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as a finance cost.

In accordance with the Company’s environmental policy and applicable legal requirements, a provision for site restoration or decommissioning in respect of land restoration, and the related expense, is recognized when the land is contaminated and there is a legal obligation to restore the site. The Company presently has no decommissioning liabilities.

(c) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

3 MATERIAL ACCOUNTING POLICIES (continued)

(d) Income Taxes

Income tax expense comprises current and deferred tax. Income tax expense is recognized through operations, unless it relates to an item in equity, in which case it is recognized in equity. Current income tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Deferred income tax is recognized by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred income tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly-controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred income tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred income tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

Deferred income tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred income tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

(e) Share Capital

Common shares Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity.

(f) Loss per Share

Basic loss per share is calculated using the weighted average number of shares outstanding. In order to determine diluted loss per share, any proceeds from the exercise of dilutive warrants would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted loss per share calculation. The diluted loss per share calculation excludes any potential conversion of options or warrants that would increase earnings per share or decrease loss per share.

3 MATERIAL ACCOUNTING POLICIES (continued)

(g) Accounting Standards Issued but not yet Applied

At the date of authorization of these financial statements, the IASB and the IFRS Interpretations Committee (IFRIC) have issued the following new and revised standards and interpretations which are not yet effective for the relevant reporting periods. The Company has not early adopted these standards, amendments or interpretations; however, the Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements.

Future accounting standards

As at the date of authorization of these consolidated financial statements, the IASB and the IFRS Interpretations Committee had issued certain new pronouncements that are mandatory for the Company's accounting periods commencing on or after January 1, 2023. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company is currently assessing the impact upon the adoption of the following amendments on its consolidated financial statements:

Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

The IASB has published Classification of Liabilities as Current or Non-Current (Amendments to IAS 1) which clarifies the guidance on whether a liability should be classified as either current or non-current. The amendments:

- clarify that the classification of liabilities as current or non-current should only be based on rights that are in place at the end of the reporting period;
- clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and
- make clear that settlement includes transfers to the counterparty of cash, equity instruments, other assets or services that result in extinguishment of the liability.

This amendment is effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The extent of the impact of adoption of this amendment has not yet been determined.

Presentation of Financial Statements (Amendments to IAS 1)

The IASB has published Disclosure of Accounting Policies (Amendments to IAS 1) which clarifies the guidance on applying the concept of materiality. These amendments help companies provide useful accounting policy disclosures, and they include:

- requiring companies to disclose their material accounting policies instead of their significant accounting policies;
- clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and do not need to be disclosed; and
- clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material.

3 MATERIAL ACCOUNTING POLICIES (continued)

This amendment is effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The company does not expect these changes to have a material impact on the financial statements in the period of initial application.

IFRS 18 – Presentation and disclosure in financial statements

IFRS 18 – Presentation and disclosure in financial statements, which will replace IAS 1 aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of loss, in particular additional defined subtotals, disclosures about management defined performance measures and new principals for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7- Statement of Cash Flows. IFRS 18 is effective from January 1, 2027.

New standards, amendments and interpretations are not expected to have a material effect on the consolidated financial statements.

4 FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT DISCLOSURES

Overview

The Company has exposure to the following risks from its use of financial instruments:

a. Credit risk;
b. Liquidity risk; and
c. Market risk;

This note presents information about the Company’s exposure to each of the above risks, the Company’s objectives, policies and processes for measuring and managing risk, and the Company’s management of capital. Further quantitative disclosures are included throughout these financial statements.

Risk Management Framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company’s risk management framework. The Board fulfils its responsibility through the Audit Committee, which is responsible for overseeing the Company’s risk management policies.

The Company’s risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management practices are reviewed regularly to reflect changes in market conditions and the Company’s activities.

The Company’s risk and control framework is facilitated by the small-sized and hands-on executive team.

4 FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT DISCLOSURES (continued)

Credit Risk
Credit risk is the risk of an unexpected financial loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk arises principally from the Company's cash. Management believes that the credit risk concentration with respect to this financial instrument is remote.

Liquidity Risk
Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking undue damage to the Company's reputation.

The Company's objective is to maintain sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. This is accomplished by budgets and forecasts which are updated on a periodic basis to understand future cash needs and sources. Spending plans are adjusted accordingly, when possible, to provide for liquidity.

The Company manages its liquidity risk through the mechanisms described above and as part of Capital Management Disclosures below. The Company has historically relied on issuances of shares to develop projects and to finance day-to-day operations and may do so again in the future.

As at July 31, 2025, the Company had cash and cash equivalents in the amount of $77,209 (July 31, 2024 - $nil) to settle current liabilities of $227,062 (July 31, 2024 - $321,236).

Market Risk
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices will affect the Company's income, or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Other Market Price Risk
Commodity price risk is the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company does not have any hedging or other commodity-based risks respecting its operations.

Capital Management Disclosures
The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of any potential projects. 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.

4 FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT DISCLOSURES (continued)

The Company considers its capital to be equity, which is comprised of share capital and deficit, which as at July 31, 2025, has a deficiency of $149,853 (July 31, 2024 – $321,236).

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 July 31, 2025. The Company is not subject to externally imposed capital requirements.

5 DETERMINATION OF FAIR VALUES

Several of the Company's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the methods described below. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Fair value hierarchy

The different levels of valuation are defined as follows:
Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
Level 3: Inputs for the asset or liability are not based on observable market data (unobservable inputs).

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about financial instruments.

As at both July 31, 2025, and July 31, 2024, the Company had no financial instruments to classify in the fair value hierarchy.

Cash, accounts payables and accrued liabilities and due to related party have fair values which approximate their carrying values due to the relatively short period to maturity of the instruments.

6 RELATED PARTY TRANSACTIONS

Related parties include directors, officers, close family members, certain consultants and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The Company defines key management personnel as its CEO, CFO and Directors.

(EXPRESSED IN CANADIAN DOLLARS)

6 RELATED PARTY TRANSACTIONS (continued)

Included in management fees for the year ended July 31, 2025, is $30,000 charged by 1820546 Ontario Inc., a company controlled by the previous Chief Executive Officer of the Company. As at July 31, 2025, $nil (July 31, 2024 – $120,000) was included in accounts payable and accrued liabilities, payable to 1820546 Ontario Inc.

On March 21, 2025, the Company and 1820546 Ontario Inc. entered into a debt settlement agreement, pursuant to which:

- $50,000 of the outstanding balance was settled through the issuance of 5,000,000 common shares of the Company; and
- the remaining $100,000 was forgiven by 1820546 Ontario Inc.

During the year ended July 31, 2025, the Company was charged $1,500 by CFO Advantage Inc., a corporation owned by the Chief Financial officer of the Company, for the provision of accounting services. As at July 31, 2025, $1,500 remained owing, and included in accounts payable and accrued liabilities.

7 ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company, while operating under the previous management, was subject to an audit by the Canada Revenue Agency for previously renounced flow-through expenditures. This audit resulted in a reassessment of Part XII.6 tax, interest and penalties. The total reassessment and additional Part XII.6 interest and penalties amounted to $167,668 which was charged to income in prior years. Included in accounts payable at July 31, 2025 is $167,668 (2024 - $167,668).

Management has assessed the potential exposure related to prior flow-through transactions. At this time, no provision has been recorded because management has determined that (i) the likelihood of additional outflows is not considered probable, and (ii) the amount of any potential reassessment cannot be reliably estimated. Management will continue to monitor this matter as new information becomes available.

8 SHARE CAPITAL

Authorized

Unlimited number of common and preferred shares

	Note	Number of Shares	Amount
Balance at July 31, 2024		5,240,247	$ 17,848,777
Private placements	(a)	15,000,000	150,000
Debt settlement	(b)	5,000,000	50,000
Balance at July 31, 2025		25,240,247	18,048,777

(a) On August 19, 2024, the Company closed a private placement financing by issuing 7,000,000 common shares of the Company at a price of $0.01 per share for gross proceeds of $70,000.

(EXPRESSED IN CANADIAN DOLLARS)

8 SHARE CAPITAL (continued)

On March 21, 2025, the Company closed a private placement financing by issuing 8,000,000 common shares of the Company at a price of $0.01 per share for gross proceeds of $80,000.

(b) On March 21, 2025, the Company settled indebtedness of $50,000 owed to 1820546 Ontario Inc., a company controlled by the CEO and director of the Company, by the issuance of 5,000,000 shares at a price of $0.01 per share. See Note 6.

The shares issued in March 2025 were subject to restrictions on resale until July 22, 2025.

9 STOCK OPTIONS

The Company maintains a stock option plan (the "Plan") whereby the Board of Directors may from time to time grant to employees, officers, directors and consultants of the Company or any subsidiary thereof options to acquire common shares in such numbers, for such terms and at such exercise prices as may be determined by the Board, provided that the exercise price may not be lower than the market price of the common shares at the time of the grant of the options. Under the plan the maximum aggregate number of common shares reserved by the Company for issuance, and which may be purchased upon the exercise of all options shall not exceed a maximum of 10% of the common shares issued and outstanding at the time of the grant. Options vest immediately on the effective date of granting; they must be exercised over a period no longer than five years after the date of grant and they are not transferable.

There were no stock options outstanding as at July 31, 2025 and July 31, 2024.

10 INCOME TAXES

The following table reconciles the amount of income tax recoverable on application of the combined statutory Canadian federal and provincial income tax rate of 26.5% (2024 - 26.5%):

	2025	2024
Net loss before income taxes	$ (128,617)	$ (144,568)
Expected income tax recovery at statutory rates	34,084	38,311
Change in unrecognized deferred tax assets	(34,084)	(38,311)
	$ -	$ -

As at July 31, 2025, the Company has non-capital loss carry forwards of $ 74,780 (July 31, 2024 - $40,696).

Deferred tax assets have not been recognized as it is not probable that future taxable profit will be available against which the Company can use these benefits. As at July 31, 2024, the approximate non-capital losses which may reduce taxable income in future years expire as follows:

2043	$ 9,000
2044	144,568
2045	128,617
	282,185

11 COMMITMENTS

The Company is not aware of any commitments as at July 31, 2025.

12 SUBSEQUENT EVENTS

On October 14, 2025, the Company completed a corporate reorganization and spin-out transaction (the “Arrangement”) involving Yankee Hat and its six wholly owned subsidiaries: 1539901 B.C. Ltd., 1539908 B.C. Ltd., 1539914 B.C. Ltd., 1539940 B.C. Ltd., 1539944 B.C. Ltd., and 1539951 B.C. Ltd. (collectively, the “Yankee Subsidiaries”).

Pursuant to the Arrangement:

Yankee Hat altered its authorized share structure by redesignating all issued and unissued common shares as Class A Shares (“Yankee Class A Shares”) and creating a new class of common shares without par value identified as Yankee New Shares;

Yankee Hat will make a cash payment of $7,500 to each of its six Yankee Subsidiaries, including the Company; and each holder of Yankee Class A Shares as of the October 8, 2025 record date received one (1) Yankee New Share for every one (1) Yankee Class A Share held, and one (1) common share of each Yankee Subsidiary for every five (5) Yankee Class A Shares held.

As a result of the Arrangement, all Yankee Class A Shares were cancelled, the former holders of such shares became shareholders of each Yankee Subsidiary (including the Company), and each Yankee Subsidiary became a reporting issuer in the Province of British Columbia.

These financial statements do not reflect any adjustments related to the Arrangement.

On November 13, 2025, the Company entered into an amalgamation agreement (the “Amalgamation Agreement”) with Althea Copper Corp. (“Althea”) and 1561889 B.C. Ltd., a wholly owned subsidiary of the Company (“Subco”), pursuant to which the Company will acquire all of the issued and outstanding shares of Althea (the “Acquisition”). In connection with the Acquisition, the Company intends to apply to list its common shares on the Canadian Securities Exchange (“CSE”).

Prior to completing the Acquisition, the Company will consolidate its issued and outstanding shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share. As consideration for the Acquisition, the Company will issue one (1) post-consolidation share for each Althea common share outstanding immediately prior to closing.

Althea will also complete a non-brokered private placement of 5,000,000 subscription receipts at a price of $0.30 per receipt for gross proceeds of $1,500,000, the proceeds of which will be used for exploration on the Mink Narrows Property and for working capital purposes.
Completion of the Acquisition remains subject to the Althea financing, approval for listing on the CSE, and other customary closing conditions.

YANKEE HAT MINERALS LTD.

UNAUDITED CONSOLIDATED CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2026 AND 2025

(EXPRESSED IN CANADIAN DOLLARS)

YANKEE HAT MINERALS LTD.
UNAUDITED CONSOLIDATD CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)

AS AT APRIL 30, 2026 AND JULY 31, 2025

	Notes	April 30, 2026 $	July 31, 2025 $
ASSETS			
CURRENT ASSETS			
Cash		**3,012**	77,209
TOTAL ASSETS		**3,012**	77,209
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	7	**223,106**	227,062
Loans payable	6,13	**20,000**	-
TOTAL LIABILITIES		**243,106**	227,062
SHAREHOLDERS' DEFICIENCY			
Share capital	8	**18,048,777**	18,048,777
Contributed surplus		**1,355,694**	1,400,694
Accumulated deficit		**(19,644,565)**	(19,599,324)
TOTAL SHAREHOLDERS' DEFICIENCY		**(240,094)**	(149,853)
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIENCY		**3,012**	77,209
NATURE OF OPERATIONS AND GOING CONCERN	1		
COMMITMENTS	11		
SUBSEQUENT EVENT	N/A		

Approved on behalf of the Board on June 16, 2026:

"Kyle Appleby"
Director

"Lowel Kamin"
Director

The accompanying notes form an integral part of these financial statements

YANKEE HAT MINERALS LTD.
UNAUDITED CONSOLIDATED CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2026 AND 2025

	Three months ended April 30,		Nine months ended April 30,	
	2026	**2025**	**2026**	**2025**
	$	**$**	**$**	**$**
EXPENSES				
Professional fees	5,172	13,118	26,063	31,731
Management fees	900	-	6,708	30,000
Office and general	1,908	6,288	12,470	19,840
NET LOSS AND COMPREHENSIVE LOSS:	(7,980)	(19,406)	(45,241)	(81,571)
NET LOSS PER SHARE - Basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – Basic and diluted (i)	25,240,247	20,262,225	25,240,247	19,982,894

(i) The weighted average number of shares has been adjusted retrospectively to reflect the share reorganization completed on October 10, 2025, as the transaction did not result in a change in resources of the Company.

The accompanying notes form an integral part of these financial statements

YANKEE HAT MINERALS LTD.
UNAUDITED CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE NINE MONTHS ENDED APRIL 30, 2026 AND 2025

	Class A Common Shares		New Common Shares				
	Share Capital #	Share Capital $	Share Capital #	Share Capital $	Contributed Surplus $	(Deficit) $	Total $
BALANCE, JULY 31, 2024	**5,240,247**	**17,848,777**	-	-	**1,300,694**	**(19,470,707)**	**(321,236)**
Private placement – common shares issued	15,000,000	150,000	-	-	-	-	150,000
Debt settlement with CEO	5,000,000	50,000	-	-	100,000	-	150,000
Net loss and comprehensive loss	-	-	-	-	-	(81,571)	(81,571)
BALANCE, APRIL 30, 2025	**25,240,247**	**18,048,777**	-	-	**1,400,694**	**(19,552,278)**	**(102,807)**
BALANCE, JULY 31, 2025	**25,240,247**	**18,048,777**	-	-	**1,400,694**	**(19,599,324)**	**(149,853)**
Plan of arrangement (note 10)	(25,240,247)	(18,048,777)	25,240,247	18,048,777	(45,000)	-	(45,000)
Net loss and comprehensive loss	-	-	-	-	-	(45,241)	(45,241)
BALANCE, APRIL 30, 2026	**-**	**-**	**25,240,247**	**18,048,777**	**1,355,694**	**(19,644,565)**	**(240,094)**

The accompanying notes form an integral part of these financial statements

YANKEE HAT MINERALS LTD.

UNAUDITED CONSOLIDATED CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)
FOR THE NINE MONTHS ENDED APRIL 30, 2026 AND 2025

	2026 $	2025 $
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net loss	(45,241)	(81,571)
Changes in non-cash components of working capital:		
Accounts payable and accrued liabilities (i)	(48,956)	11,622
Cash flows used in operating activities	(94,197)	(69,949)
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES		
Issuance of share capital	-	150,000
Proceeds of loans	20,000	-
Cash flows provided by financing activities	20,000	150,000
Change in cash	(74,197)	80,051
CASH, beginning of the period	77,209	-
CASH, end of the period	3,012	80,051

(i) During the three months ended October 31, 2025, the Company had plan of arrangement (Note 10) required a cash payment of $7,500 to each Subsidiary immediately after the transaction is completed, totaling $45,000. As at April 30, 2026, these payments had not been transacted and as a result, management had recorded a liability in these financial statements in respect of such payments. This amount has been excluded from the change in accounts payable presented in the statement of cash flows.

1 NATURE OF OPERATIONS AND GOING CONCERN

Yankee Hat Minerals Ltd. (“Yankee Hat” or the “Company”) was incorporated under the laws of Province of British Columbia and has continued as a company under the Business Corporations Act of British Columbia. Its principal business was the acquisition, exploration and development of precious and strategic metals properties in Canada.

The Company’s head office and registered office is located at 1100-1199 West Hastings Street, Vancouver, BC V6E 3T5.

These consolidated financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, and do not reflect the adjustments to the carrying values of assets and liabilities, the reported revenues and expenses and statement of financial position classifications that would be necessary were the going concern assumption deemed inappropriate. Such adjustments could be material.

The Company is now pursuing a corporate transaction.

To date the Company has been heavily financed by shareholders and related parties.

On December 6, 2012, the British Columbia Securities Commission issued a cease trade order for the Company’s failure to file required records and, on March 7, 2013, the Alberta Securities Commission issued a ceased trade against the Company (collectively, the “FFCTOs”). On July 9, 2024, the Company received a partial revocation of the FFCTOs in order to permit a private placement of 7,000,000 common shares at $0.01 per share for proceeds of $70,000.

On August 19, 2024, in accordance with a partial revocation order issued by the applicable securities commission, the Company issued 7,000,000 common shares at $0.01 per share for gross proceeds of $70,000.

On December 27, 2024 the British Columbia Securities Commission issued a full revocation order in relation to the FFCTOs cease trade order dated December 6, 2012 and the Alberta Securities Commission issued a full revocation order in relation to the cease trade order dated March 7, 2013.

At April 30, 2026, the Company has accumulated deficit of $19,644,565 (July 31, 2025 - $19,599,324) since its inception and expects to incur further losses. As at April 30, 2026, the Company had cash and cash equivalents of $3,012 (July 31, 2025 - $77,209) and negative working capital of $240,094 (July 31, 2025 – $149,853). These conditions raise material uncertainties which may cast significant doubt as to the Company’s ability to continue as a going concern. Because of continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to successfully complete a business transaction to bring profitability to the operations of the Company. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operation.

As discussed further in Note 12, the Company entered into a corporate reorganization and an amalgamation agreement related to a proposed reverse takeover and planned listing on the Canadian Securities Exchange, which includes a concurrent $1,500,000 financing. While these events are expected to improve the Company’s financial position, their completion remains subject to customary closing conditions and cannot be assured. These financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

2 BASIS OF PRESENTATION

(a) Statement of Compliance

The Company's financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting.

(b) Basis of Measurement

These financial statements have been prepared using the accrual basis of accounting, except for cash flow information, and have been prepared on the historic cost basis.

(c) Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information is expressed in Canadian dollars unless otherwise stated and have been rounded to the nearest dollar.

(d) Basis of Consolidation

Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is obtained and are deconsolidated from the date on which control ceases. The consolidated financial statements include the assets, liabilities, revenues, expenses and cash flows of the Company and its subsidiaries, after eliminating inter-company balances and transactions.

During the period, the Company held six wholly owned subsidiaries that had been incorporated for the purpose of completing a plan of arrangement (see Note 10). These subsidiaries were fully consolidated up to October 10, 2025, the date on which the Company completed the arrangement and ceased to have control over them. As a result, the Company no longer consolidated these entities as at April 30, 2026 except newly formed a wholly owned subsidiary 1561889 B.C. Ltd., incorporated on November 3, 2025 after spin out plan of arrangement date.

The spin out subsidiaries previously consolidated during the comparative period and up to the date control was lost were as follows:

Name	Jurisdiction	Incorporation Date	Percentage Owned April 30/26	Percentage Owned July 31/25
1539901 B.C. Ltd	British Columbia, Canada	May 15, 2025	0	100%
1539944 B.C. Ltd	British Columbia, Canada	May 15, 2025	0	100%
1539940 B.C. Ltd	British Columbia, Canada	May 15, 2025	0	100%
1539908 B.C. Ltd	British Columbia, Canada	May 15, 2025	0	100%
1539951 B.C. Ltd	British Columbia, Canada	May 15, 2025	0	100%
1539914 B.C. Ltd	British Columbia, Canada	May 15, 2025	0	100%
1561889 B.C. Ltd	British Columbia, Canada	November 3, 2025	100%	NA

2 BASIS OF PRESENTATION (continued)

As at April 30, 2026, except 1561889 B.C. Ltd., none of these entities are controlled by the Company and therefore they are not consolidated in these interim financial statements. 1561889 B.C. Ltd has no activity as at April 30, 2026 which was formed for amalgamation purposes (for details refer to Note 12).

(e) Use of Estimates and Judgments

The preparation of these financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

It is reasonably possible that, on the basis of existing knowledge, outcomes in the next financial year that are different from the assumptions used could require a material adjustment to the carrying amount of the asset or liability affected.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. The accompanying financial statements include all adjustments that are, in the opinion of management, necessary for fair presentation.

