



**A.I.S. RESOURCES LIMITED**

**CONSOLIDATED FINANCIAL STATEMENTS**

**FOR THE FIFTEEN MONTHS ENDED MARCH 31, 2025  
AND  
FOR THE YEAR ENDED DECEMBER 31, 2023**

**(Expressed in Canadian dollars)**

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## INDEPENDENT AUDITORS' REPORT

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To the Shareholders and Directors of A.I.S. Resources Limited.

### **Opinion**

We have audited the consolidated financial statements of A.I.S. Resources Limited and its subsidiaries (together, the "Company") which comprise:

- the consolidated statements of financial position as at March 31, 2025 and December 31, 2023;
- the consolidated statements of loss and comprehensive loss for the fifteen months ended March 31, 2025 and the year ended December 31, 2023;
- the consolidated statements of changes in equity (deficiency) for the fifteen months ended March 31, 2025 and the year ended December 31, 2023;
- the consolidated statements of cash flows for the fifteen months ended March 31, 2025 and the year ended December 31, 2023; and
- the notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2025 and December 31, 2023, and its consolidated financial performance and its cash flows for the fifteen months ended March 31, 2025 and the year ended December 31, 2023 in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

### **Basis for Opinion**

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the consolidated financial statements* section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Independence**

We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

### **Material Uncertainty Related to Going Concern**

We draw attention to Note 1 of the accompanying consolidated financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about 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 fifteen months ended March 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. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, the key audit matter to be communicated in our auditors' report is as follows:

#### Fair value of other investment

As described in Notes 2, 7 and 16 of the consolidated financial statements, the Company holds an investment in a private company, with a carrying value of \$1,300,816 as of March 31, 2025, which is measured at fair value through other comprehensive income. The Company considers entity-specific information when determining whether the fair value of a privately-held investment should be adjusted upward or downward at the end of each reporting period. In addition to entity-specific information, the Company considers trends in general market conditions when valuing privately-held investments.

We identified the fair value measurement of this investment as a key audit matter due to the significance of the investment and the judgements made by management in preparing the valuation, which resulted in a high degree of auditor judgement, subjectivity, and effort in performing procedures to evaluate whether the inputs used are appropriate and the most reliable indicators of fair value.

### ***Audit Response***

Our approach to addressing the matter included the following procedures, among others:

- We assessed the design and implementation of management's controls over the determination of the estimated fair value of the investment.
- We assessed the reasonableness of management's fair value estimate by evaluating key assumptions and inputs, and by performing sensitivity analyses to consider the impact of changes in these assumptions.
- We obtained and reviewed information on the financial performance, operations, and financial condition of the investee company, including reviewing the registration statement on Form S-1 filed by the investee company with the United States Securities and Exchange Commission for an offering of common stock in connection with the investee company's initial public offering ("IPO").
- We verified the receipt of distributions from the investee company during the fifteen months ended March 31, 2025.
- We assessed whether any conditions existed that would indicate the most recent share price before the planned IPO was not representative of its fair value.

### ***Other Information***

Management is responsible for the other information. The other information comprises the Company's Management Discussion and Analysis to be filed with the relevant Canadian securities commissions.

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 identified above 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 on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### ***Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements***

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

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or 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.

### ***Auditors' 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 auditors' 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 skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The 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 auditors' 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 auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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 auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Waseem Javed.

*Manning Elliott LLP*

CHARTERED PROFESSIONAL ACCOUNTANTS  
Vancouver, British Columbia  
November 10, 2025

# A.I.S. RESOURCES LIMITED

Consolidated Statements of Financial Position  
 (Expressed in Canadian dollars)  
 As at, March 31, 2025 and December 31, 2023

	Note	March 31, 2025	December 31, 2023
		\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		16,647	4,904
Accounts receivable	4	662	742
Prepaid expenses	5	39,759	30,605
Marketable securities	6	28,184	58,660
<b>Total current assets</b>		85,252	94,911
<b>Non-current assets</b>			
Other investment	7	1,300,816	1,196,758
Exploration and evaluation assets	8	1	1,181,632
		1,386,069	2,473,301
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		480,299	292,036
Due to related parties	9	1,330,782	807,656
Promissory notes and loans payable	10	442,851	571,016
Convertible debentures	11	202,052	-
<b>Total current liabilities</b>		2,455,984	1,670,708
<b>EQUITY (DEFICIENCY)</b>			
Common shares	12	19,945,595	19,945,595
Share subscriptions		7,750	-
Reserves	11 & 13	4,628,770	4,558,520
Other comprehensive income		801,058	697,000
Deficit		(26,453,088)	(24,398,522)
		(1,069,915)	802,593
		1,386,069	2,473,301

Note 1: Nature of operations and going concern

Note 18: Contingencies and commitments

Note 20: Subsequent events

Approved for issue by the Board of Directors on November 10, 2025.

On behalf of the Board of Directors:

Martyn Element, Director

Kiki Smith, Director

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

# A.I.S. RESOURCES LIMITED

## Consolidated Statements of Loss and Comprehensive Loss

For the Fifteen months ended March 31, 2025 and the year ended December 31, 2023  
(Expressed in Canadian dollars)

	Note	March 31, 2025	December 31, 2023
<b>EXPENSES:</b>		\$	\$
<b>CONSULTING FEES</b>			
Consulting		33,896	58,821
Directors' fees	9	27,823	6,250
General and administrative		125,622	144,810
Interest and financing	9, 10 & 11	68,707	116,607
Management fees	9	280,000	195,000
Professional fees	9	332,603	360,123
Share-based compensation	9 & 12	21,816	-
Transfer agent and filing		23,103	31,392
		(913,570)	(913,003)
<b>OTHER INCOME (EXPENSES):</b>			
Foreign exchange gain (loss)		(2,904)	22,538
Investment income		61,081	21,410
Loss on extinguishment of liabilities	11	(31,624)	-
Loss on settlement of receivables		-	(229,548)
Operator income		-	68,282
Realized loss on marketable securities	6	(29,269)	(612,577)
Recoveries in excess of carrying value	8 d	83,600	81,971
Unrealized gain (loss) on marketable securities	6	(29,022)	458,253
Write-down of exploration and evaluation assets	8	(1,192,858)	(2,365,404)
<b>Net loss for the period/year</b>		(2,054,566)	(3,468,078)
<b>OTHER COMPREHENSIVE INCOME (LOSS):</b>			
Unrealized gain (loss) on investment	7	104,058	(28,774)
<b>Comprehensive loss for the period/year</b>		(1,950,508)	(3,496,852)
<b>Loss per share</b>			
Basic and diluted		\$ (0.10)	\$ (0.17)
Weighted average number of common shares outstanding		20,421,541	20,421,541

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

## A.I.S. RESOURCES LIMITED

### Consolidated Statements of Changes in Equity (Deficiency)

For the Fifteen months ended March 31, 2025 and the year ended December 31, 2023  
 (Expressed in Canadian Dollars)

	Common shares		Reserves				Other Comprehensive Income			Total
	Number of Shares	Share Capital	Share Subscription	Stock Options	Warrants	Contributed Surplus	Deficit			
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
<b>Balance, December 31, 2022</b>	20,421,541	19,945,595	-	1,066,648	830,957	2,660,915	725,774	(20,930,444)	4,299,445	
Warrants expired	-	-	-	-	(136,237)	136,237	-	-	-	-
Options cancelled/expired	-	-	-	(349,616)	-	349,616	-	-	-	-
Loss for the year	-	-	-	-	-	-	(28,774)	(3,468,078)	(3,496,852)	
<b>Balance, December 31, 2023</b>	20,421,541	19,945,595	-	717,032	694,720	3,146,768	697,000	(24,398,522)	802,593	
Warrants expired	-	-	-	-	(81,200)	81,200	-	-	-	-
Options expired/cancelled	-	-	-	(215,698)	-	215,698	-	-	-	-
Convertible debentures and warrants issued	-	-	-	-	31,624	16,810	-	-	48,434	
Share-based payments	-	-	-	21,816	-	-	-	-	21,816	
Share subscriptions received	-	-	7,750	-	-	-	-	-	7,750	
Income (loss) for the period	-	-	-	-	-	-	104,058	(2,054,566)	(1,950,508)	
<b>Balance, March 31, 2025</b>	20,421,541	19,945,595	7,750	523,150	645,144	3,460,476	801,058	(26,453,088)	(1,069,915)	

