



Kincora Copper Limited
(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS
Expressed in Canadian Dollars

For the years ended December 31, 2024 and 2023

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Directors of Kincora Copper Limited

Opinion

We have audited the consolidated financial statements of Kincora Copper Limited and its subsidiaries (together, the "Company") which comprise:

- the consolidated statement of financial position as at December 31, 2024;
- the consolidated statement of loss and comprehensive loss for the year then ended;
- the consolidated statement of cash flows for the year then ended;
- the consolidated statement of changes in shareholders' equity for the year then ended; and
- the notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2024, and its financial performance and its cash flows for the year 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 International Standards on Auditing. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the consolidated financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with International Code of Ethics for Professional Accountants (including International Independence Standards) issued by the International Ethics Standards Board for Accountants ("IESBA Code") together with the ethical requirements that are relevant to our audits of the consolidated financial statements in accordance in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the accompanying consolidated financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

In addition to the matter described in the Material Uncertainty Related to Going Concern section, the key audit matter to be communicated in our auditors' report are as follows:

Contingency - Mongolia

We draw attention to Note 13 of the consolidated financial statements, which describes a tax reassessment received from the Mongolian Tax Authority ("MTA") in 2021. In the Company's view, the tax assessment is not in line with Mongolian law and, as a result, no provision has been recorded in the consolidated financial statements.

We identified this matter as a key audit matter due to the significant judgments made by management in assessing whether a provision should be recorded for this tax assessment as of December 31, 2024. Significant auditor judgment is also involved in evaluating appropriateness of management's judgements.

Our audit response to the key audit matter included the following:

- We examined the tax reassessment issued by the MTA in 2021.
- We examined the Company's legal counsel's assessment of the tax assessment.
- We examined a copy of a ruling issued by The First Instance Administrative Court of Ulaanbatar city (Mongolia) in March 2025.
- We assessed whether the disclosure of the contingency included in the consolidated financial statements meets the requirements of IFRS.

Other Information

Management is responsible for the other information. The other information comprises the Company's Management Discussion and Analysis and Annual Information Form.

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

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

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Other Matter

The consolidated financial statements of the Company as of December 31, 2023 and for the year then ended, which are presented for comparative purposes, were audited by another auditor who expressed an unmodified opinion on those consolidated financial statements on March 27, 2024.

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

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

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

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

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

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

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

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

Manning Elliott LLP

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, British Columbia
March 29, 2025

Kincora Copper Limited

(An Exploration Stage Company)

Consolidated Statements of Financial Position

As at

(Figures in tables are expressed in thousands of Canadian dollars)

Statement 1

	December 31, 2024	December 31, 2023
ASSETS		
Current		
Cash and cash equivalents	\$ 2,144	\$ 1,530
Receivables	131	27
Prepays and deposits (Note 13)	137	144
Investment in shares (Note 6)	321	-
	<u>2,733</u>	<u>1,701</u>
Security deposits (Notes 7)	125	89
Investment in options (Note 6)	247	-
Equipment (Note 12)	43	74
Prepaid exploration cost (Note 7)	178	-
Exploration and evaluation assets (Note 7)	<u>14,632</u>	<u>15,887</u>
	<u>\$ 17,958</u>	<u>\$ 17,751</u>
LIABILITIES		
Current		
Accounts payable (Notes 8 and 10)	\$ 604	\$ 202
Accrued liabilities	68	46
	<u>672</u>	<u>248</u>
SHAREHOLDERS' EQUITY		
Share capital (Note 8)	192,920	191,384
Share-based payment reserve	14,866	14,450
Obligation to issue shares (Notes 8 and 10)	623	354
Foreign currency translation reserve	(732)	(850)
Deficit	<u>(190,391)</u>	<u>(187,835)</u>
	<u>17,286</u>	<u>17,503</u>
	<u>\$ 17,958</u>	<u>\$ 17,751</u>

Nature of Operations and Going Concern (Note 1)

Contingencies (Note 13)

Approved and authorized by the Board of Directors on March 29, 2025

"Jeremy Robinson"

Jeremy Robinson
Director

"Sam Spring"

Sam Spring
Director

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

Kincora Copper Limited

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Consolidated Statements of Loss and Comprehensive Loss

For the years ended December 31,

(Figures in tables are expressed in thousands of Canadian dollars, except per share amounts)

	2024	2023
Expenses		
Consultants (Note 10)	\$ 260	\$ 247
Corporate administrative and office services	196	295
Directors and audit committee fees (Note 10)	218	96
Foreign exchange loss (gain)	46	(345)
Insurance	73	79
Investor relations	46	123
Legal and accounting	214	245
Management fees (Note 10)	300	220
Share-based compensation (Notes 8 and 10)	794	126
Transfer agent and filing fees	108	152
Travel	23	7
	(2,278)	(1,245)
Other items		
Write-off of accounts payable	6	-
Unrealized loss on investment (Note 6)	(284)	-
Impairment of exploration and evaluation assets (Note 7)	-	(215)
Net loss for the year	\$ (2,556)	\$ (1,460)
Foreign currency translation	118	(566)
Comprehensive loss for the year	\$ (2,438)	\$ (2,026)
Loss per share – basic and diluted	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstanding	250,484	182,184

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

Kincora Copper Limited

Statement 3

(An Exploration Stage Company)

Consolidated Statements of Cash Flows

For the years ended December 31,

(Figures in tables are expressed in thousands of Canadian dollars)

Cash provided by (used in):	2024	2023
Operating activities		
Loss for the year:	\$ (2,556)	\$ (1,460)
Items not affected by cash:		
Obligation to issue shares	269	159
Share-based compensation	794	126
Unrealized loss on investments	284	-
Impairment of exploration and evaluation assets	-	215
Changes in non-cash working capital items:		
Receivables	(104)	6
Prepays and deposits	7	(22)
Accounts payable and accrued liabilities	424	(243)
Net cash used in operating activities	(882)	(1,219)
Investing activities		
Acquisition of equipment	(92)	(71)
Security deposits	(59)	86
Government grant received	-	155
Deferred exploration funding (Note 7)	2,751	-
Exclusivity payment received (Note 7)	91	-
Prepaid exploration cost	(178)	-
Exploration and evaluation asset expenditures	(2,202)	(1,493)
Net cash provided by (used in) investing activities	311	(1,323)
Financing activity		
Proceeds from private placement, net of issue costs	1,158	2,414
Net cash provided by financing activity	1,158	2,414
Effect of foreign exchange on cash and cash equivalents	27	(566)
Change in cash and cash equivalents	614	(694)
Cash and cash equivalents – beginning of year	1,530	2,224
Cash and cash equivalents – end of year	\$ 2,144	\$ 1,530