Management has made a number of significant estimates and valuation assumptions based on present conditions and management's planned course of action as well as assumptions about future business and economic conditions which include, but are not limited to, the following:

2 BASIS OF PREPARATION (continued)

(i) Income, value added, withholding and other taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company's provisions for taxes. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

(ii) Shares issued for non-cash consideration

The Company is required to recognize these transactions at fair value which requires judgment in selecting valuation techniques and other factors. The Company is required to measure shares issued for non-cash consideration at their fair value, which involves significant judgment in determining the appropriate valuation methodology and key assumptions. Such transactions may include the settlement of outstanding debts and the issuance of shares as part of private placements or other non-cash arrangements. The determination of fair value requires management to consider factors such as the quoted market price of the Company's shares at the date of the transaction, the nature of the consideration received, and the timing of the issuance.

(iii) Going concern

The assessment of the Company's ability to continue as a going concern involves judgement regarding future funding available for its operations and working capital requirements as discussed in Note 1.

3 MATERIAL ACCOUNTING POLICIES

The accounting policies applied in the preparation of the unaudited condensed interim financial statements are consistent with those followed in the preparation of the Company's July 31, 2025 annual financial statements, except for those noted below and the adoption of new standards and interpretations as of August 1, 2025.

3 MATERIAL ACCOUNTING POLICIES (continued)

Accounting Standards Issued but not yet Applied

At the date of authorization of these financial statements, the IASB and the IFRS Interpretations Committee (IFRIC) have issued the following new and revised standards and interpretations which are not yet effective for the relevant reporting periods. The Company has not early adopted these standards, amendments or interpretations; however, the Company is currently assessing what impact the application of these standards or amendments will have on the consolidated financial statements.

Future accounting standards

IFRS 18- Presentation and Disclosure in Financial Statements

In April 2024, IFRS 18 was issued to achieve comparability of the financial performance of similar entities. The standard, which replaces IAS 1, impacts the presentation of primary financial statements and notes, including the statement of earnings where companies will be required to present separate categories of income and expense for operating, investing, and financing activities with prescribed subtotals for each new category. The standard will also require management-defined performance measures to be explained and included in a separate note within the consolidated financial statements. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements, and requires retrospective application. The Company has not yet assessed the impact of the amendment on the consolidated financial statements.

IFRS 9 and IFRS 7, Amendments to the Classification and Measurement of Financial Instruments

In May 2024, both IFRS 9 and IFRS 7 were amended to clarify that a financial liability is derecognized on the ‘settlement date’ and introduce an accounting policy choice to derecognize financial liabilities settled using an electronic payment system before the settlement date. Other clarifications include the classification of financial assets with environmental, social, and governance linked features via additional guidance on the assessment of contingent features. Clarifications have been made to non-recourse loans and contractually linked instruments. Additional disclosures are introduced for financial instruments with contingent features and equity instruments classified at fair value through other comprehensive income. The amendments are effective for annual periods starting on or after January 1, 2026. Early adoption is permitted, with an option to early adopt the amendments for contingent features only. The Company has not yet assessed the impact of the amendment on the consolidated financial statements.

New standards, amendments and interpretations are not expected to have a material effect on the consolidated financial statements.

4 FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT DISCLOSURES

Overview

The Company has exposure to the following risks from its use of financial instruments:

a. Credit risk;
b. Liquidity risk; and
c. Market risk;

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

Risk Management Framework

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board fulfils its responsibility through the Audit Committee, which is responsible for overseeing the Company's risk management policies.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management practices are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company's risk and control framework is facilitated by the small-sized and hands-on executive team.

Credit Risk

Credit risk is the risk of an unexpected financial loss to the Company if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk arises principally from the Company's cash. Management believes that the credit risk concentration with respect to this financial instrument is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due without incurring unacceptable losses or risking undue damage to the Company's reputation.

The Company's objective is to maintain sufficient capital in order to meet short-term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. This is accomplished by budgets and forecasts which are updated on a periodic basis to understand future cash needs and sources. Spending plans are adjusted accordingly, when possible, to provide for liquidity.

The Company manages its liquidity risk through the mechanisms described above and as part of Capital Management Disclosures below. The Company has historically relied on issuances of shares to develop projects and to finance day-to-day operations and may do so again in the future.
As at April 30, 2026, the Company had cash and cash equivalents in the amount of $3,012 (July 31, 2025 - $77,209) to settle current liabilities of $243,106 (July 31, 2025 - $227,062).

4 FINANCIAL RISK MANAGEMENT AND CAPITAL MANAGEMENT DISCLOSURES (continued)

Market Risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates, commodity prices and equity prices will affect the Company's income, or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Other Market Price Risk

Commodity price risk is the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company does not have any hedging or other commodity-based risks respecting its operations.

Capital Management Disclosures

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of any potential projects. 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 considers its capital to be equity, which is comprised of share capital and deficit, which as at April 30, 2026, has a deficiency of $240,094 (July 31, 2025 – $149,853).

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 April 30, 2026. The Company is not subject to externally imposed capital requirements.

5 DETERMINATION OF FAIR VALUES

Several of the Company's accounting policies and disclosures require the determination of fair value for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the methods described below. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

Fair value hierarchy

The different levels of valuation are defined as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

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

Level 3: Inputs for the asset or liability are not based on observable market data (unobservable inputs).

5. DETERMINATION OF FAIR VALUES (continued)

Fair value estimates are made at the balance sheet date, based on relevant market information and other information about financial instruments.

As at both April 30, 2026, and July 31, 2025, the Company had no financial instruments to classify in the fair value hierarchy.

Cash, accounts payables and accrued liabilities have fair values which approximate their carrying values due to the relatively short period to maturity of the instruments.

6 RELATED PARTY TRANSACTIONS

Related parties include directors, officers, close family members, certain consultants and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The Company defines key management personnel as its CEO, CFO and Directors.

During the nine months ended April 30, 2026, the Company was charged $6,707 (April 30, 2025 - $nil) by CFO Advantage Inc., a corporation owned by the Chief Financial officer of the Company, for the provision of accounting services. As at April 30, 2026 $900 (July 31, 2025 - $1,500) remained owing, and included in accounts payable and accrued liabilities.

Included in management fees for the nine months ended April 30, 2025, was $30,000 charged by 1820546 Ontario Inc., a company controlled by the previous Chief Executive Officer of the Company. As at April 30, 2026, $nil (July 31, 2025 – $nil) was included in accounts payable and accrued liabilities, payable to 1820546 Ontario Inc.

On March 21, 2025, the Company and 1820546 Ontario Inc. entered into a debt settlement agreement, pursuant to which:

- $50,000 of the outstanding balance was settled through the issuance of 5,000,000 common shares of the Company; and
- the remaining $100,000 was forgiven by 1820546 Ontario Inc.

Included in the promissory notes (note 13) is $10,000 owing to the CEO, who is a key management personnel of the Company. The loan was advanced in the normal course of operations and is measured at amortized cost.

The terms of the related party promissory note are consistent with those provided by the third-party lender, including interest rate and repayment terms.

(EXPRESSED IN CANADIAN DOLLARS)

7 ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company, while operating under the previous management, was subject to an audit by the Canada Revenue Agency for previously renounced flow-through expenditures. This audit resulted in a reassessment of Part XII.6 tax, interest and penalties. The total reassessment and additional Part XII.6 interest and penalties amounted to $167,668 which was charged to income in prior years. Included in accounts payable at April 30, 2026 is $167,668 (July 31 - $167,668).

Management has assessed the potential exposure related to prior flow-through transactions. At this time, no provision has been recorded because management has determined that (i) the likelihood of additional outflows is not considered probable, and (ii) the amount of any potential reassessment cannot be reliably estimated. Management will continue to monitor this matter as new information becomes available.

8 SHARE CAPITAL

Authorized
Unlimited number of common and preferred shares

During the period, pursuant to the Company's plan of arrangement (note 10), the Company amended its authorized share structure by re-designating all issued and unissued common shares as Class A Shares and concurrently creating a new class of unlimited common shares without par value ("New Shares"). Upon completion of the Arrangement, each issued Class A Share was exchanged for one New Share. No other changes were made to the rights or attributes of the shares.

		Number of Shares	Amount
Balance at July 31, 2024		5,240,247	$ 17,848,777
Private placements	(a)	15,000,000	150,000
Debt settlement	(b)	5,000,000	50,000
Balance at July 31, 2025 and April 30, 2026		25,240,247	18,048,777

(a) On August 19, 2024, the Company closed a private placement financing by issuing 7,000,000 common shares of the Company at a price of $0.01 per share for gross proceeds of $70,000.

On March 21, 2025, the Company closed a private placement financing by issuing 8,000,000 common shares of the Company at a price of $0.01 per share for gross proceeds of $80,000.

(b) On March 21, 2025, the Company settled indebtedness of $50,000 owed to 1820546 Ontario Inc., a company controlled by the CEO and director of the Company, by the issuance of 5,000,000 shares at a price of $0.01 per share. See Note 6.

The shares issued in March 2025 were subject to restrictions on resale until July 22, 2025.

9 STOCK OPTIONS

The Company maintains a stock option plan (the "Plan") whereby the Board of Directors may from time to time grant to employees, officers, directors and consultants of the Company or any subsidiary thereof options to acquire common shares in such numbers, for such terms and at such exercise prices as may be determined by the Board, provided that the exercise price may not be lower than the market price of the common shares at the time of the grant of the options. Under the plan the maximum aggregate number of common shares reserved by the Company for issuance, and which may be purchased upon the exercise of all options shall not exceed a maximum of 10% of the common shares issued and outstanding at the time of the grant. Options vest immediately on the effective date of granting; they must be exercised over a period no longer than five years after the date of grant and they are not transferable.

There were no stock options outstanding as at April 30, 2026 and July 31, 2025.

10 PLAN OF ARRANGEMENT

On October 10, 2025, the Company completed a statutory plan of arrangement (the "Arrangement") under which all of the issued and unissued Class A common shares of the Company ("Class A Shares") were re-designated as new common shares ("New Shares"), and each registered shareholder of the Company as at October 8, 2025 (the "Record Date") exchanged each Class A Share held for one New Share. In addition, shareholders received one common share of each of the Company's six wholly owned subsidiaries for every five Class A Shares held. The subsidiaries involved in the Arrangement were 1539901 B.C. Ltd., 1539908 B.C. Ltd., 1539914 B.C. Ltd., 1539940 B.C. Ltd., 1539944 B.C. Ltd., and 1539951 B.C. Ltd. (collectively, the "Subsidiaries"). As a result of the Arrangement, the Company's shareholders became shareholders of each Subsidiary, and the Company ceased to have any ownership interest in the Subsidiaries.

Prior to the Arrangement, each Subsidiary held nominal net assets, representing its initial incorporation capital and accrued liabilities for incorporation costs. The Subsidiaries held no other assets or liabilities. The distribution of the Subsidiary shares to the Company's shareholders was accounted for as a distribution to owners in accordance with IFRIC 17 *Distributions of Non-cash Assets to Owners*. The distribution liability was measured at the fair value of the assets distributed. As the Subsidiaries had no operations or identifiable net assets beyond nominal capitalization and no observable market value, the fair value of the distribution was determined to be equal to the carrying amount of the Company's investments in the Subsidiaries.

On completion of the Arrangement, the Company derecognized its investments in the Subsidiaries. No gain or loss was recorded on the distribution.

The Arrangement documentation required a cash payment of $7,500 to each Subsidiary immediately after the transaction is completed, totaling $45,000. As at April 30, 2026, these payments had not been transacted and as a result, management had recorded a liability in these financial statements in respect of such payments.

11 COMMITMENTS

The Company is not aware of any commitments as at April 30, 2026.

12 AMALGAMATION AGREEMENT

On November 13, 2025, the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with Althea Copper Corp. ("Althea") and 1561889 B.C. Ltd., a wholly owned subsidiary of the Company ("Subco"), pursuant to which the Company will acquire all of the issued and outstanding shares of Althea (the "Acquisition"). In connection with the Acquisition, the Company intends to apply to list its common shares on the Canadian Securities Exchange ("CSE").

Prior to completing the Acquisition, the Company will consolidate its issued and outstanding shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share. As consideration for the Acquisition, the Company will issue one (1) post-consolidation share for each Althea common share outstanding immediately prior to closing.

Althea will also complete a non-brokered private placement of 5,000,000 subscription receipts at a price of $0.30 per receipt for gross proceeds of $1,500,000, the proceeds of which will be used for exploration on the Mink Narrows Property and for working capital purposes.

Completion of the Acquisition remains subject to the Althea financing, approval for listing on the CSE, and other customary closing conditions.

13 LOANS PAYABLE

In January 2026, Company entered into two unsecured promissory note agreements for aggregate gross proceeds of $20,000.

The principal terms of the promissory notes are as follows:

- Principal amount: $20,000 in aggregate, consisting of:
  - $10,000 advanced by a director and officer of the Company (the "CEO"), a related party (note 6); and
  - $10,000 advanced by a third party.
- Interest rate: 1.0% per month (12% per annum)
- Term: Payable on demand
- Interest payment terms: Interest accrues monthly and is payable upon repayment of the principal; no periodic cash interest payments are required
- Security: Unsecured

The promissory notes are classified as current liabilities due to their demand nature.

SCHEDULE B – MANAGEMENT DISCUSSION & ANALYSIS OF THE COMPANY

(See attached)

YANKEE HAT MINERALS LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE YEARS ENDED JULY 31, 2025 AND 2024

The following management's discussion and analysis, prepared as of November 21, 2025 and should be read together with the annual audited financial statements and accompanying notes for the years ended July 31, 2025 and 2024, which were prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") effective for the reporting period ended July 31, 2025. All amounts are stated in Canadian dollars unless otherwise indicated.

Yankee Hat Minerals Ltd.'s (the "Company") ability to continue as a going concern and the recoverability of past expenditures mainly in day-to-day operations are dependent upon the ability of the Company to obtain necessary financing and/or loans to successfully complete its future objectives. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. Should the Company be unable to realize its assets or discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in the financial statements. These financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. Management pursues relationships and alliances with diverse entities in order to attract additional sources of funds or other transactions that would assure the continuance of the Company's operations.

All statements in this report that do not directly and exclusively relate to historical facts constitute forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties, and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from the Company's expectations. The Company assumes no obligation to update or revise any forward-looking statements, as a result of new information, future events or otherwise.

Additional information related to the Company is available for view on SEDAR at www.sedarplus.ca.

FORWARD LOOKING STATEMENTS

Certain statements contained in this management discussion and analysis ("MD&A") and in certain documents incorporated by reference in this MD&A, constitute forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of (i) this MD&A or (ii) as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

The forward-looking information in this MD&A reflects the current expectations, assumptions or beliefs of the Company based on information currently available to the Company. With respect to forward looking information contained in this MD&A, the Company has made assumptions regarding, among other things, the Company's ability to successfully generate sufficient funds from capital markets to meet its future obligations as and when required, assumptions relating to the Company's critical accounting policies, the Company's business, the Company's ability to pursue potential corporate transactions, the Company's ability to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet the Company's demand. Although the Company believes that the assumptions inherent in the forward- looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.

This MD&A (See "RISKS AND UNCERTAINTIES") contain information on risks, uncertainties and other factors relating to the forward - looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward - looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company's control. Accordingly, readers should not place undue reliance on forward - looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward−looking information disclosed in this document is qualified by this cautionary statement.

DESCRIPTION OF BUSINESS

Yankee Hat Minerals Ltd. ("Yankee Hat" or the "Company") was incorporated under the laws of Province of British Columbia. The Company's head office and registered office is located at 1100-1199 West Hastings Street, Vancouver, BC V6E 3T5.

Yankee Hat Mineral's principal business activity was the exploration and evaluation of mineral properties in Canada. Over the years the Company has been involved in the acquisition and exploration of precious metal and industrial mineral properties primarily through its investment in exploration properties in Canada. This activity has ceased in prior years and the Company is currently investigating and evaluating business opportunities to either acquire or in which to participate.

On December 6, 2012, the British Columbia Securities Commission issued a cease trade order for the Company's failure to file required records and, on March 7. 2013, the Alberta Securities Commission issued a ceased trade against the Company (collectively, the "FFCTOs"). On July 9, 2024, the Company received a partial revocation of the FFCTOs in order to permit a private placement of 7,000,000 common shares at $0.01 per share for proceeds of $70,000.

On August 19, 2024, in accordance with a partial revocation order issued by the applicable securities commission, the Company issued 7,000,000 common shares at $0.01 per share for gross proceeds of $70,000.

On December 27, 2024 the British Columbia Securities Commission issued a full revocation order in relation to the FFCTOs cease trade order dated December 6, 2012 and the Alberta Securities Commission issued a full revocation order in relation to the cease trade order dated March 7, 2013.

On October 14, 2025, the Company's completed a corporate reorganization and spin-out transaction (the "Arrangement") involving Yankee Hat and its six wholly owned subsidiaries: 1539901 B.C. Ltd., 1539908 B.C. Ltd., 1539914 B.C. Ltd., 1539940 B.C. Ltd., 1539944 B.C. Ltd., and 1539951 B.C. Ltd. (collectively, the "Yankee Subsidiaries").

Pursuant to the Arrangement:

Yankee Hat altered its authorized share structure by redesignating all issued and unissued common shares as Class A Shares ("Yankee Class A Shares") and creating a new class of common shares without par value identified as Yankee New Shares;

Yankee Hat will make a cash payment of $7,500 to each of its six Yankee Subsidiaries, including the Company; and each holder of Yankee Class A Shares as of the October 8, 2025 record date received one (1) Yankee New Share for every one (1) Yankee Class A Share held, and one (1) common share of each Yankee Subsidiary for every five (5) Yankee Class A Shares held.

As a result of the Arrangement, all Yankee Class A Shares were cancelled, the former holders of such shares became shareholders of each Yankee Subsidiary (including the Company), and each Yankee Subsidiary became a reporting issuer in the Province of British Columbia.

On November 13, 2025, the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with Althea Copper Corp. ("Althea") and 1561889 B.C. Ltd., a wholly owned subsidiary of the Company ("Subco"), pursuant to which the Company will acquire all of the issued and outstanding shares of Althea (the "Acquisition"). In connection with the Acquisition, the Company intends to apply to list its common shares on the Canadian Securities Exchange ("CSE").

Prior to completing the Acquisition, the Company will consolidate its issued and outstanding shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share. As consideration for the Acquisition, the Company will issue one (1) post-consolidation share for each Althea common share outstanding immediately prior to closing.

Althea will also complete a non-brokered private placement of 5,000,000 subscription receipts at a price of $0.30 per receipt for gross proceeds of $1,500,000, the proceeds of which will be used for exploration on the Mink Narrows Property and for working capital purposes.

Completion of the Acquisition remains subject to the Althea financing, approval for listing on the CSE, and other customary closing conditions.

At July 31, 2025, the Company has accumulated losses of $19,599,324 (July 31, 2024 - $19,470,707) since its inception and expects to incur further losses. As at July 31, 2025, the Company had cash and cash equivalents of $77,209 (July 31, 2024 - $nil) and negative working capital of $149,853 (July 31, 2024 – $321,236). These conditions raise material uncertainties which may cast significant doubt as to the Company's ability to continue as a going concern. Because of continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to successfully complete a business transaction to bring profitability to the operations of the Company. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations.

The Company's ability to continue as a going concern is dependent upon the ability of the Company to obtain necessary financing to successfully complete its future objectives. Management pursues relationships and alliances with diverse entities in order to attract additional sources of funds or other transactions that would assure the continuance of the Company's operations.

Should the Company be unable to realize its assets or discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in the financial statements. These financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

SELECTED ANNUAL INFORMATION

	31-Jul-25	31-Jul-24	31-Jul-23
Revenue	$ -	$ -	$ -
Net loss for the year	$(128,617)	$ (144,568)	$ (9,000)
Net loss per common share, basic and diluted	$(0.01)	$(0.03)	$ (0.00)
Weighted average number of common shares	16,577,233	5,240,247	5,240,247
Total assets	$ 77,209	$ -	$ -

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Year ended July 31, 2025 compared to July 31, 2024

	2025 $	2024 $
EXPENSES		
Professional fees	71,860	24,568
Management fees	31,500	120,000
Office and general	25,257	-
NET LOSS AND COMPREHENSIVE LOSS:	(128,617)	(144,568)

The increase in professional fees (legal and audit fee) were in connection with the Company's efforts to get relisted after revocation of the cease trade order, and restructuring of the Company. Office and general included regulatory filing fees, transfer agent and annual meeting costs (none of which were incurred in the prior year as the Company was not active).

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital deficit as at July 31, 2025 was $149,853 compared with a working capital deficit of $321,236 as at July 31, 2024. The decrease in working capital deficit was principally due to the proceeds of two private placements in the amount of $150,000.

Historically, the Company's activities have been funded to date through the issuance of common shares. Upon revocation of the FFCTOs, the Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to complete for investors and associated financings.

On August 19, 2024, the Company completed a private placement of 7,000,000 common shares at a price of $0.01 per share for gross proceeds of $70,000. The offering was completed pursuant to a partial revocation order and the proceeds will be used to resolve outstanding fees, prepare outstanding financial statements and pay all other costs associated with full revocation of the FFCTOs.

On March 21, 2025, the Company announced that it has closed a private placement financing by issuing 8,000,000 common shares of the Company (the "Shares") at a price of $0.01 per Share for gross proceeds of $80,000 (the "Offering"). The proceeds of the Offering will be used to meet its ongoing general and administrative expenses as well as costs associated with seeking new business opportunities. The Company has also settled indebtedness of $50,000 owed to 1820546 Ontario Inc., a company controlled by the CEO and director of the Company, by the issuance of 5,000,000 Shares at a price of $0.01 per Share (the "Debt Settlement"). The Shares issued under the Offering and the Debt Settlement were subject to restrictions on resale until July 22, 2025.

The Company has no long-term debt.

SUMMARY OF QUARTERLY RESULTS

A summary of the Company's quarterly results for the past eight quarters is set forth below. All periods have been prepared in accordance with IFRS. The Company did not have any operating activities for the first three quarters of fiscal 2024 and fiscal 2023.

