

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2025

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: **001-41690**

U.S. GOLDMINING INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation of organization)

37-1792147

(I.R.S. Employer Identification No.)

1188 West Georgia Street, Suite 1830, Vancouver, BC, Canada

(Address of principal executive offices)

V6E 4A2

(Zip Code)

(604) 388-9788

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	USGO	The Nasdaq Capital Market
Warrants, each warrant exercisable for one share of Common Stock at an exercise price of \$13.00	USGOW	The Nasdaq Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 13,273,195 shares of common stock outstanding as of November 13, 2025.

U.S. GOLDMINING INC.

TABLE OF CONTENTS

PART I – FINANCIAL INFORMATION	3
Item 1. Financial Statements	3
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	16
Item 3. Quantitative and Qualitative Disclosures About Market Risk	25
Item 4. Controls and Procedures	25
PART II – OTHER INFORMATION	26
Item 1. Legal Proceedings	26
Item 1A. Risk Factors	26
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	26
Item 3. Defaults Upon Senior Securities	26
Item 4. Mine Safety Disclosures	26
Item 5. Other Information	26
Item 6. Exhibits	27
SIGNATURES	28

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

U.S. GOLDMINING INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited – Expressed in U.S. Dollars)

	Notes	September 30, 2025	December 31, 2024
Current assets			
Cash and cash equivalents	3	\$ 3,289,803	\$ 3,880,747
Restricted cash	3	42,966	86,261
Other receivables		12,388	7,419
Inventories		14,720	34,858
Prepaid expenses	4	445,390	108,943
Total current assets		3,805,267	4,118,228
Exploration and evaluation assets		31,392	31,392
Operating lease right-of-use assets, net		92,776	111,444
Property and equipment, net	5	781,782	888,087
Total assets		\$ 4,711,217	\$ 5,149,151
Current liabilities			
Accounts payable		\$ 40,284	\$ 185,251
Accrued liabilities		331,252	28,983
Current portion of lease liabilities	6	28,980	25,144
Other payables		180,863	180,863
Total current liabilities		581,379	420,241
Lease liabilities	6	65,044	84,250
Asset retirement obligations		214,386	199,525
Total liabilities		860,809	704,016
Stockholders' equity			
Capital stock			
Common stock \$0.001 par value: 300,000,000 shares authorized as at September 30, 2025 and December 31, 2024; 12,889,004, 12,456,815 shares issued and outstanding as at September 30, 2025 and December 31, 2024	9	12,889	12,457
Additional paid-in capital		32,046,776	27,630,696
Accumulated deficit		(28,209,257)	(23,198,018)
Total stockholders' equity		3,850,408	4,445,135
Total liabilities and stockholders' equity		\$ 4,711,217	\$ 5,149,151

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

U.S. GOLDMINING INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
(Unaudited – Expressed in U.S. Dollars)

	Notes	Three Months Ended September 30		Nine Months Ended September 30	
		2025	2024	2025	2024
Operating expenses					
Exploration expenses	7	\$ 2,095,409	\$ 3,911,335	\$ 2,538,765	\$ 5,249,235
General and administrative expenses	8	699,855	477,869	2,422,030	1,793,880
Accretion		5,074	4,606	14,861	13,489
Depreciation	5	35,435	35,436	106,305	90,157
Total operating expenses		2,835,773	4,429,246	5,081,961	7,146,761
Loss from operations		(2,835,773)	(4,429,246)	(5,081,961)	(7,146,761)
Other income (expenses)					
Interest income		22,499	86,022	84,203	355,975
Foreign exchange loss		(1,349)	(1,278)	(10,116)	(447)
Net loss for the period before tax		\$ (2,814,623)	\$ (4,344,502)	\$ (5,007,874)	\$ (6,791,233)
Current income tax expense		-	(1,247)	(3,365)	(4,168)
Net loss for the period		\$ (2,814,623)	\$ (4,345,749)	\$ (5,011,239)	\$ (6,795,401)
Loss per share					
Basic and diluted	10	\$ (0.22)	\$ (0.35)	\$ (0.40)	\$ (0.55)
Weighted average shares outstanding					
Basic and diluted		12,696,060	12,398,709	12,555,317	12,398,709

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

U.S. GOLDMINING INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited – Expressed in U.S. Dollars)

