FORM 5A

ANNUAL LISTING SUMMARY

Introduction

The requirement to file this Form 5A does not apply to NV Issuers. NV Issuers must file a Form 51-102F2 Annual Information Form.

This Annual Listing Summary must be posted on or before the day on which the Issuer's annual financial statements are to be filed under the Securities Act. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies.

General Instructions

(a) Prepare this Annual Listing Summary using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

Listed Issuer Name: **RED METAL RESOURCES LTD.**

Website: **https://www.redmetalresources.com/**

Listing Statement Date: **June 1, 2026**

Description(s) of listed securities(symbol/type):
CSE: **RMES (common shares)**

Brief Description of the Issuer's Business:

The Issuer is engaged in the business of mineral exploration in Chile and Canada with the objective to explore and, if warranted, develop mineral properties. All of the Issuer's Chilean mineral concessions are located in the Candelaria iron oxide copper-gold (IOCG) belt of the coastal cordillera, in the Carrizal Alto Mining District, III Region of Atacama, Chile. The Issuer has three

active copper-gold projects on two properties, namely the Farellón and Perth Projects both located on the Carrizal Property, and the Mateo Project located on the Mateo Property. In Canada, the Issuer's mineral claims are located in the Larder Lake Mining District of Ontario, along the Quebec border near Ville-Marie, Quebec, and in the Timiskaming Graben formation, approximately 15 km north of Ville-Marie, Quebec. In addition to holding these active properties, as an exploration company, the Issuer periodically stakes, purchases or options claims to allow time and access to fully consider the geological potential of claims. **The Issuer's flagship project, the Farellón Project, is an early-stage exploration property consisting of eight mining concessions totaling 1,234 hectares.**
Description of additional (unlisted) securities outstanding **n/a**
Jurisdiction of Incorporation: British Columbia
Fiscal Year End: January 31, 2026
Date of Last Shareholders' Meeting and Date of Next Shareholders' Meeting (if scheduled): December 3, 2025
Financial Information as at: January 31, 2026

	Current $	Previous $
Cash	**455,165**	**264,778**
Current Assets	**578,155**	**356,300**
Non-current Assets	**1,053,052**	**998,139**
Current Liabilities	**(2,378,332)**	**(1,501,522)**
Non-current Liabilities	**(1,473,354)**	**(1,670,476)**
Shareholders' equity	**(2,220,479)**	**(1,817,559)**
Revenue	**–**	**–**
Net Income/(Loss)	**(1,040,038)**	**(893,717)**
Net Cash Flow used in Operations	**(419,116)**	**(478,843)**

SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in the Schedules. If the required details are included in Schedule A or B, provide specific reference to the page or note.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

Please refer to Note 12, *Related Party Transactions*, included in the Issuer's Audited Consolidated Financial Statements attached as Schedule A to this Form 5A.

2. Summary of securities issued and options granted during the period.

Provide the following information for the Listed Issuer's fiscal year:

(a) summary of securities issued during the year,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Please refer to Note 10, *Share Capital*, included in the Issuer's Audited Consolidated Financial Statements attached as Schedule A to this Form 5A.								

(b) summary of options granted during the year:

Please refer to Note 10, *Share Capital*, included in the Issuer's Audited Consolidated Financial Statements attached as Schedule A to this Form 5A.

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of securities outstanding for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Date	Class	Number of Shares
January 31, 2026	Common Shares	49,160,726

(b) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date, and any recorded value:

As at January 31, 2026, the following options were outstanding:

Number of Options outstanding	Exercise Price	Date of Expiry	Recorded Value
440,000	$0.75	November 24, 2026	$252,832
1,200,000	$0.12	October 2, 2026	$46,376

As at January 31, 2026, the following warrants were outstanding:

Date of Expiry	Number of Warrants outstanding	Exercise Price	Recorded Value
May 22, 2026[1]	2,257,500	$0.12	$18,816
January 19, 2029	9,125,000	$0.09[2]	$Nil
January 19, 2028	21,000	$0.06	$1,237
Total	**11,403,500**		

(1) Subsequent to January 31, 2026, the Issuer issued 187,500 shares on exercise of finder's warrants for total proceeds of $22,500. The remaining 2,070,000 warrants expired unexercised.
(2) The warrants are exercisable at $0.09 until January 19, 2027, at $0.12 until January 19, 2028, and at $0.15 until January 19, 2028

(c) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

As at January 31 2026, there were no shares in escrow.

4. List the names of the directors and officers and include the position(s) held and the date of appointment, as at the date this report is signed and filed.

Name	Positions Held	Date of Appointment
Caitlin Leigh Jeffs	Director, CEO	October 2, 2007
Joao (John) Da Costa	CFO	May 13, 2008
Michael John Thompson	Vice President of Exploration, Director	October 16, 2007
Brian Gusko	VP of Corporate Finance, Director	May 10, 2024, August 16, 2024
Cody McFarlane	Director	February 28, 2019
Matthew Parent	Director	November 12, 2024

5. Financial Resources

a) State the business objectives that the Issuer expects to accomplish in the forthcoming 12-month period;

In its Fiscal 2027, the Issuer plans to continue a drilling/exploration/mapping program on its Farellón Project, subject to the availability of financing.

b) Describe each significant event or milestone that must occur for the business objectives in (a) to be accomplished and state the specific time period in which each event is expected to occur and the costs related to each event;

The Issuer will have to re-evaluate each significant milestone based on the success of each stage of the drilling program achieved, as well as the availability of funding at that time.

c) Disclose the total funds available to the Issuer and the following breakdown of those funds:

(i) the estimated consolidated working capital (deficiency) as of the most recent month end prior to filing the Listing Statement, and

As at May 30, 2026, the Issuer's estimated working capital deficit was approximately $1.36 million.

(ii) the total other funds, and the sources of such funds, available to be used to achieve the objectives and milestones set out in paragraphs (a) and (b); and

The Issuer intends to raise additional funding through equity or debt financing, or a combination of both.

(iii) describe in reasonable detail and, if appropriate, using tabular form, each of the principal purposes, with approximate amounts, for which the funds available described under the preceding paragraph will be used by the Issuer.

The Issuer is planning to use the funds available to it and the amounts raised through the equity or debt financing on exploration programs and for operating expenses. The extent of exploration programs will depend on the availability of funding.

6. Status of Operations

During the fiscal year, did the Listed Issuer

(a) reduce or impair its principal operating assets; or

(b) cease or substantively reduce its business operations with respect to its stated business objectives in the most recent Listing Statement?

Provide details:

During the year ended January 31, 2026, there were no impairment or reduction of the fair market value of the Issuer's capital assets.

7. Business Activity

a) Activity for a mining or oil and gas Listed Issuer

(i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, significant revenue from operations, or $50,000 in exploration or development expenditures?

Provide details.

During the year ended January 31, 2026, the Issuer used $878,641 in its operating activities and had no expenditures on the acquisition of new properties. The exploration expenses amounted to $494,295, of which $371,565 were associated with the mineral claims located in Canada, and the remaining $122,730 were associated with the Issuer's Chilean mineral claims.

During the year ended January 31, 2026, the Issuer borrowed a total of $50,631 under lines of credit with a company controlled by the Issuer's CEO, Caitlin Jeffs, and the Issuer's VP of exploration, Mr. Thompson, and $50,000 in exchange for a note payable due on demand.

An additional $8,620 was borrowed under a line of credit with the Issuer's CEO, Caitlin Jeffs and $50,000 was borrowed from Mrs. Susan Jeffs, the mother of Caitlin Jeffs. The principal borrowed under the lines of credit and in exchange for the notes payable due on demand accumulates interest at 8% per annum, compounded monthly, is unsecured and payable on demand. In addition to the funds borrowed from the Issuer's related parties, in January of 2026 the Issuer closed the first tranche of a non-brokered private placement financing, raising a total of $547,500

The Issuer had no revenues for the year ended January 31, 2025. Due to the exploration rather than the production nature of the Issuer's current business, management does not expect to have significant operating revenue in the foreseeable future.

(ii) If the response to (i) above is "no", for the three most recent fiscal years did the Listed Issuer have an aggregate of $100,000 in exploration or development expenditures?

Provide details. **n/a**

b) Activity for industry segments other than mining or oil & gas

(i) For the most recent fiscal year, did the Listed Issuer have positive cash flow, or $100,000 in revenue from operations or $100,000 in development expenditures?

Provide details. **n/a**

(ii) If the response to (i) above is “no”, for the three most recent fiscal years, did the Listed Issuer have either $200,000 in operating revenues or $200,000 in expenditures directly related to the development of the business?

Provide details. **n/a**

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Annual Listing Summary.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5A Annual Listing Statement is true.

Dated: June 1, 2026

Caitlin Jeffs
Name of Director or Senior Officer

/s/ "Caitlin Jeffs"
Signature

CEO & Director
Official Capacity

Issuer Details Name of Issuer **RED METAL RESOURCES LTD.**	For Year Ended **JANUARY 31, 2026**	Date of Report YY/MM/D **26/06/01**
Issuer Address **555 – 1130 West Pender Street**		
City/Province/Postal Code **Vancouver, BC V6E 4A4**	Issuer Fax No. **(604) 648-0517**	Issuer Telephone No. **1.866.907.5403**
Contact Name **Caitlin Jeffs**	Contact Position **CEO/ Director**	Contact Telephone No. **1.866.907.5403**
Contact Email Address **invest@redmetalresources.com**	Web Site Address https://www.redmetalresources.com/	

SCHEDULE A: AUDITED ANNUAL FINANCIAL STATEMENTS



CONSOLIDATED
FINANCIAL STATEMENTS
FOR THE YEARS ENDED
JANUARY 31, 2026 and 2025
Expressed in Canadian Dollars

Independent Auditor's Report

To the Shareholders and the board of directors of Red Metal Resources Ltd.

Opinion

We have audited the consolidated financial statements of Red Metal Resources Ltd. (the "Company"), which comprise the consolidated statements of financial position as at January 31, 2026 and 2025, and the consolidated statements of comprehensive loss, shareholders' deficit and cash flows for the years then ended, and notes to the consolidated financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at January 31, 2026 and 2025, and its financial performance and its cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company incurred a comprehensive loss of $1,014,936 during the year ended January 31, 2026, as of that date, had a deficit of $16,485,829 and its current liabilities exceeded its current assets by $1,800,177. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

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

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

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as

fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is David Goertz.



DMCL LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

June 1, 2026

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

As at:	Note	January 31, 2026	January 31, 2025
ASSETS			
Current			
Cash		$ 455,165	$ 264,778
Prepaids and other receivables	*8*	122,990	91,522
Total current assets		578,155	356,300
Equipment	*7*	22,659	28,694
Exploration and evaluation assets	*6*	1,030,393	969,445
Total assets		$ 1,631,207	$ 1,354,439
LIABILITIES AND SHAREHOLDERS' DEFICIT			
Current			
Accounts payable		$ 203,553	$ 205,071
Accrued liabilities		77,506	95,343
Due to related parties	*12*	1,130,599	631,158
Notes payable	*10, 11, 12*	966,674	509,950
Flow-through share premium liability	*13*	-	60,000
Total current liabilities		2,378,332	1,501,522
Long-term notes payable	*10, 11, 12*	1,321,729	1,529,912
Withholding taxes payable	*9*	151,625	140,564
Total liabilities		3,851,686	3,171,998
Shareholders' deficit			
Share capital	*10*	9,879,853	9,346,112
Shares subscribed	*10*	20,000	-
Equity reserves	*10,12*	4,723,680	4,665,405
Deficit		(16,485,829)	(15,445,791)
Accumulated other comprehensive loss		(358,183)	(383,285)
Total shareholders' deficit		(2,220,479)	(1,817,559)
Total liabilities and shareholders' deficit		$ 1,631,207	$ 1,354,439

Nature and continuance of operations (Note 1)
Subsequent events (Notes 10 and 17)

Approved on behalf of the Board of Directors:

/s/ Caitlin Jeffs
Director

/s/ Brian Gusko
Director

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

	Note	Years ended January 31, 2026	2025
Operating expenses:			
Amortization	*7*	$ 7,794	$ 10,451
Consulting fees	*10,12*	62,500	123,407
General and administrative	*12*	150,755	261,395
Mineral exploration costs	*6,12*	494,295	65,844
Professional fees	*12*	89,822	116,304
Regulatory		48,827	44,684
Salaries, wages and benefits		24,648	23,760
Share-based compensation	*10,12*	-	46,376
		(878,641)	(692,221)
Other items			
Accretion	*12*	(67,365)	(38,220)
Foreign exchange gain (loss)		21,707	(10,236)
Forgiveness of debt	*11,12*	24,537	24,916
Interest on notes payable	*11, 12*	(191,526)	(177,956)
Recovery of flow-through share premium liability	*13*	60,000	-
Part XII.6 Tax	*13*	(8,750)	-
Net loss		(1,040,038)	(893,717)
Other comprehensive loss			
Items that may be reclassified to profit or loss			
Foreign currency translation		25,102	4,711
Comprehensive loss		$ (1,014,936)	$ (889,006)
Net loss per share – basic and diluted		$ (0.03)	$ (0.03)
Weighted average number of shares outstanding - basic and diluted:		40,335,726	28,469,329

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

RED METAL RESOURCES LTD.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' DEFICIT
(Expressed in Canadian Dollars)

	Share Capital						
	Number of common shares issued	Amount	Equity Reserves	Obligation to issue shares	Deficit	Accumulated other comprehensive loss	Total deficit
Balance, January 31, 2024	18,288,861	$ 8,176,210	$ 4,078,941	$ -	$ (14,552,074)	$ (387,996)	$ (2,684,919)
Shares issued for private placement	5,665,000	401,975	58,725	-	-	-	460,700
Flow-through share premium liability	-	(60,000)	-	-	-	-	(60,000)
Share issuance costs	-	(54,166)	18,816	-	-	-	(35,350)
Shares issued on conversion of debt	12,731,865	636,593	77,362	-	-	-	713,955
Debt restructuring with related parties	-	-	239,337	-	-	-	239,337
Shares issued for unproved mineral properties	3,350,000	245,500	-	-	-	-	245,500
Forgiveness of debt with related parties	-	-	145,848	-	-	-	145,848
Share-based compensation	-	-	46,376	-	-	-	46,376
Net loss	-	-	-	-	(893,717)	-	(893,717)
Foreign exchange translation	-	-	-	-	-	4,711	4,711
Balance, January 31, 2025	40,035,726	9,346,112	4,665,405	-	(15,445,791)	(383,285)	(1,817,559)
Shares issued for private placement	9,125,000	547,500	-	20,000	-	-	567,500
Share issuance costs	-	(13,759)	1,237	-	-	-	(12,522)
Debt restructuring with related parties	-	-	57,038	-	-	-	57,038
Net loss	-	-	-	-	(1,040,038)	-	(1,040,038)
Foreign exchange translation	-	-	-	-	-	25,102	25,102
Balance, January 31, 2026	49,160,726	$ 9,879,853	$ 4,723,680	$ 20,000	$ (16,485,829)	$ (358,183)	$ (2,220,479)

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

	Years ended January 31,	
	2026	**2025**
Cash flows used in operating activities		
Net loss	$ (1,040,038)	$ (893,717)
Adjustments to reconcile net loss to net cash used in operating activities		
Accretion	67,365	38,220
Accrued interest on notes payable	191,526	177,956
Amortization	7,794	10,451
Foreign exchange	(34,424)	5,498
Forgiveness of debt	(24,537)	(24,916)
Gain recognized on recovery of flow-through share premium liability	(60,000)	-
Share-based compensation	-	46,376
Write-off of equipment	-	263
Changes in operating assets and liabilities		
Prepaids and other receivables	(30,755)	(15,598)
Accounts payable	22,614	43,053
Accrued liabilities	(17,841)	43,448
Due to related parties	499,180	90,123
Net cash used in operating activities	(419,116)	(478,843)
Cash flows used in investing activities		
Acquisition of exploration and evaluation assets	-	(5,000)
Net cash used in investing activities	-	(5,000)
Cash flows provided by financing activities		
Issuance of notes payable to related parties	154,251	297,425
Cash received on subscription to shares	467,500	460,700
Cash share issuance costs	(12,522)	(35,350)
Net cash provided by financing activities	609,229	722,775
Effects of foreign currency exchange on cash	274	147
Increase in cash	190,387	239,079
Cash, beginning	264,778	25,699
Cash, ending	$ 455,165	$ 264,778
Non-cash transactions		
Exploration and evaluation assets included in accounts payable	$ 8,000	$ 8,000
Shares issued for exploration and evaluation assets	$ -	$ 245,500

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

1. NATURE AND CONTINUANCE OF OPERATIONS

Red Metal Resources Ltd. (the "Company") is involved in acquiring and exploring mineral properties in Chile through its wholly-owned subsidiary, Minera Polymet SpA ("Polymet"), organized under the laws of the Republic of Chile, and in Canada, in the provinces of Quebec and Ontario. The Company has not determined whether its properties contain mineral reserves that are economically recoverable.