	July 31, 2025	April 30, 2025	January 31, 2025	October 31, 2024
	$	$	$	$
Total assets	77,209	80,051	24,670	-
Working capital (deficiency)	(149,853)	(102,807)	(313,401)	(295,353)
Shareholders' equity (deficiency)	(149,853)	(102,807)	(313,401)	(295,353)
Operating expenses	(47,046)	(19,406)	(18,048)	(44,117)
Net loss	(47,046)	(19,406)	(18,048)	(44,117)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	July 31, 2024	April 30, 2024	January 31, 2024	October 31, 2023
	$	$	$	$
Total assets	-	-	-	-
Working capital (deficiency)	(321,236)	(176,668)	(176,668)	(176,668)
Shareholders' equity (deficiency)	(321,236)	(176,668)	(176,668)	(176,668)
Operating expenses	(144,568)	-	-	-
Net loss	(144,568)	-	-	-
Basic and diluted loss per share	(0.03)	(0.00)	(0.00)	(0.00)

FINANCIAL INSTRUMENTS AND RISK

The Company's financial instruments consist of cash, accounts payable and accrued liabilities. As at July 31, 2025, the carrying value of accounts payable approximate their fair value due to their short term to maturity.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. As at July 31, 2025, the Company had cash balance of $77,209 (July 31, 2024 - $nil) and current liabilities of $227,062 (July 31, 2024 - $321,236). Accounts payable include $167,668 relating to a CRA reassessment for historical flow-through expenditures. To manage liquidity risk, the Company reviews additional sources of capital to continue its operations and discharge its commitments as they become due. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Credit risk

The Company's credit risk is primarily attributable to its liquid financial assets and would arise from the non-performance by counterparties of contractual financial obligations. The Company limits its exposure to credit risk on liquid assets by maintaining its cash with high-credit quality financial institutions, for which management believes the risk of loss to be minimal.

Interest rate risk

As of July 31, 2025, the Company has no interest-bearing term deposits.

Currency risk

The Company is not exposed to foreign currency risk.

OUTSTANDING SHARE DATA

As at the date of this report:

a) Authorized: unlimited common shares without par value

b) Issued and outstanding: 25,240,247 common shares.

c) Outstanding stock options: There are no outstanding stock options.

d) Outstanding warrants: There are no warrants outstanding.

CAPITAL MANAGEMENT

The Company considers its capital to be the components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance that the Company will be able to raise funds in the future.

There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The Company defines key management personnel as its CEO, CFO and Directors.

Included in management fees for the year ended July 31, 2025, is $30,000 charged by 1820546 Ontario Inc., a company controlled by the previous Chief Executive Officer of the Company. As at July 31, 2025, $nil (July 31, 2024 – $120,000) was included in accounts payable and accrued liabilities, payable to 1820546 Ontario Inc.

On March 21, 2025, the Company and 1820546 Ontario Inc. entered into a debt settlement agreement, pursuant to which:

- $50,000 of the outstanding balance was settled through the issuance of 5,000,000 common shares of the Company; and
- the remaining $100,000 was forgiven by 1820546 Ontario Inc.

During the year ended July 31, 2025, the Company was charged $1,500 by CFO Advantage Inc., a corporation owned by the Chief Financial officer of the Company, for the provision of accounting services. As at July 31, 2025, $1,500 remained owing, and included in accounts payable and accrued liabilities.

ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company, while operating under the previous management, was subject to an audit by the Canada Revenue Agency for previously renounced flow-through expenditures. This audit resulted in a reassessment of Part XII.6 tax, interest and penalties. The total reassessment and additional Part XII.6 interest and penalties amounted to $167,668 which was charged to income in prior years. Included in accounts payable is $167,668 (2024 - $167,668).

However, there is no certainty that additional amounts related to the Company's prior flow through transactions will not be assessed or deemed payable.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

NEWLY ADOPTED ACCOUNTING POLICIES, FUTURE ACCOUNTING POLICIES AND FINANCIAL INSTRUMENTS

Please refer to Note 2 of the financial statements for the year ended July 31, 2025 posted on www.sedarplus.ca.

PROPOSED TRANSACTIONS

Other than the amalgamation and share spinout discussed earlier in this report, there are no other proposed transactions.

CONTINGENCIES

There are no contingent liabilities.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

RISKS AND UNCERTAINTIES

The Company has no sources of revenue and is dependent on capital raised from the sale of securities, and loans. There is no assurance that the Company will raise sufficient funds in order to meet its ongoing obligations or be successful in identifying and acquiring a new business venture.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

OTHER MD&A REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedarplus.ca.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

YANKEE HAT MINERALS LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED APRIL 30, 2026 AND 2025

The following management's discussion and analysis, prepared as of June 26, 2026 and should be read together with the condensed interim financial statements for the three and nine months ended April 30, 2026 and 2025 and the annual audited financial statements and accompanying notes for the years ended July 31, 2025 and 2024, which were prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") effective for the reporting period ended October 31, 2025. All amounts are stated in Canadian dollars unless otherwise indicated.

Yankee Hat Minerals Ltd.'s (the "Company") ability to continue as a going concern and the recoverability of past expenditures mainly in day-to-day operations are dependent upon the ability of the Company to obtain necessary financing and/or loans to successfully complete its future objectives. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern. Should the Company be unable to realize its assets or discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in the financial statements. These financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. Management pursues relationships and alliances with diverse entities in order to attract additional sources of funds or other transactions that would assure the continuance of the Company's operations.

All statements in this report that do not directly and exclusively relate to historical facts constitute forward-looking statements. These statements represent the Company's intentions, plans, expectations and beliefs, and are subject to risks, uncertainties, and other factors of which many are beyond the control of the Company. These factors could cause actual results to differ materially from the Company's expectations. The Company assumes no obligation to update or revise any forward-looking statements, as a result of new information, future events or otherwise.

Additional information related to the Company is available for view on SEDAR at www.sedarplus.ca.

FORWARD LOOKING STATEMENTS

Certain statements contained in this management discussion and analysis ("MD&A") and in certain documents incorporated by reference in this MD&A, constitute forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of (i) this MD&A or (ii) as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this Interim MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

The forward-looking information in this MD&A reflects the current expectations, assumptions or beliefs of the Company based on information currently available to the Company. With respect to forward looking information contained in this MD&A, the Company has made assumptions regarding, among other things, the Company's ability to successfully generate sufficient funds from capital markets to meet its future obligations as and when required, assumptions relating to the Company's critical accounting policies, the Company's business, the Company's ability to pursue potential corporate transactions, the Company's ability to continue to obtain qualified staff and equipment in a timely and cost-efficient manner to meet the Company's demand. Although the Company believes that the assumptions inherent in the forward- looking information are reasonable, forward-looking information is not a guarantee of future performance and accordingly undue reliance should not be put on such information due to the inherent uncertainty therein.

Forward-looking information is subject to a number of risks and uncertainties that may cause the actual results of the Company to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to, or effects on, the Company.

Any forward-looking information speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, future events or results or otherwise.

This MD&A (See “RISKS AND UNCERTAINTIES”) contain information on risks, uncertainties and other factors relating to the forward - looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward - looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the Company’s control. Accordingly, readers should not place undue reliance on forward - looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward−looking information disclosed in this document is qualified by this cautionary statement.

DESCRIPTION OF BUSINESS

Yankee Hat Minerals Ltd. (“Yankee Hat” or the “Company”) was incorporated under the laws of Province of British Columbia. The Company’s head office and registered office is located at 1100-1199 West Hastings Street, Vancouver, BC V6E 3T5.

Yankee Hat Mineral’s principal business activity was the exploration and evaluation of mineral properties in Canada. Over the years the Company has been involved in the acquisition and exploration of precious metal and industrial mineral properties primarily through its investment in exploration properties in Canada. This activity has ceased in prior years and the Company is currently investigating and evaluating business opportunities to either acquire or in which to participate.

On December 6, 2012, the British Columbia Securities Commission issued a cease trade order for the Company’s failure to file required records and, on March 7, 2013, the Alberta Securities Commission issued a ceased trade order against the Company (collectively, the “FFCTOs”). On July 9, 2024, the Company received a partial revocation of the FFCTOs in order to permit a private placement of 7,000,000 common shares at $0.01 per share for proceeds of $70,000.

On August 19, 2024, in accordance with a partial revocation order issued by the applicable securities commission, the Company issued 7,000,000 common shares at $0.01 per share for gross proceeds of $70,000.

On December 27, 2024 the British Columbia Securities Commission issued a full revocation order in relation to the FFCTOs cease trade order dated December 6, 2012 and the Alberta Securities Commission issued a full revocation order in relation to the cease trade order dated March 7, 2013.

On October 10, 2025, the Company completed a corporate reorganization and spin-out transaction (the “Arrangement”) involving Yankee Hat and its nine wholly owned subsidiaries: 1539901 B.C. Ltd., 1539908 B.C. Ltd., 1539914 B.C. Ltd., 1539940 B.C. Ltd., 1539944 B.C. Ltd., and 1539951 B.C. Ltd. (collectively, the “Yankee Subsidiaries”).

Pursuant to the Arrangement:

Yankee Hat altered its authorized share structure by redesignating all issued and unissued common shares as Class A Shares (“Yankee Class A Shares”) and creating a new class of common shares without par value identified as Yankee New Shares;

Yankee Hat is required to make a cash payment of $7,500 to each of its nine Yankee Subsidiaries, for total consideration of $45,000, which remains unpaid at April 30, 2026. including the Company; and each holder of Yankee Class A Shares as of the October 8, 2025 record date received one (1) Yankee New Share for every one (1) Yankee Class A Share held, and one (1) common share of each Yankee Subsidiary for every five (5) Yankee Class A Shares held. At the date of the MD&A, the cash payment has not yet been made.

As a result of the Arrangement, all Yankee Class A Shares were cancelled, the former holders of such shares became shareholders of each Yankee Subsidiary (including the Company), and each Yankee Subsidiary became a reporting issuer in the Province of British Columbia. As a result, the Company no longer holds any ownership interest in the subsidiaries and ceased consolidation of these entities. The transaction did not result in a material gain or loss as the subsidiaries held nominal net assets.

On November 3, 2025, a wholly owned subsidiary 1561889 B.C. Ltd was incorporated which is consolidated with the company’s condensed interim financial statements as at April 30, 2026. As at April 30, 2026, except 1561889 B.C. Ltd., none of subsidiary entities are controlled by the Company and therefore they are not consolidated in these interim financial statements. 1561889 B.C. Ltd has no activity as of April 30, 2026 which was formed for amalgamation purposes (for details refer to Note 12 of condensed interim financial statements).

On November 13, 2025, the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with Althea Copper Corp. ("Althea") and 1561889 B.C. Ltd., a wholly owned subsidiary of the Company ("Subco"), pursuant to which the Company will acquire all of the issued and outstanding shares of Althea (the "Acquisition"). In connection with the Acquisition, the Company intends to apply to list its common shares on the Canadian Securities Exchange ("CSE").

Prior to completing the Acquisition, the Company will consolidate its issued and outstanding shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share. As consideration for the Acquisition, the Company will issue one (1) post-consolidation share for each Althea common share outstanding immediately prior to closing.

Althea will also complete a non-brokered private placement of 5,000,000 subscription receipts at a price of $0.30 per receipt for gross proceeds of up to $1,500,000, the proceeds of which will be used for exploration on the Mink Narrows Property and for working capital purposes.

Completion of the Acquisition remains subject to the Althea financing, approval for listing on the CSE, and other customary closing conditions.

At April 30, 2026, the Company has accumulated deficit of $19,644,565 (July 31, 2025 - $19,599,324) since its inception and expects to incur further losses. As at April 30, 2026, the Company had cash and cash equivalents of $3,012 (July 31, 2025 - $77,209) and negative working capital of $240,094 (July 31, 2025 – $149,853). These conditions raise material uncertainties which may cast significant doubt as to the Company's ability to continue as a going concern. Because of continuing operating losses, the Company's continuance as a going concern is dependent upon its ability to obtain adequate financing and to successfully complete a business transaction to bring profitability to the operations of the Company. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable levels of operations. Management intends to address this uncertainty through completion of the proposed amalgamation transaction, raising additional capital, and reducing discretionary expenditures.

The Company's ability to continue as a going concern is dependent upon the ability of the Company to obtain necessary financing to successfully complete its future objectives. Management pursues relationships and alliances with diverse entities in order to attract additional sources of funds or other transactions that would assure the continuance of the Company's operations.

Should the Company be unable to realize its assets or discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded in the financial statements. These financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

OVERALL PERFORMANCE AND RESULTS OF OPERATIONS

Three and nine months ended April 30, 2026 compared to 2025

	Three months ended April 30,		Nine months ended April 30,	
	2026	2025	2026	2025
	$	$	$	$
EXPENSES				
Professional fees	5,172	13,118	26,063	31,731
Management fees	900	-	6,708	30,000
Office and general	1,908	6,288	12,470	19,840
NET LOSS AND COMPREHENSIVE LOSS:	(7,980)	(19,406)	(45,241)	(81,571)

Total operating expenses for the three months ended April 30, 2026 were $7,980 compared to $19,406 for the three months ended April 30, 2025, a decrease of $11,426. Total operating expenses for the nine months ended April 30, 2026 were $45,241 compared to $81,571 for the nine months ended April 30, 2025, a decrease of $36,330. As the Company had no revenue in either period, the net loss equals total operating expenses in each case.

Professional fees decreased by $7,946 for the three-month period (2026: $5,172; 2025: $13,118) and by $5,668 for the nine-month period (2026: $26,063; 2025: $31,731). The prior year periods reflected higher legal, audit, and regulatory costs incurred to bring the Company back into good standing, including costs associated with restoring compliance with applicable securities requirements. In the current year periods, professional fees relate primarily to legal and advisory costs associated with the Plan of Arrangement and Amalgamation Agreement as previously disclosed.

Management fees decreased by $23,292 for the nine-month period (2026: $6,708; 2025: $30,000) and were $900 for the three-month period compared to nil in the prior year. The decrease over the nine-month period is due to the absence of CEO compensation in the current year, as further described in the Related Party Transactions section.

Office and general expenses decreased by $4,380 for the three-month period (2026: $1,908; 2025: $6,288) and by $7,370 for the nine-month period (2026: $12,470; 2025: $19,840), reflecting reduced regulatory filing activity and lower day-to-day administrative costs as the Company focused its efforts on the proposed Arrangement and Amalgamation Agreement.

LIQUIDITY AND CAPITAL RESOURCES

The Company's working capital deficit as at April 30, 2026 was $240,094 compared with $149,853 as at July 31, 2025. The increase in the working capital deficit was primarily due to the reduction in cash during the period, the recognition of $20,000 in promissory notes, and the accrual of $45,000 payable to former subsidiaries in connection with the plan of arrangement.

Historically, the Company's activities have been funded to date through the issuance of common shares. Upon revocation of the FFCTOs, the Company is dependent on the capital markets as its primary source of operating working capital and the Company's capital resources are largely determined by its ability to complete for investors and associated financings.

On August 19, 2024, the Company completed a private placement of 7,000,000 common shares at a price of $0.01 per share for gross proceeds of $70,000. The offering was completed pursuant to a partial revocation order and the proceeds will be used to resolve outstanding fees, prepare outstanding financial statements and pay all other costs associated with full revocation of the FFCTOs.

On March 21, 2025, the Company announced that it has closed a private placement financing by issuing 8,000,000 common shares of the Company (the "Shares") at a price of $0.01 per Share for gross proceeds of $80,000 (the "Offering"). The proceeds of the Offering will be used to meet its ongoing general and administrative expenses as well as costs associated with seeking new business opportunities. The Company has also settled indebtedness of $50,000 owed to 1820546 Ontario Inc., a company controlled by the CEO and director of the Company, by the issuance of 5,000,000 Shares at a price of $0.01 per Share (the "Debt Settlement"). The Shares issued under the Offering and the Debt Settlement were subject to restrictions on resale until July 22, 2025.

In January 2026, Company entered into two unsecured promissory note agreements for aggregate gross proceeds of $20,000 ($10,000 of which is from the CEO of the Company). The promissory notes are classified as current liabilities due to their demand nature.

As at April 30, 2026, the Company's financial liabilities consist of accounts payable and accrued liabilities of $223,106 and loans payable of $20,000, all of which are due within one year or on demand. The Company has no long-term debt.

The Company does not currently have sufficient cash resources to meet its short-term obligations as they come due and will require additional financing to continue operations.

SUMMARY OF QUARTERLY RESULTS

A summary of the Company's quarterly results for the past eight quarters is set forth below. All periods have been prepared in accordance with IFRS. The Company did not have any operating activities for the first three quarters of fiscal 2024 and fiscal 2023.

	April 30, 2026	January 31, 2026	October 31, 2025	July 31, 2025
	$	$	$	$
Total assets	3,012	3,177	38,949	77,209
Working capital (deficiency)	(240,094)	(232,113)	(228,472)	(149,853)
Shareholders' equity (deficiency)	(240,094)	(232,113)	(228,472)	(149,853)
Operating expenses	(7,980)	(3,641)	(33,619)	(47,046)
Net loss	(7,980)	(3,641)	(33,619)	(47,046)
Basic and diluted loss per share	(0.00)	(0.00)	(0.00)	(0.00)

	April 30, 2025	January 31, 2025	October 31, 2024	July 31, 2024
	$	$	$	$
Total assets	80,051	24,670	-	-
Working capital (deficiency)	(102,807)	(313,401)	(295,353)	(321,236)
Shareholders' equity (deficiency)	(102,807)	(313,401)	(295,353)	(321,236)
Operating expenses	(19,406)	(18,048)	(44,117)	(144,568)
Net loss	(19,406)	(18,048)	(44,117)	(144,568)
Basic and diluted loss per share	(0.00)	(0.00)	(0.01)	(0.03)

FINANCIAL INSTRUMENTS AND RISK

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and loans payable. As at April 30, 2026, the carrying value of accounts payable approximate their fair value due to their short term to maturity.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. As at April 30, 2026, the Company had cash and cash equivalents in the amount of $3,012 (July 31, 2025 - $77,209) to settle current liabilities of $243,106 (July 31, 2025 - $227,062). Accounts payable include $167,668 relating to a CRA reassessment for historical flow-through expenditures. To manage liquidity risk, the Company reviews additional sources of capital to continue its operations and discharge its commitments as they become due. All of the Company's financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms.

Credit risk

The Company's credit risk is primarily attributable to its liquid financial assets and would arise from the non-performance by counterparties of contractual financial obligations. The Company limits its exposure to credit risk on liquid assets by maintaining its cash with high-credit quality financial institutions, for which management believes the risk of loss to be minimal.

Interest rate risk

As of April 30, 2026, the Company has no variable interest-bearing debt or term deposits. The Company is exposed to interest rate risk on its promissory notes, which bear interest at 1% per month.

Currency risk

The Company is not exposed to foreign currency risk.

OUTSTANDING SHARE DATA

As at the date of this report:

a) Authorized: unlimited common shares without par value

b) Issued and outstanding: 25,240,247 common shares.

c) Outstanding stock options: There are no outstanding stock options.

d) Outstanding warrants: There are no warrants outstanding.

CAPITAL MANAGEMENT

The Company considers its capital to be the components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance that the Company will be able to raise funds in the future.

There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

RELATED PARTY TRANSACTIONS

Related parties include directors, officers, close family members, certain consultants and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. The Company defines key management personnel as its CEO, CFO and Directors.

During the nine months ended April 30, 2026, the Company was charged $6,707 (April, 30 2025 - $nil) by CFO Advantage Inc., a corporation owned by the Chief Financial officer of the Company, for the provision of accounting services. As at April 30, 2026 $900 (July 31, 2025 - $1,500) remained owing, and included in accounts payable and accrued liabilities.

Included in management fees for the nine months ended April 30, 2025, was $30,000 charged by 1820546 Ontario Inc., a company controlled by the previous Chief Executive Officer of the Company. As at April 30, 2026, $nil (July 31, 2025 – $nil) was included in accounts payable and accrued liabilities, payable to 1820546 Ontario Inc.

On March 21, 2025, the Company and 1820546 Ontario Inc. entered into a debt settlement agreement, pursuant to which:

- $50,000 of the outstanding balance was settled through the issuance of 5,000,000 common shares of the Company; and
- the remaining $100,000 was forgiven by 1820546 Ontario Inc.

Included in the promissory notes (note 13 of the interim financial statements) is $10,000 owing to the CEO, who is a key management personnel of the Company. The loan was advanced in the normal course of operations and is measured at amortized cost.

The terms of the related party promissory note are consistent with those provided by the third-party lender, including interest rate and repayment terms.

ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

The Company, while operating under the previous management, was subject to an audit by the Canada Revenue Agency for previously renounced flow-through expenditures. This audit resulted in a reassessment of Part XII.6 tax, interest and penalties.

The total reassessment and additional Part XII.6 interest and penalties amounted to $167,668 which was charged to income in prior years. Included in accounts payable is $167,668 (2024 - $167,668).

However, there is no certainty that additional amounts related to the Company's prior flow through transactions will not be assessed or deemed payable.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

NEWLY ADOPTED ACCOUNTING POLICIES, FUTURE ACCOUNTING POLICIES AND FINANCIAL INSTRUMENTS

Please refer to Note 3 of the financial statements for the year ended July 31, 2025 posted on www.sedarplus.ca.

PROPOSED TRANSACTIONS

Other than the amalgamation and share spinout discussed earlier in this report, there are no other proposed transactions.

CONTINGENCIES

There are no contingent liabilities.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual reports could differ from management's estimates.

RISKS AND UNCERTAINTIES

The Company has no sources of revenue and is dependent on capital raised from the sale of securities, and loans. There is no assurance that the Company will raise sufficient funds in order to meet its ongoing obligations or be successful in identifying and acquiring a new business venture.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

OTHER MD&A REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR at www.sedarplus.ca.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company will file a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed interim financial statements and the audited annual financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

SCHEDULE C –FINANCIAL STATEMENTS OF ALTHEA

(See attached)

ALTHEA COPPER CORP.