Supplemental Disclosure of Cash Flow Information (Note 11)

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

Kincora Copper Limited

(An Exploration Stage Company)

Consolidated Statements of Changes in Shareholders' Equity

For the years ended December 31, 2024 and 2023

(Figures in tables are expressed in thousands of Canadian dollars, except number of share amounts)

Statement 4

	Share capital (Number of shares)	Share capital \$	Obligation to issue shares \$	Share-based payment reserve \$	Foreign currency translation reserve \$	Deficit \$	Total \$
Balance, December 31, 2022	151,440,747	187,930	195	14,164	(284)	(186,375)	15,630
Shares issued for private placement, net	55,732,794	2,414	-	-	-	-	2,414
Options issued as share issuance costs	-	(160)	-	160	-	-	-
Shares issued for exploration and evaluation assets	40,000,000	1,200	-	-	-	-	1,200
Shares for services to be issued	-	-	159	-	-	-	159
Share-based compensation	-	-	-	126	-	-	126
Net comprehensive loss for the year	-	-	-	-	(566)	(1,460)	(2,026)
Balance, December 31, 2023	247,173,541	191,384	354	14,450	(850)	(187,835)	17,503
Shares issued for private placement, net	33,500,658	1,080	-	126	-	-	1,206
Share issuance costs	-	(48)	-	-	-	-	(48)
Shares issued for exercise of performance rights	3,877,370	504	-	(504)	-	-	-
Shares for services to be issued	-	-	269	-	-	-	269
Share-based compensation	-	-	-	794	-	-	794
Net comprehensive loss for the year	-	-	-	-	118	(2,556)	(2,438)
Balance, December 31, 2024	284,551,569	192,920	623	14,866	(732)	(190,391)	17,286

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

Kincora Copper Limited

(An Exploration Stage Company)

Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

1. Nature of Operations and Going Concern

Kincora Copper Limited ("the Company" or "Kincora") was incorporated in British Columbia, Canada on September 24, 1983. The Company is engaged in the acquisition and exploration of exploration and evaluation assets. The Company's shares are listed on the TSX-Venture Exchange ("TSXV") and began trading on the Australian Securities Exchange ("ASX"), both under the symbol KCC.

The head office of the Company is located at Suite #400 - 837 West Hastings Street, Vancouver, British Columbia, Canada V6C 3N6 and the registered address and records office is located at 25th Floor, 700 West Georgia Street, Vancouver, British Columbia, Canada V7Y 1D3.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The Company continues to incur operating losses, has limited financial resources, no source of operating cash flow, and no assurances that sufficient funding, including adequate financing, will be available to conduct further exploration and development of its exploration and evaluation assets projects. These factors indicate the existence of a material uncertainty that may cast a significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon its ability to obtain the financing necessary to continue operations, both at the listed company and project levels.

As at December 31, 2024, the Company has an accumulated deficit of \$190,391,000, a net loss for the year ended December 31, 2024 of \$2,556,000, has current assets in excess of current liabilities of \$2,061,000 and a cash balance of \$2,144,000. During the year ended December 31, 2024, the Company closed the two tranche A\$1.27 million non-brokered private placement via strategic investment by Fleet Space Technologies Pty Ltd ("Fleet Space"), a new shareholder and asset level partner for the Wongarboron porphyry project in NSW, directors and new investors participation.

If the going concern assumption was not appropriate for these consolidated financial statements, adjustments would be necessary to the carrying values of assets, liabilities, reported income and expenses and the statement of financial position classifications used. Such adjustments could be material.

2. Basis of Preparation

Statement of Compliance

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

They have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information. The significant accounting policies, as disclosed, have been applied consistently to all periods presented in these consolidated financial statements.

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Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

2. Basis of Preparation - continued

Critical Accounting Estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported expenses during the period. Actual results could differ from these estimates.

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

- The carrying value and the recoverability of exploration and evaluation assets, which are included in the statements of financial position based on capitalized acquisition and expenditure costs, facing review for impairment based on factors including the planned exploration budgets and activities, commodity prices, drill results of exploration programs, and strategic direction of the Company; and
- The inputs used in accounting for share-based compensation expense included in profit or loss calculated using the Black-Scholes Option Pricing Model

Critical Accounting Judgements

Exploration and evaluation expenditures

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

Impairment of exploration and evaluation assets

Determining if there are any facts and circumstances indicating impairment loss or reversal of impairment losses is a subjective process involving judgment and a number of estimates and assumptions in many cases. When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset or the cash-generating unit must be estimated.

In assessing impairment, the Company must make some estimates and assumptions regarding future circumstances, in particular, whether an economically viable extraction operation can be established, the probability that the expenses will be recovered from either future exploitation or sale of the property when the activities have not reached a stage that permits a reasonable assessment of the existence of reserves, the Company's capacity to obtain financial resources necessary to complete the evaluation and development and the renewal of permits. Estimates and assumptions may change if new information becomes available. If, after expenditures are capitalized, information becomes available suggesting that the recovery of the expenditures is unlikely, the amounts capitalized are written-off in profit or loss in the period in which the new information becomes available.

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Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

2. Basis of Preparation - continued

Critical Accounting Judgment - continued

Determination of Functional Currency

The determination of the Company's functional currency requires judgment. The Company also needs to assess whether the basis of determining the currency of the primary economic environment in which the entity operates is still applicable to the Company and any changes to such will be treated as a change in functional currency.

Contingencies

The Company applies judgement in determining the probability of outflow of resources arising from known or likely litigations or claims. If it becomes probable that the Company will be required to outlay cash or other resources in connection with a known or likely litigation or claim, a provision is recognised in the consolidated financial statements of the period in which the change in probability occurs.

Deferred tax

Income taxes and tax exposures recognized in the financial statements reflect management's best estimate of the outcome based on the facts known at the reporting date. When the Company anticipates a future income tax payment based on its estimates for past events, it recognizes a liability. The difference between the expected amount and the final tax outcome has an impact on current and deferred taxes when the Company becomes aware of this difference.

In addition, when the Company incurs losses that cannot be associated with current or past profit or loss, it assesses the probability of taxable profits being available in the future based on its budget forecasts. These forecasts are adjusted to take account of certain non-taxable income and expenses and specific rules on the use of unused tax credits and losses. When the forecasts indicate that sufficient future taxable income will be available to deduct the temporary differences, a deferred tax asset is recognized for all deductible temporary differences.