The Company's head office is located at 1130 West Pender Street, Suite 555, Vancouver, British Columbia, V6E 4A4. Its registered office address is at 550 Burrard Street, Suite 2501, Vancouver, British Columbia, V6C 2B5. The Company's mailing address is 278 Bay Street, Suite 102, Thunder Bay, Ontario, P7B 1R8. Polymet's head office is located in Vallenar, III Region of Atacama, Chile.

These consolidated financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. As at January 31, 2026, the Company has not advanced its mineral properties to commercial production and is not able to finance day-to-day activities through operations. The Company's continuation as a going concern is dependent upon the successful results from its mineral property exploration activities and its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations.

The Company incurred a comprehensive loss of $1,014,936 for the year ended January 31, 2026, and, as at January 31, 2026, the Company had a deficit of $16,485,829, and its current liabilities exceeded its current assets by $1,800,177. The Company raises financing for its exploration and development activities in discrete tranches to finance its activities for limited periods only. The Company has identified that further funding may be required for working capital purposes, and to finance the Company's exploration program and development of mineral assets. These conditions may cast substantial doubt on the Company's ability to continue as a going concern.

On May 23, 2024, the Company completed a share consolidation (reverse stock split) on the basis of one new share for every three old shares. All references to shares and per share amounts in these consolidated financial statements and accompanying notes have been retrospectively adjusted to reflect the share consolidation as if it had occurred at the beginning of the earliest period presented.

These consolidated financial statements do not give effect to any adjustment which would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in the consolidated financial statements; such adjustments may be material.

2. STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with IFRS® Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and were authorized for issuance by the Company's Board of Directors on June 1, 2026.

b) Basis of Presentation and Consolidation

The consolidated financial statements of the Company as at and for the years ended January 31, 2026 and 2025 are comprised of the Company and its wholly-owned subsidiary, Minera Polymet SpA, (together referred to as "Red Metal", or the "Company"). Polymet is consolidated from the date of its incorporation, as Red Metal is the sole shareholder and therefore has the control and power to govern the financial and operating policies of Polymet as to obtain benefits from its activities. The Company will continue to consolidate until the date Red Metal no longer has control over Polymet. The financial statements of Polymet are prepared for the same reporting period as the parent company, using consistent accounting policies. Balances, transactions, income and expenses between Red Metal and Polymet are eliminated on consolidation.

The consolidated financial statements have been prepared on an accrual basis and are based on historical costs, except for certain financial instruments, which are recorded at fair value. All amounts are expressed in Canadian dollars.

The preparation of financial statements in compliance with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates. The areas involving significant assumptions and estimates are disclosed in Note 4.

c) Foreign Currency Translation

The functional currency of the Company is the Canadian dollar ("CAD"). The functional currency of the Company's subsidiary, Polymet, is the Chilean peso, which is determined to be the currency of the primary economic environment in which Polymet operates.

3. MATERIAL ACCOUNTING POLICY INFORMATION

Foreign currency translation and transactions

Translation of foreign currency transactions
Transactions in foreign currencies are translated using the exchange rate prevailing at the date of the transaction. At each reporting date, foreign currency denominated monetary assets and liabilities are translated at year-end exchange rates. Exchange differences arising from the transactions are recorded in profit or loss for the period, except for exchange differences relating to borrowings hedging net investments denominated in the consolidated subsidiaries' currency. These differences are recognized in other comprehensive income as currency translation differences until the disposal of the net investment. Exchange differences arising from operating transactions are recorded in operating profit for the period; exchange differences related to financing transactions are recognized as finance costs or income, or in other comprehensive income.

Translation of foreign operations
The assets and liabilities of a foreign operation, including goodwill and fair value adjustments arising from the acquisition, are translated into Canadian dollars at year-end exchange rates. Income and expenses, and cash flows of a foreign operation are translated into Canadian dollars using average exchange rates. Differences resulting from translating foreign operations are reported as translation differences in equity. When a foreign operation is disposed of, the translation differences previously recognized in equity are reclassified to profit or loss.

Financial instruments

Classification
The Company classifies its financial instruments in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive loss ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of financial instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition, the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held-for-trading or derivatives) or the Company has opted to measure them at FVTPL.

The following table shows the classification of financial assets and financial liabilities:

Financial assets/liabilities	Classification
Cash	FVTPL
Accounts payable	Amortized cost
Accrued liabilities	Amortized cost
Due to related parties	Amortized cost
Notes payable	Amortized cost

Financial assets
On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) FVTOCI; or (iii) FVTPL. The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed.

All financial assets not classified and measured at amortized cost or FVTOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income or loss.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

The classification determines the method by which the financial assets are carried on the consolidated statement of financial position subsequent to initial recognition and how changes in value are recorded.

Financial liabilities
Financial liabilities are designated as either: (i) FVTPL; or (ii) other financial liabilities. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the consolidated statement of financial position subsequent to initial recognition and how changes in value are recorded. Accounts payable are classified under other financial liabilities and carried on the consolidated statements of financial position at amortized cost.

The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and/or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss. The Company does not have any derivative financial assets and liabilities as at the year ends presented.

Exploration and evaluation assets

Exploration and evaluation assets comprise of the costs of acquiring these assets, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Option payments are considered acquisition costs provided that the Company has the intention of exercising the underlying options. Costs incurred before the Company has obtained the legal rights to explore an area are expensed as incurred. Further acquisition costs incurred once the Company has obtained the legal rights to explore an area are capitalized.

Costs associated with exploration and evaluation activities as well as property taxes payable to maintain good standing of the exploration and evaluation assets are expensed as period costs. Government tax credits received are recorded as a reduction to the exploration and evaluation expenditures for the reporting period.

From time to time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As such options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded at the time of the agreement. Option payments are recorded as exploration expenditure or recoveries when the payments are made or received.

Exploration and evaluation assets are tested for impairment if facts or circumstances indicate that impairment exists. Examples of such facts and circumstances are as follows:

- the period for which the Company has the right to explore in the specific area has expired during the period or will expire in the near future, and is not expected to be renewed;
- substantive expenditures on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned;
- exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; and
- sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

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.

Although the Company has taken steps that it considers adequate to verify title to exploration and evaluation assets which it has an interest in, these procedures do not guarantee the Company's title.

Restoration and environmental obligations

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of the assets, when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future restoration cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the related asset along with a corresponding increase in the restoration provision in the period incurred. Discount rates using a pre-tax rate that reflect the time value of money are used to calculate the net present value.

As at January 31, 2026 and 2025, the Company had not recognized any provisions for restoration and environmental obligations.

Equipment

Equipment is recorded at cost. Cost includes expenditures that are directly attributable to the acquisition of the asset. This includes the purchase price, any other costs directly attributable to bringing the assets to a working condition for intended use and the costs of dismantling and removing the items and restoring the site on which they are located.

Equipment is depreciated over its estimated useful life. Costs for normal repairs and maintenance that do not extend economic life or improve service potential are expensed as incurred. Costs of improvements that extend economic life or improve service potential are capitalized and depreciated over the estimated remaining useful life.

The Company commences recording depreciation when the assets are in a working condition ready for use. The Company's equipment consists of trucks that are being used in the Company's exploration programs, which are being depreciated using the declining balance method at 30%.

Impairment of assets

The carrying amount of the Company's assets are reviewed at each 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 whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the consolidated statement of comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and 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 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.

Income taxes

Current income tax:
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income (loss) or equity is recognized in other comprehensive income (loss) or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:
Deferred income tax is recognized, using the asset and liability method, on temporary differences at the reporting date arising between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred tax assets 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 tax asset to be utilized.

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

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issuance of common shares and share options are recognized as a deduction from equity, net of any tax effects. Common shares issued for consideration other than cash are valued based on their fair value at the date the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in a private placement to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing quoted bid price on the issue date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

Share purchase warrants issued on a standalone basis are recognized at the fair value using the Black-Scholes Option Pricing Model at the date of issue. The value is initially recorded as a part of reserves in equity at the recognized fair value. Upon exercise of the share purchase warrants, the previously recognized fair value of the warrants exercised is reallocated to share capital from reserves. The proceeds generated from the payment of the exercise price are also allocated to share capital.

Flow-through shares

Under Canadian income tax legislation, a corporation is permitted to issue shares whereby the Corporation agrees to incur qualifying expenditures and renounce the related income tax deductions to the investors. To account for flow-through shares, the Company allocates total proceeds from the issuance of flow-through shares between the offering of shares and the sale of tax benefits.

The total amount allocated to the offering of shares is based on the quoted price of the underlying shares. In situations where there is an absence of compelling evidence supporting a comparable value of the underlying shares, the Company allocates management's estimate of the prevailing flow-through premium in current market conditions at the time of issuance to the sale of tax benefits. The amount which is allocated to the sale of tax benefits is recorded as a liability and is reversed proportionately and recognized as after-tax income when the tax benefits are renounced. The tax effect of the renunciation is recorded at the time the Company makes the renunciation, which may differ from the effective date of the renunciation. On renunciation, the value of the tax assets renounced is recorded as a deferred tax expense.

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 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 values of the instruments are determined using the Black–Scholes Option Pricing Model. The number of the instruments 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 instruments granted shall be based on the number of the instruments that eventually vest.

Loss per share

Basic loss per share is calculated by dividing the loss attributable to common shareholders by the weighted average number of common shares outstanding in the period. For all periods presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. Because the Company incurred net losses, the effect of dilutive instruments would be anti-dilutive and therefore diluted loss per share equals basic loss per share.

New and revised IFRS issued and impact on the Company's financial statements

Certain new and amended accounting standards and interpretations have been published that are not mandatory for the January 31, 2026, reporting period and have not been early adopted by the Company.

IFRS 18, Presentation and Disclosures in Financial Statements ("IFRS 18")
This is a new standard on presentation and disclosure in financial statements which replaces IAS 1, with a focus on updates to the statement of profit or loss. IFRS 18 introduces new requirements to:

- present specified categories and defined subtotals in the statement of profit or loss;
- provide disclosures on management-defined performance measures (MPMs) in the notes to the financial statements; and
- improve aggregation and disaggregation.

An entity is required to apply IFRS 18 for annual reporting periods on or after January 1, 2027, with earlier adoption permitted. IFRS 18 requires retrospective application with specific transition provisions. The Company is assessing the impact of this amendment.

Other new standards and interpretations with future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

4. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these consolidated financial statements in conformity with IFRS requires management to make assumptions and estimates that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of income and expenses during the reporting period. These financial statements include estimates which, by their nature, are uncertain. These assumptions and associated estimates are based on historical experience and other factors that are considered to be relevant. The current market conditions introduce additional uncertainties, risks and complexities in management's determination of the estimates and assumptions used to prepare the Company's financial results. As volatility in financial markets is an evolving situation, management cannot reasonably estimate the length or severity of the impact on the Company. As such, actual results may differ from estimates, and the effect of such differences may be material. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

The following are critical judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements:

- classification/allocation of expenses as exploration and evaluation expenditures;
- classification and measurement of the Company's financial assets and liabilities;
- determination of the market interest rate in the valuation of loans payable;
- determination that the Company is able to continue as a going concern; and
- determination whether there have been any events or changes in circumstances that indicate the impairment of the Company's exploration and evaluation assets.

Key sources of estimation uncertainty include the following:

- the carrying value and recoverability of exploration and evaluation assets;
- recoverability and measurement of deferred tax assets;
- fair values of loans payable;
- provisions for restoration and environmental obligations and contingent liabilities; and
- measurement of share-based transactions.

5. FINANCIAL INSTRUMENTS AND RISKS

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 at the fair value hierarchy are:

Level 1 — quoted prices in active markets for identical assets and liabilities.
Level 2 — observable inputs other than quoted prices in active markets for identical assets and liabilities.
Level 3 — unobservable inputs in which there is little or no market data available, which require the reporting entity to develop its own assumptions.

The Company has classified its cash as measured at fair value in the statement of financial position, using level 1 inputs.

Categories of financial instruments

As at:	January 31, 2026	January 31, 2025
Financial assets:		
FVTPL		
Cash	$ 455,165	$ 264,778
Financial liabilities:		
Amortized cost		
Accounts payable	$ 203,553	$ 205,071
Accrued liabilities	$ 77,506	$ 95,343
Due to related parties	$ 1,130,599	$ 631,158
Notes payable	$ 2,288,403	$ 2,039,862

Assets and liabilities measured at fair value on a recurring basis:

As at January 31, 2026	Level 1	Level 2	Level 3	Total
Cash	$ 455,165	$ -	$ -	$ 455,165

As at January 31, 2025	Level 1	Level 2	Level 3	Total
Cash	$ 264,778	$ -	$ -	$ 264,778

Accounts payable, accrued liabilities, and due to related parties approximate their fair value due to the short-term nature of these instruments.

Loans payable are measured at amortized cost. Upon recognition, the fair values of the loans are estimated by discounting cash flows using interest rates of debt instruments with similar terms, maturities, and risk profiles.

Risk management

The Company has exposure to the following risks from its use of financial instruments: credit risk, market risk and liquidity risk. Management, the Board of Directors, and the Audit Committee monitor risk management activities and review the adequacy of such activities.