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED OCTOBER 31, 2025 AND 2024

(Expressed in Canadian Dollars)

CLEARHOUSE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Althea Copper Corp

Report on the Audit of the Consolidated Financial Statements

Opinion
We have audited the consolidated financial statements of Althea Copper Corp. (the Company), which comprise the consolidated statements of financial position as at October 31, 2025 and 2024, and the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at October 31, 2025 and 2024, and its financial performance and its cash flows for the years then ended, in accordance with International Financial Reporting Standards.

Basis for Opinion
We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Relating to Going Concern
We draw your attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a comprehensive loss of $384,199 for the year ended October 31, 2025. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters
Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended October 31, 2025. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Aside from the matter described in *the Emphasis of Matter - Material Uncertainty Related to Going Concern* section of our report, we have determined the matter described below to be a key audit matter to be communicated in our report.

Acquisition Blue Ridge Lithium Corp. ("Blue Ridge")

Description of the matter
As described in Note 5 to the consolidated financial statements, on April 15, 2025, the Company acquired 100% of Blue Ridge Lithium Corp. (Blue Ridge) by issuing 500,000 common shares of the Company. As of the acquisition date, Blue Ridge's primary asset was cash.

The Company determined the acquisition of Blue Ridge did not meet the definition of a “Business” in accordance with IFRS 3, *Business Combinations*, and as such, accounted for the transaction as an asset acquisition.

Why the matter is a key audit matter
This matter represented an area of significant risk of material misstatement given the magnitude of the transaction. In addition, Management was required to exert judgment when: determining whether Blue Ridge met the definition of a “Business” and whether the share-based-payment transaction was more reliably measured with reference to the net assets acquired or common shares issued as consideration. This in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence.

How the matter was addressed in the audit
The following were the primary procedures we performed to address this key audit matter:

- We reviewed the amalgamation agreement and other related agreements to identify and assess relevant terms and conditions;
- Evaluated management’s key assumptions in concluding the transaction was an asset acquisition; notably Blue Ridge’s lack of an organized workforce, nor substantive management or operational processes;
- Evaluated reasonableness of judgments made in management’s determination of the acquisition date, identifiable assets acquired and the fair value of the common shares issued; and;
- We assessed the appropriateness and completeness of the related disclosures in the consolidated financial statements.

Information Other than the Consolidated Financial Statements and Auditor’s Report Thereon
Management is responsible for the other information. The other information comprises the annual management’s discussion and analysis, but does not include the consolidated financial statements and our auditor’s report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements
Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because of 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 Pat Kenney.

Clearhouse LLP

Chartered Professional Accountants
Licensed Public Accountants

Mississauga, Ontario
August 12, 2026

Althea Copper Corp.

Consolidated Statements of Financial Position
As at October 31, 2025 and October 31, 2024
(Expressed in Canadian Dollars)

	Note	October 31, 2025	October 31, 2024
		$	**$**
ASSETS			
Current Assets			
Cash		202,177	114,110
Prepaid expenses	**4**	-	184,328
Share subscription receivable	**7**	-	150,000
Other amounts receivable		34,546	11,236
Total current assets		236,723	459,674
Total assets		**236,723**	**459,674**
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	**9**	65,426	139,428
Flow through share premium	**7**	-	75,000
Total liabilities		65,426	214,428
SHAREHOLDERS' EQUITY			
Share Capital	**7**	1,167,355	858,830
Reserves	**7**	97,953	96,228
Deficit		(1,094,011)	(709,812)
Total shareholders' equity		171,297	245,246
Total liabilities and shareholders' equity		**236,723**	**459,674**

Nature of operations and going concern (Note 1)
Subsequent events (Note 12)

APPROVED BY THE BOARD OF DIRECTORS

Lowell Kamin, Director   Randene Seeman, Director

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

Althea Copper Corp.

Consolidated Statements of Loss and Comprehensive Loss

For the years ended October 31, 2025 and 2024

(Expressed in Canadian Dollars)

	Note	2025	2024
		$	**$**
General and administrative expenses			
Exploration and evaluation expenses	**6**	316,904	235,661
Professional fees	**9**	79,876	30,526
Management fees	**9**	122,258	60,000
Investor relations and marketing		34,328	56,672
Office and miscellaneous		5,799	5,552
Loss before other items		(559,165)	(388,411)
Other income (expenses)			
Grant income (i)		100,000	-
Other income – flow through share premium		75,000	-
Foreign exchange loss		(34)	(379)
Net loss and comprehensive loss for the year		**(384,199)**	**(388,790)**
Weighted average number of common shares outstanding during the year		**6,485,348**	**4,804,173**
Loss per share - basic and diluted		**(0.06)**	**(0.08)**

(i) On August 22, 2025, the Company entered into a grant agreement with the Manitoba Mineral Development Fund (“MMDF”) for $100,000 to fund exploration activities at the Mink Narrow Property. The funding was received in full on October 22, 2025.

Althea Copper Corp.

Consolidated Statements of Changes in Shareholders' Equity
For the years ended October 31, 2025 and 2024
(Expressed in Canadian Dollars)

	Number of shares	Share capital	Reserves	Deficit	Total
	#	$	$	$	$
Balance – October 31, 2023	**4,626,012**	**506,117**	**96,228**	**(321,022)**	**281,323**
Shares issued in private placement	1,252,408	400,000	-	-	400,000
Share issuance costs - cash	-	(12,287)	-	-	(12,287)
Flow through share premium	-	(75,000)	-	-	(75,000)
Cancellation of shares	(96,339)	(10,000)	-	-	(10,000)
Shares issued on acquisition of Mink Narrows (Note 6)	192,679	50,000	-	-	50,000
Net and comprehensive loss for the year	-	-	-	(388,790)	(388,790)
Balance – October 31, 2024	**5,974,760**	**858,830**	**96,228**	**(709,812)**	**245,246**
Balance - October 31, 2024	**5,974,760**	**858,830**	**96,228**	**(709,812)**	**245,246**
Finders fee on acquisition of Mink Narrows (Note 6)	28,903	7,500	-	-	7,500
Shares issued on acquisition of Blue Ridge Lithium (Notes 5 & 6)	500,000	130,000	-	-	130,000
Shares issued on settlement of debt	375,000	75,000	-	-	75,000
Shares issued in private placement	500,000	100,000	-	-	100,000
Share issuance costs - cash	-	(2,250)	-	-	(2,250)
Share issuance costs - warrants	-	(1,725)	1,725	-	-
Net loss and comprehensive loss for the year	-	-	-	(384,199)	(384,199)
Balance – October 31, 2025	**7,378,663**	**1,167,355**	**97,953**	**(1,094,011)**	**171,297**

[1]On March 21, 2025, the Company consolidated its common shares on the basis of 1 common shares for every existing 5.19 common shares (note 7).

Althea Copper Corp.

Consolidated Statements of Cash Flows
For the years ended October 31, 2025 and 2024
(Expressed in Canadian Dollars)

	Note	2025	2024
		$	**$**
Net cash flows used in (provided by)			
Operating activities:			
Net loss for the year		(384,199)	(388,790)
Other income – flow through share premium		(75,000)	-
Shares cancelled, reduction of exploration expenses		-	(10,000)
Shares issued for mineral project	**6**	7,500	50,000
Changes in non-cash working capital related to operations:			
Prepaid expenses and other amounts receivable		190,664	(144,652)
Accounts payable and accrued liabilities		997	30,703
Net cash used in operating activities		(260,038)	(462,739)
Investing activity:			
Cash acquired on acquisition of Blue Ridge Lithium	**5**	100,355	-
Net cash provided by investing activity		100,355	-
Financing activities:			
Proceeds from shares issued	**7**	250,000	250,000
Share issuance costs	**7**	(2,250)	(12,287)
Net cash provided by financing activities		247,750	237,713
Change in cash during the year		88,067	(225,026)
Cash – beginning of the year		114,110	339,136
Cash – end of the year		**202,177**	**114,110**

Supplemental Cash Flow Information – Note 10

1. Nature of Operations and Going Concern

Althea Copper Corp. ("Althea" or the "Company") was incorporated under the Business Corporation Act (British Columbia) on January 30, 2023. On September 27, 2023, the Company changed its name from 1398476 B.C. Ltd. to Althea Copper Corp. The Company is principally engaged in the acquisition, exploration, and development of mineral properties. The head office of the Company is located at 248 – 3217 Dunbar Street, Vancouver, British Columbia Canada V6S 0M1.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to meet its obligations and maintain its current operations is contingent upon successful completion of additional financing arrangements. The Company expects to incur further losses in the development of its business. For the year ended October 31, 2025 the Company had a net loss of $384,199 (2024 - $388,790). The Company also had an accumulated deficit of $1,094,011 at October 31, 2025 (October 31, 2024 - $709,812), and working capital of $171,297 (2024 – working capital of $245,246).

The Company has not generated any revenue since its incorporation on January 30, 2023, and its ability to continue as a going concern will be dependent upon its ability to obtain the necessary financing to meet its general operating expenses and to continue to explore its mineral properties. Although the Company has been successful to date in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These factors give rise to material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The economic uncertainties around persistent inflation pressure, geopolitical and other global factors have the potential to slow growth in the global economy. Future developments in these challenging areas could impact on the Company's results and financial condition and the full extent of that impact remains unknown. However, as at October 31, 2025, the Company has not been significantly impacted by these matters.

2. Basis of presentation, material accounting policies, and significant accounting estimates and judgments

a.) Statement of presentation, statement of compliance and basis of presentation

The Company's consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board applicable to the preparation of annual financial statements effective for the Company's reporting for the year ended October 31, 2025.

These consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and are prepared on a going concern basis. These consolidated financial statements were approved by the board of directors for use on August 12, 2026.

Basis of presentation and consolidation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for certain cash flow information, and include the Company's wholly owned direct and indirect subsidiaries, Althea Copper Inc. *(Canada)* ("Althea Inc."), Blue Ridge Lithium Corp. and Cratonic Copper Corp. *(USA)* ("Cratonic"). Subsidiaries are entities controlled by the Company and are included in the financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries are changed where necessary to align them with the policies adopted by the Company.

b.) Material accounting policies

Exploration and evaluation expenditures

Exploration and evaluation expenditures are costs incurred in the course of the initial search for mineral resources before the technical feasibility and commercial viability of extracting a mineral resource are demonstrable. Costs incurred before the legal right to undertake exploration and evaluation activities are recognized in profit or loss when they are incurred.

Exploration expenditures are the costs incurred in the initial search for mineral deposits with economic potential, including acquisition costs. Exploration expenditures typically include costs associated with prospecting, sampling, mapping, diamond drilling and other work involved in searching for ore. All acquisition costs and exploration and evaluation expenditures are expensed as incurred.

When economically viable reserves have been determined and the decision to proceed with development has been approved, the expenditures incurred subsequent to this date related to development and construction are capitalized as construction-in-process and classified as a component of property, plant and equipment.

Mining properties and process facility assets are amortized upon commencement of commercial production either on a unit-of-production basis over measured and indicated resources included in the mine plan or the life of mine.

Asset acquisitions and business combinations

Upon acquisition of an asset or subsidiary, the Company applies a concentration test for a simplified assessment of whether an acquired set of activities and assets is not a business. The Company may make such an election separately for each transaction or other event. If the concentration test is met, the set of activities and assets is determined not to be a business; and if the concentration test is not met, or if the Company elects not to apply the test, the Company then performs a more fulsome assessment as required under IFRS 3 Business Combinations. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

Impairment of long-lived assets

At the end of each reporting period the carrying amounts of the Company's long-lived assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset (or cash-generating unit) is estimated to determine the extent of the impairment, if any. The recoverable amount is the higher of the fair value less costs to sell and the 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. Management's assessment of a property's estimated fair market value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review.

Impairment of long-lived assets (continued)

In assessing value in use, the estimated future pre-tax cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in profit or loss for the period. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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

Foreign currencies

The financial statements for the Company and each of its subsidiaries are prepared using their functional currencies. Functional currency is the currency of the primary economic environment in which an entity operates. The functional currency of the parent company, Althea, and its subsidiaries is the Canadian dollar. The presentation currency of these consolidated financial statements is the Canadian dollar.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are charged to profit or loss.

Share-based compensation

The fair value of all stock options and compensation warrants granted is recorded as a charge to operations, except for compensation warrants issued as finder's fees which are recognized as share issue costs, and a credit to contributed surplus under the graded attribution method, unless the options granted vest immediately. The fair value, as adjusted for the estimated forfeiture rate, is measured at the date of grant and is recognized over the vesting period. Where the Company's stock options or compensation warrants are subject to graded vesting each tranche in the award is considered a separate grant, with a different vesting date and fair value for purposes of recognizing share-based payment expense. Prior to the vesting date, the then-current fair values of stock options or compensation warrants granted are recognized as share-based compensation expense from the date of grant to the reporting date and credited to contributed surplus. Any consideration received on the exercise of stock options or compensation warrants together with the related portion of contributed surplus is credited to share capital. The Company will reclassify equity reserve amounts to deficit on the expiry or forfeiture of share-based payments. The fair value of stock options and compensation warrants are estimated using the Black-Scholes option pricing model.

Share issuances

Common shares are classified as equity. Incremental costs that are directly attributable to the issue of new common shares are deducted from the share issuance proceeds. Where such incremental costs are incurred prior to the issuance of the related shares, these costs are recorded as deferred financing costs and subsequently deducted from the share issuance proceeds upon the issuance of the related shares. The costs of an equity transaction that is abandoned are recognized as an expense.

Share issuances (continued)

Share purchase warrants (each a "Warrant") are classified as a component of equity. In situations where the Company issues units, the value of units is bifurcated and the value of warrants is included as a separate reserve for warrants of the Company's equity. The proceeds from the issuance of units are allocated between common shares and warrants on a pro-rated basis using the relative fair value method. The fair value of the common shares is determined using the share price at the date of issuance of the units. The fair value of the warrants is determined using Black-Scholes. Warrants issued for broker/financing compensation, are recognized at the fair value using Black-Scholes at the date of issuance. Warrants are initially recorded as a part of the reserves in warrant in equity at the recognized fair value. Upon exercise of the Warrants, the previously recognized fair value of the Warrants exercised is reallocated to share capital from warrants reserve. Proceeds generated from the payment of the exercise price are also allocated to share capital. Amounts recorded for expired unexercised warrants are transferred to accumulated deficit in the period of which the expiry occurs.

Loss per share

Basic loss per share is calculated by dividing net loss for the year attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year. The diluted weighted average number of common shares is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Outstanding ordinary shares that are contingently returnable (including escrowed shares) are not treated as outstanding and are excluded from the calculation of basic earnings per share until the date the shares are no longer subject to recall. Potential ordinary shares that are anti-dilutive are excluded from the calculation of diluted loss per share.

Financial instruments

Recognition and classification

The Company recognizes a financial asset or financial liability on the consolidated statement of financial position when it becomes party to the contractual provisions of the financial instrument.

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI"), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of financial asset debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics.

Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

Measurement

<u>Financial assets and liabilities at FVTPL</u>

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in profit or loss in the period in which they arise. Where management has opted to recognize a financial liability at FVTPL, any changes associated with the Company's own credit risk will be recognized in profit or loss.

Financial instruments (continued)

Financial assets at FVTOCI
Elected 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 recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost
Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost using the effective interest method, less any impairment.

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset 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 Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets
The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in profit or loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets, is recognized in profit or loss.

The Company has made the following designations of its financial instruments:

Cash	Amortized cost
Other amounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

Flow through shares

The Company will, from time to time, issue flow-through shares to finance a portion of its exploration programs. The issue of flow-through shares is in substance an issue of ordinary shares and the sale of tax deductions. The sale of tax deductions is measured using the residual method.

At the time the flow-through shares are issued, the sale of tax deductions is deferred and presented as flow-through share premium liability in the statement of financial position. Pursuant to the terms of the flow-through share agreements, the Company agrees to incur qualifying expenditures and renounce the tax deductions associated with these qualifying expenditures to the subscribers at an agreed upon date. The renouncement may occur prospectively or retrospectively based on the flow-through share agreement.

Flow through shares (continued)

The excess of cash consideration received over the market price of the Company's shares at the date of the announcement of the flow-through share financing is recorded as a liability which is extinguished as eligible expenditures are made when the tax effect of the temporary differences, resulting from the renunciation, is recorded. The difference between the liability and the value of the tax assets renounced is recorded as a deferred tax expense.

A deferred tax liability is recognized for the taxable temporary difference that arises from the difference between the carrying amount of eligible expenditures, if any, that are capitalized to exploration and evaluation assets and their tax basis. If the Company has sufficient tax assets to offset the deferred tax liability, the liability will be offset by the recognition of a corresponding deferred tax asset.

Income taxes

The Company follows the asset and liability method of accounting for income taxes. Income tax is recognized in profit or loss except to the extent it relates to items recognized in equity, in which case the income tax is also recognized in equity. Current tax assets and liabilities are measured at the amount expected to be paid or received from tax authorities using rates enacted or substantively enacted at the statement of financial position date. Deferred tax assets and liabilities are measured at the tax rates enacted or substantively enacted at the reporting date that are expected to apply to the period when the asset is realized or liability is settled. Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be generated and available for the asset to be utilized.

Government grants and assistance

Grants are recognized at their fair value where there is reasonable assurance that the grant will be received, and the Company will comply with all the attached conditions. Fair value signifies the amount received in cash. Grants relating to expenses are recognized under the income approach under which the grants are recognized in statements of operations on a systematic basis over the periods in which the Company recognizes the related expenses for which the grants are intended to compensate and are presented as "grants".

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

c.) Significant accounting estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and the reported amount of expenses during each year. Actual results may differ from these estimates.

In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis as required. Such estimates and judgments have been applied in a manner consistent with prior periods and there are no known trends, commitments, events or uncertainties the Company believes will materially affect the methodology or assumptions in making those estimates and judgments in these consolidated financial statements.

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amounts of assets and liabilities within the next financial year. Critical accounting estimates include, but are not limited to, the following:

Share-based compensation

The Company uses the fair-value method of accounting for share-based compensation related to incentive stock options and compensation warrants granted, modified or settled. Under this method, compensation cost attributable to options granted and warrants issued are measured at fair value at the grant date and expensed over the vesting period, except for compensation warrants issued as finder's fees which are recognized as share issue costs. In determining the fair value, the Company makes estimates of the expected volatility of the stock, the expected life of the options or warrants, and an estimated risk-free interest rate.

Shares issued for non-cash consideration

The Company measures equity-settled share-based payment transactions based on an estimate of the fair value of goods or services received, unless that fair value cannot be estimated reliably, in which case the Company measures the fair value of the goods or services received based on the fair value of the equity instruments granted.

Critical Accounting Judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include, but are not limited to, the following:

Going concern

The assessment of whether the concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Acquisition transactions

Management must use judgment to assess whether an acquisition transaction is an acquisition of an asset or a business. In considering its assessment, management applied an optional test (the concentration test), as permitted by IFRS 3 *Business Combinations*, to perform a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the concentration test is met, the set of activities and assets is determined not to be a business. During the year ended October 31, 2025, management assessed that the acquisition of Blue Ridge Lithium Corp was an asset acquisition and not an acquisition of a business (Note 5).

Functional currency

The functional currency for each of the Company and its subsidiary is the currency of the primary economic environment in which the entity operates. Determination of functional currency involves certain judgments to determine the primary economic environment of an entity and this is re-evaluated for each new entity following an acquisition, or if events and conditions change. The Company has determined that the functional currency of the Company and its subsidiaries is the Canadian dollar.

Flow-through eligible expenditures

The Company is required to spend proceeds received from the issuance of flow-through shares on qualifying resource expenditures. Differences in judgment between management and regulatory authorities with respect to qualifying expenditures may result in expenditures being disallowed by the tax authorities. Any amount disallowed may result in the Company's required expenditures not being fulfilled.

3. Financial instruments

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

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, amounts receivable and accounts payable and accrued liabilities; the fair values of which approximate their carrying values due to the short-term nature of these instruments.

Liquidity risk

Liquidity risk is the risk that the Company will have difficulties in paying its financial liabilities. The Company manages this risk by ensuring it has sufficient cash on hand to meet obligations as they come due by forecasting cash flows from operations, cash required for investing activities and cash from financing activities. Accounts payable are due under normal commercial terms, typically within 30 days. As at October 31, 2025, the Company had cash of $202,177 (October 31, 2024 - $114,110) to settle liabilities of $65,426 (October 31, 2024 - $139,428) due within 12 months. Certain conditions cast significant doubt on the Company's ability to meet its financial obligations. Refer to Note 1 for more information regarding the Company's liquidity risk.

Foreign currency risk

The Company's functional currency is the Canadian dollar and all major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk is negligible and therefore does not hedge its foreign exchange risk. The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash balances are not held in investment accounts; therefore, is not exposed to the risk from interest rate fluctuations. The Company is not exposed to significant interest rate risk.

Credit risk

Credit risk is the risk one party to a financial instrument will cause a financial loss for the party by failing to pay for its obligations. The Company is subject to credit risk with respect to its cash balances. The Company mitigates credit risk by depositing cash with a Canadian schedule I chartered bank as well as monitoring that institution's credit ratings.

Price risk

The Company is not exposed to significant price risk.

(Expressed in Canadian Dollars)

4. Prepaid expenses and deposits

	October 31, 2025	October 31, 2024
	$	$
Deposit on work program	-	**150,000**
Prepaid expenses	-	**34,328**
	-	**184,328**

5. Acquisition of subsidiary

Blue Ridge Lithium
On April 15, 2025, the Company completed the acquisition of Blue Ridge Lithium Corp. ("BRL") pursuant to the provisions of the Business Corporations Act (British Columbia). For this purpose, the Company incorporated a wholly owned subsidiary, 1532695 B.C. Ltd., which subsequently amalgamated with BRL to form 1535799 B.C. Ltd. (the "Amalgamated Entity"). Upon the amalgamation taking effect on April 15, 2025, the Company issued a total of 500,000 common shares to the shareholders of BRL. The Amalgamated Entity continues under the name 1535799 B.C. Ltd. and represents a continuation of the combined entities.