3. Material Accounting Policies

a) Basis of consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries: BSG Investments Inc. ("BSGII"), which owns Kincora Group Ltd ("KGL") and its subsidiaries, Nadmin IBEX LLC ("Nadmin") and Golden Grouse IBEX LLC ("Golden Grouse"), Kincora Australia Limited and its subsidiary, Kincora Copper Australia Pty Ltd, Game Creek Company Limited ("Game Creek") and Samsul Mineração Ltda. ("Samsul"). Inter-company balances and transactions are eliminated on consolidation. BSGII, Game Creek, Kincora Australia Limited and KGL are British Virgin Island incorporated companies. Nadmin and Golden Grouse were incorporated in Mongolia. Samsul was incorporated in Brazil. Kincora Copper Australia Pty Ltd was incorporated in Australia in 2019.

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Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

3. Material Accounting Policies – continued

b) Share-based compensation

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes Option Pricing Model, and is recognized over the vesting period. A corresponding increase in share-based payment reserve is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion of share-based compensation previously recorded in share-based payment reserve. Share-based compensation arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity settled share-based payment transactions and measured at the fair value of goods or services received. If the fair value of the goods or services received cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the Company receives the goods or the services.

c) Cash and cash equivalents

Cash equivalents consist of highly liquid investments that are readily convertible into cash with maturities of three-months or less when purchased.

d) Exploration and evaluation assets

Exploration and evaluation expenditures include the costs of acquiring exploration rights and licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are capitalized. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in profit or loss. Government tax credits received are recorded as a reduction to the cumulative costs incurred and capitalized on the related property.

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 expenditure 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.

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For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

3. Material Accounting Policies – continued

d) Exploration and evaluation assets – continued

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.

e) 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 year. For all years presented, the loss attributable to common shareholders equals the reported loss attributable to owners of the Company. In calculating the diluted loss per share, the weighted average number of common shares outstanding 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. For the periods presented, this calculation proved to be anti-dilutive.

f) Equipment

Equipment is carried at cost less amortization and amounts written-off. The assets residual value, amortization methods and useful lives are reviewed, and adjusted, if appropriate, at each reporting date. Amortization is provided for over the estimated lives of the related assets based on annual rates as follows:

Exploration equipment	10 Years - Straight-line
Computers	3 Years - Straight-line

g) Income taxes

Income tax on the profit or loss for the periods presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

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Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

3. Material Accounting Policies – continued

h) Functional and presentation currency

The functional currency is the currency of the primary economic environment in which the entity operates. The functional currency of the Company and its subsidiaries for the years ended December 31, 2023 and 2024 was the Australian Dollar. Prior to the year 2023, the functional currency of the Company and the Mongolian subsidiaries was CAD while the functional currency of Kincora Copper Australia Pty Ltd was the Australian Dollar. The acquisition of the RareX projects in Australia (completed in 2023) triggered the Company's main focus in Australia and capital raising in Australia to fund both the Australian and Mongolian projects. Hence, the Company assessed that the functional currency of the Company and its subsidiaries is the Australian Dollar starting in 2023. The functional currency determinations were conducted through an analysis of the consideration factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates* ("IAS 21"). The Company's presentation currency is the Canadian dollar ("C\$").

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on dates of transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at rates prevailing at the date when the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in the statements of comprehensive loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Foreign operations

The financial results and position of foreign operations whose functional currency is different from the Company's presentation currency are translated as follows:

- assets and liabilities are translated at period-end exchange rates prevailing at that reporting date; and
- income and expenses are translated at average exchange rates for the period.

Exchange differences arising on translation of foreign operations are recognized in other comprehensive income and recorded in the Company's foreign currency translation reserve in equity. These differences are recognized in the profit or loss in the period in which the operation is disposed.

i) Provision for environmental rehabilitation

The Company recognizes liabilities for statutory, contractual, constructive or legal obligations associated with the retirement of exploration and evaluation assets and equipment when those obligations result from the acquisition, construction, development or normal operation of the assets. The net present value of future rehabilitation cost estimates arising from the decommissioning of plant and other site preparation work is capitalized to the assets along with a corresponding increase in the rehabilitation 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. The rehabilitation asset is depreciated on the same basis as exploration and evaluation assets.

Under the legislative environments the Company may operate in, environmental bonds and prepayments can be required to support gaining operational and exploration approvals, and held until such work is completed and rehabilitation completed. Such payments are recorded as a prepayment until return and receipt to the Company. The Company's estimates of reclamation costs, environmental bonds and prepayments could

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Notes to the Consolidated Financial Statements

For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

3. Material Accounting Policies – continued

i) Provision for environmental rehabilitation – continued

change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures.

These changes would be recorded directly to exploration and evaluation assets with a corresponding entry to the rehabilitation provision. The Company's estimates are reviewed annually for changes in regulatory requirements, discount rates, effects of inflation and changes in estimates. Changes in the net present value, excluding changes in the Company's estimates of reclamation costs, would be charged to profit or loss for the period. At December 31, 2024 and 2023, the Company had no provisions for environmental rehabilitation.

j) Impairment of assets

The carrying amount of the Company's long-lived assets (which includes equipment and exploration and evaluation assets) is periodically reviewed, including following the reduction in any mineral tenure rights and 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 statement of comprehensive loss.

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

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

k) 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 income (loss) ("FVTOCI") or at amortized cost.

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

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3. Material Accounting Policies – continued

k) Financial instruments – continued

Financial assets/liabilities	Classification
Cash	FVTPL
Investment in shares	FVTPL
Investment in options	FVTPL
Receivables	Amortized cost
Accounts payable	Amortized cost

Measurement

Financial assets at FVTOCI

Elected investments in equity investments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses recognized in other comprehensive income (loss).

Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transactions costs expensed in the statements of comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are recorded in the statements of loss and comprehensive loss in the period in which they arise.

Fair value measurement disclosure includes classification of financial instrument in a hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements, described as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The fair values of the Company's cash and investment in shares constitutes a Level 1 fair value measurement. The fair value of the Company's investment in options constitutes a Level 2 fair value measurement. The fair value of the Company's receivables and accounts payable approximate the carrying value due to their short-term nature.

Derecognition

Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity. Gains and losses on derecognition are generally recognized in

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3. Material Accounting Policies – continued

k) Financial instruments – continued

the statements of comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive income (loss).