Credit risk:
Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash, which is held with high-credit-quality financial institutions in Canada and in Chile. As such, the Company's credit risk exposure is minimal.

Market risk:
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices.

i. Interest rate risk:
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has minimal interest rate risk, as it does not hold any interest-accumulating financial assets that may be susceptible to interest rate fluctuations.

ii. Currency risk:
Foreign currency risk is the risk that the fair values 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 offices in Canada and Chile, and holds cash in Canadian, United States, and Chilean Peso currencies. A significant change in the currency exchange rates between the Canadian dollar relative to the US dollar and the Chilean Peso could have an effect on the Company's results of operations, financial position, and/or cash flows. At January 31, 2026, the Company had no hedging agreements in place with respect to foreign exchange rates. As the majority of the transactions of the Company are denominated in CAD and Chilean Peso currencies, movements in the foreign exchange rates are not expected to have a material impact on the consolidated statements of comprehensive loss.

iii. Equity price risk:

Equity price risk is the risk that the fair value of equity/securities decreases as a result of changes in the levels of equity indices and the value of individual stocks. The Company is not exposed to equity price risk as it does not have any investments in marketable securities.

iv. Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows. Historically, the Company's sources of funding have been through equity financings and loans from the Company's management and its major shareholder. The Company's access to financing is uncertain, and there can be no assurance of continued access to significant debt or equity funding, therefore, liquidity risk has been assessed as high.

The following table details the remaining contractual maturities of the Company's financial liabilities as of January 31, 2026:

	Within 1 year	1-5 years	5+ years	Total
Accounts payable	$ 203,553	$ -	$ -	$ 203,553
Accrued liabilities	77,506	-	-	77,506
Amounts due to related parties	1,130,599	-	-	1,130,599
Loans payable	966,674	1,321,729	-	2,288,403
Withholding taxes payable	-	-	151,625	151,625
	$ 2,378,332	**$ 1,321,729**	**$ 151,625**	**$ 3,851,686**

6. EXPLORATION AND EVALUATION ASSETS

As of January 31, 2026 and 2025, the Company's interest in exploration and evaluation assets consisted of three copper-gold projects on two properties in Chile, namely the Farellón and Perth Projects, comprising the Carrizal Property, and the Mateo Project comprising the Mateo Property. During the second part of Fiscal 2025, the Company acquired four separate packages of mineral claims and mineral claim applications in Ville Marie, Quebec, and 149 mineral claims located in the Larder Lake Mining District of Ontario. The Company capitalizes acquisition costs incurred on its exploration and evaluation assets; the costs associated with exploration and drilling programs, as well as property tax payments, are expensed as period costs in the period they are incurred. The following tables present acquisition costs associated with each property as of January 31, 2026 and 2025:

Exploration and evaluation assets as of January 31, 2026

	January 31, 2025	Acquisition costs	Effect of foreign currency translation	January 31, 2026
Farellón Project				
Farellón	$ 400,101	$ -	$ 31,486	$ 431,587
Quina	154,214	-	12,136	166,350
Exeter	156,630	-	12,326	168,956
Farellón Project, sub-total	**710,945**	**-**	**55,948**	**766,893**
Point Piche Project[(1)]	93,000	5,000	-	98,000
Larder Lake Project	165,500	-	-	165,500
Total costs	**$ 969,445**	**$ 5,000**	**$ 55,948**	**$ 1,030,393**

(1) During the period ending July 31, 2025, the Company was notified that the likelihood of approval by the Quebec Ministry of Natural Resources and Forests of the eight claims from the original 19 claims comprising the Point Piche Project was highly unlikely. During the quarter ended January 31, 2026, the claims were approved; however, the Company assessed the benefits of acquiring these claims and ultimately determined not to proceed with the acquisition of the remaining claims.

Exploration and evaluation assets as of January 31, 2025

	January 31, 2024	Acquisition costs	Effect of foreign currency translation	January 31, 2025
Farellón Project				
Farellón	$ 394,421	$ -	$ 5,680	$ 400,101
Quina	152,025	-	2,189	154,214
Exeter	154,406	-	2,224	156,630
Farellón Project, sub-total	**700,852**	**-**	**10,093**	**710,945**
Point Piche Project	-	93,000	-	93,000
Larder Lake Project	-	165,500	-	165,500
Total costs	**$ 700,852**	**$ 258,500**	**$ 10,093**	**$ 969,445**

During the years ended January 31, 2026 and 2025, the Company incurred the following costs associated with the exploration activities on its mineral properties:

Exploration costs for the year ended January 31, 2026

	Farellón Project	Perth Project	Mateo Project	Point Piche Project	Larder Lake Project	Total Costs
Property taxes paid	$ 34,148	$ 68,290[(1)]	$ 7,657	$ -	$ -	$ 110,095
Assay costs	7,427	-	-	1,456	-	8,883
Geological fees	-	-	-	288,820	-	288,820
Camp costs	13	-	-	21,289	-	21,302
Total exploration costs	**$ 41,588**	**$ 68,290**	**$ 7,657**	**$ 311,565**	**$ -**	**$ 429,100**

(1) The Company chose not to pay property taxes on two claims included in the Perth Project, as they hold the least potential. The Company continues to hold title to these claims; however, there is a likelihood that the Company may lose access to them should the Government of Chile include them in the next mineral claims auction. These claims had already been impaired in prior years.

In addition to the costs listed in the table above, during the year ended January 31, 2026, the Company incurred an additional $5,195 in claim maintenance fees on its mineral exploration properties in Chile and an additional $60,000 in general geological fees related to its mineral exploration properties in Canada. These fees are included in the mineral exploration costs in the consolidated statements of loss and comprehensive loss.

Exploration costs for the year ended January 31, 2025

	Farellón Project	Perth Project	Mateo Project	Point Piche Project	Larder Lake Project	Total Costs
Property taxes paid	$ 9,185	$ 21,295	$ 1,800	$ -	$ -	$ 32,280
Camp costs (including meals and travel)	2,855	-	-	-	-	2,855
Total exploration costs	**$ 12,040**	**$ 21,295**	**$ 1,800**	**$ -**	**$ -**	**$ 35,135**

In addition to the costs listed in the table above, during the year ended January 31, 2025, the Company incurred an additional $5,709 in claim maintenance fees on its mineral exploration properties in Chile and an additional $25,000 in general geological fees related to its mineral exploration properties in Canada. These fees are included in the mineral exploration costs in the consolidated statements of loss and comprehensive loss.

7. EQUIPMENT

Changes in equipment cost, depreciation and net book value of the equipment at January 31, 2026 and 2025 are as follows:

Cost		**Equipment**
Balance at January 31, 2024	$	95,409
Disposition of equipment		(13,177)
Effect of foreign currency translation		1,184
Balance at January 31, 2025		83,416
Effect of foreign currency translation		6,563
Balance at January 31, 2026	**$**	**89,979**
Accumulated depreciation		
Balance at January 31, 2024	$	56,474
Additions		10,451
Disposition of equipment		(12,914)
Effect of foreign currency translation		711
Balance at January 31, 2025		54,722
Additions		7,794
Effect of foreign currency translation		4,804
Balance at January 31, 2026	**$**	**67,320**
Net carrying amounts		
Balance, January 31, 2025	$	28,694
Balance, January 31, 2026	**$**	**22,659**

8. PREPAIDS AND OTHER RECEIVABLES

Prepaids and other receivables consisted of the following as at January 31, 2026 and 2025:

		January 31, 2026		**January 31, 2025**
GST receivable	$	52,133	$	4,313
Prepaid expenses for general and administrative fees		70,857		87,209
Total prepaids and other receivables	**$**	**122,990**	**$**	**91,522**

9. WITHHOLDING TAXES PAYABLE

As at January 31, 2026 and 2025, the Company had $151,625 and $140,564 in Chilean withholding taxes payable, respectively.

10. SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares without par value (the “Shares”).

Common shares issued during the year ended January 31, 2026

On January 19, 2026, the Company closed the first tranche of a private placement financing (the "January Offering"), issuing 9,125,000 units of the Company at a price of $0.06 per unit for gross proceeds of $547,500. Each unit was comprised of one Share and one Share purchase warrant, with each warrant exercisable to acquire one additional Share at $0.09 for the first 12 months from the date of issuance, $0.12 for the 12–24-month period from issuance, and $0.15 for the 24–36-month period from issuance.

In connection with the closing of the first tranche of the January Offering, the Company incurred $13,759 in share issuance costs, of which $1,960 was associated with a cash finder’s fee, $10,562 was associated with legal fees, and

$1,237 was attributed to 21,000 finder's warrants. Each finder's warrant is exercisable to acquire one Share at an exercise price of $ 0.06 per Share until January 19, 2028. The Company used the Black-Scholes Option Pricing Model to determine the value of the finder's warrants. The following assumptions were used:

Expected life of the finder's warrants	2 years
Risk-free interest rate	2.54%
Expected dividend yield	Nil
Expected share price volatility	331%
Fair value at the date of transaction	$0.06

The President and CEO of the Company, along with her mother, each purchased 2,500,000 units for a total consideration of $300,000. Of this total, $100,000 was attributable to the conversion of two promissory notes, each valued at $50,000, with interest accruing at 8% per annum, compounded monthly. As part of the conversion, the interest accrued on these notes, amounting to $2,770, was forgiven.

As of January 31, 2026, the Company recorded an obligation to issue shares totalling $20,000, representing subscriptions for 333,334 units, which were issued subsequently to January 31, 2026, upon completion of the second and final tranche of the private placement (Note 17).

Common shares issued during the year ended January 31, 2025

On June 19, 2024, the Company closed the first tranche of a private placement financing (the "June Offering"), issuing 1,200,000 Shares for gross proceeds of $60,000.

In addition, the Company issued a total of 12,581,865 Shares on conversion of $629,093 that the Company owed to its related parties. Of this amount, $450,000 owed under the notes payable to related parties were reassigned to new directors and officers of the Company, who joined the management team on May 10, 2024, $50,000 was owed to Da Costa Management Corp, an entity owned by the Company's CFO, for prior consulting services, and $129,093 was owed to Fladgate Exploration Consulting Corporation, an entity controlled by Mr. Thompson, the Company's director and VP of Exploration, and Ms. Jeffs, the Company's director and CEO, under an 8% note payable due on demand. Fladgate forgave $77,362 in interest accumulated on the principal due under the note, which was recorded as a contribution in equity reserves (Note 12).

On July 18, 2024, the Company closed the second and final tranche of the June Offering, issuing 550,000 Shares for gross proceeds of $27,500.

On July 18, 2024, the Company issued 150,000 Shares on conversion of $7,500 that the Company owed to one of its vendors.

On November 13, 2024, the Company issued 1,100,000 Shares pursuant to the definitive agreement (the "Agreement") with a vendor to acquire a 100% interest in three separate packages of mineral claims and mineral claim applications in Ville Marie, Quebec (the "Point Piche Project"). The shares were valued at $88,000 (Note 6).

On November 22, 2024, the Company closed the first tranche of a private placement (the "November Offering"), issuing 3,000,000 flow-through units (the "FT Units") for gross proceeds of $300,000, with $45,000 allocated to warrant reserve, based on the residual value, and $60,000 recorded as flow-through share liability. Each FT Unit consisted of one flow-through Share (an "FT Share") and one-half of one non-transferable Share purchase warrant (each whole Share purchase warrant, a "Warrant"). In addition, the Company issued an aggregate of 915,000 non-flow-through units (the "NFT Units") for gross proceeds of $73,200, of which $13,725 was allocated to warrant reserve based on the residual value. Each NFT Unit consisted of one Share and one-half of one non-transferable Share purchase warrant (each whole share purchase warrant, a "Warrant"). Each whole Warrant is exercisable to acquire one Share at an exercise price of $0.12 per Share until May 22, 2026.

In connection with the November Offering, the Company incurred $54,166 in share issuance costs, of which $30,000 was associated with a cash finder's fee, $5,350 was associated with regulatory fees, and $18,816 was attributed to 300,000 finder's warrants. Each finder's warrant is exercisable to acquire one Share at an exercise price of $ 0.12 per

Share until May 22, 2026. The Company used the Black-Scholes Option Pricing Model to determine the value of the finder's warrants. The following assumptions were used:

Expected life of the finder's warrants	1.5 years
Risk-free interest rate	3.37%
Expected dividend yield	Nil
Expected share price volatility	362%
Fair value at the date of transaction	$0.065

On December 12, 2024, the Company issued 2,250,000 Shares pursuant to a mineral claims acquisition agreement dated December 2, 2024, to acquire a 100% interest in 149 mineral claims located in the Larder Lake Mining District of Ontario (the "Larder Lake Project"). The shares were valued at $157,500 (Note 6).

Warrants

The changes in the number of warrants outstanding during the years ended January 31, 2026 and 2025, are as follows:

	Year ended January 31, 2026		Year ended January 31, 2025	
	Number of warrants	Weighted average exercise price	Number of warrants	Weighted average exercise price
Warrants outstanding, beginning	2,257,500	$ 0.12	2,453,473	$ 1.17
Warrants issued	9,146,000	$ 0.09	2,257,500	$ 0.12
Warrants expired	-	$ n/a	(2,453,473)	$ 1.17
Warrants outstanding, ending	**11,403,500**	**$ 0.10**	**2,257,500**	**$ 0.12**

Details of warrants outstanding as of January 31, 2026, are as follows:

Number of warrants	Exercise price	Expiry date
2,257,500[(1)]	$0.12	May 22, 2026
9,125,000	$0.09[(2)]	January 19, 2029
21,000	$0.06	January 19, 2028
11,403,500	**$0.12**	

(1) Subsequent to January 31, 2026, the Company issued 187,500 shares on exercise of finder's warrants for total proceeds of $22,500. The remaining 2,070,000 warrants expired unexercised.
(2) The warrants are exercisable at $0.09 until January 19, 2027, at $0.12 until January 19, 2028, and at $0.15 until January 19, 2028.

As at January 31, 2026, the weighted average life of warrants was 2.44 years.

Options

The Company adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may, from time to time, at their discretion and in accordance with the CSE requirements, grant stock options to directors, officers and technical consultants for up to 10% of the issued and outstanding common shares of the Company. Such options are exercisable for a period of up to ten years from the date of grant. Exercise price and vesting terms are determined at the time of grant by the Board of Directors.

The changes in the number of options outstanding during the years ended January 31, 2026 and 2025, are as follows:

	Year ended January 31, 2026		Year ended January 31, 2025	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
Options outstanding, beginning	1,640,000	$ 0.29	556,667	$ 0.75
Options granted	-	n/a	1,200,000	$ 0.12
Options expired	-	n/a	(116,667)	$ 0.75
Options outstanding, ending	**1,640,000**	**$ 0.29**	**1,640,000**	**$ 0.29**

Details of options outstanding as at January 31, 2026, are as follows:

Number of options exercisable	Grant date	Exercise price and expiry date
440,000	November 24, 2021	$0.75 expiring on November 24, 2026
1,200,000	October 2, 2024	$0.12 expiring on October 2, 2026
1,640,000		

As at January 31, 2026, the granted and exercisable options had a weighted average life of 0.71 years.