The Company and BRL shared common officers and directors. The transaction was measured based on the fair value of the shares issued, determined by reference to the share price in the most recent private placement of $0.26 per share, resulting in total consideration of $130,000.

As BRL did not meet the definition of a business under IFRS 3 Business Combinations, the transaction was accounted for as an asset acquisition in accordance with IFRS 2 Share-based Payment.

Description	**Fair Value ($)**
Assets acquired:	
Cash	100,355
Prepaid expenses (adjusted to fair value)	22,008
GST receivable	7,637
Total identifiable assets acquired	130,000
Consideration:	
500,000 common shares issued at $0.26 per share	130,000

6. Exploration and evaluation expense

Years ended October 31,	**2025**	**2024**
	$	**$**
Acquisition – Mink Narrows	**-**	50,000
Exploration research & investigation – Mink Narrows	316,904	-
Exploration research & investigation - Denio	-	185,661
	316,904	**235,661**

6. Exploration and evaluation expense (continued)

Mink Narrows

On October 1, 2024, the Company entered into a mineral property option agreement (the "Agreement") with Voyageur Mineral Explorers Corp, a non-related third party, to acquire a 100% interest in the Mink Narrows project.

In order to maintain and exercise the property option, the Company must: (a) issue 192,679 (1,000,000 pre-consolidation) common shares to the Optionor (issued); (b) incur $300,000 in exploration expenditures on or before the first anniversary of the Agreement (incurred); and (c) either, at the election of the Company (i) Pay to the Optionor $150,000 in cash; or (ii) issue to the Optionor $150,000 of common shares, on or before the second anniversary of the Agreement. Provided that the Company satisfies the foregoing paragraph (c), the Company will exercise the Option to acquire the property and a royalty will be granted to the Optionor. Under the royalty, the Optionor will retain an aggregate 2% royalty on the property (the "Royalty"), subject to adjustment and the right of the Company to purchase one half of the Royalty for $1,000,000.

On August 22, 2025, the Company entered into a grant agreement with the Manitoba Mineral Development Fund ("MMDF") for $100,000 to fund exploration activities at the Mink Narrow Property. The funding was received in full on October 22, 2025. The grant has been recorded as other income on the statement of loss.

Denio Property

On April 3, 2023, the Company completed the indirect acquisition of a copper property, the Denio Property, by acquiring all of the issued and outstanding shares of Althea Inc, whose wholly owned subsidiary, Cratonic Copper Corp. holds a 100% interest in the Denio Property. The Company ceased exploration and does not intend further spending on Denio.

7. Share Capital

a) Authorized and issued

Unlimited common shares, without par value.

On March 21, 2025, the Company consolidated its common shares on the basis of 1 common shares for every existing 5.19 common shares ("Consolidation"). All share and per share amounts in these consolidated financial statements have been adjusted retrospectively to reflect the Consolidation.

b) Share issuances

<u>Shares issued during the year ended October 31, 2025:</u>

On April 15, 2025 the Company issued 500,000 common shares on the acquisition of BRL (note 5).

On December 5, 2024, the Company issued 28,903 common shares, at a fair value of $0.26 per share, as a transaction fee related to the acquisition of Mink Narrows (note 6).

On June 5, 2025, the Company issued 375,000 common shares, at a fair value of $0.20 per share, to settle $75,000 of debt.

b) **Share issuances (continued)**

On September 17, 2025, the Company closed a private placement through the issuance of 500,000 common shares at $0.20 per common share for gross proceeds of $100,000. The Company incurred cash finder's fees totaling $2,250, and issued 11,250 finder's warrants. Each finder's warrant is exercisable at $0.20 per warrant for a period of three years until September 17, 2028. The fair value of the finder's warrants of $1,725 was estimated using the Black-Scholes option-pricing model. Weighted average assumptions used in the pricing model were as follows: share price - $0.20; exercise price - $0.20; expected life – 3 years; risk-free rate – 2.5%; expected volatility – 135%; expected forfeitures - nil; and expected dividends - nil. The significant estimated assumptions are the expected life which is based on the contractual maturity of the warrants and the expected volatility which is based on comparable public companies' volatilities. Share price is the share price in the concurrent financing on date of issuance.

<u>Shares issued during the year ended October 31, 2024:</u>

Between April 12, 2024 and September 24, 2024, the Company issued 963,391 (5,000,000 pre-consolidation) common shares at $0.26 per common share for gross proceeds of $250,000. The Company incurred finder's fees totaling $10,000, other cash issue costs of $2,287, and issued a total of 15,414 finder's warrants. Each finder's warrant is exercisable at $0.26 per warrant for a period of three years until September 5, 2027. The fair value of the finder's warrants of $nil was estimated using the Black-Scholes option-pricing model. Weighted average assumptions used in the pricing model were as follows: share price - $0.26; exercise price - $0.26; expected life – 3 years; risk-free rate – 3.04%; expected volatility – 150%; expected forfeitures - nil; and expected dividends - nil. The significant estimated assumptions are the expected life which is based on the contractual maturity of the warrants and the expected volatility which is based on comparable public companies' volatilities. Share price is the share price in the concurrent financing on date of issuance.

On October 1, 2024, the Company issued 192,678 (1,000,000 pre-consolidation) common shares at a fair value of $0.26 per share pursuant to the acquisition agreement (Note 6).

On October 24, 2024, the Company close a private placement of $150,000, through the issuance of 289,017 (1,500,000 pre-consolidation) flow-through common shares, issued at $0.52 per share (the "FT Financing"). The proceeds were received subsequent to October 31, 2024. On the FT Financing, the Company recognized a flow-through premium liability of $75,000. The flow-through premium liability is amortized to the consolidated statement of comprehensive loss pro-rata with the amount of related qualifying flow-through expenditures that are incurred by the Company. At October 31, 2024, the unamortized balance of the premium allocated from proceeds received from issuing the flow-through shares was $75,000. The Company was committed to incurring on or before December 31, 2025 qualifying Canadian exploration expense as defined under the Income Tax Act (Canada) (the "the Qualifying Expenditures") in the amount of $150,000 with respect to the flow-through share financing completed on October 24, 2024. At October 31, 2025, these expenditures have been incurred in full and the flow through expenditure commitment was met. None of the qualifying CEE will be available to the Company for future deduction from taxable income.

(Expressed in Canadian Dollars)

c) Share Purchase Warrants

The balance of warrants outstanding and related information for the year ended October 31, 2025 and the year ended October 31, 2024 is follows:

	Number of warrants	Weighted average exercise price (per share)
Balance, October 31, 2023	3,393,010	$0.52
Granted	15,414	$0.26
Balance, October 31, 2024	**3,408,424**	**$0.52**
Granted	11,250	$0.20
Expired	(115,607)	$0.26
Balance, October 31, 2025	**3,304,067**	**$0.51**

b) Share Purchase Warrants (continued)

The balance of warrants outstanding as at October 31, 2025 was as follows:

Expiry date	Exercise price	Remaining life (years)	Warrants Outstanding	Exercisable
September 29, 2026	$0.10	0.91	43,931	43,931
August 30, 2027	$0.26	1.83	15,414	15,414
March 14, 2028	$0.52	2.37	867,052	867,052
April 3, 2028	$0.52	2.42	385,357	385,357
May 26, 2028	$0.52	2.57	656,840	656,840
May 26, 2026	$0.10	0.57	52,547	52,547
September 27, 2028	$0.52	2.91	1,271,675	1,271,675
September 17, 2028	$0.20	2.88	11,250	11,250
			3,304,067	**3,304,067**

As at October 31, 2025, the weighted average remaining life of the warrants 2.49 years. The weighted average exercise price of the warrants $0.51.

8. Capital Management

The Company defines its capital as its shareholders’ equity which as at October 31, 2025, totaled $171,297 (October 31, 2024 - $245,246). The Company manages its capital to ensure that sufficient funds are available to fund operations, including the identification and acquisition of businesses or assets. The Company is not subject to externally imposed capital requirements.

(Expressed in Canadian Dollars)

9. Related Party Transactions

Key management comprises the directors and officers of the Company.

Compensation paid or accrued to key management or companies controlled by key management personnel during the years ended October 31, 2025 and 2024 is as follows:

	2025	2024
	$	$
Professional fees	**17,755**	16,198
Management fees	**80,250**	60,000
	98,005	76,198

During the year ended October 31, 2025, the Company incurred professional fees of $17,755 for the provision of CFO accounting and advisory support services charged by a company controlled by the Chief Financial Officer of the Company and are included in professional fees in the consolidated statement of loss and comprehensive loss. As at October 31, 2025, $8,498 of this amount is included in accounts payable and accrued liabilities. These amounts are non-interest bearing and due on normal commercial terms.

During the year ended October 31, 2025, the Company incurred management fees of $80,250 (2024 – $60,000) for CEO services charged by the Chief Executive Officer and a company controlled by the Chief Executive Officer. These amounts are included in management fees in the consolidated statement of loss and comprehensive loss. As at October 31, 2025, accounts payable and accrued liabilities included $19,313 (October 31, 2024 - $5,250) owing to this related party. The amounts are non-interest bearing and due on normal commercial terms

During the year ended October 31, 2024, the Company incurred professional fees of $16,198 for the provision CFO accounting and advisory support services charged by a company controlled by the former Chief Financial Officer of the Company and are included in professional fees in the consolidated statement of loss and comprehensive loss. As at October 31, 2024, accounts payable and accrued liabilities included $827 owing to this related party for these services. These amounts were non-interest bearing and due on normal commercial terms.

10. Supplemental cash flow information

Other cash flow information relating to investing and financing activities is presented below:

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statements of cash flows. The following transactions were excluded from the consolidated statements of cash flows:

For the years ended October 31,	**2025**	**2024**
	$	**$**
Non-cash investing and financing transactions		
Shares issued for acquisition	130,000	-
Shares issued for finder’s fee	7,500	-
Shares issued on settlement of debt	75,000	-
Shares issued for the acquisition of exploration and evaluation assets	-	50,000

(Expressed in Canadian Dollars)

11. Income Tax

The Company's provision for income taxes differs form the amounts computed by applying the combined federal and provincial rate of 24.83% to the loss for the year before taxes as shown in the following table:

For the years ended October 31,	**2025**	**2024**
	$	**$**
Net loss before tax	(384,199)	(388,788)
Statutory tax rate	25.38%	24.83%
Expected income tax recovery at statutory rate	(97,510)	(103,831)
Increase (decrease) in income tax recovery resulting from:		
Permanent difference	81,154	58,918
Share issuance costs	608	3,317
Temporary differences and other	(82,051)	(64,346)
Loss carry back	-	583
Change in deferred tax asset not recognized	97,799	105,359
Income tax expense (recovery)	-	-

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes. The significant components of the Company's net deferred income tax assets are as follows:

	2025	**2024**
	$	**$**
Deferred tax assets		
Non-capital losses carried forward	121,865	100,828
Share issuance costs and other	147,950	69,384
Deferred tax assets (liability)	269,815	170,212
Less: deferred tax asset not recognized	(269,815)	(170,212)
Deferred tax asset (liability)	-	-

As at October 31, 2025, the Company has Canadian tax losses that can be carried forward of approximately $506,000 and are available until 2045:

Certain deferred tax assets have not been recognized because it is not probable that future taxable profit will be available against which the Company can utilize the benefits therefrom.

12. Subsequent Events

On November 13, 2025, the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with Yankee Hat Minerals Ltd. ("YHM") and 1561889 B.C. Ltd. ("Subco"), a wholly owned subsidiary of the YHM, whereby YHM will acquire all of the issued and outstanding shares of Althea (the "Acquisition"). In connection with the Acquisition, YHM intends to apply to list its common shares on the Canadian Securities Exchange ("CSE"). The Company and YHM have common officers and directors.

Terms of the Transaction
Pursuant to the Amalgamation Agreement, YHM has agreed to acquire all of the issued and outstanding common shares of Althea ("Althea Shares"). As consideration, YHM will issue one (1) post-consolidation common share of the Company (a "Consideration Share") for each Althea Share outstanding immediately prior to the closing of the Acquisition.

12. Subsequent Events (continued)

Prior to completion of the Acquisition, YHM plans to consolidate its issued and outstanding common shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share (the "Consolidation").

Althea will also complete a non-brokered private placement of a minimum 1,916,666 subscription receipts (the "Subscription Receipts") at a price of $0.30 per Subscription Receipt for gross proceeds of $575,000 (the "Althea Financing"). Each Subscription Receipt will automatically convert into one (1) Althea Share upon receipt of conditional approval of the listing of the Company's shares on the CSE. The proceeds of the Althea Financing will be used for exploration on the Mink Narrows Property and for general working capital purposes.

The Acquisition is subject to listing of the shares on the CSE, completion of the Althea Financing and such other conditions that are customary for this type of transaction.

ALTHEA COPPER CORP.

UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND SIX MONTHS ENDED APRIL, 2026 AND 2025

(Expressed in Canadian Dollars)

Althea Copper Corp.

Unaudited Condensed Interim Consolidated Statements of Financial Position
As at April 30, 2026 and October 31, 2025
(Expressed in Canadian Dollars)

	Note	April 30, 2026	October 31, 2025
		$	**$**
ASSETS			
Current Assets			
Cash		175,586	202,177
Other amounts receivable		44,111	34,546
Total current assets		219,697	236,723
Total assets		**219,697**	**236,723**
LIABILITIES			
Current Liabilities			
Accounts payable and accrued liabilities	**6**	100,373	65,426
Total liabilities		100,373	65,426
SHAREHOLDERS' EQUITY			
Share Capital	**5**	1,167,355	1,167,355
Reserves	**5**	97,953	97,953
Deficit		(1,145,984)	(1,094,011)
Total shareholders' equity		119,324	171,297
Total liabilities and shareholders' equity		**219,697**	**236,723**

Nature of operations and going concern (Note 1)
Subsequent events (Note xx)

APPROVED BY THE BOARD OF DIRECTORS

Lowell Kamin, Director

Douglas Engdahl, Director

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

Althea Copper Corp.

Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss
For the three and six months ended April 30, 2026 and 2025
(Expressed in Canadian Dollars)

	Note	Three months ended April 30, 2026	Three months ended April 30, 2025	Six months ended April 30, 2026	Six months ended April 30, 2025
		$	$	$	$
General and administrative expenses					
Exploration and evaluation expenses	**4**	137	1,355	20,603	292,375
Professional fees	**6**	14,394	14,837	60,163	17,026
Management fees	**6**	39,950	40,000	54,950	50,000
Investor relations and marketing		2,950	-	6,950	34,329
Office and miscellaneous		917	956	9,285	2,015
Loss before other items		58,348	57,148	151,951	395,745
Other income (expenses)					
Grant income	**4**	100,000	-	100,000	-
Foreign exchange loss		-	-	(22)	-
Net income (loss) and comprehensive income (loss) for the period		41,652	(57,148)	(51,973)	(395,745)
Weighted average number of common shares outstanding during the year		**7,378,664**	**6,086,080**	**7,378,664**	**6,038,201**
Income (loss) per share - basic and diluted		**0.01**	**(0.01)**	**(0.01)**	**(0.07)**

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

Althea Copper Corp.

Unaudited Condensed Interim Consolidated Statements of Changes in Shareholders' Equity
For the three and six months ended April 30, 2026 and 2025
(Expressed in Canadian Dollars)

	Number of shares	Share capital	Reserves	Deficit	Total
	#	$	$	$	$
Balance – October 31, 2024	**5,974,760**	**858,830**	**96,228**	**(709,812)**	**245,246**
Finders fee on acquisition of Mink Narrows (Note 5)	28,903	7,500	-	-	7,500
Shares issued on acquisition of Blue Ridge Lithium	500,000	130,000	-	-	130,000
Net and comprehensive loss for the period	-	-	-	(395,745)	(395,745)
Balance – April 30, 2025	**6,503,662**	**996,330**	**96,228**	**(1,105,557)**	**(12,999)**
Balance - October 31, 2025	**7,378,663**	**1,167,355**	**97,953**	**(1,094,011)**	**171,297**
Net loss and comprehensive loss for the period	-	-	-	(51,973)	(51,973)
Balance – April 30, 2026	**7,378,663**	**1,167,355**	**97,953**	**(1,145,984)**	**119,324**

(1)On March 21, 2025, the Company consolidated its common shares on the basis of 1 common shares for every existing 5.19 common shares (note 6).

Althea Copper Corp.

Unaudited Condensed Interim Consolidated Statements of Cash Flows
For the six months ended April 30, 2026 and 2025
(Expressed in Canadian Dollars)

	Note	2026	2025
		$	$
Net cash flows used in (provided by)			
Operating activities:			
Net loss for the period		(51,973)	(395,745)
Shares issued for mineral project	**4**	-	7,500
Changes in non-cash working capital related to operations:			
Prepaid expenses and other amounts receivable		(9,565)	324,705
Accounts payable and accrued liabilities		34,947	(12,146)
Net cash used in operating activities		(26,591)	(75,686)
Investing activity:			
Cash acquired on acquisition of Blue Ridge Lithium	**4**	-	100,355
Net cash provided by investing activity		-	100,355
Change in cash during the period		(26,591)	24,669
Cash – beginning of the period		202,177	114,109
Cash – end of the period		**175,586**	**138,778**

Supplemental Cash Flow Information – Note 7

1. Nature of Operations and Going Concern

Althea Copper Corp. ("Althea" or the "Company") was incorporated under the Business Corporation Act (British Columbia) on January 30, 2023. On September 27, 2023, the Company changed its name from 1398476 B.C. Ltd. to Althea Copper Corp. The Company is principally engaged in the acquisition, exploration, and development of mineral properties. The head office of the Company is located at 248 – 3217 Dunbar Street, Vancouver, British Columbia Canada V6S 0M1.

Going Concern

These consolidated financial statements have been prepared on a going concern basis, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to meet its obligations and maintain its current operations is contingent upon successful completion of additional financing arrangements. The Company expects to incur further losses in the development of its business. For the six months ended April 30, 2026 the Company had a net loss of $51,973 (2025 - $395,745). The Company also had an accumulated deficit of $1,145,984 at April 30, 2026 (October 31, 2025 - $1,094,011), and working capital of $119,325 (October 31, 2025 – working capital of $171,297).

The Company has not generated any revenue since its incorporation on January 30, 2023, and its ability to continue as a going concern will be dependent upon its ability to obtain the necessary financing to meet its general operating expenses and to continue to explore its mineral properties. Although the Company has been successful to date in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These factors give rise to material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. These consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The economic uncertainties around persistent inflation pressure, geopolitical and other global factors have the potential to slow growth in the global economy. Future developments in these challenging areas could impact on the Company's results and financial condition and the full extent of that impact remains unknown. However, as at April 30, 2026, the Company has not been significantly impacted by these matters.

2. Basis of presentation, material accounting policies, and significant accounting estimates and judgments

a.) Statement of presentation, statement of compliance and basis of presentation

The Company's condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. These condensed interim consolidated financial statements do not include all of the information and disclosures required in annual financial statements and should be read in conjunction with the Company's audited consolidated financial statements for the year ended October 31, 2025, which have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and are prepared on a going concern basis. These consolidated financial statements were approved by the board of directors for use on August 12, 2026.

Basis of presentation and consolidation

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for certain cash flow information, and include the Company's wholly owned direct and indirect subsidiaries, Althea Copper Inc. *(Canada)* ("Althea Inc."), Blue Ridge Lithium Corp. *(Canada)* ("Blue Ridge") and Cratonic Copper Corp. *(USA)* ("Cratonic"). Subsidiaries are entities controlled by the Company and are included in the financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries are changed where necessary to align them with the policies adopted by the Company.

b.) Material accounting policies

The accounting policies applied in the preparation of the Financial Statements are consistent with those followed in the preparation of the Company's October 31, 2025, annual financial statements.

c.) Material accounting estimates and judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities and contingent liabilities at the date of the consolidated financial statements and the reported amount of expenses during each year. Actual results may differ from these estimates.

In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis as required. Such estimates and judgments have been applied in a manner consistent with prior periods and there are no known trends, commitments, events or uncertainties the Company believes will materially affect the methodology or assumptions in making those estimates and judgments in these consolidated financial statements.

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amounts of assets and liabilities within the next financial year. Critical accounting estimates include, but are not limited to, the following:

Share-based compensation

The Company uses the fair-value method of accounting for share-based compensation related to incentive stock options and compensation warrants granted, modified or settled. Under this method, compensation cost attributable to options granted and warrants issued are measured at fair value at the grant date and expensed over the vesting period, except for compensation warrants issued as finder's fees which are recognized as share issue costs. In determining the fair value, the Company makes estimates of the expected volatility of the stock, the expected life of the options or warrants, and an estimated risk-free interest rate.

Shares issued for non-cash consideration

The Company measures equity-settled share-based payment transactions based on an estimate of the fair value of goods or services received, unless that fair value cannot be estimated reliably, in which case the Company measures the fair value of the goods or services received based on the fair value of the equity instruments granted.

Critical Accounting Judgments

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include, but are not limited to, the following:

Going concern

The assessment of whether the concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Acquisition transactions

Management must use judgment to assess whether an acquisition transaction is an acquisition of an asset or a business. In considering its assessment, management applied an optional test (the concentration test), as permitted by IFRS 3 *Business Combinations*, to perform a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the concentration test is met, the set of activities and assets is determined not to be a business. During the year ended October 31, 2024, management assessed that the acquisition of Blue Ridge Lithium Corp was an asset acquisition and not an acquisition of a business (Note 3).

Functional currency

The functional currency for each of the Company and its subsidiary is the currency of the primary economic environment in which the entity operates. Determination of functional currency involves certain judgments to determine the primary economic environment of an entity and this is re-evaluated for each new entity following an acquisition, or if events and conditions change. The Company has determined that the functional currency of the Company and its subsidiaries is the Canadian dollar.

Flow-through eligible expenditures

The Company is required to spend proceeds received from the issuance of flow-through shares on qualifying resource expenditures. Differences in judgment between management and regulatory authorities with respect to qualifying expenditures may result in expenditures being disallowed by the tax authorities. Any amount disallowed may result in the Company's required expenditures not being fulfilled.