Financial liabilities

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

4. Capital Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to commence the development of its exploration and evaluation assets and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares. Further information relating to liquidity risk is disclosed in Note 5. In the management of capital, the Company includes the components of shareholders' equity. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors. The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments with maturities of three months or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations. The Company is uncertain as to whether its current capital resources will be sufficient to carry its exploration plans and operations through its current operating period and, accordingly, management is reviewing the timing and scope of current exploration plans and is also pursuing other financing alternatives to fund the Company's operations. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

5. Management of Financial Risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

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 is periodically exposed to interest rate risk on its cash equivalents as these instruments are exposed to interest rate fluctuations on renewal. Management has assessed this risk as low.

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5. Management of Financial Risk – continued

Currency risk

Currency risk is the risk that the fair values of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company's operations are focused on Australia and Mongolia, where many exploration and administrative expenses are incurred in the Australian Dollar, Mongolian Tugrik and the US Dollar. The Company's ability to advance funds to Mongolia is subject to changes in the valuation of the Tugrik and the US dollar as well as rules and regulations of the Mongolian government. Fluctuations in the value of the Australian Dollar, Tugrik and the US dollar may have positive and/or adverse effect on the operations and operating costs of the Company. Management seeks to limit foreign currency risk, primarily seeking to retain funds in Canada and Australia wiring funds as and when needed to foreign subsidiaries to meet operating expenditures, and believes this risk to be minimal.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with major banks in Canada and Australia, with more limited funds in Mongolia, where the Mongolian subsidiaries make monthly cash calls. As most of the Company's cash is held by two banks there is a concentration of credit risk, and, in Mongolia one of the two subsidiary's bank accounts, with balance of MNT208,673 (\$114) has been frozen by the Mongolian Tax Authority as a result of an ongoing tax dispute. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies and looking to avoid holding more than one month's budgeted cash reserves in Mongolia (and noting the funding obligations for the Mongolian operation are now included in the agreement with Woomera). The Company has secondary exposure to credit risk on its receivables. This risk is minimal as receivables consist primarily of refundable goods and services taxes.

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 attempts to manage liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations.

As at December 31, 2024, the Company had current assets in excess of current liabilities of \$2,239,000 and a cash balance of \$2,144,000 (2023 - \$1,530,000) to settle current liabilities of \$672,000 (2023 - \$248,000). During the year ended December 31, 2024, the Company completed a two tranche \$1,206,024 (A\$1,273,025) non-brokered private placement via strategic investment by Fleet Space, an existing major shareholder (*The Bloomfield Group*), directors and new investors participation.

As with all exploration entities, the Company's access to financing is always uncertain. There can be no assurance of continued access to significant financing. Liquidity risk is assessed as high, both at the listed company and asset level.

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6. Investments

As at December 31, 2024, the Company had investments consisting of 180,000,000 shares and 180,000,000 options with Orbminco Limited ("Orbminco") (formerly Woomera Mining Limited) received on October 1, 2024 as consideration for the earn-in agreement entered into by the Company and Orbminco (Note 7). The fair value of the 180,000,000 Orbminco shares was \$502,000 (A\$540,000) and the fair value of the Orbminco options was \$383,000 (A\$411,000) at issuance date. As at December 31, 2024, the fair value of the investment in shares was \$321,000 and the fair value of the investment in options was \$247,000. Company recognized an unrealized loss on investments of \$284,000 in the consolidated statement of loss and comprehensive loss for the year ended December 31, 2024.

The continuity of the Company's investments in shares and options is as follows:

Investment in Shares

<i>In thousand \$</i>	Number of Shares		Fair Value
Balance, December 31, 2023	-	\$	-
Additions	180,000,000		502
Change in market value	-		(163)
Foreign exchange translation	-		(18)
Balance, December 31, 2024	180,000,000	\$	321

Investment in Options

<i>In thousand \$</i>	Number of Options		Fair Value
Balance, December 31, 2023	-	\$	-
Additions	180,000,000		383
Change in market value	-		(121)
Foreign exchange translation	-		(15)
Balance, December 31, 2024	180,000,000	\$	247

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7. Exploration and Evaluation Assets

For the year ended December 31, 2024 (000's)

	Bronze Fox		Golden Grouse		Macquarie Arc		Total
Exploration costs							
Amortization	\$	39	\$	54	\$	-	\$ 93
Assaying		-		-		17	17
Camp		1		191		2	194
Drilling		-		493		520	1,013
Fuel		-		-		49	49
Geological/geophysics		-		21		3	24
License/fees/taxes		-		-		2	2
Rental/utilities		1		9		135	145
Salaries/labor		66		158		412	636
Supplies/safety gear		-		-		12	12
Transportation/travel		-		-		110	110
Total current exploration costs	\$	107	\$	926	\$	1,262	\$ 2,295
Total costs incurred during the year	\$	107	\$	926	\$	1,262	\$ 2,295
Balance, opening		1,347		424		14,116	15,887
Exclusivity payment received		(67)		(24)		-	(91)
Deferred exploration funds received		(673)		(287)		(1,791)	(2,751)
Shares consideration received		(620)		(265)		-	(885)
Translation adjustment		190		119		(132)	177
Balance, ending	\$	284	\$	893	\$	13,455	\$ 14,632
Cumulative costs:							
Acquisition	\$	36,624	\$	1,094	\$	1,973	\$ 39,691
Exploration		13,586		5,049		14,082	32,717
Exclusivity payment received		(325)		(51)		-	(376)
Deferred exploration received		(673)		(287)		(1,791)	(2,751)
Shares consideration received		(620)		(265)		-	(885)
Government grant received		-		-		(339)	(339)
Impairment		(48,498)		(4,766)		-	(53,264)
Translation adjustment		190		119		(470)	(161)
	\$	284	\$	893	\$	13,455	\$ 14,632

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For the years ended December 31, 2024 and 2023

(Expressed in Canadian Dollars)

7. Exploration and Evaluation Assets – continued

For the year ended December 31, 2023 (000's)

	Bronze Fox		Golden Grouse		Macquarie Arc		Total
Acquisition costs							
Acquisition & maintenance	\$	-	\$	-	\$	1,200	\$ 1,200
Total current acquisition costs	\$	-	\$	-	\$	1,200	\$ 1,200
Exploration costs							
Amortization	\$	39	\$	35	\$	-	\$ 74
Assaying		-		-		101	101
Camp		13		35		3	51
Drilling		-		-		590	590
Fuel		-		-		37	37
License/fees/taxes		-		-		4	4
Rental/utilities		3		-		143	146
Salaries/labor		111		208		559	878
Supplies/safety gear		-		-		1	1
Transportation/travel		-		-		137	137
Total current exploration costs	\$	166	\$	278	\$	1,575	\$ 2,019
Total costs incurred during the year	\$	166	\$	278	\$	2,775	\$ 3,219
Balance, opening		1,241		388		11,834	13,463
Translation adjustment		-		-		(338)	(338)
Exclusivity payment received		(60)		(27)		-	(87)
Government grant received		-		-		(155)	(155)
Impairment		-		(215)		-	(215)
Balance, ending	\$	1,347	\$	424	\$	14,116	\$ 15,887
Cumulative costs:							
Acquisition	\$	36,624	\$	1,094	\$	1,973	\$ 39,691
Exploration		13,479		4,123		12,820	30,422
Exclusivity payment received		(258)		(27)		-	(285)
Government grant received		-		-		(339)	(339)
Impairment		(48,498)		(4,766)		-	(53,264)
Translation adjustment		-		-		(338)	(338)
	\$	1,347	\$	424	\$	14,116	\$ 15,887