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

# A.I.S. RESOURCES LIMITED

## Consolidated Statements of Cash Flows

For the Fifteen months ended March 31, 2025 and the year ended December 31, 2023  
 (Expressed in Canadian dollars)

	March 31, 2025	December 31, 2023
	\$	\$
<b>OPERATING ACTIVITIES</b>		
Net loss for the period/year	(2,054,566)	(3,468,078)
Adjustments for items not involving cash:		
Accrued interest and accretion of financing costs	65,697	113,859
Foreign exchange (gain) loss	(12,885)	3,770
Loss on extinguishment of liabilities	31,624	-
Loss on settlement of receivables	-	229,548
Recoveries in excess of carrying value	(83,600)	(81,971)
Realized loss on marketable securities	29,269	612,577
Share-based payments	21,816	-
Unrealized loss (gain) on investments	29,022	(458,253)
Write-down of exploration and evaluation assets	1,192,858	2,365,404
	(780,765)	(683,144)
Changes in non-cash working capital:		
Accounts receivable	80	110,755
Prepaid expenses	(9,154)	44,879
Accounts payable and accrued liabilities	211,376	204,970
Related parties	523,126	235,128
Net cash used in operating activities	(55,337)	(87,412)
<b>INVESTING ACTIVITIES</b>		
Exploration and evaluation assets, net of recoveries	(21,455)	(264,600)
Option payments received	27,500	-
Purchase of marketable securities	-	(100)
Proceeds from sale of marketable securities	28,285	115,150
Net cash provided by (used in) investing activities	34,330	(149,550)
<b>FINANCING ACTIVITIES</b>		
Convertible debentures issued, net of costs	25,000	-
Share subscriptions received	7,750	-
Net cash provided by financing activities	32,750	-
Net change in cash	11,743	(236,962)
Cash at beginning of the period/year	4,904	241,866
<b>Cash at end of the period/year</b>	<b>16,647</b>	<b>4,904</b>

Note 14: Supplemental information with respect to cash flows

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

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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

A.I.S. Resources Limited (the “Company” or “A.I.S.”) was incorporated under the laws of Bahamas Islands. On December 20, 2018, the Company continued as a British Columbia corporation and is now governed by the Business Corporations Act (British Columbia). The Company is listed on the TSX Venture Exchange and trades under the stock symbol “AIS”. The Company is an investment issuer with a primary focus on exploration and evaluation of mineral properties.

The head office and principal address of the Company is Suite 1120 – 789 West Pender Street, Vancouver, British Columbia, Canada V6C 1H2. The Company’s records office and registered office is located at Suite 700 - 1199 West Hastings Street, Vancouver, British Columbia, Canada, V6E 3T5.

The Company has determined to change its financial year-end from December 31 to March 31. The annual audited consolidated financial statements of the transition year are for a period of fifteen months and include the period starting January 1, 2024 and ending March 31, 2025.

The consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes that the Company will continue its operations and will be able to realize the carrying value of its assets and discharge its liabilities in the normal course of business. At March 31, 2025, the Company had a working capital deficiency of \$2,370,732 (December 31, 2023: \$1,575,797) and an accumulated deficit of \$26,453,088 (December 31, 2023: \$24,398,522). The ability of the Company to continue as a going concern is dependent upon the continued financial support from related parties, the ability of the Company to raise equity financing to continue its exploration activities and upon future profitable operations or proceeds from disposition of investments. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the ability of the Company to continue operations as a going concern. The consolidated financial statements do not reflect adjustments to the carrying values of assets, liabilities or reported results should the Company be unable to continue as a going concern.

#### **Share Consolidation**

On March 5, 2024, the Company completed a 10:1 share consolidation. All share and per share amounts are stated on a post consolidation basis for all years presented in these consolidated financial statements.

### **2. BASIS OF PREPARATION**

#### **Statement of compliance**

These consolidated financial statements, including comparatives, have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and interpretations of the Financial Reporting Interpretations Committee (“IFRIC”).

The consolidated financial statements were approved by the Board of Directors and authorized for issue on November 10, 2025.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### **2. BASIS OF PREPARATION (continued)**

#### **Basis of consolidation and presentation**

The consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments which are valued at fair value through profit or loss. Historical cost is generally based on the fair value of the consideration given in exchange for assets. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These consolidated financial statements incorporate the financial statements of the Company and its controlled subsidiaries. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries; AIS Resources S.A., an Argentina company and AIS Resources Aust. Pty Ltd, an Australian company. All significant intercompany transactions and balances have been eliminated.

The financial statements of a subsidiary are included in the consolidated financial statements from the date that control commences until the date that control ceases. When the Company ceases to control a subsidiary, assets, liabilities and non-controlling interests of the subsidiary are derecognized at their carrying amounts at the date when control is lost. Investment retained in the former subsidiary is recognized at its fair value and any gain or loss resulting from deconsolidation is recorded through profit or loss.

The consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company and its subsidiaries.

#### **Significant accounting judgments and estimates**

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Estimates, judgements, and assumptions are reviewed on a continuous basis and are based on management's historical experience, knowledge of current conditions and other factors believed to be reasonable under the circumstances. Material estimates and assumptions are made with respect to current and deferred income taxes and the fair value and level of financial instruments.

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

a) Judgements

##### *Going concern*

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. The factors considered by management are disclosed in Note 1.

##### *Title to mineral property interests*

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

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### 2. BASIS OF PREPARATION (continued)

#### a) Judgements (continued)

##### *Exploration and evaluation expenditures*

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining whether it is likely that future economic benefits will flow to the Company, which may be based on assumptions about future events or circumstances. Estimates and assumptions made may change if new information becomes available. If, after an expenditure is capitalized, information becomes available suggesting that the recovery of the expenditure is unlikely, the amount capitalized is written off in the profit or loss in the period the new information becomes available.

##### *Significant influence over associates*

Significant influence over an associate is defined as the ability to affect financial and operational decisions of the associate. The Company holds a 20% shareholding in Spey Argentina S.A ("Spey Argentina"), which has been assessed and determined not to constitute an investment in an associate. This evaluation considered ownership percentage, board and management composition, and the nature of the relationship with Spey Argentina, resulting in the conclusion that significant influence does not exist.

#### a) Estimates

##### *Recognition of deferred income tax assets and liabilities*

The carrying amount of deferred income tax assets and liabilities is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Changes in estimates of future taxable profit can materially affect the amount of deferred income tax assets and liabilities recognized from period to period.

##### *Impairment*

Management assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of any such assets may exceed their recoverable amount. When facts and circumstances suggest that the carrying amount exceeds the recoverable amount, the Company shall measure, present and disclose any resulting impairment. Impairment of a property is generally considered to have occurred if the property has been abandoned, there are unfavourable changes in the property economics, there are restrictions on development, or when there has been an undue delay in development. In the event that estimated discounted cash flows expected from its use or eventual disposition is determined by management to be insufficient to recover the carrying value of the property, the carrying value is written-down to the estimated recoverable amount.

In the current year, management recorded impairment on its one remaining mineral property, due to a delay in significant development and a lack of future exploration plans for this property. Refer to Note 8.

##### *Valuation of investments*

For publicly traded investments (marketable securities), the Company estimates the fair value of such investments to be the closing price on the date of the consolidated statement of financial position. For investments in private entities, the Company evaluates the financial health of, and near-term business outlook for, the investees, including factors such as industry and sector performance, changes in technology, and operational and financing cash flow.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### **2. BASIS OF PREPARATION (continued)**

#### **b) Estimates (continued)**

The determinations of fair value of the Company's investments at other than initial cost are subject to certain limitations. Financial information for privately-held company investments may not be available and, even if available, that information may be limited and/or unreliable. Use of the valuation approach described below may involve uncertainties and determinations based on the Company's judgment and any value estimated from these techniques may not be realized or realizable.