3. Acquisition of subsidiary

Blue Ridge Lithium

On April 15, 2025, the Company completed the acquisition of Blue Ridge Lithium Corp. ("BRL") pursuant to the provisions of the Business Corporations Act (British Columbia). For this purpose, the Company incorporated a wholly owned subsidiary, 1532695 B.C. Ltd., which subsequently amalgamated with BRL to form 1535799 B.C. Ltd. (the "Amalgamated Entity"). Upon the amalgamation taking effect on April 15, 2025, the Company issued a total of 500,000 common shares to the shareholders of BRL. The Amalgamated Entity continues under the name 1535799 B.C. Ltd. and represents a continuation of the combined entities.

The Company and BRL shared common officers and directors. The transaction was measured based on the fair value of the shares issued, determined by reference to the share price in the most recent private placement of $0.26 per share, resulting in total consideration of $130,000.

As BRL did not meet the definition of a business under IFRS 3 Business Combinations, the transaction was accounted for as an asset acquisition in accordance with IFRS 2 Share-based Payment.

(Expressed in Canadian Dollars)

Description	**Fair Value ($)**
Assets acquired:	
Cash	100,355
Prepaid expenses (adjusted to fair value)	22,008
GST receivable	7,637
Total identifiable assets acquired	130,000
Consideration:	
500,000 common shares issued at $0.26 per share	130,000

4. Exploration and evaluation expense

Six months ended April 30,	**2026**	**2025**
	$	**$**
Exploration research & investigation – Mink Narrows	20,603	336,484
Exploration research & investigation expense provision - Denio	-	(44,109)
	20,603	**292,375**

Mink Narrows

On October 1, 2024, the Company entered into a mineral property option agreement (the “Agreement”) with Voyageur Mineral Explorers Corp, a non-related third party, to acquire a 100% interest in the Mink Narrows project.

In order to maintain and exercise the property option, the Company must: (a) issue 192,679 (1,000,000 pre-consolidation) common shares to the Optionor (issued); (b) incur $300,000 in exploration expenditures on or before the first anniversary of the Agreement (incurred); and (c) either, at the election of the Company (i) Pay to the Optionor $150,000 in cash; or (ii) issue to the Optionor $150,000 of common shares, on or before the second anniversary of the Agreement. Provided that the Company satisfies the foregoing paragraph (c), the Company will exercise the Option to acquire the property and a royalty will be granted to the Optionor. Under the royalty, the Optionor will retain an aggregate 2% royalty on the property (the “Royalty”), subject to adjustment and the right of the Company to purchase one half of the Royalty for $1,000,000.

On August 22, 2025, the Company entered into a grant agreement with the Manitoba Mineral Development Fund (“MMDF”) for $100,000 to fund exploration activities at the Mink Narrow Property. The funding was received in full on October 22, 2025. Under the MMDF grant agreement, on March 10, 2026, the Company received another $100,000.

The grant has been recorded as other income on the statement of loss.

(Expressed in Canadian Dollars)

5. Share Capital

a) Authorized and issued

Unlimited common shares, without par value.

On March 21, 2025, the Company consolidated its common shares on the basis of 1 common shares for every existing 5.19 common shares ("Consolidation"). All share and per share amounts in these consolidated financial statements have been adjusted retrospectively to reflect the Consolidation.

b) Share issuances

There were no shares issued during the six months ended April 30, 2026.

Shares issued during the year ended October 31, 2025:

On April 15, 2025 the Company issued 500,000 common shares on the acquisition of BRL (note 3).

On December 5, 2024, the Company issued 28,903 common shares, at a fair value of $0.26 per share, as a transaction fee related to the acquisition of Mink Narrows (note 4).

On June 5, 2025, the Company issued 375,000 common shares, at a fair value of $0.20 per share, to settle $75,000 of debt.

On September 17, 2025, the Company closed a private placement through the issuance of 500,000 common shares at $0.20 per common share for gross proceeds of $100,000. The Company incurred cash finder's fees totaling $2,250, and issued 11,250 finder's warrants. Each finder's warrant is exercisable at $0.20 per warrant for a period of three years until September 17, 2028. The fair value of the finder's warrants of $1,725 was estimated using the Black-Scholes option-pricing model. Weighted average assumptions used in the pricing model were as follows: share price - $0.20; exercise price - $0.20; expected life – 3 years; risk-free rate – 2.5%; expected volatility – 135%; expected forfeitures - nil; and expected dividends - nil. The significant estimated assumptions are the expected life which is based on the contractual maturity of the warrants and the expected volatility which is based on comparable public companies' volatilities. Share price is the share price in the concurrent financing on date of issuance.

b) Share Purchase Warrants

The balance of warrants outstanding and related information for the six months ended April 30, 2026 and the year ended October 31, 2025 is follows:

	Number of warrants	Weighted average exercise price (per share)
Balance, October 31, 2024	**3,408,424**	**$0.52**
Granted	11,250	$0.20
Expired	(115,607)	$0.26
Balance, October 31, 2025 and April 30, 2026	**3,304,067**	**$0.51**

The balance of warrants outstanding as at April 30, 2026 was as follows:

(Expressed in Canadian Dollars)

Expiry date	Exercise price	Remaining life (years)	Warrants Outstanding	Exercisable
September 29, 2026	$0.10	0.41	43,931	43,931
August 30, 2027	$0.26	1.33	15,414	15,414
March 14, 2028	$0.52	1.87	867,052	867,052
April 3, 2028	$0.52	1.92	385,357	385,357
May 26, 2028	$0.52	2.07	656,840	656,840
May 26, 2026	$0.10	0.07	52,547	52,547
September 27, 2028	$0.52	2.41	1,271,675	1,271,675
September 17, 2028	$0.20	2.36	11,250	11,250
			3,304,067	**3,304,067**

As at April 30, 2026, the weighted average remaining life of the warrants 1.99 years. The weighted average exercise price of the warrants $0.51.

6. Related Party Transactions

Key management comprises the directors and officers of the Company.

Compensation paid or accrued to key management or companies controlled by key management personnel during the three and six months ended April 30, 2026 and 2025 is as follows:

	Three months ended April 30,		**Six months ended April 30**	
	2026	**2025**	**2026**	2025
	$	**$**	**$**	$
Professional fees	**4,500**	**3,750**	**9,500**	5,255
Management fees	**32,450**	**40,000**	**54,950**	55,000
Exploration Expense	**975**		**975**	
	37,925	**43,750**	**65,425**	60,255

During the six months ended April 30, 2026, the Company incurred professional fees of $9,500 for the provision of CFO accounting and advisory support services charged by a company controlled by the Chief Financial Officer of the Company and are included in professional fees in the consolidated statement of loss and comprehensive loss. As at April 30, 2026, $5,379 of this amount is included in accounts payable and accrued liabilities. These amounts are non-interest bearing and due on normal commercial terms.

During the six months ended April 30, 2026, the Company incurred management fees of $45,000 (2025 – $30,000) for CEO services charged by the Chief Executive Officer and a company controlled by the Chief Executive Officer. These amounts are included in management fees in the consolidated statement of loss and comprehensive loss. As at April 30, 2026, accounts payable and accrued liabilities included $23,625 (October 31, 2025 - $19,313) owing to this related party. The amounts are non-interest bearing and due on normal commercial terms

During the six months ended April 30, 2026, the Company incurred Management fees of $9,950 for the services of a company controlled by the former President of the Company and are included in Management fees in the consolidated statement of loss and comprehensive loss. As at April 30, 2026, accounts payable and accrued liabilities included $10,448 (October 31, 2025 - $nil) owing to this related party.

During the six months ended April 30, 2026, the Company incurred exploration expense of $975 for the consulting services of a company controlled by the director of the Company and are included in exploration expense in the consolidated statement of loss and comprehensive loss. As at April 30, 2026, accounts payable and accrued liabilities included $16,333 (October 31, 2025 - $17,612) owing to this related party.

(Expressed in Canadian Dollars)

7. Supplemental cash flow information

Other cash flow information relating to investing and financing activities is presented below:

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statements of cash flows. The following transactions were excluded from the consolidated statements of cash flows:

For the six months ended April 30,	2026	2025
	$	$
Non-cash investing and financing transactions		
Shares issued for finder's fee	-	7,500
Shares issued for Blue Ridge Lithium	-	130,000

8. Amalgamation agreement

On November 13, 2025, the Company entered into an amalgamation agreement, as amended on June 26, 2026, (the "Amalgamation Agreement") with Yankee Hat Minerals Ltd. ("YHM") and 1561889 B.C. Ltd. ("Subco"), a wholly owned subsidiary of the YHM, whereby YHM will acquire all of the issued and outstanding shares of Althea (the "Acquisition") by way of a three-cornered amalgamation, pursuant to which the Company will amalgamate with Subco and continue as one corporation ("Amalco"). In connection with the Acquisition, YHM intends to apply to list its common shares on the Canadian Securities Exchange ("CSE"). The Company and YHM have common officers and directors.

Terms of the Transaction

Pursuant to the Amalgamation Agreement:

(a) Immediately prior to closing of the Acquisition, YHM will consolidate its issued and outstanding common shares on a basis of approximately 1 post-consolidation common share of YHM for approximately every 5 pre-consolidation common shares of YHM, resulting in an issued and outstanding amount of 5,000,000 post-consolidation common shares of YHM (the "YHM Consolidation");

(b) Immediately prior to closing of the Acquisition and the conversion of the subscription receipts under the Althea Financing, the Company will consolidate its issued and outstanding common shares on a basis of approximately 1 post-consolidation common share of the Company for approximately every 2.1 pre-consolidation common shares of the Company, resulting in an issued and outstanding amount of 3,500,000 post-consolidation common shares of the Company (the "Althea Consolidation");

(c) Each shareholder of the Company will receive such number of post-YHM Consolidation common shares of YHM (the "Consideration Shares") as is equal to the number of post-Althea Consolidation common shares of the Company (a "Althea Share") such shareholder holds, and the Althea Shares of the Company will be cancelled;

(d) Each holder of the common shares of Subco will receive 1 common share of Amalco in exchange for each common share of Subco held by such shareholder and such common shares of Subco will be cacelled;

(e) In consideration of YHM's issuance of the Yankee Shares, Amalco will issue to YHM 1 Amalco Share for each Consideration Share issued by YHM to the shareholders of the Company; and

(f) Each share purchase warrant of the Company will entitle the holder to acquire the same number of common shares of the Company as is equal to the number of Althea Shares issuable under such warrant immediately before closing of the Acquisition for the same exercise price and the certificates representing the warrants shall be deemed amended.

Althea will also complete a non-brokered private placement of 11,500,000 subscription receipts (the “Subscription Receipts”) at a price of $0.05 per Subscription Receipt for gross proceeds of $575,000 (the “Althea Financing”). Each Subscription Receipt will automatically convert into 1 Althea Share upon receipt of conditional approval of the listing of the Company’s shares on the CSE. The proceeds of the Althea Financing will be used for exploration on the Mink Narrows Property and for general working capital purposes.

The Acquisition is subject to listing of the shares on the CSE, completion of the YHM Consolidation, the Althea Consolidation, the Althea Financing and such other conditions that are customary for this type of transaction.

SCHEDULE D –MANAGEMENT DISCUSSION & ANALYSIS OF ALTHEA

(See Attached)

ALTHEA COPPER CORP.
Management's Discussion & Analysis
For the years ended October 31, 2025 and 2024

This Management's Discussion and Analysis ("MD&A") dated August 12, 2026 has been prepared by management of Althea Copper Corp. ("Althea" or the "Company"). and should be read in conjunction with the Company's audited consolidated financial statements and notes thereto for the year ending October 31, 2025 (the "Financial Statements"). The Financial Statements have been prepared using International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee. All amounts are in Canadian dollars unless otherwise specified.

This MD&A contains commentary from the Company's management regarding the Company's strategy, operating results, financial position and outlook. Management is responsible for the accuracy, integrity, and objectivity of the MD&A, and develops, maintains and supports the necessary systems and controls to provide reasonable assurance as to the accuracy of the comments contained herein. The Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the Financial Statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee.

FORWARD-LOOKING STATEMENTS

Certain statements contained in the following MD&A constitute forward-looking statements. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", used by any of the Company's management, are intended to identify forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking information is based on a number of assumptions including future commodity prices, financing availability, and exploration results. Actual results may differ materially. Except as required by securities laws, the Company does not undertake to update forward-looking information. Readers are cautioned not to place undue reliance on these forward-looking statements.

COMPANY DESCRIPTION AND RECENT HIGHLIGHTS AND SUBSEQUENT EVENTS

Althea was incorporated under the Business Corporation Act (British Columbia) on January 30, 2023. On September 27, 2023, the Company changed its name from 1398476 B.C. Ltd. to Althea Copper Corp. The Company is principally engaged in the acquisition, exploration, and development of mineral properties. The head office of the Company is located at 248 – 3217 Dunbar Street, Vancouver, British Columbia Canada V6S 0M1704

Amalgamation with Blue Ridge Lithium Corp. ("BRL")
On April 15, 2025, The Company completed an amalgamation with BRL pursuant to the provisions of the Business Corporations Act (British Columbia). The amalgamated entity continues under the name Althea Copper Corp. and is a continuation of the combined entities. The Company and BRL have common officers and directors.

The amalgamation was structured as a statutory amalgamation, whereby all issued and outstanding shares of both companies were exchanged for shares of the resulting amalgamated company. The transaction wa accounted for as an asset acquisition under IFRS 2.

Under the terms of the agreement the Company issued 500,000 common shares to the former shareholders of BRL.

Amalgamation with Yankee Hat Minerals Ltd. ("YHM")
On November 13, 2025, the Company entered into an amalgamation agreement (the "Amalgamation Agreement") with YHM and 1561889 B.C. Ltd. ("Subco"), a wholly owned subsidiary of the YHM, whereby YHM will acquire all of the issued and outstanding shares of Althea (the "Acquisition"). In connection with

the Acquisition, YHM intends to apply to list its common shares on the Canadian Securities Exchange (“CSE”).

Terms of the Transaction
Pursuant to the Amalgamation Agreement, YHM has agreed to acquire all of the issued and outstanding common shares of Althea (“Althea Shares”). As consideration, YHM will issue one (1) post-consolidation common share of the Company (a “Consideration Share”) for each Althea Share outstanding immediately prior to the closing of the Acquisition.

Prior to completion of the Acquisition, YHM plans to consolidate its issued and outstanding common shares on the basis of ten (10) pre-consolidation common shares for one (1) post-consolidation common share (the “Consolidation”).

Althea will also complete a non-brokered private placement of 1,916,666 subscription receipts (the “Subscription Receipts”) at a price of $0.30 per Subscription Receipt for gross proceeds of $575,000 (the “Althea Financing”). Each Subscription Receipt will automatically convert into one (1) unit of Althea (the “Althea Unit”) upon receipt of conditional approval of the listing of the Company’s shares on the CSE. Each Althea Unit will consist of one Althea Share and one share purchase warrant of Althea (the “Althea Warrant”), with each Althea Warrant entitling the holder thereof to purchase one additional Althea Share at a price of $ 0.30 per Althea Share, for a period of 18 months from the date of issuance. The proceeds of the Althea Financing will be used for exploration on the Mink Narrows Property and for general working capital purposes.

The Acquisition is subject to listing of the shares on the CSE, completion of the Financing and such other conditions that are customary for this type of transaction.

<u>Outlook</u>

MINERAL EXPLORATION PROPERTIES

Mink Narrows Property
On October 1, 2024, the Company entered into a mineral property option agreement (the “Agreement”) with Voyageur Mineral Explorers Corp, a non-related third party, to acquire a 100% interest in the Mink Narrows project (the “Mink Narrows Property”). The Mink Narrows Property is located in west central Manitoba near the southwestern margin of the Precambrian Shield, 24 km southeast of Flin Flon, Manitoba, consisting of 53 claims on NTS 63K11 and 63K12 for a total area of 6,984 hectares..

In order to maintain and exercise the property option, the Company must: (a) issue 192,678 (1,000,000 pre-consolidation) common shares to the Optionor (issued on October 1, 2024); (b) incur $300,000 in exploration expenditures on or before the first anniversary of the Agreement; and (c) either, at the election of the Company (i) pay to the Optionor $150,000 in cash; or (ii) issue to the Optionor $150,000 of common shares, on or before the second anniversary of the Agreement. Provided the Company exercises the Option to acquire the property, a royalty shall be granted to the Optionor and the Optionor shall retain an aggregate 2% royalty on the property (the “Royalty”), subject to adjustment and the right of the Company to purchase one half of the Royalty for $1,000,000.

Project expenditures during the years ended October 31, 2025 and 2024

	2025	2024
	$	$
Heliborne survey	299,253	-
Annual claim filing costs	-	17,445
Property digitization	24,292	-
Other	12,863	15,904
Mink Narrows Property acquisition – shares issued per option agreement	-	50,000
Consultant costs for Mink Narrows Property acquisition	-	7,500
Assay costs	-	3,096
Geochemistry	-	6,000
Field program	-	40,722
Geophysical interpretation	-	45,500
Geographic Information Survey	-	6,900
43-101 in relation to the Mink Narrows Property	8,274	27,552
Geological consulting	-	15,042
Provision for reduction of previous costs	(44,110)	
	300,572	235,661

SELECTED ANNUAL INFORMATION

The following is a summary of certain selected audited financial information of the Company as at and for the years ended October 31, 2025 and 2024 and the period from incorporation to October 31, 2023.

	2025 ($)	2024 ($)	2023 ($)
Total revenues	-	-	-
Loss for the year	(367,867)	(388,790)	(321,022)
Total comprehensive loss for the year	(367,867)	(388,790)	(321,022)
Loss per share (basic and diluted)	(0.06)	(0.08)	(0.20)
Total Assets	236,723	459,674	390,050
Total non-current financial liabilities	-	-	-

The Company did not generate any revenues during the financial years ended October 31, 2025 and 2024 and the period from incorporation to October 31, 2023 as the Company did not conduct any revenue-producing commercial activities. The Company’s increase in loss was due to the increase in management fees and expenses related to investor relations and marketing, and its increase in total assets in 2024 was mainly due to the deposit on work program.

RESULTS OF OPERATIONS

Year ended October 31, 2025 compared to the period ended October 31, 2024

For the year ended October 31, 2025, the Company reported a net loss of $367,867, compared to a net loss of $388,790 for the year ended October 31, 2024, representing a decrease in net loss of $20,923 (5%).

Breakdown of expenses and other items:

	2025 **$**	2024 $
General and administrative expenses		
Exploration asset expenses	300,572	235,661
Professional fees	79,876	30,526
Management fees	122,258	60,000
Investor relations	34,328	56,672
Office and miscellaneous	5,799	5,552
Loss before other items	(542,833)	(388,411)
Other income (expenses)		
Grant income	100,000	-
Other income – flow through share premium	75,000	-
Foreign exchange loss	(34)	(379)
Net loss and comprehensive loss	**(367,867)**	**(388,790)**

The primary changes in expenses are as follows:

i. Exploration research and investigation
Exploration and evaluation expenses increased to $300,572 (2024: $235,661), primarily due to:
- Heliborne survey program (~$299,253) conducted on the Mink Narrows property in 2025
- Partially offset by:
- Absence of 2024 costs related to Denio exploration and initial property work programs

The increase reflects a shift from early-stage property acquisition and preliminary work (2024) to active exploration program execution (2025).

ii. Professional fees
Professional fees increased to $79,876 (2024: $30,526) due to:
- Increased legal, accounting, and advisory costs associated with:
  - The Blue Ridge Lithium acquisition
  - Corporate structuring and transaction activity
- Higher audit and financial reporting complexity relative to the prior year

This increase is primarily transaction-driven and non-recurring in nature.

iii. Management fees
Management fees commenced in fiscal 2024. Increase due to additional management personnel.

iv. Investor relations

Investor relations and marketing expenses decreased to $34,328 (2024: $56,672) due to:

- Reduced external advisory and promotional activity in 2025
- Reallocation of resources toward exploration activities.

v. Office

Includes office expenses, website hosting and maintenance and other administrative costs.

vi. Other items

The Company recognized $175,000 of other income in 2025, consisting of:

- $100,000 grant income
    - Received from the Manitoba Mineral Development Fund
    - Cash-based and tied to exploration expenditures
- $75,000 flow-through share premium recovery
    - Non-cash accounting recognition associated with:
        - Prior flow-through financing
        - Renunciation of qualifying expenditures

These items significantly offset operating losses and are not indicative of recurring operating performance.

Summary of Quarterly Results

The Company is not a reporting issuer. As such, the Company has not prepared quarterly results.

FINANCING ACTIVITIES

On September 17, 2025, the Company closed a private placement through the issuance of 500,000 common shares at $0.20 per common share for gross proceeds of $100,000. The Company incurred cash finder’s fees totaling $2,250 and issued 11,250 finder’s warrants. Each finder’s warrant is exercisable at $0.20 per warrant for a period of three years until September 17, 2028.

LIQUIDITY AND CAPITAL RESOURCES

As at October 31, 2025, the Company had cash of $202,177, compared to $114,110 as at October 31, 2024. The net increase in cash during the period was due to cash receive from the amalgamation with BRL of $100,355, net cash from financing activities of $247,750. These cashflows were offset by cash used in operating activities of $260,038.

The Company’s 2025 monthly cash burn rate on average, which was calculated as cash used in operating activities divided by 12, was approximately $21,600 (which included exploration expenditures, and various consulting costs, which are based on available funds). While the Company maintains positive working capital, its available cash resources are not sufficient to fund planned operations and exploration activities for the next 12 months without additional financing.

The primary need for liquidity is to fund exploration programs and to maintain general corporate operations. The primary source of liquidity has primarily been private financing.

The Company has no debt. The Company is committed to an option payment of $150,000 (cash or common shares of the Company). Failure to complete these expenditures may result in loss of rights to the project.