11. FORGIVENESS OF DEBT

During the year ended January 31, 2026, the Company's vendors forgave a total of $21,767 in previously unpaid fees. In addition, the President and CEO of the Company, along with her mother, forgave a total of $2,770 in interest accrued on two promissory notes, each valued at $50,000, on conversion of these notes payable to Shares (Notes 10 and 12).

During the year ended January 31, 2025, the Company recorded $14,916 as forgiveness of debt associated with the write-off of a provision which exceeded the statute of limitations. In addition, a former director forgave $10,000 in previously unpaid consulting fees (Note 12).

12. RELATED-PARTY TRANSACTIONS

Related parties include the directors, officers, key management personnel, close family members and entities controlled by these individuals. Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company as a whole.

During the years ended January 31, 2026 and 2025, the Company incurred the following expenses with related parties:

	Years ended January 31,	
	2026	2025
Consulting fees to a company owned by an officer and a former director	$ 60,000	$ 60,000
Consulting fees to a company controlled by officers and directors	-	10,000
Mineral exploration fees to a company controlled by officers and directors	371,565	25,000
Legal fees paid to a company controlled by a director	23,027	24,076
Consulting fees to a company controlled by a director	-	1,000
Consulting fees to an officer and director	-	20,000
Consulting fees to a former director	-	10,000
Share-based compensation	-	38,645
Total transactions with related parties	**$ 454,592**	**$ 188,721**

Amounts due to Related Parties

The following amounts were due to related parties as at January 31, 2026 and 2025:

	January 31, 2026	January 31, 2025
Due to a company owned by an officer and a former director [(a)]	$ 231,387	$ 171,387
Due to a company controlled by officers and directors [(a)]	523,874	171,806
Due to a company controlled by officers and directors [(a)]	310,923	243,123
Due to an officer and director [(a)]	45,668	20,047
Due to a company controlled by a director [(a)]	11,316	16,714
Due to the Chief Executive Officer ("CEO") and director [(a), (b)]	3,128	3,341
Due to a major shareholder [(a), (b)]	1,817	2,162
Due to the Chief Financial Officer ("CFO") [(a), (b)]	1,356	1,448
Due to a company controlled by a director [(a)]	1,130	1,130
Total due to related parties	**$ 1,130,599**	**$ 631,158**

(a) Amounts are unsecured, due on demand and bear no interest.

(b) On July 29, 2020, Polymet entered into mining royalty agreements (the "NSR Agreements") with the Company's CEO, CFO, and the major shareholder (the "Purchasers") to sell net smelter returns (the "NSR") on its mineral concessions. NSR range from 0.3% to 1.25%, depending on the particular concession and the Purchaser. The Company's CEO agreed to acquire the NSR for $2,034 (US$1,500), the CFO agreed to acquire the NSR for $1,356 (US$1,000), and the major shareholder agreed to acquire the NSR for $3,390 (US$2,500).

The NSR will be paid quarterly once commercial exploitation begins and will be paid on gold, silver, copper and cobalt sales. If, within two years, the Company does not commence commercial exploitation of the mineral properties, an annual payment of $10,000 per purchaser will be paid.

Pursuant to Chilean law, the NSR agreements will come in force only when registered against the land title in Chile. The registration of the NSR Agreements has been deferred, therefore the payments made by the CEO, CFO, and the major shareholder have been recorded as advances on the books of the Company and will be applied towards the NSR Agreements, once they are fully legalized.

Notes Payable to Related Parties

Debt Restructuring

On May 9, 2024, The Company restructured a portion of its debt with related parties (the "Creditors") in the amount of $1,911,451, whereby the Creditors agreed to forgive a total of $145,848 in interest accrued on demand notes payable up to January 31, 2024 (which was recorded as part of the equity reserves), and to restructure repayment of remaining balance of $1,765,603 plus interest accrued on the Debt up to May 9, 2024, totaling $51,651 over a five-year period (the "Restructured Loan Agreements"). Under the Restructured Loan Agreements, the remaining balance and accrued interest, totalling $1,817,255 (the "Debt"), continues to accrue interest at an annual interest rate of 8%, and must be repaid in a series of semi-annual installment payments, commencing six months from the date of the Debt restructuring, on November 9, 2024, over a period of five years.

On January 13, 2025, the Company and the Creditors amended the Restructured Loan Agreements to extend and combine the first two payments to July 15, 2025. All other terms of the Restructured Loan Agreements remained the same.

On July 15, 2025, the Company and the Creditors further amended the Restructured Loan Agreements to extend and combine the July 15, 2025, payment, as amended, with the two following payments to July 31, 2026, and to stagger all other payments at six-month intervals starting from July 31, 2026. All other terms of the Restructured Loan Agreements remained the same.

In measuring the fair value of the Restructured Loan Agreements in alignment with IFRS 9, *Financial Instruments*, at May 9, 2024, the Company recognized an equity component of $239,337 against the balance of the Debt relating to

the below-market interest rate. The July 15, 2025, amendment resulted in a further increase to the equity component of $57,038. The value of the equity component and its further adjustment were determined by discounting the total expected future obligations under the Restructured Loan Agreements at a market interest rate of 13%.

During the year ending January 31, 2026, the Company recorded accretion on the Debt of $67,365 (2025 – $38,220), as well as $159,910 in interest on the Debt (2025 - $109,064).

A reconciliation of the Debt balance outstanding at January 31, 2026 and 2025, is as follows:

Initial Debt at May 9, 2024	$	1,765,604
Interest accrued up to May 9, 2024		51,651
Equity portion of loans payable		(239,337)
Interest		109,064
Accretion		38,220
Total Debt balance at January 31, 2025		**1,725,202**
Equity portion of loans payable as a result of amendment		(57,038)
Interest		159,909
Accretion		67,365
Total Debt balance at January 31, 2026	**$**	**1,895,438**

The components of the Debt reported under current and non-current liabilities are detailed as follows:

		January 31, 2026		January 31, 2025
Current Debt balance	$	573,709	$	195,290
Non-current Debt balance		1,321,729		1,529,912
Total Debt balance	**$**	**1,895,438**	**$**	**1,725,202**

Other Related Party Notes Payable due on Demand

The following amounts were due under the notes payable on demand:

		January 31, 2026		January 31, 2025
Notes payable to the CEO and director [(a)]	$	47,382	$	43,743
Line of credit with the CEO and director [(b)]		155,075		134,591
Note payable to a company controlled by officers and directors [(a)]		138,854		136,326
Line of credit with a company controlled by officers and directors [(c)]		51,654		-
Total notes payable to related parties	**$**	**392,965**	**$**	**314,660**

(a) These notes payable are unsecured, due on demand and accumulate interest at a rate of 8% per annum.

(b) On November 20, 2024, the Company entered into an unsecured line of credit agreement with the Company's CEO and Director for up to $200,000. The outstanding balance, if any, on the revolving loan is due and payable on demand and bears interest at an annual rate of 8%, compounded monthly. As at January 31, 2026, the Company had $141,116 drawn on the facility (2025 - $132,496) with $13,959 in interest accrued thereon (2025 - $2,095).

(c) On February 1, 2025, the Company entered into an unsecured line of credit agreement with a company controlled by the Company's CEO and director and the Company's VP of Exploration and director, for up to US$100,000. The outstanding balance, if any, on the revolving line of credit is due and payable on demand and bears interest at an annual rate of 8%, compounded monthly. As at January 31, 2026, the Company had $49,040 (US$36,160) drawn on the facility with $2,614 (US$1,928) in interest accrued thereon.

Interest Expense

A reconciliation of the interest expense accrued on the outstanding notes payable for the years ended January 31, 2026 and 2025, is as follows:

	January 31, 2026	January 31, 2025
Interest accrued on Notes payable due on demand	$ 31,617	$ 17,241
Interest accrued on Debt prior to restructuring on May 9, 2024	-	51,651
Interest accrued on Debt subsequent to restructuring on May 9, 2024	159,909	109,064
Total notes payable to related parties	**$ 191,526**	**$ 177,956**

13. FLOW-THROUGH LIABILITY

	January 31, 2026	January 31, 2025
Balance, beginning	$ 60,000	$ -
Share premium liability on flow-through shares	(60,000)	60,000
Balance, ending	**$ -**	**$ 60,000**

On November 22, 2024, the Company issued 3,000,000 FT Units for gross proceeds of $300,000 (Note 10). The premium received on the FT Units issued was determined to be $60,000 and was recorded as a share capital reduction. An equivalent flow-through share premium liability was recorded and was being reduced as and when the qualified exploration expenditures occur.

The Company renounced the full amount of $300,000 with an effective date for tax purposes of December 31, 2024, under the look-back rule. During the year ended January 31, 2026, the Company recorded $60,000 (2025 - $Nil) in income from the recovery of flow-through share premium liability, as the qualified exploration expenditures were incurred as at December 31, 2025.

The Company was also subject to interest on flow-through proceeds renounced under the look-back rule in respect of prior years (Part XII.6 tax), and penalties, in accordance with regulations in the Income Tax Act (Canada), if it was determined that flow-through proceeds were not properly or timely spent. During the year ended January 31, 2026, the Company accrued $8,750 (2025 –$Nil) in Part XII.6 tax, which has been recorded on the statements of loss and comprehensive loss. At January 31, 2026 and 2025, the balance of the accrued Part XII.6 tax was $8,750 and $Nil, respectively.

14. SEGMENTED INFORMATION

The Company has one operating segment, the exploration of mineral properties, and two geographical segments. All of the Company's equipment is located in Chile, and the exploration and evaluation assets are located in Chile and in Canada as follows:

	Chile		Canada	
	January 31, 2026	January 31, 2025	January 31, 2026	January 31, 2025
Equipment	$ 22,659	$ 28,694	$ -	$ -
Exploration and evaluation assets	766,893	710,945	263,500	258,500
	$ 789,552	**$ 739,639**	**$ 263,500**	**$ 258,500**

15. INCOME TAXES

A reconciliation of income taxes at statutory rate is as follows:

	Year ended January 31, 2026	2025
Net loss before tax	$ (1,040,038)	$ (893,717)
Statutory income tax rate	27%	27%
Expected income tax recovery at statutory income tax rates	(280,810)	(241,000)
Non-deductible expenditures	(17,812)	2,335
Other	261,260	(147,158)
Adjustment to prior year provisions versus statutory tax returns	19,362	38,823
Change in valuation allowance	18,000	347,000
Income tax recovery	**$ -**	**$ -**

The Company's deferred tax assets and liabilities are comprised of the following:

	Year ended January 31, 2026	2025
Deferred tax assets (liabilities):		
Federal loss carryforwards	$ 4,291,000	$ 4,235,000
Mineral properties	41,000	43,000
Share issue costs	13,000	18,000
	4,345,000	4,296,000
Valuation allowance	(4,345,000)	(4,296,000)
Net deferred tax asset	**$ -**	**$ -**

The Company has approximately $3,327,410 in net operating loss carry forwards in Canada that may be offset against future taxable income, which may be used to reduce future taxable income and begin to expire in the year 2042. The Company also has approximately $6,647,995 of Chilean tax losses. The Chilean tax losses can be carried forward indefinitely.

The Company has approximately $7,605,748 in United States net operating loss carry forwards, $4,552,700 of which expire in 2037. The remaining balance of $3,053,048 will never expire but its utilization is limited to 80% of taxable income in any future year.

16. CAPITAL MANAGEMENT

The Company manages its capital, consisting of share and working capital, in a manner consistent with the risk characteristics of the assets it holds. All sources of financing are analyzed by management and approved by the Board of Directors. The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern and to support the exploration and development of its exploration and evaluation assets and to sustain future development of its business. The Company is meeting its objective of managing capital through preparing short-term and long-term cash flow analysis to ensure an adequate amount of liquidity. The Company is not subject to any externally imposed capital restrictions. There were no changes in the Company's approach to capital management during the year.

17. SUBSEQUENT EVENTS

(a) On February 10, 2026, the Company closed the second and last tranche of the January Offering by issuing 7,496,633 units of the Company at a price of $0.06 per unit for gross proceeds of $449,798, for the aggregate gross proceeds of $997,298. Each unit was comprised of one Share and one Share purchase warrant exercisable at a price of $0.09 for the first 12 months from the date of issuance, $0.12 for the 12–24-month period from issuance, and $0.15 for the 24–36-month period from issuance.

In connection with the second tranche, the Company paid $18,480 in cash finder's fees and issued 308,000 finders' warrants. Each finder's warrant entitles the holder to purchase one Share of the Company at a price of $0.06 per Share for a period of two years from the date of issuance.

(b) On February 19, 2026, the Company granted a total of 3,150,000 stock options to directors, officers, employees, and consultants, of which 2,650,000 options vested immediately, and 500,000 options were granted to an investor relations consultant, and vest in equal quarterly tranches over a period of twelve months. All options have an exercise price of $0.15 per share and expire on February 19, 2031.

SCHEDULE B: MANAGEMENT DISCUSSION AND ANALYSIS



MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED
JANUARY 31, 2026

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") of Red Metal Resources Ltd. (the "Company" or "Red Metal"), has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of June 1, 2026, and should be read in conjunction with consolidated financial statements for the years ended January 31, 2026 and 2025, and the related notes contained therein which were prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IASB"). The information contained herein is not a substitute for a detailed investigation or analysis of any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is presently a "Venture Issuer" as defined in National Instrument 51-102. Additional information relevant to the Company's activities can be found on SEDAR+ at www.sedarplus.ca and the Company's website at http://www.redmetalresources.com.

References to "Red Metal", the "Company", "we", "us", "our" or similar terms refer to Red Metal Resources Ltd. and its wholly-owned subsidiary, Minera Polymet SpA, which owns a 100% interest in three copper-gold projects on two properties, namely the Farellón and Perth Projects, both located on the Carrizal Property, and the Mateo Project located on the Mateo Property. All of the Company's Chilean mineral properties are located in the Candelaria iron oxide copper-gold (IOCG) belt of the coastal cordillera, in the Carrizal Alto Mining District, III Region of Atacama, Chile.

During its Fiscal 2025, the Company expanded its mineral property interests through the acquisition of several mineral claims in the provinces of Quebec and Ontario. As of the date of this MD&A, the Company owns 100% interest in three separate mineral claim packages, located in the highly prospective for hydrogen Larder Lake Mining District of Ontario, along the Quebec border near Ville-Marie, Quebec and four separate packages of mineral claims and mineral claim applications located within the Timiskaming Graben formation approximately 15 km north of Ville Marie, Quebec.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the parent Company, unless specifically noted. The functional currency of the Company's Chilean subsidiary is the Chilean peso.

On May 23, 2024, the Company completed a share consolidation (reverse stock split) on the basis of one new share for every three old shares. The share consolidation did not change the proportionate ownership interest of any shareholder or the total equity attributable to the Company's shareholders. All references to share and per share amounts in this MD&A and the condensed interim consolidated financial statements and accompanying notes have been retrospectively adjusted to reflect the share consolidation as if it had occurred at the beginning of the earliest period presented.