Company-specific information is considered when determining whether the fair value of a privately-held investment should be adjusted upward or downward at the end of each reporting period. In addition to company-specific information, the Company will take into account trends in general market conditions when valuing privately-held investments.

### **3. MATERIAL ACCOUNTING POLICIES**

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

#### **Foreign currency translation**

The consolidated financial statements are presented in Canadian dollars, which is the functional currency of the Company and its subsidiaries, AIS Resources S.A. and AIS Resources Aust. Pty Ltd. Monetary statements of financial position amounts denominated other than in Canadian dollars are translated using exchange rates at the reporting period dates. Gains and losses arising from this translation are included in profit and loss.

#### **Provisions**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

#### **Financial instruments**

The Company classifies its financial assets into one of the following categories as follows:

#### **Financial assets**

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, the classification will depend on the business model in which the investment is held and contractual terms of the cash flows.

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### 3. MATERIAL ACCOUNTING POLICIES (continued)

#### Financial instruments (continued)

##### *Amortized cost*

The Company classifies its financial assets at amortized cost only if both of the following conditions are met:

- the financial asset is held within a business model with the objective of collecting the contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The financial assets are measured at fair value plus directly attributable transaction costs at initial recognition and are subsequently measured at amortized costs using effective interest method less any provisions for impairment.

##### *Fair value through other comprehensive income ("FVOCI")*

The Company classifies its equity investments at FVOCI for which are not held for trading and the Company has made an irrevocable election at initial recognition to recognize changes in fair value through other comprehensive income rather than profit or loss as these are strategic investments. Upon disposal of these equity investments, any balance within the other comprehensive income reserve for these equity investments is reclassified to retained earnings/deficit and is not reclassified to profit or loss. In addition, the other comprehensive income reserve for an impaired equity investment is not reclassified to profit or loss.

##### *Fair value through profit or loss ("FVPL")*

The Company classifies the following financial assets at FVPL:

- equity investments that are held for trading;
- equity investments for which the Company has not elected to recognize fair value gains and losses through other comprehensive income;
- debt investments that do not qualify for measurement at either amortized cost or at FVOCI; and
- derivative financial instruments.

The Company has classified its cash and marketable securities as fair value through profit or loss, accounts receivable as amortized cost, and other investment as fair value through other comprehensive income.

#### Financial liabilities

The Company classifies its financial liabilities as amortized cost or FVPL. Financial liabilities are subsequently measured at amortized cost, except for those at FVPL such as derivative financial instruments and contingent consideration payables. The FVPL option can be elected for financial liabilities if:

- it eliminates or significantly reduces an accounting mismatch;
- the financial liability is part of a portfolio that is managed and evaluated on a fair value basis, in accordance with a documented risk management or investment strategy; or
- there is an embedded derivative in the financial or non-financial host contract and the derivative is not closely related to the host contract.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### **3. MATERIAL ACCOUNTING POLICIES (continued)**

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

This irrevocable election is made at initial recognition and these financial liabilities cannot be reclassified out of the category while they are held or issued. Financial liabilities measured at FVPL will recognize changes in fair value attributable to the Company's own credit risk in other comprehensive income instead of profit or loss, unless this would create an accounting mismatch. The Company has classified its accounts payable, due to related parties and promissory notes at amortized cost.

#### Compound financial instruments

Compound financial instruments issued by the Company comprise convertible debentures that can be converted to share capital at the option of the holder, and the number of shares to be issued does not vary with changes in their fair value.

The liability component of a compound financial instrument is recognized initially at the fair value of a similar liability that does not have an equity conversion option. The equity component is recognized initially as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The liability component is accreted to the principal balance of the compound financial instrument (i.e. convertible debentures) using the effective interest method over the term of the instrument, such that the carrying amount of the debt obligation will equal the principal balance at maturity. The equity component of a compound financial instrument is not re-measured subsequent to initial recognition except on conversion or expiry.

#### Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For accounts receivable, the Company applies the simplified approach permitted by IFRS 9, Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the financial assets.

The criteria used to determine risk of default and to estimate expected credit losses include:

- delinquencies in payments;
- significant financial difficulty of the debtor;
- it becomes probable that the debtor will enter bankruptcy; or
- significant changes in macroeconomic factors that indicate future defaults will vary and measurable changes in estimated future cash flows will result, provided that such information is observable and available without undue cost or effort.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### **3. MATERIAL ACCOUNTING POLICIES (continued)**

#### **Income taxes**

Income tax expense represents the sum of the tax currently payable or deferred.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

The tax currently payable is based on taxable income for the year. Taxable income differs from income as reported in the consolidated statement of comprehensive income due to items of income and expenses that are taxable or deductible in other years and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been substantively enacted by the end of the reporting year.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable income. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits are available against which those temporary differences can be utilized.

The carrying amount of deferred tax assets are reviewed at the end of each reporting year and reduced to the extent that it is improbable that sufficient taxable income will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the year in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been substantively enacted by the end of the reporting year.

#### **Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. A lease liability is recognized at the commencement of the lease term at the present value of the lease payments that are not paid at that date. At the commencement date, a corresponding right-of-use asset is recognized at the amount of the lease liability, adjusted for lease incentives received, retirement costs and initial direct costs. Depreciation is recognized on the right-of-use asset over the lease term. Interest expense is recognized on the lease liabilities using the effective interest rate method and payments are applied against the lease liability.

Key areas where management has made judgments, estimates, and assumptions related to the application of IFRS 16, Leases, include:

- The incremental borrowing rates are based on judgments including economic environment, term, currency, and the underlying risk inherent to the asset. The carrying balance of the right-of-use assets, lease liabilities, and the resulting interest expense and depreciation expense, may differ due to changes in the market conditions and lease term.
- Lease terms are based on assumptions regarding extension terms that allow for operational flexibility and future market conditions.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### **3. MATERIAL ACCOUNTING POLICIES (continued)**

#### **Per share amounts**

Basic earnings (loss) per share is determined by dividing net income (loss) attributable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is calculated by dividing net income (loss) by the weighted average number of common shares outstanding during the period after giving effect to potentially dilutive financial instruments.

#### **Exploration and evaluation assets**

These assets relate to mineral rights acquired and exploration and evaluation expenditures capitalized in respect of projects that are in the exploration or pre-development stage.

Exploration and evaluation activity begins when the Company obtains legal rights to explore a specific area and involves the search for mineral reserves, the determination of technical feasibility and the assessment of commercial viability of an identified mineral resource. Expenditures incurred in the exploration and evaluation phase include the cost of acquiring interests in mineral rights, licenses and properties, and the costs of the Company's exploration activities, such as researching and analyzing existing exploration data, gathering data through geological studies, exploratory drilling, trenching, sampling, and certain feasibility studies.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

Recoverability of the carrying amount of any exploration and evaluation assets is dependent on successful development and commercial exploitation, or alternatively, sale of the respective areas of interest.

#### **Decommissioning obligations**

A liability for a decommissioning obligation, such as site reclamation costs, is recorded when a legal or constructive obligation exists and is recognized in the period in which it is incurred. The Company records the estimated present value of future cash flows associated with decommissioning as a liability when the liability is incurred and increases the carrying value of the related assets for that amount. Subsequently, these capitalized decommissioning costs will be amortized to expense over the life of the related assets using the units-of-production method. The liability is accreted to reflect the passage of time and adjusted to reflect changes in the timing and amount of estimated future cash flows.

As at March 31, 2025, the Company does not have material decommissioning obligations.

#### **Impairment of non-financial assets**

The carrying amount of the Company's non-financial assets (which include exploration and evaluation assets) is reviewed at each financial reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized when the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in profit and loss for the period.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### **3. MATERIAL ACCOUNTING POLICIES (continued)**

#### **Impairment of non-financial assets (continued)**

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years. An impairment loss with respect to goodwill is never reversed. Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

#### **Share capital**

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and common share warrants are recognized as a deduction from equity. For equity offerings of units consisting of a common share and warrants, when both instruments are classified as equity, the Company allocates the proceeds between the common share and warrants based on residual value. Common shares issued for non-monetary consideration are measured based on their market value at the date the common shares are issued.

Proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option or warrant enabled the holder to purchase a share in the Company. Share capital issued for non-monetary consideration is valued at the closing market price at the date of issuance. Consideration received for the exercise of options or warrants is recorded in share capital and the related residual value is transferred to share capital.

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

Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined that the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The corresponding amount is recorded to the share-based payment reserve. The fair value of options is determined using the Black-Scholes Option Pricing Model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

#### **Comprehensive income (loss)**

Comprehensive income (loss) includes all changes in equity of the Company, except those resulting from investments by owners and distributions to owners. Comprehensive income (loss) is the total of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) comprises revenues, expenses, gains and losses that, in accordance with IFRS, require recognition, but are excluded from net income (loss).

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### **3. MATERIAL ACCOUNTING POLICIES (continued)**

#### **Accounting standards issued but not yet effective**

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after April 1, 2025, or later periods. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company does not anticipate any material changes to the consolidated financial statements upon adoption of these new revised accounting pronouncements.

IFRS 9, Financial Instruments, and IFRS 7, Financial Instruments: Disclosure, were amended by the IASB in May 2024, with mandatory application of the standard in annual reporting periods beginning on or after January 1, 2026.

IFRS 18, Presentation and Disclosure in Financial Statements, was issued by the IASB in April 2024, with mandatory application of the standard in annual reporting periods beginning on or after January 1, 2027.

Management is currently assessing the impact of these standards on the consolidated financial statements. No standards have been early adopted in the current period and expected to have a material impact on the Company's consolidated financial statements

There are no other IFRS or IFRIC Interpretations that are not yet effective that would be expected to have a material impact on the Company.

### **4. ACCOUNTS RECEIVABLE**

As at March 31, 2025, accounts receivable are amounts receivable from government authorities.

During the year ended December 31, 2023, the Company settled an outstanding receivable of USD \$208,667 from Recharge Resources Ltd., an arms length party, for \$50,000 cash and 166,667 shares of Recharge Resources Ltd. with a fair value of \$63,333. Upon settlement, the Company realized a loss on settlement of receivables of \$229,548.

During the year ended December 31, 2023, the Company wrote off an outstanding receivable of USD \$37,293 from Spey Resources Ltd.

### **5. PREPAID EXPENSES**

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	<b>March 31, 2025</b>	<b>December 31, 2023</b>
	\$	\$
General operating and administrative	39,759	30,605
	39,759	30,605

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# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### 6. MARKETABLE SECURITIES

Shares of publicly traded companies	Cost	Fair value
	\$	\$
December 31, 2023	77,189	58,660
March 31, 2025	67,402	28,184

The changes in the fair value of marketable securities are as follows:

	Fair value of shares
	\$
Balance, December 31, 2022	264,700
Purchases	100
Securities received as settlement of receivables (Note 4)	63,333
Sales proceeds	(115,149)
Realized loss	(612,577)
Unrealized gain	458,253
Balance, December 31, 2023	58,660
Securities received for exploration and evaluation asset	56,100
Sales proceeds	(28,285)
Realized loss	(29,269)
Unrealized loss	(29,022)
Balance, March 31, 2025	28,184

### 7. OTHER INVESTMENT

Other investment is comprised of units of Buda Juice, LLC, a private company. The investment is measured at fair value through other comprehensive income. During the fifteen months ended March 31, 2025, the Company recognized an unrealized foreign exchange gain of \$104,058 (2023 – loss of \$28,774), respectively, which has been recorded as other comprehensive income (loss). The assessed fair value of the investment at March 31, 2025, is US \$904,852 (December 31, 2023 – US \$904,852). During the fifteen months ended March 31, 2025, the Company received distributions totaling \$61,081 (2023 - \$21,410) from Buda Juice, LLC.

Subsequent to March 31, 2025, Buda Juice, LLC filed a registration statement on Form S-1 with the United States Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933 for an offering of common stock in connection with Buda Juice, LLC’s initial public offering (“IPO”). If the IPO is completed, Buda Juice, LLC will convert to a corporation, thereafter named Buda Juice, Inc., and the Company will hold shares of common stock.

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023

(Expressed in Canadian dollars)

### 8. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets are comprised of:

	December 31, 2022	Expenditures	Impairment	December 31, 2023	Expenditures	Impairment	March 31, 2025
	\$	\$		\$	\$	\$	\$
<b>Toolleen-Fosterville (a)</b>							
Acquisition	1,070,144	-	(1,070,144)	-	-	-	-
Deferred exploration costs	352,435	2,051	(354,486)	-	-	-	-
	1,422,579	2,051	(1,424,630)	-	-	-	-
<b>Kingston (b)</b>							
Acquisition	915,923	-	(915,923)	-	-	-	-
Deferred exploration costs	21,860	1,852	(23,712)	-	-	-	-
	937,783	1,852	(939,635)	-	-	-	-
<b>Bright (c)</b>							
Acquisition	439,149	-	-	439,149	-	(439,149)	-
Deferred exploration costs	510,285	232,198	-	742,483	11,227	(753,709)	1
	949,434	232,198	-	1,181,632	11,227	(1,192,858)	1
<b>Candela II (d)</b>							
Acquisition	1,524,510	-	-	1,524,510	-	-	1,524,510
Deferred exploration costs	1,068,932	-	-	1,068,932	-	-	1,068,932
Recoveries	(2,593,442)	-	-	(2,593,442)	-	-	(2,593,442)
	-	-	-	-	-	-	-
<b>Pocitos (e)</b>							
Acquisition	288,720	-	-	288,720	-	-	288,720
Deferred exploration costs	1,772,309	721,766	-	2,494,075	-	-	2,494,075
Recoveries	(1,998,369)	(783,287)	(1,139)	(2,782,795)	-	-	(2,782,795)
	62,660	(61,521)	(1,139)	-	-	-	-
<b>Total</b>	<b>3,372,456</b>	<b>174,580</b>	<b>(2,365,404)</b>	<b>1,181,632</b>	<b>11,227</b>	<b>(1,192,858)</b>	<b>1</b>

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

### 8. EXPLORATION AND EVALUATION ASSETS (continued)

Deferred exploration costs are as follows:

	Toolleen-Fosterville (a)	Kingston (b)	Bright (c)	Candela II (d)	Pocitos (e)	Total
	\$	\$	\$	\$	\$	\$
<b>Year ended December 31, 2023</b>						
Assay and laboratory	-	-	28,839	-	2,358	31,197
Equipment	-	-	-	-	57,186	57,186
Drilling	-	-	25,088	-	504,025	529,113
Geology and geophysics	1,244	-	130,455	-	28,591	160,290
License fee, permits, claim fees, and taxes	563	1,608	38,475	-	1,285	41,931
Local office and administration	244	244	9,341	-	19,723	29,552
Travel	-	-	-	-	108,598	108,598
<b>Total, deferred exploration costs</b>	<b>2,051</b>	<b>1,852</b>	<b>232,198</b>	<b>-</b>	<b>721,766</b>	<b>957,867</b>
<b>Period ended March 31, 2025</b>						
License fee, permits, claim fees, and taxes	-	-	8,192	-	-	8,192
Local office and administration	-	-	2,574	-	-	2,574
Travel	-	-	461	-	-	461
<b>Total, deferred exploration costs</b>	<b>-</b>	<b>-</b>	<b>11,227</b>	<b>-</b>	<b>-</b>	<b>11,227</b>

#### a) Toolleen-Fosterville

On November 11, 2020, the Company entered into a Sale and Purchase Agreement (the "Agreement") to acquire a 100% interest in the Toolleen-Fosterville Gold Project (the "Project" or "Property") located 3 km from the township of Toolleen, Victoria Australia and 12 km from the Kirkland Lake Fosterville gold mine. The Project is comprised of one exploration license. The Agreement replaces and supersedes a binding letter of intent dated August 21, 2020 for acquisition of the Project. The Project is subject to a 1% net smelter return royalty on all gold production.

During the year ended December 31, 2021, the title to the underlying exploration license was transferred to the Company following a payment of AU\$375,000 and issuance of 606,000 common shares and 606,000 share purchase warrants of the Company. Each warrant will entitle the holder to acquire one common share of the Company at a price of \$1.50 for a period of five years.