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7. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Mongolia – Nadmin

The Company originally acquired a 100% interest in the shares of KGL in consideration for \$35,882,000 in cash, common shares and warrants. KGL indirectly holds title to the mining license of the Bronze Fox copper/gold project in Mongolia.

During the year ended December 31, 2020, the Company recorded total impairment loss of \$30,455,000 relating to the write-off of exploration license, which included \$742,000 write-off of the carrying value relating to the merger with IBEX subsidiaries in 2016.

During the year ended December 31, 2021, the Company assessed the property for impairment in relation to the acquisition and joint venture agreement entered by the Company with Resilience Mining Mongolia Pty. Ltd. ("RMM") on June 30, 2021, and recorded an impairment loss of \$18,043,000.

Exploration and evaluation assets – Mongolia – Golden Grouse

On April 18, 2012, the Company acquired a 100% interest in Golden Grouse from Temujin Mining Corp. ("Temujin"), which held two mineral exploration licenses adjoining the Company's Bronze Fox project.

On October 28, 2016, the Company obtained seven mineral exploration licenses and two new license applications in mergers with IBEX Land Mongolia LLC ("IBEX Land") and IBEX Mongolia LLC ("IBEX"). The fair value in excess of the net assets of IBEX Land and IBEX was allocated to Bronze Fox (\$742,000) and Golden Grouse (\$1,094,000). As of December 31, 2019, all of the mineral exploration licenses associated with the IBEX transaction that was no longer being explored by the Company, were relinquished back to the Mongolian Government, and a write off of \$3,185,000 was recorded.

During the year ended December 31, 2020, the Company recorded an impairment loss of \$212,000 relating to the write-off of exploration license.

During the year ended December 31, 2021, the Company assessed the property for impairment in relation to the acquisition and joint venture agreement entered by the Company with RMM on June 30, 2021, and recorded an impairment loss of \$1,154,000.

Exploration and evaluation assets – Mongolia – Earn-in and Joint Venture Agreement

On August 8, 2024, Kincora successfully completed the strategic review process for the Mongolian assets with a binding Earn-In Term Sheet with Orbminco Limited (formerly Woomera Mining Limited) (ASX: OB1, Orbminco). Orbminco is an arm's length and unrelated party to Kincora.

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7. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Mongolia – Earn-in and Joint Venture Agreement – continued

The key terms of the binding Earn-In Term Sheet comprise:

- Orbminco may earn a 51% equity interest in the asset holding subsidiaries by funding US\$2 million (\$2.9 million) in expenditure in an initial earn-in period of up to three years and has the right to earn a further 29% equity interest in the asset holding subsidiaries by funding a further US\$2 million (\$2.9 million) in expenditure within five years of the date of the Mongolia Agreement. This includes a minimum expenditure of US\$0.5 million (\$0.7 million) in the each of the first two years of the earn-in period. During the year ended December 31, 2024, the Company received in advance funds from Woomera of US\$514,691 (\$960,000) and recorded as proceeds against the evaluation and exploration asset in the consolidated statements of financial position.
- Upon earning and exercising the right for the 80% interest Orbminco can elect to:
 - (i) purchase the remaining 20% equity interest in the subsidiaries from Kincora for a purchase price of US\$10 million and a 1.0% net smelter royalty (NSR); or,
 - (ii) enter into a shareholders' agreement where Orbminco free-carries Kincora until the point of a Final Investment Decision (FID) for project development (minimum threshold of a JORC 2012 compliant reserve of 1Moz gold equivalent).
- Orbminco completing a capital raising.
- The Agreement requires the parties to enter into an formal agreement to reflect the terms of Orbminco's operations of the Bronze Fox project and is conditional upon the parties obtaining shareholder and regulatory approvals.
- Orbminco has agreed to cover the holding costs and spend a minimum of US\$500,000 (\$719,000), including satisfying the minimum statutory field related commitments and drilling for the project between the date of its shareholder approval and December 31, 2024.
- If Orbminco withdraws from the earn-in prior to earning an 80% interest it must forfeit any equity interest it has obtained in the asset holding entities to Kincora.

During the year ended December 31, 2024, the Company received an exclusivity payment of \$91,000 (A\$100,000) from Orbminco to enable final due diligence and definitive legal agreements. The Company also received 180,000,000 shares and 180,000,000 options from Orbminco as consideration pursuant to the earn-in agreement. (Note 6).

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7. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Australia – Joint Venture projects

On January 30, 2020, the Company entered into a binding memorandum of understanding (“MoU”) and made a non-refundable option payment of A\$25,000 to RareX Limited (“RareX”) providing the exclusive right to acquire a 65% interest in six mineral leases and five projects in the LFB.

On March 19, 2020, the Company announced it had completed definitive agreements with RareX. The key commercial terms being:

- Issuing 4,983,333 shares, subject to a voluntary 12-month lockup and transfer of titles with the NSW regulator, resulting in RareX becoming a then 9.9% shareholder (issued on March 27, 2020);
- Payment of A\$150,000 in cash to RareX upon closing as follows:
 - A\$100,000 in cash consideration (paid on March 30, 2020); and,
 - A\$50,000 in cash as reimbursement to RareX for outstanding holding costs and licence renewals (paid on March 30, 2020).
- The Company acquiring a 65% interest in the respective licences, becoming operator and sole financier of all further exploration until a positive scoping study or Preliminary Economic Assessment (“PEA”).

On July 27, 2023, the Company executed a conditional agreement with RareX to acquire its carried 35% asset level interests in the Trundle, Fairholme, Jemalong, Cundumbul and Condobolin licenses. In consideration, the Company issued 40,000,000 Chess Depositary Interests (“CDIs”) of Kincora and granted a 1% NSR for the vended licenses to RareX (the “RareX Transaction”). The consideration was issued by the Company on December 14, 2023 (Note 8).