On May 13, 2026, the Company announced its intention to terminate the registration of its common shares under Section 12(g) of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act"), and to terminate its reporting obligations under Section 13(a) and Section 15(d) of the Exchange Act pursuant to Rule 12h-6 thereunder. The Company filed Form 15F on May 14, 2026, which immediately suspended the Company's reporting obligations under the Exchange Act. Absent any objections from the SEC, the termination of the reporting obligations will become effective on or about August 12, 2026.

The Company's common shares will continue to be listed on the Canadian Securities Exchange under the symbol RMES, traded on the Frankfurt Stock Exchange under the symbol I660, and quoted on OTC Markets in the United States under the symbol RMESF.

FORWARD-LOOKING STATEMENTS

Except for statements of historical fact relating to the Company, certain statements in this MD&A may constitute forward-looking information, future-oriented financial information, or financial outlooks (collectively, "forward-looking information") within the meaning of Canadian securities laws. Forward-looking information may relate to this MD&A, the Company's future outlook and anticipated events or results and, in some cases, can be identified by terminology such as "may", "could", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "projects", "predict", "potential", "targeted", "possible", "continue" or other similar expressions concerning matters

that are not historical facts and include, but are not limited in any manner to, those with respect to commodity prices, mineral resources, mineral reserves, realization of mineral reserves, existence or realization of mineral resource estimates, the timing and amount of future production, the timing of construction of any proposed mine and process facilities, capital and operating expenditures, the timing of receipt of permits, rights and authorizations, and any and all other timing, development, operational, financial, economic, legal, regulatory and political factors that may influence future events or conditions, as such matters may be applicable.

In particular, this MD&A contains forward-looking statements pertaining to the following:

- expectations regarding revenue, expenses and operations;
- the Company having sufficient working capital and being able to secure additional funding necessary for the continued exploration of the Company's mineral interests;
- expectations regarding the potential mineralization, geological merit and economic feasibility of the Company's projects;
- expectations regarding drill programs and potential impacts thereof;
- expectations regarding any environmental issues that may affect planned or future exploration programs and the potential impact of complying with existing and proposed environmental laws and regulations;
- treatment under applicable governmental regimes for permitting and approvals; and
- key personnel continuing their employment with the Company. See "*Risks and Uncertainties*" section of this MD&A.

Such forward-looking statements are based on a number of material factors and assumptions and include the ultimate determination of mineral reserves, if any, the availability and final receipt of required approvals, licenses and permits, sufficient working capital to develop and operate any proposed mine, access to adequate services and supplies, economic conditions, commodity prices, foreign currency exchange rates, interest rates, access to capital and debt markets and associated costs of funds, availability of a qualified workforce, and the ultimate ability to mine, process and sell mineral products on economically favourable terms.

While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to risks and uncertainties disclosed in this MD&A. Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation to update any forward-looking information to reflect, among other things, new information or future events.

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

COMPANY OVERVIEW

Background

Red Metal Resources Ltd. was incorporated under the *Nevada Business Corporations Act* on January 10, 2005. On February 10, 2021, the Company changed its corporate jurisdiction from the State of Nevada to the Province of British Columbia. Upon the Company's continuation to British Columbia, the Articles of Incorporation and Bylaws of the Company, under the *Nevada Revised Statutes*, were replaced with the Articles of the Company, under the *Business Corporations Act* (British Columbia). The authorized capital of the Company was amended to an unlimited number of common shares without par value.

On November 18, 2021, the Company filed a final non-offering prospectus (the "Prospectus") with the B.C. Securities Commission and became a reporting issuer in the province of British Columbia. The common shares of the Company were approved for listing on the Canadian Securities Exchange (the "CSE") and began trading under the symbol "RMES" as of market open on November 25, 2021, and the Company automatically became a reporting issuer in the province of Ontario. The Company's common shares continue to trade on the OTC Link alternative trading system on the OTC PINK marketplace under the symbol "RMESF" and, as of June 7, 2024, the Company's common shares are also listed on the Frankfurt Stock Exchange under the symbol "I660".

The Company's head office is located at 1130 West Pender Street, Suite 555, Vancouver, British Columbia V6E 4A4. Its registered office address is at 1200-750 W. Pender Street, Vancouver, British Columbia V7C 2T8. The Company's mailing address is 278 Bay Street, Suite 102, Thunder Bay, Ontario P7B 1R8.

On August 21, 2007, the Company formed Minera Polymet Limitada ("Polymet") as a limited liability company under the laws of the Republic of Chile. On September 28, 2015, the Company changed Polymet's incorporation from a Limited Liability Company to a Closed Stock Corporation ("SpA"). As of the date of this MD&A, the Company owns 100% of Polymet, which holds its Chilean mineral property interests.

The Company is engaged in the business of mineral exploration in Chile and Canada with the objective of exploring and, if warranted, developing mineral properties. All of the Company's Chilean mineral concessions are located in the Candelaria iron oxide copper-gold (IOCG) belt of the coastal cordillera, in the Carrizal Alto Mining District, III Region of Atacama, Chile. The Company has three copper-gold projects on two properties, namely the Farellón and Perth Projects, both located on the Carrizal Property, and the Mateo Project located on the Mateo Property.

In Canada, the Company's mineral claims are located in the Larder Lake Mining District of Ontario, along the Quebec border near Ville-Marie, Quebec and in the Timiskaming Graben formation, approximately 15 km north of Ville Marie, Quebec. As of the date of this MD&A, the Company's total portfolio of claim blocks in this highly prospective discovery area consists of seven separate packages, covering 172 mineral claims and totalling over 4,546 hectares to the North, Northeast and Southwest of QIMC's Hydrogen-in-soil sample discovery as well as covering similar geology to the west into Ontario. These claim blocks are contiguous on three sides to Quebec Innovative Materials Corp. and cover possible extensions in multiple directions.

In addition to holding its Chilean and Canadian projects, as an exploration company, the Company periodically stakes, purchases, or options claims to allow sufficient time and access to fully consider the geological potential of the claims.

The Company's flagship project, the Farellón Project, is an early-stage exploration project consisting of eight mining concessions totalling 1,234 hectares.

Consistent with the Company's historical practices, the Company's management continues to monitor its costs by reviewing the Company's mineral claims to determine whether they possess the geological indicators to economically justify the capital to maintain or explore them. As of the date of this MD&A, Polymet has one employee and engages independent consultants on an as-needed basis. Most of the Company's support, including vehicles, office, and equipment, is supplied under short-term contracts. The only long-term commitments the Company has are for royalty payments on four of its mineral concessions: Farellón Alto 1-8, Quina 1-56, Exeter 1-54, and Che. These royalties are payable upon commencement of exploitation. The Company is also required to pay property taxes that are due annually on all Chilean concessions included in its properties.

The cost and timing of all planned exploration programs are subject to the availability of qualified mining personnel, such as consulting geologists, geo-technicians and drillers, and drilling equipment. Although Chile and Canada has a well-trained and qualified mining workforce from which to draw, if the Company is unable to find the personnel and equipment needed at the prices that were budgeted for the programs, the Company might have to revise or postpone its exploration plans.

OVERVIEW OF MINERAL PROPERTIES

As of the date of this MD&A the Company's mineral property interests include three copper-gold projects on two properties, namely the Farellón and Perth Projects both located on the Carrizal Property, and the Mateo Project located on the Mateo Property, which are located in the prolific Candelaria iron oxide copper-gold (IOCG) belt of Chile's coastal Cordillera (see Figure 1 below), and 172 mineral claims totalling over 4,546 hectares located in the Larder Lake Mining District of Ontario, along the Quebec border near Ville-Marie, Quebec and in the Timiskaming Graben formation, approximately 15 km north of Ville Marie, Quebec (see Figure 2 below).

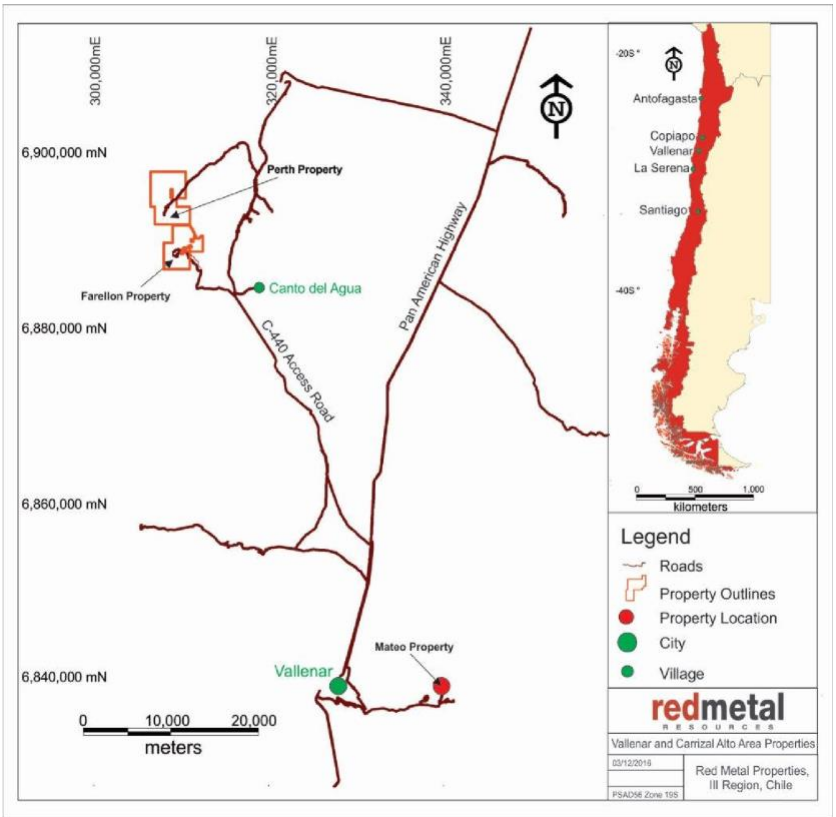


Figure 1 - Location of Mineral Properties in Chile

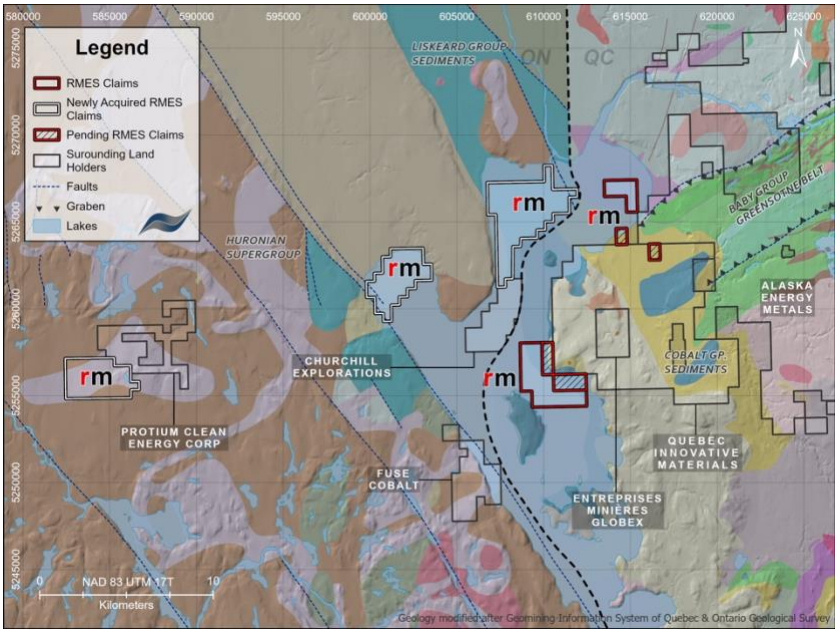


Figure 2 - Location of Mineral Claim blocks in Ontario and Quebec

The Company's Chilean properties are listed in the table below:

Property	Percentage, type of claim	Hectares	
		Gross area	Net area[(a)]
Farellón			
Farellón Alto 1 - 8	100%, mensura	66	
Quina 1 - 56	100%, mensura	251	
Exeter 1 - 54	100%, mensura	235	
Cecil 1 - 49	100%, mensura	228	
Teresita	100%, mensura	1	
Azúcar 6 - 25	100%, mensura	88	
Stamford 61 - 101	100%, mensura	165	
Kahuna 1 - 40	100%, mensura	200	
		1,234	**1,234**
Perth			
Perth 1-36	100%, mensura	109	
Rey Arturo 1-30	100%, mensura	276	
Lancelot 1 1-27	100%, mensura	260	
Galahad IA 1 44	100%, mensura	217	
Camelot 1 53	100%, mensura	227	
Percival 4 1 60[(a)]	100%, mensura	300	
Tristan II A 1 55[(a)]	100%, mensura	261	
Galahad IB 1 3	100%, mensura	10	
Tristan II B 1 4	100%, mensura	7	
Merlin IB 1 10	100%, mensura	38	
Merlin A 1 48	100%, mensura	220	
Lancelot II 1 23	100%, mensura	115	
Galahad IC	100%, mensura	4	
		2,044	**2,044**
Mateo			
Margarita	100%, mensura	56	
Che 1 and Che 2	100%, mensura	76	
Irene and Irene II	100%, mensura	60	
		192	
Overlapped claims[(b)]		(10)	**182**
			3,460

(a) The Company did not pay 2025/26 annual property taxes on these claims as they hold the least potential. The Company continues to hold title to these claims; however, there is a likelihood that the Company may lose access to them should the Government of Chile include them in the next mineral claims auction.

(b) Irene and Irene II overlap each other; the net area of both claims is 50 hectares.

Property acquisition costs are listed in the tables below:

Exploration and evaluation assets at January 31, 2026

	January 31, 2025	Acquisition costs	Effect of foreign currency translation	January 31, 2026
Farellón Project				
Farellón	$ 400,101	$ -	$ 31,486	$ 431,587
Quina	154,214	-	12,136	166,350
Exeter	156,630	-	12,326	168,956
Farellón Project, sub-total	**710,945**	**-**	**55,948**	**766,893**
Point Piche Project[(a)]	93,000	5,000	-	98,000
Larder Lake Project	165,500	-	-	165,500
Total costs	**$ 969,445**	**$ 5,000**	**$ 55,948**	**$ 1,030,393**

(a) During the period ending July 31, 2025, the Company was notified that the likelihood of approval by the Quebec Ministry of Natural Resources and Forests of the eight claims from the original 19 claims comprising the Point Piche Project was highly unlikely. During the quarter ended January 31, 2026, the claims were approved; however, the Company assessed the benefits of acquiring these claims and ultimately determined not to proceed with the acquisition of the remaining claims.