During the year ended December 31, 2023, the Company recorded a write-down of \$1,424,630 on the Toolleen-Fosterville property. Impairment on this property was recorded because the Company had not incurred any significant expenditures for exploration on this property since the year ended December 31, 2022.

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### 8. EXPLORATION AND EVALUATION ASSETS (continued)

#### b) Kingston

On November 13, 2020, the Company entered into a Sale and Purchase Agreement (the "Agreement") to acquire a 100% interest in the Kingston Gold Project (the "Project" or "Property") located near Navarre, Victoria, Australia. The Project is comprised of one exploration license. The Agreement replaces and supersedes an option agreement dated September 17, 2020 for acquisition of the Project. The Project is subject to a 1% net smelter return royalty on the first 50,000 oz gold production after the exploration license is converted into a mining license.

Under the terms of the Agreement, the Company acquired 100% interest in the Project by paying the consideration consisting of (i) cash payments of AU\$125,000 (paid) upon signing of the Agreement; (ii) cash payment of AU\$125,000 (paid) upon receiving TSX Venture Exchange approval; and (iii) issue upon exchange approval 400,000 shares of the Company (issued) and 400,000 share purchase warrants (issued) exercisable at \$1.50 for five years.

During the year ended December 31, 2023, the Company recorded a write-down of \$939,635 on the Kingston property. Impairment on this property was recorded because the Company had not incurred any significant expenditures for exploration on this property since acquisition.

#### c) Bright

During January 2022 the Company entered into an agreement (the "Agreement") to acquire a 60% interest in the Bright Gold Property (the "Project" or "Property"), exploration license EL006194 from Clarus Resources Pty Ltd. (the "Vendor"). Under the terms of the Agreement the Company acquired a 60% interest by paying AUD\$150,000 and issuing one million common shares to the Vendor. The Company has an option to acquire the remaining 40% of the Property on the following terms:

- i) 20% on the date on which an indicated mineral resource containing not less than 50,000 ounces of gold is identified. The payment will be comprised of 50% cash and 50% common shares of the Company and will be calculated based on the gold resource estimate (troy oz of gold) multiplied by the gold price per troy oz (A) in accordance with the following schedule:

Resource Estimate	Underground Mine	Open Cut
Inferred	A x0.5% x troy oz of gold	A x0.85% x troy oz of gold
Indicated	A x1% x troy oz of gold	A x1.66% x troy oz of gold
Measured	A x2% x troy oz of gold	A x4.0% x troy oz of gold

- ii) 20% on the date on which a feasibility study is provided containing an indicated and/or measured mineral resource. The payment will be comprised of 50% cash and 50% common shares of the Company and will be calculated based on the gold resource estimate (troy oz of gold) multiplied by the gold price per troy oz (A) in accordance with the following schedule:

Resource Estimate	Underground Mine	Open Cut
Indicated	A x1% x troy oz of gold	A x2.0% x troy oz of gold
Measured	A x2% x troy oz of gold	A x5.0% x troy oz of gold

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### **8. EXPLORATION AND EVALUATION ASSETS (continued)**

#### **c) Bright (continued)**

Under the terms of an amending agreement the shares for shall be issued at a deemed price of \$0.60 per share. The number of common shares to be issued shall not at any time exceed 9.9% of the post-issuance issued and outstanding share capital of the Company on a diluted basis.

During the fifteen months ended March 31, 2025, the Company recorded a write-down of \$1,192,858 on the Bright property. Impairment on this property was recorded because the Company has not incurred any significant expenditures for exploration on this property since the year ended December 31, 2023.

#### **d) Candela II**

On March 18, 2021, the Company entered into an Option Agreement to acquire a 100% interest in the Candela II Project (the “Project” or “Property”) located in Incahuasi Salar in Salta province, Argentina, for a purchase price of USD \$1.2 million. The Project is comprised of a mining license. Under the terms of the Option Agreement, the Company paid USD \$100,000 upon signing of the Option Agreement and paid USD \$100,000 six months from the Option Agreement date. The Option Agreement is valid for a 12-month option period entitling the Company to conduct exploration, sampling, chemistry and drilling to determine the commercial viability of the Project.

During March 2021, the Company entered into an Option Agreement with Tech One Lithium Resources Corp. (“Tech One”), a subsidiary of Spey Resources Corp. (“Spey”), granting Tech One the right to acquire an 80% interest in the Project for a purchase price of USD \$1 million. Under the terms of the Option Agreement, Tech One paid USD \$100,000 to the Company upon signing the Option Agreement and paid USD \$100,000 in six months from the Option Agreement date. In addition, Tech One must incur expenditures of \$500,000 USD on the property during the option period (12 months). Tech One has the right to acquire the remaining 20% interest in the Project for a consideration of USD \$6 million.

During March 2022, the Company paid US\$1,000,000 to acquire 100% interest in the Candela II project. Concurrently, the Company received US\$1,000,000 from Tech One for 80% of the Candela II project. The Company retains a 20% interest in Candela II.

On November 30, 2023, the Company entered into a Share Purchase Agreement and Shareholders Agreement with Spey Resources Corp. (“SRC”) for the shares of Spey Resources Argentina S.A. (“Spey Argentina”) whereby SRC transferred 20% of Spey Argentina’s outstanding shares to the Company for \$nil consideration.

On March 4, 2024, the Company and SRC entered an option agreement with American Salars Lithium Inc. (“American Salars”) pertaining to the Candela II project. American Salars has the right to acquire 100% ownership in Spey Argentina over five years by paying \$2,447,500 and issuing 6,600,000 shares. For the Company’s 20% stake in Spey Argentina, the total option payments shall be \$489,500 and 1,332,000 shares to be received over the period of five years. During the fifteen months ended March 31, 2025, the Company received an option payment of \$27,500 in cash and 333,000 common shares with a fair market value of \$56,100 resulting in a recovery of \$83,600 recorded on the consolidated statements of loss and comprehensive loss. American Salars terminated the option agreement and no further payments or proceeds are expected.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### **8. EXPLORATION AND EVALUATION ASSETS (continued)**

#### **e) Pocitos**

On June 10, 2021, the Company entered into an option agreement to acquire a 100% interest in five mining tenements comprising the Pocitos Project (the “Project” or “Properties”) located in Salta province, Argentina. The purchase price of each tenement was USD \$1,000 per hectare. Under the terms of the Option Agreement, the Company paid USD \$125,000 upon signing and USD \$100,000 in the year ended December 31, 2022 entitling it to conduct exploration, sampling, chemistry and drilling to determine the commercial viability of the Project.

The initial option period was 18 months from the date of signing and in April 2022 it was extended to June 30, 2023 at no additional cost.

On June 22, 2021, the Company entered into an option agreement with SRC granting SRC the right to acquire a 100% interest in two mining tenements, Pocitos 1 and Pocitos 2, of the Pocitos Project. The purchase price of Pocitos 1 is USD \$1,000,000 and of Pocitos 2 is USD \$732,000. SRC has the option to pay the purchase price 100% in cash or 80% in cash and 20% in shares of SRC. Under the terms of the option agreement, SRC paid USD \$200,000 to the Company upon signing the option agreement and issued 2,500,000 shares of SRC for an initial 18-month option period, subsequently extended to June 30, 2023. In addition, SRC incurred expenditures of USD \$500,000 on the property within 12 months from the Option Agreement date.

On September 1, 2022, the Company entered into an exploration and purchase option agreement with C29 Metals Limited (“C29”) granting C29 the right to acquire 100% interest in the Pocitos 7 and 9 licenses of the Pocitos project by June 30, 2023. Under the terms of the option agreement, C29 agreed to pay USD \$25,000 per license upon signing of the agreement (paid), USD \$115,000 per license following 30 days of the signing (paid) and USD \$75,000 per license after the technical evaluation report was completed. C29 could acquire 80% interest in the Pocitos 7 and 9 licenses by paying \$2.38 million to the Company by June 30, 2023. C29 could subsequently acquire AIS’s 20% interest at a price based on the LCE resource. C29 declined to exercise the option.