Overall, given working capital of $187,629, at October 31, 2025, the Company will not able to meet its general operational requirements for the next 12 months. In order to fund future exploration programs the Company will be required to raise additional capital.

The Corporation's principal source of financing is equity financing, the success of which depends on venture capital markets, the attractiveness of exploration companies to investors, and metal prices. To continue its exploration activities and be able to support its ongoing operations, the Company will need to continue its relations with the financial community to obtain further equity financing in the future. There is no assurance that such financing will be available on acceptable terms, and failure to obtain additional funding would have a material impact on the Company's ability to continue operations.

The Company has:

- No revenue-generating operations
- Recurring losses
- Dependence on external financing

These factors indicate the existence of material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern, consistent with the disclosure in the financial statements.

RELATED PARTY TRANSACTIONS

Key management comprises the directors and officers of the Company.

Compensation paid or accrued to key management or companies controlled by key management personnel during the years ended October 31, 2025 and 2024 is as follows:

	2025	2024
	$	$
Professional fees	**17,755**	16,198
Management fees	**80,250**	60,000
	98,005	76,198

During the year ended October 31, 2025, the Company incurred professional fees of $17,755 for the provision of CFO accounting and advisory support services charged by a company controlled by the Chief Financial Officer of the Company and are included in professional fees in the consolidated statement of loss and comprehensive loss. As at October 31, 2025, $8,498 of this amount is included in accounts payable and accrued liabilities. These amounts are non-interest bearing and due on normal commercial terms.

During the year ended October 31, 2025, the Company incurred management fees of $80,250 (2024 – $60,000) for CEO services charged by the Chief Executive Officer and a company controlled by the Chief Executive Officer. These amounts are included in management fees in the consolidated statement of loss and comprehensive loss. As at October 31, 2025, accounts payable and accrued liabilities included $19,313 (October 31, 2024 - $5,250) owing to this related party. The amounts are non-interest bearing and due on normal commercial terms

During the year ended October 31, 2024, the Company incurred professional fees of $16,198 for the provision CFO accounting and advisory support services charged by a company controlled by the former Chief Financial Officer of the Company and are included in professional fees in the consolidated statement of loss and comprehensive loss. As at October 31, 2024, accounts payable and accrued liabilities included $827 owing to this related party for these services. These amounts were non-interest bearing and due on normal commercial terms.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

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

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, amounts receivable and accounts payable and accrued liabilities; the fair values of which approximate their carrying values due to the short-term nature of these instruments.

Liquidity risk

Liquidity risk is the risk that the Company will have difficulties in paying its financial liabilities. The Company manages this risk by ensuring it has sufficient cash on hand to meet obligations as they come due by forecasting cash flows from operations, cash required for investing activities and cash from financing activities. Accounts payable are due under normal commercial terms, typically within 30 days. As at October 31, 2025, the Company had cash of $202,177 (2024 - $114,110) to settle liabilities of $49,094 (2024 - $139,428) due within 12 months. Certain conditions cast significant doubt on the Company's ability to meet its financial obligations. Refer to Note 1 for more information regarding the Company's liquidity risk.

Foreign currency risk

The Company's functional currency is the Canadian dollar and all major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk is negligible and therefore does not hedge its foreign exchange risk. The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's cash balances are not held in investment accounts; therefore, is not exposed to the risk from interest rate fluctuations. The Company is not exposed to significant interest rate risk.

Credit risk

Credit risk is the risk one party to a financial instrument will cause a financial loss for the party by failing to pay for its obligations. The Company is subject to credit risk with respect to its cash balances. The Company mitigates credit risk by depositing cash with a Canadian schedule I chartered bank as well as monitoring that institution's credit ratings.

Price risk

The Company is not exposed to significant price risk.

OUTSTANDING SHARE DATA

Authorized
The Company is authorized to issue an unlimited number of common shares.

The table below summarizes the Company's issued and outstanding common shares, and stock options and warrants that are convertible into common shares as of the date of this MD&A:

Issued and outstanding common shares	7,378,663
Share purchase warrants with a weighted average exercise price of $0.51	3,304,067
Fully diluted	**10,682,730**

RISKS AND UNCERTAINTIES

The Company's business is subject to a number of risk factors including risks relating to: (i) risk related to return on investment; (ii) exploration and development; (iii) potential profitability depending upon factors beyond the control of the Company; (iv) negative cash flow from operating activities; (v) no production history; (vi) limited operating history; (vii) exploration, mining and operational risks; (viii) mining claims; (ix) First Nations land claims; (x) assurance of title; (xi) competition; (xii) acquisition of additional mining properties; (xiii) conflicts of interest; (xiv) personnel; (xv) environmental risks; (xvi) uninsured risks; (xvii) health and safety risks; (xviii) additional requirements for capital; (xix) dependence on management; (xx) dividends unlikely; (xxi) litigation; (xxii) regulatory and statutory compliance; (xxiii) the company's operation may be negatively affected by global financial and geopolitical conditions; (xxiv) cyber security; (xxv) reliance on third party contractors; (xxvi) volatility of commodity prices; (xxvii) volatility of small companies; (xxviii) no market for securities; (xxvix) liquidation of the common shares; (xxx) dilution; (xxxi) discretion of use of proceeds; (xxxii) tax issues; and (xxxiii) general risks associated with the Company, which are described in detail in the listing statement filed on SEDARplus.ca.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the year ended December 31, 2025 and this accompanying MD&A (together, the "Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR+ at www.sedarplus.ca/.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.ca.

ALTHEA COPPER CORP.

Management's Discussion and Analysis

For the Three and Six Months Ended April 30, 2026 and 2025

Dated: August 12, 2026

This Management's Discussion and Analysis ("MD("MD&A")A") dated August 12, 2026 has been prepared by management of Althea Copper Corp. ("Althea" or the "Company") and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and notes thereto for the three and six months ended April 30, 2026 (the "Interim Financial Statements"). The Interim Financial Statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting ("IAS 34"), as issued by the International Accounting Standards Board ("IASB"). All amounts are expressed in Canadian dollars unless otherwise stated.

This MD&A contains commentary from the Company's management regarding the Company's strategy, operating results, financial position and outlook. Management is responsible for the accuracy, integrity, and objectivity of this MD&A, and develops, maintains and supports the necessary systems and controls to provide reasonable assurance as to the accuracy of the comments contained herein. The Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the Interim Financial Statements and this MD&A after the completion of its review and recommendation for approval by the Audit Committee.

This MD&A has been prepared to comply with the requirements of National Instrument 51-102 — Continuous Disclosure Obligations ("NI 51-102").

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A constitute forward-looking information within the meaning of applicable Canadian securities laws. When used in this document, words such as "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", "estimate", "expect", and similar expressions are intended to identify forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Forward-looking information in this MD&A includes, but is not limited to, statements regarding: the Company's planned exploration activities on the Mink Narrows Property; the proposed amalgamation with Yankee Hat Minerals Ltd. ("YHM") and associated listing on the Canadian Securities Exchange ("CSE"); the Althea Financing (as defined below); and the Company's need for and ability to raise additional capital. Forward-looking information is based on a number of assumptions including, without limitation, future commodity prices, financing availability, exploration results, receipt of required regulatory approvals, and completion of the transactions described herein. Actual results may differ materially from those anticipated.

Except as required by applicable securities laws, the Company does not undertake to update forward-looking information. Readers are cautioned not to place undue reliance on these forward-looking statements.

COMPANY DESCRIPTION

Althea Copper Corp. ("Althea" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on January 30, 2023. On September 27, 2023, the Company changed its name from 1398476 B.C. Ltd. to Althea Copper Corp. The Company is principally engaged in the acquisition, exploration, and development of mineral properties. The head office of the Company is located at 248 – 3217 Dunbar Street, Vancouver, British Columbia, Canada, V6S 0M1.

The Company holds an option to acquire a 100% interest in the Mink Narrows copper-polymetallic property located in west-central Manitoba. The Company conducts no revenue-generating operations and has funded its activities to date through equity financings, government grants, and related-party support.

RECENT HIGHLIGHTS AND SUBSEQUENT EVENTS

Proposed Acquisition by Yankee Hat Minerals Ltd.

On November 13, 2025, the Company entered into an amalgamation agreement, as amended on June 26, 2026, (the “Amalgamation Agreement”) with Yankee Hat Minerals Ltd. (“YHM”) and 1561889 B.C. Ltd. (“Subco”), a wholly owned subsidiary of the YHM, whereby YHM will acquire all of the issued and outstanding shares of Althea (the “Acquisition”) by way of a three-cornered amalgamation, pursuant to which the Company will amalgamate with Subco and continue as one corporation (“Amalco”). In connection with the Acquisition, YHM intends to apply to list its common shares on the Canadian Securities Exchange (“CSE”). The Company and YHM have common officers and directors.

Terms of the Transaction

Pursuant to the Amalgamation Agreement:

(a) Immediately prior to closing of the Acquisition, YHM will consolidate its issued and outstanding common shares on a basis of approximately 1 post-consolidation common share of YHM for approximately every 5 pre-consolidation common shares of YHM, resulting in an issued and outstanding amount of 5,000,000 post-consolidation common shares of YHM (the “YHM Consolidation”);

(b) Immediately prior to closing of the Acquisition and the conversion of the subscription receipts under the Althea Financing, the Company will consolidate its issued and outstanding common shares on a basis of approximately 1 post-consolidation common share of the Company for approximately every 2.1 pre-consolidation common shares of the Company, resulting in an issued and outstanding amount of 3,500,000 post-consolidation common shares of the Company (the “Althea Consolidation”);

(c) Each shareholder of the Company will receive such number of post-YHM Consolidation common shares of YHM (the “Consideration Shares”) as is equal to the number of post-

Althea Consolidation common shares of the Company (a “Althea Share”) such shareholder holds, and the Althea Shares of the Company will be cancelled;

(d) Each holder of the common shares of Subco will receive 1 common share of Amalco in exchange for each common share of Subco held by such shareholder and such common shares of Subco will be cacelled;

(e) In consideration of YHM’s issuance of the Yankee Shares, Amalco will issue to YHM 1 Amalco Share for each Consideration Share issued by YHM to the shareholders of the Company; and

(f) Each share purchase warrant of the Company will entitle the holder to acquire the same number of common shares of the Company as is equal to the number of Althea Shares issuable under such warrant immediately before closing of the Acquisition for the same exercise price and the certificates representing the warrants shall be deemed amended.

Althea will also complete a non-brokered private placement of 11,500,000 subscription receipts (the “Subscription Receipts”) at a price of $0.05 per Subscription Receipt for gross proceeds of $575,000 (the “Althea Financing”). Each Subscription Receipt will automatically convert into 1 Althea Share upon receipt of conditional approval of the listing of the Company’s shares on the CSE. The proceeds of the Althea Financing will be used for exploration on the Mink Narrows Property and for general working capital purposes.

The Acquisition is subject to listing of the shares on the CSE, completion of the YHM Consolidation, the Althea Consolidation, the Althea Financing and such other conditions that are customary for this type of transaction.

Manitoba Mineral Development Fund Grant

On March 10, 2026, the Company received the second tranche of $100,000 under the grant agreement with the Manitoba Mineral Development Fund ("MMDF"), entered into on August 22, 2025, in respect of exploration activities at the Mink Narrows Property. The aggregate grant received under this agreement is $200,000 (including $100,000 received on October 22, 2025). The grant has been recorded as other income in the consolidated statement of loss and comprehensive loss.

MINERAL EXPLORATION PROPERTIES

Mink Narrows Property

On October 1, 2024, the Company entered into a mineral property option agreement (the "Agreement") with Voyageur Mineral Explorers Corp., a non-related third party, to acquire a 100% interest in the Mink Narrows project (the "Mink Narrows Property"). The Mink Narrows Property is located in west-central Manitoba near the southwestern margin of the Precambrian Shield, approximately 24 km southeast of Flin Flon, Manitoba, and consists of 53 claims on NTS 63K11 and 63K12 for a total area of 6,984 hectares.

Option Terms

In order to maintain and exercise the property option, the Company must:

- Issue 192,679 (1,000,000 pre-consolidation) common shares to Voyageur Mineral Explorers Corp. (issued on October 1, 2024);

- Incur $300,000 in exploration expenditures on or before the first anniversary of the Agreement (the Company confirms this obligation has been satisfied); and
- Either (i) pay to the Optionor $150,000 in cash, or (ii) issue to the Optionor $150,000 of common shares, on or before the second anniversary of the Agreement (October 1, 2026).

Provided the Company satisfies the foregoing payment obligation, the Company will exercise the Option to acquire the property, and a royalty will be granted to the Optionor. Under the royalty, the Optionor will retain an aggregate 2% net smelter return royalty on the property, subject to the right of the Company to purchase one half of the Royalty for $1,000,000.

Exploration Expenditures

The following table summarizes exploration and evaluation expenditures incurred on the Mink Narrows Property during the six months ended April 30, 2026 and 2025:

Description	Six months ended Apr 30, 2026 ($)	Six months ended Apr 30, 2025 ($)
Exploration research & investigation – Mink Narrows	20,603	336,484
Exploration expense provision recovery – Denio	—	(44,109)
Total exploration and evaluation expense	20,603	292,375

The significant decrease in exploration and evaluation expense in the current period reflects the completion of the major heliborne survey program conducted in fiscal 2025, following which the Company entered a phase of data interpretation and planning. Management anticipates that proceeds from the Althea Financing will be deployed toward the next phase of exploration in fiscal 2026–2027.

RESULTS OF OPERATIONS

Three Months Ended April 30, 2026 Compared to Three Months Ended April 30, 2025

For the three months ended April 30, 2026, the Company recorded net income of $41,652, compared to a net loss of $57,148 for the three months ended April 30, 2025. The improvement is primarily attributable to the recognition of $100,000 in grant income received from the MMDF during Q2 FY2026.

Expense / Income Item	Q2 FY2026 ($)	Q2 FY2025 ($)	Change ($)	Change (%)
Exploration and evaluation expenses	137	1,355	(1,218)	(90%)
Professional fees	14,394	14,837	(443)	(3%)
Management fees	39,950	40,000	(50)	(0%)

Expense / Income Item	Q2 FY2026 ($)	Q2 FY2025 ($)	Change ($)	Change (%)
Investor relations and marketing	2,950	—	2,950	n/a
Office and miscellaneous	917	956	(39)	(4%)
Loss before other items	58,348	57,148	1,200	2%
Grant income	(100,000)	—	(100,000)	n/a
Foreign exchange loss (gain)	—	—	—	—
Net income (loss)	(41,652)	57,148	(98,800)	(173%)

Six Months Ended April 30, 2026 Compared to Six Months Ended April 30, 2025

For the six months ended April 30, 2026, the Company reported a net loss of $51,973, compared to a net loss of $395,745 for the six months ended April 30, 2025. The significant decrease in net loss principally reflects: (i) a reduction in exploration and evaluation expenditures following the completion of the fiscal 2025 heliborne survey program; and (ii) recognition of $100,000 in grant income from the MMDF.

Expense / Income Item	H1 FY2026 ($)	H1 FY2025 ($)	Change ($)	Change (%)
Exploration and evaluation expenses	20,603	292,375	(271,772)	(93%)
Professional fees	60,163	17,026	43,137	253%
Management fees	54,950	50,000	4,950	10%
Investor relations and marketing	6,950	34,329	(27,379)	(80%)
Office and miscellaneous	9,285	2,015	7,270	361%
Loss before other items	151,951	395,745	(243,794)	(62%)
Grant income	(100,000)	—	(100,000)	n/a
Foreign exchange loss	22	—	22	n/a
Net loss	51,973	395,745	(343,772)	(87%)

<u>Exploration and Evaluation Expenses</u>

Exploration and evaluation expenses decreased by $271,772 (93%) to $20,603 for the six months ended April 30, 2026, compared to $292,375 for the comparative period. The prior period included significant expenditures related to: (i) the heliborne geophysical survey program at Mink Narrows ($315,585 in full-year fiscal 2025, the majority incurred in H1 FY2025); and (ii) the acquisition of the Blue Ridge Lithium assets. The current period expenditures of $20,603 relate to ongoing geological assessment and interpretation work at the Mink Narrows Property. The Company anticipates increased exploration expenditures in future periods as it deploys the proceeds of the Althea Financing.

<u>Professional Fees</u>

Professional fees increased by $43,137 (253%) to $60,163 for the six months ended April 30, 2026, compared to $17,026 in the prior period. The increase is primarily attributable to elevated legal, accounting, and regulatory costs incurred in connection with: (i) the proposed Amalgamation Agreement with YHM; (ii) preparation of the CSE listing application; and (iii) ongoing corporate governance and financial reporting requirements. Of the total, $9,500 represents fees for CFO accounting and advisory support services charged by a company controlled by the Chief Financial Officer (see Related Party Transactions).

Management Fees

Management fees increased by $4,950 (10%) to $54,950 for the six months ended April 30, 2026 (H1 FY2025: $50,000). Of the total, $45,000 represents fees for CEO services charged by the Chief Executive Officer and a company controlled by the CEO; $9,950 represents fees for services provided by a company controlled by the former President of the Company. Management fees are incurred in the normal course of operations and are payable on normal commercial terms (see Related Party Transactions).

Investor Relations and Marketing

Investor relations and marketing expenses decreased by $27,379 (80%) to $6,950 for the six months ended April 30, 2026, reflecting a reduction in external promotional activity during the period while the Company focuses on completing the Acquisition and CSE listing process.

Office and Miscellaneous

Office and miscellaneous expenses increased by $7,270 to $9,285 for the six months ended April 30, 2026, compared to $2,015 in the comparative period. The increase reflects higher administrative costs associated with the Company's increased transactional activity, including costs related to the proposed listing.

Grant Income

During the three months ended April 30, 2026, the Company received the second tranche of $100,000 from the MMDF in respect of eligible exploration expenditures at the Mink Narrows Property. This has been recorded as grant income in the consolidated statement of loss and comprehensive loss in accordance with IAS 20, Accounting for Government Grants and Disclosure of Government Assistance.

Use of Proceeds from Financing

As the Company was not a reporting issuer, it has not previously made public disclosure regarding the intended use of proceeds from any financing.

Summary of Quarterly Results

As the Company was not a reporting issuer, quarterly financial statements have not been prepared for the last eight quarters.

LIQUIDITY AND CAPITAL RESOURCES

As at April 30, 2026, the Company had cash of $175,586 (October 31, 2025: $202,177) and working capital of $119,324 (October 31, 2025: $171,297). The decrease in cash and working capital reflects cash consumed by operating activities during the six-month period.

Liquidity Metric	April 30, 2026 ($)	October 31, 2025 ($)
Cash	175,586	202,177
Other amounts receivable	44,111	34,546
Total current assets	219,697	236,723
Accounts payable and accrued liabilities	100,373	65,426
Total current liabilities	100,373	65,426
Working capital	119,324	171,297

Cash Flows

The following table summarizes the Company's cash flows for the six months ended April 30, 2026 and 2025:

Cash Flow Category	Six months ended Apr 30, 2026 ($)	Six months ended Apr 30, 2025 ($)
Net cash used in operating activities	(26,591)	(75,686)
Net cash provided by investing activities	—	100,355
Net cash provided by financing activities	—	—
Net change in cash	(26,591)	24,669
Cash – beginning of period	202,177	114,109
Cash – end of period	175,586	138,778

Cash used in operating activities decreased to $26,591 for the six months ended April 30, 2026, compared to $75,686 in the comparative period, primarily due to the significant reduction in exploration and evaluation expenditures in the current period. The Company had no financing or investing cash flows during the current period. In the comparative period, $100,355 in cash was provided by investing activities, representing cash acquired through the amalgamation with Blue Ridge Lithium Corp.

Capital Resources and Future Funding Requirements

The Company has no long-term debt or credit facilities. As at April 30, 2026, total liabilities consisted solely of accounts payable and accrued liabilities of $100,373, all of which are current and payable within normal commercial terms (typically 30 days).

The Company is committed to the second anniversary payment under the Mink Narrows option agreement (due October 1, 2026) of $150,000, payable either in cash or in common shares of the Company, at the Company's election. Failure to make this payment would result in loss of rights to the Mink Narrows Property.

The Company's current working capital of $119,324 is insufficient to fund planned exploration activities and general corporate operations for the next 12 months. The Company's continuation as a going concern is dependent upon its ability to obtain additional financing. The primary intended source of future financing is the Althea Financing, which is expected to raise gross proceeds of $575,000 through the issuance of 1,916,666 Subscription Receipts at $0.30 each, conditional upon receipt of conditional approval for the CSE listing.

There is no assurance that additional financing will be available, or if available, that it will be on terms acceptable to the Company. The failure to obtain additional financing on a timely basis could cause the Company to reduce or terminate its operations.

GOING CONCERN

The Interim Financial Statements have been prepared on a going concern basis, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has not generated any revenue since incorporation, has incurred recurring losses, and has an accumulated deficit of $1,145,984 as at April 30, 2026 (October 31, 2025: $1,094,011).

These factors indicate the existence of material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. The Interim Financial Statements do not include any adjustments to the recoverability and classification of recorded asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Management's plans to address the going concern uncertainty include the completion of the proposed Althea Financing and, upon successful completion of the CSE listing, access to the public capital markets to raise additional equity financing as needed.

RELATED PARTY TRANSACTIONS

Key management comprises the directors and officers of the Company. Compensation paid or accrued to key management or companies controlled by key management during the three and six months ended April 30, 2026 and 2025 is as follows:

Transaction	Q2 FY2026 ($)	Q2 FY2025 ($)	H1 FY2026 ($)	H1 FY2025 ($)
Professional fees – CFO services	4,500	3,750	9,500	5,255
Management fees – CEO services	32,450	40,000	54,950	55,000
Total key management compensation	37,925	43,750	65,450	60,255

During the six months ended April 30, 2026, the Company incurred professional fees of $9,500 for CFO accounting and advisory support services charged by a company controlled by the Chief

Financial Officer. As at April 30, 2026, $5,379 of this amount is included in accounts payable and accrued liabilities. These amounts are non-interest bearing and due on normal commercial terms.