Exploration and evaluation assets at January 31, 2025

	January 31, 2024	Acquisition costs	Effect of foreign currency translation	January 31, 2025
Farellón Project				
Farellón	$ 394,421	$ -	$ 5,680	$ 400,101
Quina	152,025	-	2,189	154,214
Exeter	154,406	-	2,224	156,630
Farellón Project, sub-total	**700,852**	**-**	**10,093**	**710,945**
Point Piche Project	-	93,000	-	93,000
Larder Lake Project	-	165,500	-	165,500
Total costs	**$ 700,852**	**$ 258,500**	**$ 10,093**	**$ 969,445**

During the years ended January 31, 2026 and 2025, the Company incurred the following costs associated with the exploration activities on its mineral properties:

Exploration costs for the year ended January 31, 2026

	Farellón Project	Perth Project	Mateo Project	Point Piche Project	Larder Lake Project	Total Costs
Property taxes paid	$ 34,148	$ 68,290[(1)]	$ 7,657	$ -	$ -	$ 110,095
Assay costs	7,427	-	-	1,456	-	8,883
Geological fees	-	-	-	288,820	-	288,820
Camp costs	13	-	-	21,289	-	21,302
Total exploration costs	**$ 41,588**	**$ 68,290**	**$ 7,657**	**$ 311,565**	**$ -**	**$ 429,100**

(1) The Company chose not to pay property taxes on two claims included in the Perth Project, as they hold the least potential. The Company continues to hold title to these claims; however, there is a likelihood that the Company may lose access to them should the Government of Chile include them in the next mineral claims auction.

In addition to the costs listed in the table above, during the year ended January 31, 2026, the Company incurred an additional $5,195 in claim maintenance fees on its mineral exploration properties in Chile and an additional $60,000 in general geological fees related to its mineral exploration properties in Canada. These fees are included in the mineral exploration costs in the consolidated statements of loss and comprehensive loss.

Exploration costs for the year ended January 31, 2025

	Farellón Project	Perth Project	Mateo Project	Point Piche Project	Larder Lake Project	Total Costs
Property taxes paid	$ 9,185	$ 21,295	$ 1,800	$ -	$ -	$ 32,280
Camp costs	2,855	-	-	-	-	2,855
Total exploration costs	$ 12,040	$ 21,295	$ 1,800	$ -	$ -	$ 35,135

In addition to the costs listed in the table above, during the year ended January 31, 2025, the Company incurred an additional $5,709 in claim maintenance fees on its mineral exploration properties in Chile and an additional $25,000 in general geological fees related to its mineral exploration properties in Canada. These fees are included in the mineral exploration costs in the consolidated statements of loss and comprehensive loss.

Recent Exploration Programs

Farellón Project

In February of 2025 the Company commenced an extensive sampling and mapping work program on its Farellón Project. The program was designed to follow up on and extend previously identified veins that comprise approximately 15 km of veining extending along strike from the historic Carrizal Alto mine, aiding in refining future drill targets.

The 2025 mapping and sampling program highlighted the higher-grade gold potential of the southwestern extension of the veins, which has never been drill-tested and has had only limited sampling. Sampling of the Armonia vein as it extends from the historic Carrizal Alto mine onto Red Metal's Carrizal Property continues to highlight the 2.5 kilometeres of veining that has not been drill-tested.

Highlights of the sample program included:

- 71 samples collected, all samples returned higher than 1% Cu, 41 returned greater than 4% Cu, and 22 returned greater than 1g/t Au
- Significant samples returned 17.3% Cu with 5.0 g/t Au, 7.1% Cu with 8.4g/t Au, and 6.8% Cu with 7.0 g/t Au in the South Theresa Zone;
- Clear definition of veins in the South Theresa zone, which showed higher gold to copper ratios than the main Farellón structure.

In February of 2026, the Company carried out a Light Detection and Ranging ("LiDAR") survey over the Farellón Property Project. The LiDAR survey confirmed previously identified geological structures representing proven mineralized veins, with their limits extending in both directions. The detailed analysis of LiDAR data revealed several new zones containing parallel structures near well-documented and previously sampled veins on the Farellón Property. Numerous historic excavation pits have also been outlined, indicating the presence of mineralized structures. Previously unknown zones of interest have been identified, sparking further field work to assess possible mineralization potential.

Highlights of the LiDAR survey included:

- 4 areas of dense historic artisanal workings with little to no previous surface sampling;
- 30 veins outlined, including 13 primary veins located near excavation pits having confirmed mineralization from surface sampling, that have been extended along strike beyond previously identified extents, and 17 secondary structures, including faults and potential veins that can be developed into more advanced targets with field testing;
- 4 new target areas highlighted by a combination of newly identified structures with high potential for ore mineralization, and/or by the density of historic artisanal workings.

In March of 2026, the Company entered into a service agreement with Geophysical Studies Chile to complete an Induced Polarization (IP) survey over the Farellón Project. The survey commenced in mid-April and is designed to target chargeability associated with sulphides on the Farellón Project at depths up to 500 meters. The total work includes two IP grids targeting two separate areas of veining. A northern target consists of 10 lines, each 2.5 km in

length, for a total of 25 km. A southwestern block consists of 6 lines, each 2 km in length, for a total of 12 km. The full survey, once finalized, is expected to total approximately 37 line km.

The Company expects the total survey cost to be approximately US$130,000, of which a 40% deposit was paid in March 2026.

In May of 2026, Minera Polymet entered into a leasing agreement to lease the mining rights for the Farellón Property to a proven small-scale miner. The lease agreement is for a five-year renewable period, and includes a minimum monthly production requirement of 2,500 tonnes to be maintained after a 7-month development period. Polymet will receive a monthly revenue stream equal to 10% (minus 1.5% existing royalty) on all Cu, Ag, Au ore sales, and 15% (minus 1.5% existing royalty) for cobalt-bearing ores.

Point Piche Project

In the fall of 2025, the Company mobilized crews and collected UAV-supported magnetic survey data over the Point Piche Property. The survey was conducted by Fladgate Exploration Consulting, a company controlled by the CEO and VP of Exploration of Red Metal, using a 15-meter detailed line spacing while flying at very low elevation over the lake to allow for increased resolution of the data collected. The Company intends to use the collection of high-density magnetic data to aid in a structural interpretation of bedrock under the lakebed.

Capital Resources

The Company's ability to acquire and explore its Chilean and Canadian claims is subject to the Company's ability to obtain the necessary funding. The Company's management expects to raise funds through any combination of debt financing and/or sale of its securities. The Company has no committed sources of capital. If management is unable to raise funds as and when needed, the Company may be required to curtail, or even to cease, its operations.

Contingencies and Commitments

The Company had no contingencies at January 31, 2026.

As of January 31, 2026, the Company had the following long-term contractual obligations and commitments, notwithstanding $1,523,564 the Company owed to its related parties that were due on demand, $1,895,438 the Company owed to its related parties under the restructured loan agreements that were due in series of semi-annual payments commencing on July 31, 2026, as amended, with the final payment due on May 9, 2029, and $151,625 in Chilean withholding taxes payable:

Farellón royalty. The Company is committed to paying the vendor a royalty equal to 1.5% on the net sales of minerals extracted from the Farellón Alto 1 - 8 concession up to a total of US$600,000. The royalty is payable monthly and is subject to a monthly minimum of US$1,000 when mining operations are active.

Quina royalty. The Company is committed to paying a royalty equal to 1.5% on the net sales of minerals extracted from the Quina concession. The royalty payments are due semi-annually once commercial production begins and are not subject to minimum payments.

Exeter royalty. The Company is committed to paying a royalty equal to 1.5% on the net sales of minerals extracted from the Exeter concession. The royalty payments are due semi-annually once commercial production begins and are not subject to minimum payments.

Che royalty. The Company is committed to paying a royalty equal to 1% of the net sales of minerals extracted from the concessions to a maximum of US$100,000 to the former owner. The royalty payments are due monthly once exploitation begins and are not subject to minimum payments.

Mineral property taxes. To keep its Chilean mineral concessions in good standing, the Company is required to pay mineral property taxes of approximately CAD$115,000 per annum. This amount could increase in the future if the properties are dormant.

QUALIFIED PERSON

Caitlin Jeffs, P. Geo., director of the Company, is a "qualified person" as defined by NI 43-101 and has reviewed and approved, or has prepared, as applicable, the disclosure of the scientific and technical information contained in this document.

SELECTED ANNUAL INFORMATION

	Year ended January 31, 2026	Year ended January 31, 2025	Year ended January 31, 2024
Comprehensive loss	$ 1,014,936	$ 889,006	$ 708,803
Net loss per share - basic and diluted	$ 0.03	$ 0.03	$ 0.03
Total assets	$ 1,631,207	$ 1,354,439	$ 841,410

RESULTS OF OPERATIONS

During the year ended January 31, 2026, the Company reported a net loss of $1,040,038 as compared to a net loss of $893,717 the Company incurred during the year ended January 31, 2025.

The Company's total operating expenses during the year ended January 31, 2026, were $878,641, an increase of $186,420, as compared to $692,221 for the year ended January 31, 2025. The largest expense item during the current year was attributed to $494,295 the Company incurred in exploration expenses, which increased by $428,451 as compared to $65,844 the Company incurred during the comparative period. The higher exploration expenses during the year ended January 31, 2026, were associated with the payment of annual property taxes for the Company's Chilean mineral claims, which increased due to a new tax policy introduced in Chile, and the UAV-supported magnetic survey over the Company's Point Piche Property.

This increase was offset by the absence of share-based compensation fees, as opposed to $46,376 the Company recorded as share-based compensation for the year ended January 31, 2025, and by reduced general and administrative expenses of $150,755, as compared to $261,395 the Company incurred during the year ended January 31, 2025. The general and administrative expenses included $102,363 the Company incurred in advertising and investor relations fees (January 31, 2025 - $161,038), $27,427 in administrative expenses (January 31, 2025 - $25,813), and $10,301 incurred in office expenses (January 31, 2025 - $16,003). Furthermore, the Company's professional fees decreased by $26,482 to $89,822 for the year ended January 31, 2026, compared to $116,304 incurred during the year ended January 31, 2025, and consulting fees decreased by $60,907 to $62,500, compared to $123,407 incurred during the year ended January 31, 2025.

The Company's overall net loss for the year ended January 31, 2026, was affected by $191,526 in interest accrued on debt incurred with related parties (January 31, 2025 - $177,956), $67,365 in accretion expense on restructured loans, as a result of these loans being issued at a discounted interest rate (January 31, 2025 - $38,220), and was in part offset by a $21,707 gain on foreign exchange fluctuations (January 31, 2025 - $10,236 loss) and $24,537 debt forgiveness from the Company's vendors and related parties (January 31, 2025- $24,916). In addition, the Company recognized $60,000 in other income resulting from the recovery of the flow-through share premium liability associated with qualified exploration expenditures incurred during the year ended January 31, 2026, which was in part offset by $8,750 of Part XII.6 tax the Company accrued as a result of these exploration expenditures being met under a look-back rule available for flow-through financings.

Summary of Quarterly Results

Results for the most recently completed financial quarters are summarized in the table below:

Period ended	Net loss	Loss per share; basic and diluted
January 31, 2026	$ (461,381)	$ (0.00)
October 31, 2025	$ (156,744)	$ (0.00)
July 31, 2025	$ (272,286)	$ (0.01)
April 30, 2025	$ (149,627)	$ (0.01)
January 31, 2025	$ (322,697)	$ (0.01)
October 31, 2024	$ (188,526)	$ (0.01)
July 31, 2024	$ (234,275)	$ (0.01)
April 30, 2024	$ (148,219)	$ (0.01)

During the quarter ended January 31, 2026, the Company recorded a net loss of $461,381. The Company's total operating expenses during the three months ended January 31, 2026, were $460,514, with the largest expense associated with $327,903, the Company incurred in exploration expenses, which were related to the UAV-supported magnetic survey over the Company's Point Piche Property. These costs were followed by $60,455 in professional fees, which included an accrual of year-end audit fees and tax preparation services, $34,378 in general and administrative expenses, which comprised $19,825 incurred in relation to investor outreach activities, $7,000 in administrative fees, and $4,920 in office expenses; $17,500 in consulting fees, and $12,194 in regulatory fees. As a result of increased debt with related parties, the Company's interest on related party notes payable during the fourth quarter of its fiscal 2026 increased to $51,092, with an additional $19,105 recognized as accretion expense on restructured loans, resulting from these loans being issued at a discounted interest rate. In addition, as at January 31, 2026, the Company recognized $60,000 in other income resulting from the recovery of the flow-through share premium liability associated with qualified exploration expenditures incurred during the year ended January 31, 2026, which was in part offset by $8,750 of Part XII.6 tax the Company accrued as a result of these exploration expenditures being met under a look-back rule available for flow-through financings.

During the quarter ended October 31, 2025, the Company recorded a net loss of $156,744. The Company's total operating expenses during the three months ended October 31, 2025, were $92,471, with the largest expense associated with $32,008, the Company incurred in general and administrative expenses, which included $21,640 incurred in relation to investor outreach activities, $7,002 in administrative fees, and $1,512 in office expenses. These costs were followed by $16,557 in exploration expenses, $15,000 in consulting fees, $15,893 in regulatory fees, and $4,736 in professional fees. As a result of increased debt with related parties, the Company's interest on related party notes payable during the third quarter of its fiscal 2026 increased to $49,139. The Company recorded $17,988 in accretion expense on restructured loans, resulting from these loans being issued at a discounted interest rate. Foreign exchange fluctuations resulted in a $2,854 gain.

During the quarter ended July 31, 2025, the Company recorded a net loss of $272,286. The Company's total operating expenses during the three months ended July 31, 2025, were $203,649, with the largest expense associated with $126,272, the Company incurred in exploration expenses, which were related to the payment of 2025/26 annual property taxes, in accordance with the new legislative requirement imposed by the Chilean Government. This increase was followed by $32,742, the Company incurred in general and administrative expenses, which included $22,169 incurred in relation to investor outreach activities, $6,619 in administrative fees, and $1,213 in office expenses. These costs were followed by $8,995 in professional fees, $15,000 in consulting fees, and $12,729 in regulatory fees. As a result of increased debt with related parties, the Company's interest on related party notes payable during the second quarter of its fiscal 2026 increased to $47,120. The Company recorded $15,940 in accretion expense on restructured loans, as a result of these loans being issued at a discounted interest rate, and a $5,577 loss on foreign exchange fluctuations.

During the quarter ended April 30, 2025, the Company recorded a net loss of $149,627. The Company's total operating expenses during the three months ended April 30, 2025, were $122,007, with the largest expense associated with $51,627 the Company incurred in general and administrative expenses, which included $38,729 incurred in relation

to the investor outreach activities, $598 for travel expenses, $6,806 in administrative fees, and $2,656 in office expenses. These increases were followed by $23,563 in mineral exploration costs, mostly related to the sampling and mapping program on the Farellon Property, $15,636 in professional fees, and $15,000 in consulting fees. As a result of debt restructuring and partial forgiveness of interest accrued on the notes payable, which was finalized on May 9, 2024, the Company's interest on related party notes payable during the first quarter of its fiscal 2026 decreased to $44,175. The Company recorded $14,332 in accretion expense on restructured loans, as a result of these loans being issued at a discounted interest rate. These costs were in part offset by a $21,767 forgiveness of debt on the settlement of outstanding vendor payables, and $9,120 gain on foreign exchange fluctuations.