The Company decided not to exercise the Pocitos 1, 2, 7, 9 and Yareta XIII options and allowed the agreements to expire unexercised as of June 30, 2023.

### **9. RELATED PARTY TRANSACTIONS AND BALANCES**

For the fifteen months ended March 31, 2025, the Company recorded the following transactions with related parties:

- a) \$130,000 in management fees to the Chairman of the Board of Directors (2023 - \$135,000).
- b) \$136,786 in management fees to the former Chief Executive Officer (“CEO”) of the Company (2023 - \$60,000).
- c) \$167,500 in professional fees to a company controlled by the Chief Financial Officer (“CFO”) of the Company (2023 - \$135,000).
- d) \$nil in director’s fees to a company controlled by a former director of the Company (2023 – \$6,250).
- e) \$15,000 in rent to a company controlled by the CFO of the Company (2023 - \$12,000).
- f) \$31,008 in pre-judgement interest expense on consulting fees payable to a company controlled by a former director and CEO of the Company (2023 - \$20,915). (note 18)

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### 9. RELATED PARTY TRANSACTIONS AND BALANCES (continued)

- g) \$21,816 in share-based compensation to a former director of the Company (2023 - \$Nil)
- h) \$27,823 in director fees to a former director of the Company (2023 - \$nil).
- i) \$13,214 in management fees to the company controlled by Chief Executive Officer ("CEO") of the Company (2023 - \$Nil).

Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Compensation awarded to key management includes the following:

	For the fifteen months ended, March 31, 2025	For the year ended, December 31, 2023
	\$	\$
Short-term benefits	475,322	369,165
Share-based compensation	21,816	-
<b>Total</b>	<b>497,138</b>	<b>369,165</b>

Amounts owing to related parties are as follows:

	March 31, 2025	December 31, 2023
	\$	\$
Chairman of the Board for management fees	318,708	178,323
Former CEO for management fees	196,786	60,000
Former director for director's fees	43,750	43,750
Former director for director's fees	27,823	-
Former director and CEO for consulting fees (note 18)	295,871	264,863
Former director and CEO for other expenses	3,505	3,516
Former director and CEO for project management fees (note 18)	99,850	91,863
Company controlled by the CFO for professional fees	331,275	165,341
Company controlled by the CEO for management fees	13,214	-
	<b>1,330,782</b>	<b>807,656</b>

Included in accounts receivable at March 31, 2025, is \$607 due from a company associated with a former director (December 31, 2023 - \$742).

At March 31, 2025, promissory notes and loans payable with an aggregate principal amount of \$239,149 were payable to a former director of the Company (December 31, 2023 - \$239,149). There was \$81,058 of interest accrued on the principal amount (December 31, 2023 - \$54,929). (Note 10 & 18)

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### 10. PROMISSORY NOTES AND LOANS PAYABLE

- a) During the year ended December 31, 2020, the Company issued a promissory note in the amount of \$150,000 to a former director of the Company. The note is unsecured, payable one year from the date of issuance, and bears interest at a rate of 8% per annum. The Company issued 37,948 bonus shares with a fair value of \$30,000 in connection with the promissory note, which was recorded against the face value of the promissory note on the date of issuance. During the fifteen months ended March 31, 2025, the Company recorded \$14,992 (December 31, 2023 - \$12,000) as interest expense. The carrying value of this promissory note at March 31, 2025 is \$197,638 (December 31, 2023 - \$182,647). (Note 18)
- b) During the year ended December 31, 2021, the Company issued a promissory note in the principal amount of \$100,000 to a third party. The note is unsecured, payable one year from the date of issuance, and bears interest at a rate of 6% per annum payable at maturity. In connection with the promissory note, the Company issued 200,000 bonus warrants with an exercise price of \$0.50 and term of one year. The fair value of the bonus warrants of \$15,909 was recorded against the face value of the promissory note on the date of issuance. The fair value of the bonus warrants was estimated using the Black-Scholes option-pricing model assuming an expected life of 1 year, a risk-free interest rate of 0.82% and an expected volatility of 69.65%.

During the year ended December 31, 2022, the Company entered into an amending agreement with the third party to extend the maturity of the loan by six months. In connection with the extension, the Company issued 333,333 bonus warrants with an exercise price of \$0.50 and term of one year. The fair value of the bonus warrants of \$31,970 was recorded against the face value of the promissory note on the date of issuance. The fair value of the bonus warrants was estimated using the Black-Scholes option-pricing model assuming an expected life of 1 year, a risk-free interest rate of 4.44% and an expected volatility of 118.33%. During the fifteen months ended March 31, 2025, the Company recorded \$11,138 (December 31, 2023 - \$9,500) as interest expense and recorded accretion expense of \$nil (December 31, 2023- \$27,678) in connection with this promissory note. The carrying value of this promissory note at March 31, 2025 is \$122,569 (December 31, 2023 - \$110,775).

- c) During the year ended December 31, 2021, the Company issued a promissory note in the principal amount of \$150,000 to a third party. The note is unsecured, payable one year from the date of issuance, and bears interest at a rate of 6% per annum payable at maturity. In connection with the promissory note, the Company issued 300,000 bonus warrants with an exercise price of \$0.50 and term of one year. The fair value of the bonus warrants of \$23,862 was recorded against the face value of the promissory note on the date of issuance. The fair value of the bonus warrants was estimated using the Black-Scholes option-pricing model assuming an expected life of 1 year, a risk-free interest rate of 0.82% and an expected volatility of 69.65%.

During the year ended December 31, 2022, the Company entered into an amending agreement with the third party to extend the maturity of the loan by six months. In connection with the extension, the Company issued 500,000 bonus warrants with an exercise price of \$0.50 and term of one year. The fair value of the bonus warrants of \$47,955 was recorded against the face value of the promissory note on the date of issuance. The fair value of the bonus warrants was estimated using the Black-Scholes option-pricing model assuming an expected life of 1 year, a risk-free interest rate of 4.44% and an expected volatility of 118.33%. During the fifteen months ended March 31, 2025, the Company recorded \$nil and \$3,837 (December 31, 2023 - \$14,250), respectively, as interest expense in connection with this promissory note.

On April 24, 2024, the total outstanding principal of \$150,000 and accrued interest of \$20,000 were settled to participate in a private placement of convertible debentures. The carrying value of this promissory note at March 31, 2025 is \$nil (December 31, 2023 - \$166,163).

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### **10. PROMISSORY NOTES AND LOANS PAYABLE (continued)**

d) During the year ended December 31, 2021, the Company issued a promissory note in the principal amount of \$139,149 to a director of the Company. The note is unsecured, payable within five business days from demand, and bears interest at a rate of 10% per annum. During the year ended December 31, 2022, the Company repaid \$50,000 of the principal balance of the loan. During the fifteen months ended March 31, 2025, the Company recorded \$11,138 (December 31, 2023 - \$8,915) as interest expense in connection with this promissory note. The carrying value of this promissory note at March 31, 2025 is \$122,569 (December 31, 2023 - \$111,431). (Note 18)

### **11. CONVERTIBLE DEBENTURES**

On May 28, 2024, the Company completed a non-brokered private placement of convertible debentures of \$195,000. The debentures will mature on May 28, 2025, and bear interest at a rate of 6% per annum, payable annually. The debenture holders may convert, at any time, the convertible debentures principal into common shares of the Company at a price of \$0.05 per common share until the maturity date. The interest accrued on the debentures shall be convertible into common shares of the Company at the option of the holder on the maturity date at the market price as defined by the TSX Venture Exchange. The Company issued 1,950,000 warrants to the debenture holders. The warrants have an exercise price of \$0.08 and a term of one year. Certain promissory notes with aggregate principal of \$150,000 and accrued interest of \$20,000 were settled to participate in the private placement.

The Company classified the convertible debentures into debt and equity components based on the residual method. The debt component of \$178,190 was calculated as the present value of the required interest and principal payment that would have been applicable to non-convertible debt using a market rate of 16% per annum. An amount of \$16,810 representing the estimated value of the conversion right was included in shareholder's equity as the equity component of convertible debentures. An amount of \$31,624 representing the estimated value of the warrants was included in shareholder's equity as warrant reserves. The estimated value of the warrants was calculated using the Black-Scholes option-pricing model assuming an expected life of one year, a risk-free interest rate of 4.51% and an expected volatility of 116.75%. No income tax effect was recognized on the initial allocation of the convertible debenture proceeds as the amount was considered nominal.