On December 15, 2023, the Company completed the acquisition of RareX’s interest in various projects to now have a 100% ownership of the entire NSW project portfolio.

The Company held security deposits of \$52,599 in relation to RareX claims as at December 31, 2024 (2023 - \$53,105).

The Company held security deposits of \$124,650 as at December 31, 2024 (2023 - \$89,497).

During the year ended December 31, 2023, the Company received \$155,000 (A\$172,352) NSW government grants relating to completed drilling at the Nyngan and Trundle projects.

Exploration and evaluation assets – Australia – Exploration Alliance Agreement

On October 6, 2022, the Company announced the execution of an Exploration Alliance Agreement with Earth AI Pty. Ltd. (“Earth AI”) covering the Cundumbul project.

Key terms of the Exploration Alliance Agreement:

The Exploration Alliance allows for a co-funding model and joint technical committee, whereby Earth AI will have day-to-day management and control of exploration activities and contribute up to A\$4.5m of total exploration expenditure across the project over a two-year period with an option to extend for a further year (which was extended during the year).

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7. Exploration and Evaluation Assets – continued

Exploration and evaluation assets – Australia – Exploration Alliance Agreement – continued

Subject to a minimum of 1500 metres of diamond drilling (satisfied at the time of writing) and a Qualifying Drilling Intersection resulting in a new discovery (as defined within the Exploration Alliance Agreement, yet to be satisfied at the time of writing), Earth AI is entitled to a net smelter return royalty (Royalty) of up to 3% in connection with a to be agreed upon area surrounding the discovery (Area of Interest, size dependent on the extent of the newly discovered mineral system).

Kincora is under no obligation to explore, develop or mine the Cundumbul project during the period of the Exploration Alliance. However, upon Earth AI successfully drilling a Qualifying Drilling Intersection and having carried out a minimum of 1,500 metres of diamond drilling, whereafter the second anniversary of the Royalty Trigger Date if no mineral resource has been defined and the annual exploration expenditure in the Area of Interest falls below US\$250,000, Earth AI will have the option to assume operational control and buy all of the Royalty Tenements that overlap with the Area of Interest under the Royalty Deed, for a cash purchase price equal to US\$1,000,000 plus a 2% net smelter.

The Agreement will not affect the capital structure of the Company or ownership in the project. During the year ended December 31, 2024, Earth AI has commenced drilling (at their own cost) at the Cundumbul project with results and further drilling activities pending.

During the year Kincora signed a definitive multiple-phase Earn-in and Joint Venture Agreement with a wholly owned subsidiary of AngloGold Ashanti plc (AngloGold) for the Northern Junee-Narromine Belt Project, comprising the Nyngan and Nevertire licenses.

The key terms of the Agreement with AngloGold Ashanti Australia Limited, covering the Nyngan (EL 8929) and Nevertire (EL 8960) projects, comprise:

- AngloGold may earn a 70% initial interest by incurring A\$25 million in total expenditure on exploration in the initial earn-in period of up to seven years upon which a joint venture would be formed (Phase I). This includes a minimum expenditure of A\$2 million within the first two years (Minimum Obligation). AngloGold is permitted to withdraw from the Agreement after satisfying the Minimum Obligation or payment of any shortfall.
- AngloGold can then earn an additional 10% interest (for a total interest of 80%) by completing a Pre-Feasibility Study (PFS) or by funding a further \$25m of expenditure over an additional three years (Phase II).
- During the Minimum Obligation period, Kincora will operate and conduct all exploration activities as directed by an Exploration Management Committee that will comprise two members from each party, and be entitled to a 10% management fee.
- The Agreement is otherwise on terms that are customary for similar agreements and includes the agreed principal terms of the proposed joint venture agreement which will apply if AngloGold earns an interest in the NJNB tenements.
- All expenditure timelines under the Agreement can be accelerated.

During the year ended December 31, 2024, the Company received A\$2,009,251 (\$1,791,000) in advance funds from AngloGold which were recorded as proceeds against the evaluation and exploration asset in the consolidated statements of financial position.

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8. Share Capital

Authorized share capital: Unlimited Common shares without par value.

Share issuances:

- a) On December 23, 2024, the Company completed a private placement of 33,500,658 shares, raising gross proceeds of A\$1,273,025 (\$1,206,024) in two tranches: first tranche, on October 21, 2024, the Company issued 12,576,031 shares for gross proceeds of A\$477,889 (\$452,737), with free-attaching 6,288,015 options (Note 8 – Stock options); and the second tranche, on December 18, 2024, the Company issued 20,924,627 shares for gross proceeds of A\$795,136 (\$753,287) with free-attaching 10,462,311 options (Note 8 – Stock options). The Company incurred share issuance cost of \$57,237.
- b) The Company issued 3,877,370 shares for the exercise of performance rights that were granted on December 14, 2021.
- c) On December 14, 2023, the Company issued 40,000,000 CDIs at a fair value of C\$0.03 per CDI pursuant to the acquisition of 35% interest in the RareX projects (Note 7).
- d) On August 8, 2023, the Company closed a Non-Brokered Placement and issued 40,600,000 new CDIs for gross proceeds of A\$2,030,000 (\$1,784,167). The Non-Brokered Placement includes a one (1) for two (2) free-attaching option exercisable at A\$0.075 (C\$0.065) and expiring 24-months from the issue (“Attaching Options”). Associated with the raising, 7,500,000 unquoted options were issued at an exercise price of A\$0.075 (C\$0.065) and expiring 24-months from the issue (“Broker Options”) and cash fee of \$94,037 was incurred.
- e) On March 6, 2023, the Company issued 15,132,794 shares for gross proceeds of \$756,640 (A\$832,304) from the second tranche of the December 2022 private placement. The Company incurred share issuance costs of \$32,657.

Obligation to issue shares:

The Company has a share for services plan approved in 2019. Pursuant to the plan, the Company provides compensation to directors and officers in both shares and cash. The portion of compensation that will be paid by shares are recorded in obligation to issue shares and will be transferred to share capital upon issuance of the shares. During the year ended December 31, 2024, the Company accrued fees of \$268,880 (2023 - \$159,000) to its officers and directors. As at December 31, 2024, the Company has a balance owing of \$629,230 (2023 - \$360,350), with \$622,980 (2023 - \$354,100) recorded in obligation to issue shares and the remaining in accounts payable.

Stock options:

The Company has an equity incentive plan in place under which it is authorized to grant options or performance rights to executive officers and directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common stock of the Company, and the amount approved for the purposes of the ASX rules, being up to 7,000,000 performance rights. Under the plan, the exercise price of each option shall not be less than the discounted market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of 10 years and vest as determined by the board of directors.