During the six months ended April 30, 2026, the Company incurred management fees of $45,000 (H1 FY2025: $30,000) for CEO services charged by the Chief Executive Officer and a company controlled by the CEO. As at April 30, 2026, accounts payable and accrued liabilities include $23,625 (October 31, 2025: $19,313) owing to this related party. These amounts are non-interest bearing and due on normal commercial terms.

During the six months ended April 30, 2026, the Company incurred management fees of $9,950 for services provided by a company controlled by the former President of the Company. As at April 30, 2026, accounts payable and accrued liabilities include $10,448 (October 31, 2025: nil) owing to this related party. These amounts are non-interest bearing and due on normal commercial terms.

All related party transactions are in the normal course of business and have been measured at the agreed-upon exchange amounts, which management believes approximate fair value.

OUTSTANDING SECURITIES DATA

The following table summarizes the Company's capital structure as at the date of this MD&A:

Security	Number Outstanding	Weighted Avg. Exercise Price
Common shares issued and outstanding	7,378,663	n/a
Share purchase warrants	3,304,067	$0.51
Fully diluted shares	10,682,730	n/a

The Company is authorized to issue an unlimited number of common shares without par value.

Share Purchase Warrants

The following warrants are outstanding as at April 30, 2026:

Expiry Date	Exercise Price ($)	Remaining Life (years)	Warrants Outstanding	Exercisable
May 26, 2026	0.10	0.07	52,547	52,547
September 29, 2026	0.10	0.41	43,931	43,931
August 30, 2027	0.26	1.33	15,414	15,414
March 14, 2028	0.52	1.87	867,052	867,052
April 3, 2028	0.52	1.92	385,357	385,357
May 26, 2028	0.52	2.07	656,840	656,840

Expiry Date	Exercise Price ($)	Remaining Life (years)	Warrants Outstanding	Exercisable
September 17, 2028	0.20	2.36	11,250	11,250
September 27, 2028	0.52	2.41	1,271,675	1,271,675
Total / Weighted average	0.51	1.99	3,304,067	3,304,067

No shares were issued and no warrants were granted during the six months ended April 30, 2026. No options have been granted.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the reliability of the inputs used to estimate the fair value:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash, other amounts receivable, and accounts payable and accrued liabilities. The carrying values of these instruments approximate their fair values due to their short-term nature. Cash is classified as Level 1 in the fair value hierarchy. There are no Level 2 or Level 3 financial instruments.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they become due. The Company manages liquidity risk by maintaining sufficient cash to meet current obligations and by forecasting cash flows from operating, investing, and financing activities. Accounts payable are due under normal commercial terms, typically within 30 days. As at April 30, 2026, the Company had cash of $175,586 to settle current liabilities of $100,373.

The Company's continuation as a going concern is dependent upon obtaining additional financing, as described under Going Concern above. This represents the Company's primary liquidity risk.

Foreign Currency Risk

The Company's functional currency is the Canadian dollar and all major transactions are denominated in Canadian dollars. The Company does not hold material balances in foreign currencies and management considers the foreign exchange risk to be negligible. The Company does not utilize derivative financial instruments to hedge foreign exchange risk.

Interest Rate Risk

The Company's cash balances are held in non-interest-bearing accounts. The Company has no interest-bearing debt. Accordingly, the Company is not exposed to significant interest rate risk.

Credit Risk

Credit risk is the risk of financial loss arising from the failure of a counterparty to discharge its financial obligations. The Company's primary credit risk exposure relates to its cash balances, which are held with a Canadian Schedule I chartered bank. The Company monitors the credit quality of its banking institution and considers this risk to be low.

Price Risk

The Company is in the exploration stage and does not produce or sell commodities. Accordingly, the Company is not exposed to significant commodity price risk at this time.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of the Interim Financial Statements in conformity with IAS 34 requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, expenses, and related disclosures. Actual results may differ from these estimates. The critical accounting policies and significant estimates applied in the Interim Financial Statements are consistent with those applied in the annual financial statements for the year ended October 31, 2025. Key areas of estimation and judgment include:

Going Concern

As described above, management must assess at each reporting date whether there is material uncertainty that casts significant doubt on the Company's ability to continue as a going concern. This assessment requires significant judgment regarding future financing availability and the Company's ability to meet its planned obligations.

Share-Based Compensation

The Company uses the Black-Scholes option-pricing model to estimate the fair value of share-based compensation. Key inputs to this model include expected volatility, expected option life, and risk-free interest rate. Changes in these assumptions could materially affect the estimated fair value of share-based awards.

Shares Issued for Non-Cash Consideration

When shares are issued for non-cash consideration, the Company estimates the fair value of the goods or services received or, if this cannot be reliably estimated, the fair value of the equity instruments granted. These estimates require judgment as observable market data may be limited.

Exploration and Evaluation Assets

Management must use judgment to determine whether exploration and evaluation costs should be expensed as incurred or whether conditions exist that would support capitalization. Under the Company's accounting policy, all exploration and evaluation costs are expensed as incurred.

Acquisition Transactions

Management must apply judgment in assessing whether an acquisition transaction constitutes a business combination under IFRS 3 or an asset acquisition. The Company applies the optional concentration test under IFRS 3 to perform this assessment. In fiscal 2025, the acquisition of Blue Ridge Lithium Corp. was determined to be an asset acquisition.

RISKS AND UNCERTAINTIES

The Company's business is subject to a number of risks and uncertainties. The following is a summary of the principal risks; a more detailed description is set out in the listing statement to be filed on SEDAR+ at www.sedarplus.ca in connection with the CSE listing application:

- Stage of development and no revenues: The Company is an exploration-stage company with no revenue-generating operations and a history of losses. There is no assurance that the Company will generate revenues in the future.
- Going concern: Material uncertainty exists as to the Company's ability to continue as a going concern without the successful completion of additional financing.
- Additional capital requirements: The Company will require additional financing to fund exploration activities and maintain operations. There is no assurance that such financing will be available on acceptable terms.
- Exploration and development risk: Mineral exploration is inherently speculative and involves significant technical, geological, and environmental risks. There is no assurance that exploration activities will result in the discovery of an economically viable mineral deposit.
- Title to mineral properties: The Company's interest in the Mink Narrows Property is subject to an option agreement and has not been fully vested. Failure to satisfy the option terms will result in the loss of the Company's interest in the property.
- Royalty obligations: Upon exercise of the Mink Narrows option, the Optionor retains a 2% net smelter return royalty, which will reduce the economic benefit to the Company from any future production.
- Dependence on key personnel: The Company is dependent on the services of its key management personnel. Loss of key personnel could adversely affect operations.
- Completion of the Acquisition: The Amalgamation Agreement with YHM is subject to conditions including CSE listing approval and completion of the Althea Financing. There is no assurance that these conditions will be satisfied.
- Conflicts of interest: Certain directors and officers of the Company also serve as directors and officers of YHM, creating potential conflicts of interest.
- Commodity price volatility: Future revenues and the economic viability of any mineral deposit discovered by the Company will be subject to fluctuations in commodity prices, which are affected by numerous factors beyond the Company's control.
- Regulatory and environmental risks: The Company's operations are subject to applicable Canadian federal and provincial laws and regulations governing environmental protection, exploration, and development activities.
- Macroeconomic conditions: Persistent inflationary pressures, geopolitical factors, and other global economic conditions may adversely affect the Company's ability to raise financing or pursue its business plan.

DISCLOSURE CONTROLS AND PROCEDURES

In connection with National Instrument 52-109 — Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the

Company will file a Venture Issuer Basic Certificate with respect to the financial information contained in the Interim Financial Statements and this accompanying MD&A (together, the "Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, readers should refer to the Venture Issuer Basic Certificates to be filed by the Company with the Interim Filings on SEDAR+ at www.sedarplus.ca.

ADDITIONAL INFORMATION

Additional information relating to the Company will be available following the CSE listing on SEDAR+ at www.sedarplus.ca.

APPROVED BY THE BOARD OF DIRECTORS

(signed) Lowell Kamin
Director

Dated: August 12, 2026

SCHEDULE E –PRO FORMA FINANCIAL STATEMENTS

(See Attached)

YANKEE HAT MINERALS LTD.

Pro Forma Consolidated Financial Statements

April 30, 2026

(Unaudited - Expressed in Canadian Dollars)

YANKEE HAT MINERALS LTD.
PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION
April 30, 2026
(Unaudited - Expressed in Canadian Dollars)

	Yankee Hat Minerals Ltd. April 30, 2026	Althea Copper Corp. April 30, 2026	Proforma Adjustments	Notes	Consolidated Proforma April 30, 2026
	$	$	$		$
ASSETS					
Current					
Cash and cash equivalents	3,012	175,586	625,000	2a	743,598
			(60,000)	2c	
Accounts receivable and other	-	44,111	-		44,111
	3,012	219,697	565,000		787,709
					-
Total Assets	**3,012**	**219,697**	**565,000**		**787,709**
LIABILITIES AND SHAREHOLDERS EQUITY (DEFICIT)					
Current					
Accounts payable and accrued liabilities	223,106	100,373	-		323,479
Loans payable	20,000				20,000
Non-current liabilities	243,106	100,373			343,479
Other	-	-	-		-
Total Liabilities	243,106	100,373	-		343,479
Shareholders' Equity (Deficit)					
Share capital	18,048,777	1,167,355	625,000	2a	2,042,355
			(18,048,777)	2b	
			250,000	2b	
Reserves	1,355,694	97,953	-	2a	97,953
			(1,355,694)	2b	
Foreign translation reserve					
Deficit	(19,644,565)	(1,145,984)	(60,000)	2c	(1,696,078)
			19,644,565	2b	
			(490,094)	2b	
Total shareholders' equity	(240,094)	119,324	565,000		444,230
Total Equity and Liabilities	**3,012**	**219,697**	**565,000**		**787,709**

The accompanying notes are an integral part of the pro forma consolidated financial statements.

YANKEE HAT MINERALS LTD.
PRO FORMA CONSOLIDATED INCOME STATEMENT
For the period ended April 30, 2026
(Unaudited - Expressed in Canadian Dollars)

	Yankee Hat Minerals Ltd.	Althea Copper Corp.	Proforma Adjustments	Notes	Consolidated Proforma
	30-Apr-26	30-Apr-26			April 30, 2026
	$	$	$		$
Expenses					
Exploration asset expenses	-	20,603			20,603
Professional fees	26,063	60,163			86,266
Management fees	6,708	54,950			61,658
Investor relations and marketing	-	6,950			6,950
Office and general	12,470	9,285			21,755
Loss before other items	(45,241)	(151,951)			(197,192)
Other income(expenses)					
Grant income	-	100,000			100,000
Other income – flow through premium	-	-			-
Listing expense	-	-	(490,094)	2(b)	(490,094)
Foreign exchange loss	-	(22)			(22)
Net loss	(45,241)	(51,973)			(587,308)

YANKEE HAT MINERALS LTD.
PRO FORMA CONSOLIDATED INCOME STATEMENT
For the year ended October 31, 2025
(Unaudited - Expressed in Canadian Dollars)

	Yankee Hat Minerals Ltd.	**Althea Copper Corp.**	**Proforma Adjustments**	**Notes**	**Consolidated Proforma**
	31-Oct-25	**31-Oct-25**			**October 31, 2025**
	$	**$**	**$**		**$**
Expenses					
Exploration asset expenses	-	300,572			300,572
Professional fees	78,435	79,876			158,311
Management fees	6,408	122,258			128,666
Investor relations and marketing	-	34,328			34,328
Office and general	31,214	5,799			37,013
Loss before other items	(116,056)	(542,833)			(658,889)
Other income(expenses)					
Grant income	-	100,000			100,000
Other income – flow through premium	-	75,000			75,000
Listing expense	-	-	(490,094)	2(b)	(490,094)
Foreign exchange loss	-	(34)			(34)
Net loss	(116,056)	(367,867)			(974,017)

The accompanying notes are an integral part of the pro forma consolidated financial statements.

1. BASIS OF PRESENTATION

The accompanying unaudited pro forma consolidated financial statements of Yankee Hat Minerals Ltd. (the "Company", or "Yankee Hat") have been prepared by the management of the Company, in accordance with IFRS Accounting Standards ("IFRS").

On November 13, 2025, the Company entered into an amalgamation agreement, as amended and restated on June 26, 2026, to acquire all of the issued and outstanding securities of Althea Copper Corp. ("ACC") by way of a three-cornered amalgamation (the "Transaction"). Upon closing of the Transaction, the Company intends lists its common shares on the Canadian Securities Exchange (the "Exchange").

Pursuant to the amalgamation agreement, the Company will acquire from the shareholders of ACC all the issued and outstanding Post-consolidation ACC (as defined below) in exchange for post-consolidated common shares of the Company on a one-for-one basis. The Company will also issue convertible securities in exchange for the convertible securities of ACC, if unexercised prior to closing of the Transaction, on the same exchange ratio.

As a condition of closing of the Transaction, the Company will complete a consolidation of its common shares on the basis of approximately five pre-consolidation shares for one post-consolidation shares ("Post-consolidation Yankee Hat Share") and ACC will complete a consolidation of its common shares on the basis of approximately 2.1 pre-consolidation shares for one post-consolidation share ("Post-consolidation ACC Share"). As consideration for the acquisition of all of the outstanding Post-Consolidation ACC Shares, the Company will issue one Post-consolidation Yankee Hat Share for each Post-consolidation ACC share.

The closing of the Transaction will be conditional upon: (i) ACC completing a concurrent private placement financing (the "Concurrent Financing") for gross proceeds of $625,000; (ii) completion of due diligence to the satisfaction of the parties; (iii) approval from the Exchange; and (iv) such other conditions that are customary for this type of transaction.

In the opinion of the Company's management, the pro-forma consolidated statement of financial position includes all adjustments necessary for fair presentation of the transactions as described in Note 2.

The unaudited pro forma consolidated statement of financial position has been compiled from:

- The Company's unaudited financial statements as at April 30, 2026;
- ACC's audited financial statements as at April 30, 2026; and
- The additional information set out in Note 2.

The unaudited pro forma consolidated income statement has been compiled from:

- The Company's unaudited income statement for the period from August 1, 2025 to October 31, 2025;
- ACC's audited financial statements for the year ended October 31, 2025; and
- The additional information set out in Note 2.

The Transaction is accounted for as a reverse take-over ("RTO"), under which although the Company is the legal acquirer, ACC is deemed to be the acquirer for accounting purposes on the basis that the former shareholders of ACC will own the majority of the issued and outstanding common shares of the Company, which means the control of the combined companies passed to the former shareholders of ACC. Consequently, the unaudited pro forma consolidated financial statements is a continuation from the financial statements of ACC.

As Yankee Hat did not qualify as a business according to the definition in IFRS 3 Business Combinations, the take-over does not constitute a business combination. Thus, the Transaction is accounted for as an issuance of shares by ACC for the net assets of Yankee Hat based on their carrying amounts at closing of the Transaction. Consideration paid by ACC for Yankee Hat's net assets is measured by calculating the number of common shares that ACC would have had to issue to acquire all of the outstanding shares of Yankee Hat, in order to provide the same percentage ownership as they have in the Yankee Hat as a result of the reverse take-over. The fair value of Yankee Hat's common shares is used in measuring the consideration paid and is based on the $0.05 Concurrent Financing price. Any excess of consideration paid over carrying amount of identified assets acquired and liabilities assumed will be charged immediately to profit and loss. A final determination of these estimated fair values will be based on the actual net assets acquired of Yankee Hat that exist as of the closing of the Transaction.

(Unaudited - Expressed in Canadian Dollars)

2. PRO FORMA TRANSACTIONS

The pro-forma consolidated financial statements were prepared based on the following assumptions:

a) Under the terms of the amalgamation agreement, ACC will complete the Concurrent Financing of a minimum of 12,500,000 subscription receipts at a price of $0.05 each for gross proceeds of $625,000. Each subscription receipt will automatically convert immediately prior to closing of the Transaction into one Post-consolidation ACC Share. ACC will not be paying any finders fees. As a result, the share issuance costs are estimated at $nil. The proceeds will be used to fund the exploration of the property and general working capital.

b) Consideration paid by ACC for the Company's net assets is measured by calculating the number of ACC Shares that ACC would have had to issue to acquire all of the outstanding shares of Yankee Hat, in order to provide the same percentage ownership as they have as a result of the RTO. The fair value of the Company's shares is used in measuring the consideration paid and is based on the $0.05 Concurrent Financing. The fair value of the consideration paid is summarized as follows:

Net assets acquired (liabilities assumed)	**$**
Assets acquired	
Cash and cash equivalents	3,012
Liabilities assumed	
Accounts payable and accrued liabilities	223,106
Loans payable	20,000
Net liabilities assumed	(240,094)
Consideration paid	
Fair value of 5,000,000 Post-consolidation ACC shares issued	250,000
Listing expense	**490,094**

The share capital, reserves, and accumulated deficit of Yankee Hat are eliminated upon consolidation.

c) The Company is expected to incur an additional $60,000 of legal and accounting fees in connection with the Transaction, which will be expensed as incurred.

3. SHARE CAPITAL

Common shares

Authorized: Unlimited common shares without par value

Summary of shares issued as April 30, 2026:

	Note	Number Of Common Shares	Share Capital
			$
Capital stock of the Company as at April 30, 2026		25,240,247	18,048,777
Consolidation of the Company's common shares on an approximately 5:1 basis		(20,240,247)	-

(Unaudited - Expressed in Canadian Dollars)

Capital stock of ACC as at April 30, 2026		7,378,663	1,167,355
Consolidation of the ACC Shares on an approximately 2.1:1 basis		(3,878,663)	-
Issuance of shares for ACC Concurrent Financing (Minimum)	2a	12,500,000	625,000
Cancellation of the Company's equity prior to the Transaction	2d	(5,000,000)	(18,048,777)
Common shares issued for ACC acquisition	2d	5,000,000	490,094
Total		21,000,000	2,282,449

Warrants

Summary of warrants outstanding as at April 30, 2026:

Number of Warrants Outstanding	Exercise Price ($)	Expiry Date
20,838	0.21	September 27, 2026
7,311	0.55	August 30, 2027
411,278	1.09	March 14, 2028
182,791	1.09	April 3, 2028
311,566	1.09	May 26, 2028
24,925	0.21	May 26, 2026
603,207	1.09	September 27, 2028
5,336	0.42	September 17, 2028
1,567,253		

4. INCOME TAXES

No value has been ascribed to any acquired tax loss carry forwards obtained by the Company as part of the acquisition of ACC as the Company is an early-stage company, and it is not known whether sufficient future taxable profits will be available to utilize these losses prior to expiry.

The effective tax rate applicable to the consolidated operations will be 27%.

SCHEDULE F – AUDIT COMMITTEE CHARTER

(See attached)

ALTHEA COPPER CORP.
(the "Company")

AUDIT COMMITTEE CHARTER

(Implemented pursuant to National Instrument 52-110 – *Audit Committees*)

National Instrument 52-110 – Audit Committees (the "**Instrument**") relating to the composition and function of audit committees was implemented for reporting issuers and, accordingly, applies to every Canadian Securities Exchange listed company, including the Company. The Instrument requires all affected issuers to have a written audit committee charter which must be disclosed, as stipulated by Form 52-110F2, in the management information circular of the Company wherein management solicits proxies from the security holders of the Company for the purpose of electing directors to the board of directors. The Company, as a Canadian Securities Exchange-listed company is, however, exempt from certain requirements of the Instrument.

This Charter has been adopted by the board of directors in order to comply with the Instrument and to more properly define the role of the Committee in the oversight of the financial reporting process of the Company. Nothing in this Charter is intended to restrict the ability of the board of directors or Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

I. MANDATE

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of Althea Copper Corp. (the "Company") shall assist the Board in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company's financial statements and other financial information;

2. The compliance of such statements and information with legal and regulatory requirements;

3. The qualifications and independence of the Company's independent external auditor (the "Auditor"); and

4. The performance of the Company's internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. <u>Composition</u>

The Committee shall be comprised of three or more members.

B. <u>Qualifications</u>

Each member of the Committee must be a member of the Board.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.

C. <u>Appointment and Removal</u>

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Chair

the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

E. Meetings

The Committee shall meet as frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

Independence of Auditor

1) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company.

2) Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.

3) Require the Auditor to report directly to the Committee.

4) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

Performance & Completion by Auditor of its Work

1. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of disagreements between management and the Auditor regarding financial reporting.

2. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.

3. Recommend to the Board the compensation of the Auditor.

4. Pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

Internal Financial Controls & Operations of the Company

1. Establish procedures for:

    (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

    (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Preparation of Financial Statements

1. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

2. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.

3. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
4. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

5. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:

   (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.

   (b) The management inquiry letter provided by the Auditor and the Company's response to that letter.

   (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Public Disclosure by the Company

1. Review the Company's annual and interim financial statements, management discussion and analysis (MD&A) and earnings press releases before the Board approves and the Company publicly discloses this information.

2. Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.

3. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

Manner of Carrying Out its Mandate

1. Consult, to the extent it deems necessary or appropriate, with the Auditor, but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

2. Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

3. Meet, to the extent it deems necessary or appropriate, with management, any internal auditor and the Auditor in separate executive sessions.

4. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee advisors.
5. Make regular reports to the Board.

6. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

7. Annually review the Committee’s own performance.
8. Provide an open avenue of communication among the Auditor, the Company’s financial and senior management and the Board.

9. Not delegate these responsibilities.

C. Limitation of Audit Committee’s Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.

CERTIFICATE OF THE COMPANY

Dated: August 14, 2026

This Listing Statement constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Listing Statement as required by the securities legislation of British Columbia.

"Lowell Kamin"	*"Kyle Appleby"*
Lowell Kamin Chief Executive Officer	Kyle Appleby Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Leo Horn"	*"Douglas Engdahl"*
Leo Horn Director	Douglas Engdahl Director

CERTIFICATE OF PROMOTER

Dated: August 14, 2026

This Listing Statement constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Listing Statement as required by the securities legislation of British Columbia.

"Lowell Kamin"

Lowell Kamin
Promoter