During the quarter ended January 31, 2025, the Company recorded a net loss of $322,697. The Company's total operating expenses during the three months ended January 31, 2025, were $242,452 with the largest expense associated with $119,235 the Company incurred in general and administrative expenses, which included $97,742 incurred in relation to the investor outreach activities, $8,013 for travel expenses, $6,377 in administrative fees, and $5,462 in office expense. These increases were followed by $57,426 the Copany incurred in professional fees, $30,000 in consulting fees, and $16,256 in mineral exploration costs related to the acquisition of new mineral claims in Quebec and Ontario, which the Company refers to as the Point Piche and Larder Lake Projects, respectively. As a result of debt restructuring and partial forgiveness of interest accrued on the notes payable, which was finalized on May 9, 2024, the Company's interest on current debt during the fourth quarter of its fiscal 2025 decreased to $43,994. The Company recorded $38,220 in accretion expense on restructured loans, as a result of these loans being issued at a discounted interest rate.

During the quarter ended October 31, 2024, the Company recorded a net loss of $188,526. The Company's total operating expenses during the three months ended October 31, 2024, were $147,628, with the largest expense associated with 46,376 in share-based compensation recognized on the grant of options to acquire up to 1,200,000 common shares at $0.12 per share, which expire on October 2, 2026. This increase was followed by $44,609 in general and administrative expenses, which included $25,320 incurred in relation to investor outreach activities, $6,502 for travel expenses, and $6,775 in administrative fees. The Company spent a further $28,000 on consulting fees associated with the management changes in May of 2024, and $11,279 on mineral exploration costs related to the acquisition of the Point Piche Project. As a result of debt restructuring and partial forgiveness of interest accrued on the notes payable, which was finalized on May 9, 2024, the Company's interest on current debt during the third quarter of its fiscal 2025 decreased to $40,631.

During the quarter ended July 31, 2024, the Company recorded a net loss of $234,275. The Company's total operating expenses during the three months ended July 31, 2024, were $205,827, with the largest expense associated with $50,407, the Company incurred in consulting fees associated with the management changes in May of 2024. This increase was followed by $39,719 in professional fees associated with the engagement of a new legal counsel to assist the Company with management changes, debt restructuring, and financing. During the same period, the Company spent $37,976 and $32,945 on investor relations activities and travel expenses, respectively, and further $20,230 was spent on regulatory and compliance expenses associated with the financing and debt restructuring transactions that took place during the second quarter of the Company's fiscal 2025. As a result of debt restructuring and partial forgiveness of interest accrued on the notes payable, which was finalized on May 9, 2024, the Company's interest on current debt during the second quarter of its fiscal 2025 decreased to $42,095. These increased expenses were in part offset by a $14,916 write-off of old vendor payables that have exceeded the statute of limitations. Overall, the second quarter of the fiscal year 2025 saw a continued increase in net loss, as compared to the two prior quarters, which resulted from increased business activity following the change in management.

During the quarter ended April 30, 2024, the Company recorded a net loss of $148,219. The Company's total operating expenses during the three months ended April 30, 2024, were $96,314 with the largest expense associated with $36,358 the Company incurred in exploration expenses, which were associated with the payment of 2024/25 year property taxes, followed by $16,619 in professional fees associated with engagement of a new legal council to assist the Company with management changes, debt restructuring, and financing, and $15,000 the Company incurred in consulting fees. The Company's salaries, wages and benefits decreased to $5,385 as a result of the reorganization of the Company's operations, as the Company moved one of its employees from the salaried position to an administrative position as a self-employed consultant, which consequently resulted in $6,222 the Company recognizing in administrative costs included in general and administrative expenses. The Company's interest on current debt during the first quarter of fiscal 2025 increased to $51,236, and fluctuation in foreign exchange rates resulted in an additional

loss of $669. Overall, the first quarter of the fiscal year 2025 saw a slight increase in net loss, as compared to the prior quarter ended January 31, 2024, due to payment of mineral property taxes resulting from changes in regulatory requirements in Chile.

Liquidity and Capital Resources

As of January 31, 2026, the Company had a cash balance of $455,165, a working capital deficit of $1,800,177 and cash used in operations totalled $419,116 for the year then ended.

During the year ended January 31, 2026, the Company supported its operations mainly through related party debt and with cash generated from private placement financing. During the year ended January 31, 2026, the Company borrowed a total of $50,631 under lines of credit with a company controlled by the Company's CEO, Caitlin Jeffs, and the Company's VP of exploration, Mr. Thompson, and $50,000 in exchange for a note payable due on demand. An additional $8,620 was borrowed under a line of credit with the Company's CEO, Caitlin Jeffs and $50,000 was borrowed from Mrs. Susan Jeffs, the mother of Caitlin Jeffs. The principal borrowed under the lines of credit and in exchange for the notes payable due on demand accumulates interest at 8% per annum, compounded monthly, is unsecured and payable on demand. In addition to the funds borrowed from the Company's related parties, in January of 2026 the Company closed the first tranche of a non-brokered private placement financing, raising a total of $547,500, and in February 2026, the Company closed the second and final tranche of the private placement, raising a further $449,798, for total gross proceeds of $997,298.

The Company did not generate cash flows from its operating activities to satisfy the cash requirements for the period ended January 31, 2026. The amount of cash that the Company has generated from its operations to date is significantly less than its current and long-term debt obligations, including advances and notes payable to related parties. To service the Company's debt, management relies mainly on attracting cash through debt or equity financing.

Transactions with Related Parties

Related parties include the directors, officers, key management personnel, close family members and entities controlled by these individuals. Key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company as a whole.

During the years ended January 31, 2026 and 2025, the Company incurred the following expenses with related parties:

	Years ended January 31,	
	2026	**2025**
Consulting fees to a company owned by an officer and a former director	$ 60,000	$ 60,000
Consulting fees to a company controlled by officers and directors	-	10,000
Mineral exploration fees to a company controlled by officers and directors	371,565	25,000
Legal fees paid to a company controlled by a director	23,027	24,076
Consulting fees to a company controlled by a director	-	1,000
Consulting fees to an officer and director	-	20,000
Consulting fees to a former director	-	10,000
Share-based compensation	-	38,645
Total transactions with related parties	**$ 454,592**	**$ 188,721**

Amounts due to Related Parties

The following amounts were due to related parties as at:

	January 31, 2026	January 31, 2025
Due to a company owned by an officer and a former director [a], [c]	$ 231,387	$ 171,387
Due to a company controlled by officers and directors [a]	523,874	171,806
Due to a company controlled by officers and directors [a]	310,923	243,123
Due to an officer and director [a]	45,668	20,047
Due to a company controlled by a director [a]	11,316	16,714
Due to the Chief Executive Officer ("CEO") and director [a], [b]	3,128	3,341
Due to a major shareholder [a], [b]	1,817	2,162
Due to the Chief Financial Officer ("CFO") [a], [b]	1,356	1,448
Due to a company controlled by a director [a]	1,130	1,130
Total due to related parties	**$ 1,130,599**	**$ 631,158**

(a) Amounts are unsecured, due on demand and bear no interest.

(b) On July 29, 2020, Polymet entered into mining royalty agreements (the "NSR Agreements") with the Company's CEO, CFO, and the major shareholder (the "Purchasers") to sell net smelter returns (the "NSR") on its mineral concessions. NSR range from 0.3% to 1.25%, depending on the particular concession and the Purchaser. The Company's CEO agreed to acquire the NSR for $2,034 (US$1,500), the CFO agreed to acquire the NSR for $1,356 (US$1,000), and the major shareholder agreed to acquire the NSR for $3,390 (US$2,500).

The NSR will be paid quarterly once commercial exploitation begins and will be paid on gold, silver, copper and cobalt sales. If, within two years, the Company does not commence commercial exploitation of the mineral properties, an annual payment of $10,000 per purchaser will be paid.

Pursuant to Chilean law, the NSR agreements will come in force only when registered against the land title in Chile. The registration of the NSR Agreements has been deferred, therefore the payments made by the CEO, CFO, and the major shareholder have been recorded as advances on the books of the Company and will be applied towards the NSR Agreements, once they are fully legalized.

Notes Payable to Related Parties

Debt Restructuring

On May 9, 2024, The Company restructured a portion of its debt with related parties (the "Creditors") in the amount of $1,911,451, whereby the Creditors agreed to forgive a total of $145,848 in interest accrued on demand notes payable up to January 31, 2024 (which was recorded as part of the equity reserves), and to restructure repayment of remaining balance of $1,765,603 plus interest accrued on the Debt up to May 9, 2024, totaling $51,651 over a five-year period (the "Restructured Loan Agreements"). Under the Restructured Loan Agreements, the remaining balance and accrued interest, totalling $1,817,255 (the "Debt"), continues to accrue interest at an annual interest rate of 8%, and must be repaid in a series of semi-annual installment payments, commencing six months from the date of the Debt restructuring, on November 9, 2024, over a period of five years.

On January 13, 2025, the Company and the Creditors amended the Restructured Loan Agreements to extend and combine the first two payments to July 15, 2025. All other terms of the Restructured Loan Agreements remained the same.

On July 15, 2025, the Company and the Creditors further amended the Restructured Loan Agreements to extend and combine the July 15, 2025, payment, as amended, with the two following payments to July 31, 2026, and to stagger all other payments at six-month intervals starting from July 31, 2026. All other terms of the Restructured Loan Agreements remained the same.

In measuring the fair value of the Restructured Loan Agreements in alignment with IFRS 9, *Financial Instruments*, at May 9, 2024, the Company recognized an equity component of $239,337 against the balance of the Debt relating to the below-market interest rate. The July 15, 2025, amendment resulted in a further increase to the equity component of $57,038. The value of the equity component and its further adjustment were determined by discounting the total expected future obligations under the Restructured Loan Agreements at a market interest rate of 13%.

During the year ending January 31, 2026 and 2025, the Company recorded accretion on the Debt of $67,365 (2025 – $38,220), as well as $159,910 in interest on the Debt (2025 - $109,064).

A reconciliation of the Debt balance outstanding at January 31, 2026 and 2025, is as follows:

Initial Debt at May 9, 2024	$ 1,765,604
Interest accrued up to May 9, 2024	51,651
Equity portion of loans payable	(239,337)
Interest	109,064
Accretion	38,220
Total Debt balance at January 31, 2025	**1,725,202**
Equity portion of loans payable as a result of amendment	(57,038)
Interest	159,909
Accretion	67,365
Total Debt balance at January 31, 2026	**$ 1,895,438**

Other Related Party Notes Payable due on Demand

The following amounts were due under the notes payable on demand:

	January 31, 2026	January 31, 2025
Notes payable to the CEO and director [(a)]	$ 47,382	$ 43,743
Line of credit with the CEO and director [(b)]	155,075	134,591
Note payable to a company controlled by officers and directors [(a)]	138,854	136,326
Line of credit with a company controlled by officers and directors [(c)]	51,654	-
Total notes payable to related parties	**$ 392,965**	**$ 314,660**

(a) These notes payable are unsecured, due on demand and accumulate interest at a rate of 8% per annum.

(b) On November 20, 2024, the Company entered into an unsecured line of credit agreement with the Company's CEO and Director for up to $200,000. The outstanding balance, if any, on the revolving loan is due and payable on demand and bears interest at an annual rate of 8%, compounded monthy. As at January 31, 2026, the Company had $141,116 drawn on the facility (2025 - $132,496) with $13,959 in interest accrued thereon (2025 - $2,095).

(c) On February 1, 2025, the Company entered into an unsecured line of credit agreement with a company controlled by the Company's CEO and director and the Company's VP of Exploration and director, for up to US$100,000. The outstanding balance, if any, on the revolving line of credit is due and payable on demand and bears interest at an annual rate of 8%, compounded monthy. As at January 31, 2026, the Company had $49,040 (US$36,160) drawn on the facility with $2,614 (US$1,928) in interest accrued thereon.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the following securities were outstanding:

Type	Amount	Conditions
Common shares	56,844,859	Issued and outstanding
Warrants	9,125,000	Exercisable into 9,125,000 common shares at a price of $0.09 per share until January 19, 2027, at $0.12 until January 19, 2028, and at $0.15 until January 19, 2029.
Warrants	7,496,633	Exercisable into 7,496,633 common shares at a price of $0.09 per share until February 10, 2027, at $0.12 until February 10, 2028, and at $0.15 until February 10, 2029.
Finder's Warrants	21,000	Exercisable into 21,000 common shares at a price of $0.06 per share expiring on January 19, 2028.
Finder's Warrants	308,000	Exercisable into 308,000 common shares at a price of $0.06 per share expiring on February 10, 2028.
Stock options	440,000	Exercisable into 440,000 common shares at a price of $0.75 per share expiring on November 24, 2026.
Stock options	1,200,000	Exercisable into 1,200,000 common shares at a price of $0.12 per share expiring on October 2, 2026.
Stock options	3,150,000	Exercisable into 3,150,000 common shares at a price of $0.15 per share expiring on February 19, 2031. Of these options 2,775,000 options have vested as of the date of this MD&A, and 375,000 vest quarterly beginning on August 19, 2026, at 125,000 options per quarter.
	78,585,492	**Total shares outstanding (fully diluted)**

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

SIGNIFICANT ACCOUNTING POLICIES

All significant accounting policies adopted by the Company, as well as new accounting standards and interpretations, have been described in the notes to the consolidated financial statements for the year ended January 31, 2026.

RISKS AND UNCERTAINTIES

General

The Company is in the business of exploring and, if warranted, developing mineral properties, which is a highly speculative endeavour. A purchase of any of the common shares involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the common shares should not constitute a significant portion of an individual's investment portfolio and should be made only by persons who can afford a total loss of their investment. Prospective shareholders should evaluate carefully the following risk factors associated with an investment in the common shares.

The following risks and uncertainties could materially adversely affect the Company's business, financial condition and results of operations. Additional risks and uncertainties not presently known to management of the Company or that are currently deemed immaterial may also impair the Company's operations and financial condition.

Negative Operating Cash Flow

Mineral exploration and development are very expensive. During the years ended January 31, 2026 and 2025, the Company earned no revenue while net loss from operations totalled $1,040,038 and $893,717, respectively. The

Company's operating expenses for these periods totalled $878,641 and $692,221, respectively. These expenses were further increased by $191,526 in interest the Company accrued on the notes payable (January 31, 2025 - $177,956), $67,365 in accretion expenses associated with long-term debt with related parties (January 31, 2025 - $38,220); these expenses were in part offset by $24,537 gain the Company recognized on forgiveness of debt (January 31, 2025 $24,916), $21,707 gain on foreign exchange fluctuation (January 31, 2025 - $10,236 loss), and $60,000 gain the Company recognized on recovery of flow-through share premium liability (January 31, 2025 - $Nil).

Since its inception, the Company has supported its operations through equity and debt financing, as well as option payments received on option or joint venture agreements, and royalty payments from third-party vendors who were allowed to mine its Chilean claims. The Company's ability to continue its operations, including exploring and developing its properties, will depend on the Company's ability to generate operating revenue, obtain additional financing, or enter into joint venture agreements. Until the Company earns sufficient revenue to support its operations, which may never occur, it will continue to rely on loans and sales of its equity or debt securities to sustain its development and exploration activities. If the Company does not find sources of financing as and when needed, it may be required to curtail severely, or even to cease, its operations.