The convertible debentures are compound financial instruments, consisting of a debt instrument and an equity conversion feature. The debt instrument was fair valued using a rate applicable to a non-compound debt instrument and is carried at amortized cost. The excess of the proceeds over the value assigned to the debt instrument was allocated as the fair value of the equity component of the convertible debentures.

As existing liabilities were settled in exchange for a new instrument, being the convertible debentures, the settlement represented an extinguishment of existing liabilities. As a result, the Company recorded \$31,624 as a loss on extinguishment of liabilities on the consolidated statement of loss and comprehensive loss for the fifteen months ended March 31, 2025.

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### 11. CONVERTIBLE DEBENTURES (continued)

The following table summarizes the Company's convertible debentures as at March 31, 2025:

Balance, December 31, 2023	\$	-
Convertible debentures issued		195,000
Loss on extinguishment of liabilities		31,624
Allocation to equity component		(16,810)
Allocation to warrant reserves		(31,624)
Accretion		23,862
 Balance, March 31, 2025		 202,052
 Equity component of convertible debentures:		
December 31, 2023	\$	-
March 31, 2025	\$	16,810

### 12. SHARE CAPITAL

#### Authorized

The authorized share capital of the Company is an unlimited number of shares with no par value. All issued shares, consisting only of common shares, are fully paid.

#### Issued

20,421,541 common shares were outstanding at March 31, 2025 (December 31, 2023 - 20,421,541 common shares).

#### Warrants

The changes in warrants are as follows:

	March 31, 2025			December 31, 2023		
	Number of warrants	Weighted average exercise price	Weighted average life in years	Number of warrants	Weighted average exercise price	Weighted average life in years
		\$			\$	
Balance, beginning of year	4,192,500	1.00	0.72	10,256,839	1.00	0.79
Issued	1,950,000	0.08	-	-	-	-
Expired	(3,186,500)	0.84	-	(6,064,339)	0.92	-
Balance, end of period/year	2,956,000	0.56	0.46	4,192,500	1.00	0.72

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

### 12. SHARE CAPITAL (continued)

#### Warrants (continued)

The following warrants are outstanding as at:

	March 31, 2025		December 31, 2023	
Expiry Date	Number of Warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
January 29, 2024	-	\$ -	1,562,500	\$ 1.20
May 9, 2024	-	\$ -	1,624,000	\$ 0.50
May 22, 2025	1,950,000	0.08	-	-
January 14, 2026	400,000	1.50	400,000	1.50
January 30, 2026	606,000	1.50	606,000	1.50
	2,956,000	0.56	4,192,500	1.00

#### Stock Options

On April 30, 2024, the Company granted 500,000 stock options to the director of the Company. The options have an exercise price of \$0.05 and a life of five years. The options vested immediately upon grant. The fair value of \$21,816 was estimated using the Black-Scholes option-pricing model assuming an expected life of five years, a risk-free interest rate of 3.92% and an expected volatility of 131.79%.

The changes in options are as follows:

	March 31, 2025			December 31, 2023		
	Number of Shares	Weighted average exercise price	Weighted average life in years	Number of Shares	Weighted average exercise price	Weighted average life in years
Balance, beginning of period	1,040,167	\$ 0.79	1.97	1,451,167	\$ 0.89	2.58
Granted	500,000	0.05	-	-	-	-
Expired/cancelled	(702,000)	1.03	-	(411,000)	1.14	-
Balance, end of period/year	838,167	0.74	0.86	1,040,167	0.79	1.97

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### 12. SHARE CAPITAL (continued)

#### Options (continued)

The following options are outstanding as at:

Expiry Date	March 31, 2025		December 31, 2023	
	Outstanding	Weighted average exercise price	Outstanding	Weighted average exercise price
July 23, 2024	-	\$ -	167,000	\$ 1.00
September 23, 2024	-	-	35,000	1.20
August 25, 2025	186,500	0.70	186,500	0.70
October 2, 2025	115,000	0.75	115,000	0.75
November 2, 2025	20,000	0.65	20,000	0.65
January 7, 2026	165,000	0.80	165,000	0.80
January 11, 2026	61,667	0.80	61,667	0.80
July 9, 2026	200,000	0.80	200,000	0.80
November 12, 2026	90,000	0.50	90,000	0.50
Vested and exercisable		838,167	0.74	1,040,167
				0.79

### 13. RESERVES

	March 31, 2025	December 31, 2023
Balance, beginning of year	\$ 4,558,520	\$ 4,558,520
Stock options granted	21,816	-
Warrants issued	31,624	-
Equity component of convertible debentures	16,810	-
Balance, end of period/year	4,628,770	4,558,520

### 14. SUPPLEMENTAL INFORMATION WITH RESPECT TO CASH FLOWS

	March 31, 2025	December 31, 2023
Exploration expenditures in accounts payable	\$ 12,808	\$ 25,181
Shares received for settlement of accounts receivable	-	63,333
Remeasurement of FVTOCI investment	104,058	28,774
Settlement of promissory notes for convertible debentures	170,000	-

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### 15. SEGMENTED INFORMATION

The Company operated in the following segments:

	Other Investment	Exploration and Evaluation Assets	Total
	\$	\$	\$
<b>Non-Current Assets as at:</b>			
March 31, 2025	1,300,816	1	1,300,817
December 31, 2023	1,196,758	1,181,632	2,378,390

### 16. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

#### Fair Value

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, through its financial assets and liabilities, has exposure to the following risks from its use of financial instruments.

The fair value of the marketable securities is disclosed in Note 6 of the consolidated financial statements and is based on inputs that are based on other observable data – Level 1.

The fair value of the other investment is disclosed in Note 7 of the consolidated financial statements and is based on inputs not based on observable data – Level 3.

The Company's other investment represents its minority ownership in a private company without an active market (see Note 7). Management considered whether key fair value indicators were present by considering whether the private company had completed any recent financings with arm's length parties or whether there were any available market comparatives from which the Company could benchmark a value for its investment. As none were available, management assessed the carrying value of its investment against factors indicative of whether the most recently completed financing would not be an appropriate value, and did not identify any such factors given the performance of the private company and industry trends. As a result, management concluded that the value at which the most recently completed financing was conducted was the most appropriate, given the circumstances surrounding the investment.

Based on the carrying value of the other investment as at March 31, 2025, a 10% change in fair value would impact other comprehensive income for the period in the amount of \$130,082.

The Company's other financial instruments as at March 31, 2025 include cash, accounts receivable, marketable securities, accounts payable, due to related parties, convertible debentures, and promissory notes. The fair value of these financial instruments, approximate their carrying amounts due to their short terms to maturity.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### **16. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)**

#### **Credit risk**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Cash and cash equivalent deposits are placed with financial institutions that have a high credit rating and the Company considers the credit risk on bank deposits to be insignificant. The Company considers the credit risk on accounts receivable to be low. The carrying amounts of cash and cash equivalents and accounts receivable represents the maximum exposure to credit risk.

The Company avoids complex investment vehicles with higher risk such as asset-backed commercial paper and derivatives contracts and acquires equity investments.

#### **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. 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, under both normal and stressed conditions without incurring unacceptable losses or risking harm to the Company's reputation. The companies, in which the Company holds shares, have varying degrees of liquidity and there is no assurance that the investment can be sold at the quoted market price.

The Company maintained cash at March 31, 2025 in the amount of \$16,647 (December 31, 2023 - \$4,904), to meet short-term liabilities of \$2,455,984 (December 31, 2023 - \$1,670,708).

#### **Market risk**

Market risk is the risk that changes in market prices, such as foreign exchange rates, commodity prices and interest rates will affect the Company's net earnings or the value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while maximizing returns.

#### **Equity price risk**

Equity price risk arises from the fluctuations in the trading price of equity securities. The Company monitors the mix of marketable securities in its investment portfolio based on market expectations. The investments are recorded at fair value which is affected by changes in the market price of the equity securities. The nature of the equity investments exposes the Company to significant equity price risks.