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8. Share Capital – continued

Stock options: – continued

On September 27, 2023, the Company issued 20,300,000 free-attaching options pursuant to the private placement that closed in August 2023. Each option has an exercise price of A\$0.075 (C\$0.065) and expires 24 months from the date of issue. The fair value of the options was determined to be \$nil using the residual method. The Company issued 7,500,000 broker options as share issuance cost. Each option has an exercise price of A\$0.075 (C\$0.065). The fair value of the broker options was \$160,029, determined using the Black-Scholes Option Pricing Model.

On May 31, 2024, the Company granted an aggregate of 24,500,000 incentive stock options to certain board members, senior management and advisers of Kincora (the optionees). Each option is exercisable into one common share in the capital of the company at an exercise price of A\$0.075 (\$0.068) per common share with expiry of two years following the date of grant. The fair value of the options was \$794,449, determined using the Black-Scholes Option Pricing Model.

The fair value was determined using the Black-Scholes Option Pricing Model using the following weighted average estimates:

	December 31, 2023	December 31, 2024
Expected dividend yield	0%	0%
Expected stock price volatility	122.11%	142%
Risk free rate	4.62%	4.25%
Forfeiture rate	0%	0%
Expected life of options	2 years	2 years

On October 21, 2024, the Company issued 6,288,015 free-attaching options pursuant to the first tranche of the private placement described in Note 8 – Share issuances (a). Each option has an exercise price of A\$0.075 (\$0.070) and expires 24 months from the date of issue. The amount assigned to the options was determined to be \$nil using the residual method.

On December 18, 2024, the Company issued 10,462,311 free-attaching options pursuant to the second tranche of the private placement described in Note 8 – Share issuances (a). Each option has an exercise price of A\$0.075 (\$0.070) and expires 24 months from the date of issue. The fair value of the options was determined to be \$125,547 using the residual method.

A summary of the Company's stock option transactions is as follows:

	Number of options	Weighted average exercise price
Balance outstanding – December 31, 2022	20,449,886	\$0.31
Granted	27,800,000	0.07
Expired	(864,805)	0.32
Balance outstanding – December 31, 2023	47,385,081	\$0.16
Granted	24,500,000	0.05
Granted	16,750,326	0.07
Expired	(2,004,506)	0.48
Expired	(10,000,000)	0.29
Expired	(7,580,575)	0.28
Balance outstanding – December 31, 2024	69,050,326	\$0.07

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8. Share Capital – continued

Stock options: – continued

The weighted average life of the stock options is 1.26 years.

The weighted average price for options granted during the year ended December 31, 2024 is \$0.069 (2023 - \$0.065).

As at December 31, 2024, the following stock options are outstanding and exercisable:

Number	Price per share	Expiry date	Options exercisable
27,800,000	\$0.07	September 27, 2025	27,800,000
24,500,000	\$0.07	May 31, 2026	24,500,000
6,288,015	\$0.07	October 21, 2026	6,288,015
10,462,311	\$0.07	December 18, 2026	10,462,311
69,050,326	\$0.07		69,050,326

Warrants: As of December 31, 2024 and 2023, the Company had no outstanding warrants.

Performance rights:

In December 2021, the Company granted 5,520,449 performance rights to certain directors and officers of the Company, pursuant to the Company's new EIP. 4,535,385 of the performance rights are vesting two years from the issue date, 454,154 performance rights are vesting one year from the issue date, and 530,910 performance rights are vesting 1/3 each of the calendar years ended 2021, 2022, and 2023. Each performance right entitles the holder to receive one share of the Company on vesting. During the year ended December 31, 2024, the Company recorded share-based compensation of \$Nil (2023 - \$125,971) for the performance rights vested. During the year ended December 31, 2024, 3,877,370 performance rights were exercised (Note 10). The remaining 1,643,079 performance rights have been cancelled during the year.

Reserves:

Share-based payment reserve represents the fair value of stock options or warrants until such time that the share-based instruments are exercised, at which time the corresponding amount will be transferred to share capital.

Exchange gains and losses arising from translation from the Company's functional currency to presentation currency are included in foreign currency translation reserve.

9. Segmented Information

The Company operates in two operating segments being the acquisition and exploration of exploration and evaluation assets in Mongolia and Australia. The Company's head office is located in Canada, and all of the Company's non-current assets are located in Mongolia and Australia as follows.

<i>In thousand \$</i>	Mongolia		Australia		Total
Balance at December 31, 2024					
Mineral properties	\$	1,177	\$	13,455	\$ 14,632
Equipment	\$	43	\$	-	\$ 43

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9. Segmented Information – continued

<i>In thousand \$</i>	Mongolia	Australia	Total
Balance at December 31, 2023			
Mineral properties	\$ 1,771	\$ 14,116	\$ 15,887
Equipment	\$ 74	\$ -	\$ 74

10. Related Party Transactions

The Company incurred the following amounts for related party services:

- During the year ended December 31, 2024, the Company incurred \$73,800 (2023 - \$73,800) to a company with an officer in common for management and accounting services.
- During the year ended December 31, 2024, the Company incurred \$300,000 (2023 - \$220,000) to an officer and a company with an officer in common for management services.
- During the year ended December 31, 2024, the Company incurred director's fees and consulting fees of \$248,000 (2023 - \$166,000) to current directors and to a former director.
- During the year ended December 31, 2024, the Company incurred consulting fees of \$124,000 (2023 - \$124,000) to an officer and to a director of the Company and \$8,000 (2023 - \$20,000) to a former director of the Company.
- During the year ended December 31, 2024, the Company incurred consulting fees – geologists of \$20,000 (2023 - \$20,000) to a director of the Company.
- At December 31, 2024, the Company owed \$568,243 (2023 - \$242,710) in accrued directors' fees and management and accounting fees in accounts payable, which are non-interest bearing and due on demand, and obligation to issue shares (Note 8).
- During the year ended December 31, 2024, the Company issued a total of 1,421,048 shares and 710,523 options to directors in connection with the private placement that was closed during the year (Note 8).
- During the year ended December 31, 2024, the Company issued 3,877,370 shares to directors and officers for the exercise of performance rights (Note 8).
- During the year ended December 31, 2023, the Company issued 40,000,000 CDIs to RareX for the acquisition of the 35% interest in the NSW project portfolio (Note 8).