Insufficient Capital

The Company was incorporated on January 10, 2005, and to date has been involved primarily in organizational activities, acquiring and exploring mineral claims and obtaining financing. The Company's financial statements have been prepared assuming that it will continue as a going concern. From the Company's inception, on January 10, 2005, the Company has accumulated losses of $16,485,829. As a result, the Company's management has expressed substantial doubt about the Company's ability to continue as a going concern. The continuation of the Company's operations depends on its ability to complete equity or debt financings as needed or generate capital from profitable operations. Such financings may not be available or may not be available on reasonable terms. The Company's financial statements do not include any adjustments that could result from the outcome of this uncertainty. Whether the Company will be successful as a mining company must be considered in light of the costs, difficulties, complications and delays associated with its proposed exploration programs. These potential problems include, but are not limited to, finding claims with mineral deposits that can be cost-effectively mined, the costs associated with acquiring such properties and the availability of human or equipment resources. The Company cannot provide assurance that it will ever generate significant revenue from its operations or realize a profit. The Company expects to continue to incur operating losses during the next 12 months.

Debt Owed to Related Parties

As of January 31, 2026, the Company owed $1,130,599 to related parties that were due in the following 12-month period for the services and reimbursable expenses they have provided; in addition, the Company owed its related parties a total of $2,288,403 on account of notes payable with variable maturities, of which $392,965were payable on demand, and $1,895,438 were payable in series of semi-annual payments between July 31, 2026 and May 9, 2029. The Company does not have sufficient cash resources to pay its debt to related parties; therefore, it may decide to partially settle these obligations by issuing shares of the Company's common stock. Because of the low market value of the Company's common stock, the issuance of shares will result in substantial dilution to the percentage of the outstanding common stock owned by current shareholders.

Financing Risks

The Company has no history of significant earnings, and, due to the nature of its business, there can be no assurance that the Company will be profitable. The Company has paid no dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is through the sale of its securities. Even if the results of any future exploration are encouraging, the Company may not have sufficient funds to conduct further exploration that may be necessary to determine whether or not a commercially mineable deposit exists on the Properties. While the Company may generate additional working capital through equity offerings or through the sale or possible syndication of the Properties, there is no assurance that any such funds will be available. If available, future equity financing may result in substantial dilution to shareholders.

Speculative Nature of Mineral Exploration

Resource exploration is a speculative business, characterized by a number of significant risks, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will, in part, be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

No Known Mineral Reserves

It is unknown whether the Properties contain viable mineral reserves. If the Company does not find a viable mineral reserve, or if it cannot exploit the mineral reserve, either because the Company does not have the money to do it or because it will not be economically feasible to do so, the Company may have to cease operations, and investors may lose their investment. Mineral exploration is a highly speculative endeavour. It involves many risks and is often non-productive. Even if mineral reserves are discovered on the Properties, the Company's production capabilities will be subject to further risks and uncertainties, including:

- Costs of bringing the property into production, including exploration work, preparation of production feasibility studies, and construction of production facilities, all of which the Company has not budgeted for;
- Availability and costs of financing;
- Ongoing costs of production; and
- Environmental compliance regulations and restraints.

Market Factors May Affect the Ability to Market Any Minerals Found

Even if the Company discovers minerals that can be extracted cost-effectively, it may not be able to find a ready market for its minerals. Many factors beyond the Company's control affect the marketability of minerals. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting minerals and environmental protection. The Company cannot accurately predict the effect of these factors, but any combination of these factors could result in an inadequate return on invested capital.

Mineral Exploration is Hazardous

The search for minerals is hazardous. In the course of exploration, development and production of mineral properties, the Company could incur liability or damages as it conducts its business due to the dangers inherent in mineral exploration, including pollution, cave-ins, fires, flooding, earthquakes and other hazards. It is not always possible to fully insure against such risks or against which the Company may elect not to insure. The Company has no insurance for these types of hazards, nor does it expect to obtain such insurance for the foreseeable future. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increased costs and a decline in the value of the securities of the Company.

Government Regulations

The mining business is subject to various levels of government control and regulation, which are supplemented and revised from time to time. The Company cannot predict what legislation or revisions might be proposed that could affect its business or when any such proposals, if enacted, might become effective. The Company's exploration activities are subject to laws and regulations governing worker safety, and, if it explores within the national park that is part of its Farellón property, protection of endangered and other special status species as well as protection of significant archeological remains, if there are any, will likely require compliance with additional laws and regulations. The cost of complying with these regulations has not been burdensome to date, but if the Company mines the Properties and processes more than 5,000 tonnes of ore monthly, it will be required to submit an environmental impact study for review and approval by the federal environmental agency. The Company anticipates that the cost of such a study will be significant and, if the study were to show too great an adverse impact on the environment, the Company might be unable to develop the property or it might have to engage in expensive remedial measures during or after developing the property, which could make production unprofitable. This requirement could materially adversely affect the Company's business, the results of its operations and its financial condition if it were to proceed to mine a property or process ore on the property.

The Company has no immediate or intermediate plans to process ore on any of the Properties

If the Company does not comply with applicable environmental and health and safety laws and regulations, it could be fined, enjoined from continuing its operations, and suffer other penalties. Although the Company makes every attempt to comply with these laws and regulations, it cannot provide assurance that it has fully complied or will always fully comply with them.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be withdrawn temporarily where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company minimizes risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards. There is a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to acquire suitable properties or prospects for mineral exploration in the future.

Stress in the Global Economy

Negative fluctuations in a state of global economy may cause general tightening in the credit markets, lower levels of liquidity, increases in the rates of default and bankruptcy, and lower business spending, all of which may have a negative effect on the Company's business, results of operations, financial condition and liquidity. The Company's suppliers may not be able to supply it with needed raw materials on a timely basis, may increase prices or go out of business, which could result in the inability of the Company to carry out its planned exploration programs.

Furthermore, it may become difficult to locate other mineral exploration companies with available funds willing to engage in risky ventures such as the exploration of the Properties.

Such conditions may make it very difficult to forecast operating results, make business decisions and identify and address material business risks. As a result, the Company's operating results, financial condition and business could be adversely affected.

The Company conducts operations in a foreign jurisdiction and is subject to certain risks that may limit or disrupt its business operations.

The Company's head office is in Canada and part of the Company's minral exploration operations are in Chile. Mining investments are subject to the risks normally associated with the conduct of any business in foreign countries including uncertain political and economic environments; wars, terrorism and civil disturbances; changes in laws or policies, including those relating to imports, exports, duties and currency; cancellation or renegotiation of contracts; royalty and tax increases or other claims by government entities, including retroactive claims; risk of expropriation and nationalization; delays in obtaining or the inability to obtain or maintain necessary governmental permits; currency fluctuations; restrictions on the ability of local operating companies to sell gold, copper or other minerals offshore for U.S. or Canadian dollars, and on the ability of such companies to hold U.S. or Canadian dollars or other foreign currencies in offshore bank accounts; import and export regulations, including restrictions on the export of gold, copper or other minerals; limitations on the repatriation of earnings; and increased financing costs.

These risks could limit or disrupt the Company's exploration programs, cause it to lose its interests in its mineral claims, restrict the movement of funds, cause it to spend more than it expected, deprive it of contract rights or result in its operations being nationalized or expropriated without fair compensation, and could materially adversely affect the Company's financial position or the results of its operations. If a dispute arises from the Company's activities in Chile, the Company could be subject to the exclusive jurisdiction of courts outside North America, which could adversely affect the outcome of the dispute.

Legal ownership of the claims included in the Company's portfolio

The Company's ability to realize a return on its investment in mineral claims depends upon whether it maintains the legal ownership of the claims. While the Company takes steps it believes are necessary to maintain legal ownership of its claims, title to mineral claims may be invalidated for a number of reasons, including errors in the transfer history or acquisition of a claim the Company believed, after appropriate due diligence investigation, to be valid, but in fact, wasn't. The Company takes a number of steps to protect the legal ownership of its claims, including having its contracts and deeds notarized, recording these documents with the registry of mines and publishing them in the mining bulletin. The Company also reviews the mining bulletin regularly to determine whether other parties have staked claims over its ground. However, none of these steps guarantees that another party could not challenge the Company's right to a claim. Any such challenge could be costly to defend and, if the Company lost its claim, its business and prospects would likely be materially and adversely affected.

No Anticipation of Payment of Dividends

A dividend has never been declared or paid in cash on the common shares. The Company does not anticipate such a declaration or payment for the foreseeable future. The Company intends to retain any earnings to develop, carry on, and expand its business.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the common shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of common shares will be affected by such volatility.

Fluctuating Mineral Prices and Currency Risk

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

The Company sometimes holds a significant portion of its cash in U.S. dollars. Currency exchange rate fluctuations can result in conversion gains and losses and diminish the value of its U.S. dollars. If the U.S. dollar declined significantly against the Canadian dollar or the Chilean peso, its U.S. dollar purchasing power in Canadian dollars and Chilean pesos would also significantly decline and that could make it more difficult for the Company to conduct its business operations. The Company has not entered into derivative instruments to offset the impact of foreign exchange fluctuations.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Key Person Insurance

The Company does not maintain key person insurance on any of its directors or officers, and as result the Company would bear the full loss and expense of hiring and replacing any director or officer in the event the loss of any such persons by their resignation, retirement, incapacity, or death, as well as any loss of business opportunity or other costs suffered by the Company from such loss of any director or officer.

Conflicts of Interest

Some of the directors and officers are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other corporations, and situations may arise where these directors and officers will be in direct competition with the Company. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the Business Corporations Act (British Columbia). Some of the directors and officers of the Company are or may become directors or officers of other companies engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' duties to the Company and their duties to the other companies on whose boards they serve, the directors and officers of the Company have agreed to the following:

- Participation in other business ventures offered to the directors will be allocated between the various companies and on the basis of prudent business judgment and the relative financial abilities and needs of the companies to participate;
- No commissions or other extraordinary consideration will be paid to such directors and officers; and
- Business opportunities formulated by or through other companies in which the directors and officers are involved will not be offered to the Company except on the same or better terms than the basis on which they are offered to third party participants.

Other Risks and Uncertainties

Although the Company has tried to identify all significant risks, it may not have identified all risks, and other risks may exist. The Company has sought to identify what it believes to be the most significant risks to its business, but it cannot predict whether, or to what extent, any of such risks may be realized nor can it guarantee that it has identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to the Company's common shares.

The Company continues to be treated as a U.S. corporation and taxed on its worldwide income after the conversion and continuation.

The conversion and continuation of the Company from the State of Nevada to the Province of British Columbia, is considered a migration of the Company from the State of Nevada to the Province of British Columbia, Canada. Certain transactions whereby a U.S. corporation migrates to a foreign jurisdiction can be considered by the United States Congress to be an abuse of the U.S. tax rules because thereafter the foreign entity is not subject to U.S. tax on its worldwide income. Section 7874(b) of the Internal Revenue Code of 1986, as amended (the "Code"), was enacted in 2004 to address this potential abuse. Section 7874(b) of the Code provides generally that certain corporations that migrate from the United States will nonetheless remain subject to U.S. tax on their worldwide income unless the migrating entity has substantial business activities in the foreign country to which it is migrating when compared to its total business activities.

The Company's management has determined that Section 7874(b) of the Code applies to the migration of the Company from the State of Nevada to the Province of British Columbia, Canada, and therefore, the Company continues to be subject to United States federal income taxation on its worldwide income.

The Company may be classified as a Passive Foreign Investment Company as a result of the merger and continuation.

Sections 1291 to 1298 of the Code contain the Passive Foreign Investment Company ("PFIC") rules. These rules generally provide for punitive treatment of "U.S. holders" of PFICs. A foreign corporation is classified as a PFIC if more than 75% of its gross income is passive income or more than 50% of its assets produce passive income or are held for the production of passive income.

Because most of the assets of the Company are in cash or cash equivalents and shares of its wholly-owned subsidiary, Minera Polymet SpA, the Company may in the future be classified as a PFIC. If the Company is classified as a PFIC, then the holders of its shares who are U.S. taxpayers may be subject to PFIC provisions, which may impose U.S. taxes, in addition to those normally applicable, on the sale of their shares of the Company or distribution from the Company.

Holders of shares of the Company who are U.S. taxpayers should consult their tax advisors with respect to the application of the PFIC rules in their particular circumstances.

Financial Instruments

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 has classified its cash as measured at fair value in the statement of financial position, using level 1 inputs. The estimated fair value of financial liabilities, being accounts payable, accrued liabilities, and due to related parties, approximates their carrying values due to the short-term nature of these instruments.

Capital management

The Company manages its capital to safeguard the Company's ability to continue as a going concern, to ensure future benefits to stakeholders, and to have sufficient funds on hand for business opportunities as they arise.

The Company considers the items included in share capital as capital. The Company manages the capital structure and adjusts it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through short-term prospectuses, private

placements, sell assets, incur debt, or return capital to shareholders. As at the date of the filing of this MD&A, the Company does not have any debt that is subject to externally imposed capital requirements.

The Company is exposed to various financial instrument risks and assesses the impact and likelihood of this exposure. These risks include liquidity risk, credit risk, and market risk. Where material, these risks are reviewed and monitored by the Board of Directors.

a) Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is limited to the carrying amount on the statement of financial position and arises from the Company's cash, which is held with high-credit quality financial institutions in Canada and in Chile. As such, the Company's credit risk exposure is minimal.

b) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and equity prices.

i. Currency risk

Foreign currency risk is the risk that the fair values 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 offices in Canada and Chile, and holds cash in Canadian, United States, and Chilean Peso currencies. A significant change in the currency exchange rates between the Canadian dollar relative to US dollar and Chilean Peso could have an effect on the Company's results of operations, financial position, and/or cash flows. At January 31, 2026, the Company had no hedging agreements in place with respect to foreign exchange rates. As the majority of the transactions of the Company are denominated in CAD and Chilean Peso currencies, movements in the foreign exchange rates are not expected to have a material impact on the consolidated statements of comprehensive loss.

ii. Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company has minimal interest rate risk as it has no interest accumulating financial assets that may become susceptible to interest rate fluctuations.

iii. Equity Price risk

Equity price risk is the risk that the fair value of equity/securities decreases as a result of changes in the levels of equity indices and the value of individual stocks. The Company is not exposed to equity price risk as it does not have any investments in marketable securities.

iv. Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, considering its anticipated cash flows. Historically, the Company's sources of funding have been through equity financings and loans from the Company's management and its major shareholder. The Company's access to financing is uncertain, and there can be no assurance of continued access to significant debt or equity funding, therefore, liquidity risk has been assessed as high.

The following table details the remaining contractual maturities of the Company's financial liabilities as of January 31, 2026:

	Within 1 year	1-5 years	5+ years	Total
Accounts payable	$ 203,553	$ -	$ -	$ 203,553
Accrued liabilities	77,506	-	-	77,506
Amounts due to related parties	1,130,599	-	-	1,130,599
Loans payable	966,674	1,321,729	-	2,288,403
Withholding taxes payable	-	-	151,625	151,625
	$ 2,378,332	**$ 1,321,729**	**$ 151,625**	**$ 3,851,686**

CONTINGENCIES

There are no contingent liabilities.

ADDITIONAL INFORMATION

Additional information concerning the Company and its operations is available on SEDAR+ at www.sedarplus.ca.