#### **Interest rate risk**

The Company's exposure to interest rate risk arises from the interest rate impact on cash. The Company's policy is to invest cash at floating rates of interest, in order to maintain liquidity, while achieving a satisfactory return for shareholders. There is minimal risk that the Company would recognize any loss as a result of a decrease in the fair value. The promissory notes, loans payable, and convertible debentures bear interest at fixed rates of 6%, 8%, and 10%.

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### 16. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

#### Foreign exchange risk

Foreign currency exchange risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency.

The Company has financial assets and liabilities denominated in the US dollar (USD) and Argentinian Pesos (ARS). The Company does not hedge its exposure to fluctuations in foreign exchange rates.

The following is an analysis of Canadian dollar equivalent of financial assets and liabilities that are denominated in USD and ARS:

	March 31, 2025	December 31, 2023
	\$	\$
Financial assets		
Cash – USD	11,053	293
Cash – AUD	658	322
Overdraft – ARS	(443)	967
Accounts receivable – ARS	607	742
Other investment – USD	1,300,816	1,196,758
	1,312,691	1,199,082
Financial liabilities		
Accounts payable – USD	109,389	2,493
Accounts payable – AUD	49,191	29,420
Accounts payable – ARS	15,817	3,800
	174,397	35,713

The Company has determined that an effect of a 10% increase or decrease in the US dollar, Australian dollar and Argentinian Pesos against the Canadian dollar on financial assets and liabilities, as at March 31, 2025, denominated in US dollars, Australian dollars and Argentinian Pesos, would result in an increase or decrease of approximately \$113,829 to the comprehensive loss for the period ended March 31, 2025. At March 31, 2025, the Company had no hedging agreements in place with respect to foreign exchange rates. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

### 17. MANAGEMENT OF CAPITAL STRUCTURE

The Company considers the amount of capital it requires in proportion to the associated risks. Generally, it is the Company's policy to operate with an under leveraged financial position but as conditions warrant, it may from time to time depart from this policy and use debt. Liquidity and cash management is the highest priority. Therefore, adjustments may be made to the capital structure in light of changes in economic conditions and the risk characteristics of the investment portfolio. The capital structure can be adjusted in a variety of ways as circumstances may change, including: purchasing shares for cancellation (Normal Course Issuer Bid); issuing new common and preferred shares; and increasing or repaying long-term debt. The Company's objective when managing capital are the safeguarding of assets.

The Company's share capital is not subject to external restrictions. The Company has not paid or declared any dividends since date of incorporation, nor are any contemplated in the foreseeable future.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### **18. CONTINGENIES AND COMMITMENTS**

From time to time, the Company is engaged in various legal proceedings and claims that have arisen in the normal course of business. The outcome of all the proceedings and claims against the Company is subject to future resolution, including the uncertainties of litigation. Management believes that the probable ultimate resolution of any such proceedings and claims, individually or in the aggregate, will not have a material adverse effect on the financial condition of the Company.

Additionally, the Company may enter into contracts for services in the normal course of operations. The Company's current contractual commitments vary in terms and can be terminated upon sufficient notice.

On June 16, 2023, Panopus PLC ("Panopus"), a company controlled by a former director and CEO of A.I.S., filed a Notice of Civil Claim against the Company with the Supreme Court of British Columbia. The Company filed a counterclaim on August 14, 2023. The Panopus claim was adjudicated at a summary trial on May 8 and 9, 2025. Summary judgment was delivered on September 24, 2025, in favour of Panopus for the following previously recorded liabilities: consulting fees of \$264,863 plus court-ordered interest, a loan payable of \$150,000 plus interest at 8% per annum, and a loan payable of \$89,149 plus interest at 10% per annum. The Company has recorded an additional \$31,008 for court-ordered interest and estimated costs of \$40,000 as of March 31, 2025. As of the date of judgment, additional unaccrued interest amounts for the period from April 1, 2025, to the date of judgment are \$68,455 and \$10,257 for consulting fees and loans payable, respectively.

Panopus' claim for project management fees in the amount of \$69,456 USD was not ruled upon, as the court determined it was closely associated with A.I.S.' counterclaim and therefore not suitable for summary judgment. It is undetermined whether Panopus will proceed to a full trial, or how the court may address A.I.S.' counterclaim if pursued. The Company previously recorded the entire amount of the project management fee claim as a liability in the consolidated financial statements. If the court rules against the Company regarding the project management fee claim and grants Panopus court-ordered interest, the Company may incur an additional liability of \$10,681, which has not been accrued as of March 31, 2025.

The Company has filed an appeal with the Supreme court of British Columbia with respect to the summary judgement, however, the outcome of the appeal cannot be reasonably estimated at this time.

*(Note 9 & 10)*

# A.I.S. RESOURCES LIMITED

## Notes to Consolidated Financial Statements

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
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### 19. INCOME TAXES

The provision for income taxes differs from the result which would have been obtained by applying the combined federal and provincial income tax rate of 27% to the Company's loss before income taxes. The difference relates to the following items:

	Fifteen months ended March 31, 2025	Year ended December 31, 2023
	\$	\$
Loss before income taxes	(2,054,566)	(3,468,078)
Combined statutory income tax rate	27.00%	27.00%
Expected income tax	(554,700)	(936,400)
Increase (Decrease) resulting from:		
Difference in tax rates	13,900	6,000
Permanent differences and other	119,100	(50,400)
Change in unrecognized deferred tax assets	421,700	980,800
Income tax provision	-	-

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

	March 31, 2025	December 31, 2023
	\$	\$
Deferred income tax assets		
Non-capital losses	2,956,900	2,837,900
Exploration and evaluation assets	2,437,700	2,133,800
Capital losses	66,100	66,100
Share issue costs	6,800	15,000
Other	30,200	23,200
Total	5,497,700	5,076,000
Unrecognized deferred tax asset	(5,497,700)	(5,076,000)
	-	-

The Company has income tax loss carry-forwards of approximately \$10,958,222 (2023 - \$10,434,831) available to reduce future Canadian taxable income which expire between 2033 and 2044.

### 20. SUBSEQUENT EVENTS

- On April 9, 2025, the Company granted 500,000 stock options to a director of the Company. The options have an exercise price of \$0.06 and a life of five years. The options vested immediately upon grant.
- On April 25, 2025, the Company closed a non-brokered private placement of 1,232,417 units ("Units") at a price of \$0.035 per unit for gross proceeds of \$43,135. Each Unit consists of one common share and one transferable share purchase warrant. Each warrant will entitle the holder thereof to purchase one additional common share for a period of two years from the closing date of the offering at a price of \$0.05 per common share.

# **A.I.S. RESOURCES LIMITED**

## **Notes to Consolidated Financial Statements**

For the Fifteen months ended March 31, 2025 and year ended December 31, 2023  
(Expressed in Canadian dollars)

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### **20. SUBSEQUENT EVENTS (continued)**

- On June 17, 2025, the Company settled \$380,928 of debt through the issuance of an aggregate of 7,618,555 common at a deemed price of \$0.05 per common share. Under the debt settlement 6,429,480 shares were issued to non-arms length parties in settlement of \$321,474.
- On September 14, 2025, the Company entered into an earn-in agreement with Riversgold Ltd. ("Riversgold"), granting the Company the right to acquire up to a 75% interest in the new Saint John IOCG/Porphyry Project located in New Brunswick, Canada. As per the terms of the agreement, the Company may earn 51% interest in the project by (i) issuing 2,860,000 shares at \$0.05 per share to Riversgold upon signing; (ii) incurring exploration expenditures of \$400,000 in year 1; and (iii) incurring exploration expenditures of \$1,000,000 in year 2. The Company may earn additional 24% interest in the project by incurring exploration expenditures of \$3,000,000 in years 3 and 4. Riversgold will retain a 25% free-carried interest through to the decision to mine. The agreement is subject to TSXV acceptance and therefore no shares have been issued to date.
- On September 29, 2025, the Company closed a tranche of a non-brokered private placement of 2,700,000 common shares at a price of \$0.03 per share for gross proceeds of \$81,000.