Compensation of key management personnel

<i>In thousand \$</i>	December 31, 2024	December 31, 2023
Management, chairman, directors, and audit committee fees	\$ 642	\$ 480
Share-based payments	778	126
	\$ 1,420	\$ 606

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11. Supplemental Disclosures of Cash Flow Information

Supplemental Disclosure of Non-Cash Financing and Investing Activities include ('000):	December 31, 2024	December 31, 2023
Amortization capitalized to exploration and evaluation assets	\$ 93	\$ 74
Exploration expenditures included in accounts payable	-	26
Shares issued for exploration and evaluation assets	-	1,200
Shares received as consideration of earn-in agreement	\$ 885	\$ -

12. Equipment

Net carrying costs at December 31, 2024 and 2023 are as follows ('000):

	Computers	Exploration Equipment	Total
Cost			
Balance as at December 31, 2022	\$ 25	\$ 1,243	\$ 1,268
Additions	-	71	71
Balance as at December 31, 2023	25	1,314	1,339
Additions	-	92	92
Translation adjustment	-	(30)	(30)
Balance as at December 31, 2024	\$ 25	\$ 1,376	\$ 1,401
Accumulated amortization and impairment			
Balance as at December 31, 2022	\$ (25)	\$ (1,166)	\$ (1,191)
Amortization	-	(74)	(74)
Balance as at December 31, 2023	(25)	(1,240)	(1,265)
Additions	-	(93)	(93)
Balance as at December 31, 2024	\$ (25)	\$ (1,333)	\$ (1,358)
Net book value			
At December 31, 2023	\$ -	\$ 74	\$ 74
At December 31, 2024	\$ -	\$ 43	\$ 43

13. Contingencies

In the course of its business activities the Company has from time to time, been the subject of civil claims by third parties, including former employees and government agencies that could give rise to a liability to pay compensation, tax claims, damages or other cash costs. In addition, the Company may receive notices from regulatory and other governmental agencies responsible for the administration of regulations impacting on the Company's business affairs, in relation to the imposition or intended imposition of penalties, assessments and other orders that could potentially have an adverse effect or negatively impact on the Company's business and financial condition including in jurisdictions such as Mongolia and Brazil. Based upon historic experience with management of such claims, assessment and regulatory actions, the Company does not anticipate that the outcome of any such claims, assessments and regulatory actions, will have a materially adverse effect on the Company's business or financial condition.

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13. Contingencies – continued

Brazil

The Company's Brazilian subsidiary, Samsul, has been named as a defendant in a lawsuit filed by federal prosecutors in 2015 seeking indemnification in the amount of approximately 500,000 Brazilian Reals for violation of mining laws and regulations in Brazil. Samsul is one of two defendants in this lawsuit and furthermore, the Company was not in control of Samsul at the time these alleged violations occurred. In addition, Samsul is also named as the sole defendant in six tax claims filed by the Brazilian Mining Agency (ANM) and the Brazilian Environmental Protection Agency (IBAMA) initiated between 2005 and 2018 with an aggregate claim amount of approximately 180,000 Brazilian Reals. The Company plans to rigorously defend against these claims.

The Company does not expect the final outcome of these claims to have a material impact on the Company's consolidated financial statements, and as a result, no provision has been recorded as of December 31, 2024 and 2023.

Mongolia

During the year ended December 31, 2021, Golden Grouse received a tax act reassessment for \$2.7 billion Tugriks (MNT), approximately \$1 million from the Mongolian Tax Authority ("MTA").

The 2021 tax assessment comprises four items, of which the Company strongly refutes the merit of three including the very vast majority of the liability sought relating to a retrospective tax assessment of the 2016 merger with IBEX (the agreed liability owed is 16.2 million MNT, significantly less than the 100 million MNT deposit Kincora has had to place with the MTA to dispute the reassessment).

The 2016 IBEX merger required a prior tax assessment, which followed an audit of the IBEX entity's prior-year periods and the on-shore and off-shore agreements to the merger (IBEX and parent entities). The 2016 tax assessment was paid and relied upon by Mongolian government departments to facilitate the merger and was a condition precedent to close the merger with any adverse liability enabling both counterparties to withdraw from the merger (Note 7).

In the Company's view, the 2021 tax assessment's retrospective liability is not in line with the 2016 tax assessment and Mongolian law, and there is no basis for a different determination. Subsequent to year end, the Company's view was supported by a First Instance Administrative Court, which ruled in-line with Kincora's and independent legal opinions' long-standing positions and the original 2016 tax assessment. The MTA has appealed the court's ruling, further extending the Mongolian judicial process which commenced in 2021.

The Company does not expect the final outcome of these proceedings to have a material impact on the Company's consolidated financial statements, and as a result, no provision has been recorded as of December 31, 2024 and 2023.

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14. Income Tax

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

	December 31, 2024	December 31, 2023
Loss for the year	\$ (2,556,000)	\$ (1,460,000)
Statutory tax rate	27%	27%
Expected tax recovery	(690,000)	(394,000)
Permanent differences	234,000	(439,000)
True-up of prior year balances	-	360,000
Foreign tax differences	(21,000)	23,000
Change in unrecognized deductible temporary differences	477,000	(484,000)
Total tax recovery	\$ -	\$ -

The significant components of the Company's unrecorded deferred tax assets and liabilities are as follows:

	December 31, 2024	December 31, 2023
<i>Deferred tax assets</i>		
Exploration and evaluation assets	\$ 5,071,000	\$ 4,612,000
Equipment	322,000	290,000
Share issuance costs	161,000	293,000
Non-capital losses available for future period	11,695,000	11,591,000
Allowable capital losses	185,000	185,000
Unrecognized deferred tax assets	\$ 17,434,000	\$ 16,971,000

The significant components of the Company's temporary differences and unused tax losses are as follows:

	December 31, 2024	December 31, 2023	Expiry Date Range
Exploration and evaluation assets	\$ 20,611,000	\$ 18,811,000	No expiry date
Equipment	1,268,000	870,000	No expiry date
Share issuance costs and other	597,000	1,085,000	2019-2026
Allowable capital losses	712,000	712,000	No expiry date
Non-capital losses available for future periods	\$ 40,407,000	\$ 37,642,000	2026-2044

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15. Subsequent Events

On March 10, 2025, the Company issued 7,169,335 shares to certain officers, directors and consultants as payment for services provided to the Company in 2022, 2023 and the first half of 2024 totaling to \$386,000.

As outlined in Note 13, Contingencies, a First Instance Administrative Mongolian Court has ruled in favour of the Company in relation to a long-standing tax reassessment dispute. The First Instance Administrative Court ruling followed a court appointed panel of independent Mongolian tax experts review and a 2023 Supreme Court hearing, and the MTA has appealed the court's ruling, further extending the Mongolian judicial process which commenced in 2021.

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