	Nine Months Ended September 30	
	2025	2024
Net cash provided by (used in):		
Operating activities		
Net loss for the period	\$ (5,011,239)	\$ (6,795,401)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion	14,861	13,489
Depreciation	106,305	90,157
Stock-based compensation	354,117	184,127
Non-cash lease expenses	30,416	24,070
Changes in operating assets and liabilities		
Inventories	20,138	(8,934)
Prepaid expenses	(336,447)	(430,548)
Other receivables	(4,969)	121,603
Accounts payable	(144,967)	272,917
Accrued liabilities	302,269	(82,105)
Income tax payable	-	(5,036)
Lease liabilities	(27,118)	(24,785)
Net cash used in operating activities	(4,696,634)	(6,640,446)
Investing activities		
Purchase of equipment	-	(171,835)
Net cash used in investing activities	-	(171,835)
Financing activities		
Proceeds from At-The-Market offering, net of issuance costs	4,062,395	-
Capital contributions from GoldMining	-	10,202
Net cash provided by financing activities	4,062,395	10,202
Net change in cash, cash equivalents and restricted cash	(634,239)	(6,802,079)
Cash, cash equivalents and restricted cash, beginning of period	3,967,008	11,291,649
Cash, cash equivalents and restricted cash, end of period	\$ 3,332,769	\$ 4,489,570
Supplemental disclosure of non-cash financing activities:		
Allocation of stock-based compensation expenses from GoldMining	\$ -	\$ 13,675

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

Note 1: Business

U.S. GoldMining Inc. (the “Company”) was incorporated under the laws of the State of Alaska as “BRI Alaska Corp.” on June 30, 2015. On September 8, 2022, the Company redomiciled from Alaska to Nevada and changed its name to “U.S. GoldMining Inc.” The Company is a subsidiary of GoldMining Inc. (“GoldMining”), a mineral exploration and development company organized under the laws of Canada listed on the Toronto Stock Exchange and NYSE American. GoldMining owns a controlling interest in the Company of 9,878,261 shares of common stock and common stock purchase warrants to purchase up to 122,490 shares of common stock, representing approximately 76.6% of the outstanding shares of the Company as of September 30, 2025.

The Company’s common stock and common stock purchase warrants are listed on the Nasdaq Capital Market under the symbols “USGO” and “USGOW”, respectively.

The Company is a mineral exploration company with a focus on the exploration and development of a project located in Alaska, USA. The Company’s registered office is 3773 Howard Hughes Pkwy #500s Las Vegas, NV 89169, its principal executive office address is 1188 West Georgia Street, Suite 1830, Vancouver, British Columbia, Canada V6E 4A2 and its head operating office address is 301 Calista Court, Suite 200, Office 203, Anchorage, AK 99518.

The Company’s primary asset is the 100%-owned Whistler exploration property (the “Whistler Project”) located in Alaska, USA. Access to the Whistler Project area is by fixed wing aircraft to a gravel airstrip located adjacent to the Whistler Project exploration camp. The Company is undertaking exploration and mining studies to determine whether the Whistler Project contains mineral reserves where extraction is technically feasible and commercially viable and whether the Whistler Project will be mined by open-pit or underground methods.

Note 2: Summary of Significant Accounting Policies***Basis of Presentation***

The accompanying unaudited interim condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Certain information or footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The accompanying condensed consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and the notes thereto as of and for the year ended December 31, 2024. In the opinion of management, the accompanying unaudited interim condensed consolidated financial statements include all adjustments that are necessary for a fair presentation of the Company’s interim financial position, operating results and cash flows for the periods presented.

Consolidation

The consolidated financial statements include the financial statements of the Company and US GoldMining Canada Inc., a wholly owned subsidiary of the Company. The subsidiary is consolidated from the date the Company obtains control and continue to be consolidated until the date that control ceases. Control is achieved when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

All inter-company transactions, balances, income and expenses are eliminated through the consolidation process.

Management’s Use of Estimates

The preparation of these condensed consolidated financial statements in conformity with U.S. GAAP requires management to make judgments and estimates and form assumptions 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 quarters presented. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, income and expenses. Management uses historical experience and various other factors it believes to be reasonable under given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. Significant estimates made by management include, but are not limited to, asset retirement obligations and stock-based compensation.

Recently Issued Accounting Pronouncements

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures. The ASU expands public entities' income tax disclosures by requiring disaggregated information about a reporting entity's effective tax rate reconciliation as well as information on income taxes paid. The standard is intended to benefit investors by providing more detailed income tax disclosures that would be useful in making capital allocation decisions. The ASU is effective for annual periods beginning after December 15, 2024. The guidance should be applied on a prospective basis with the option to apply the standard retrospectively. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on the Company's consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU-2024-03, Income Statement- Reporting Comprehensive Income- Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. This ASU requires public entities to disclose specified information about certain costs and expenses at each interim and annual reporting period, which includes amounts for inventory purchases, employee compensation, depreciation, intangible asset amortization, and expenses related to oil and gas activities. This ASU will be effective for fiscal years beginning after December 15, 2026, and interim periods beginning after December 15, 2027, with early adoption permitted. The Company is currently evaluating the impact of adopting this ASU on its consolidated financial statements and related disclosures.

Note 3: Cash and Cash Equivalents and Restricted Cash

	September 30, 2025	December 31, 2024
Cash and cash equivalents consist of:		
Cash at bank	\$ 1,389,803	\$ 580,747
Term deposits	1,900,000	3,300,000
Total	<u>\$ 3,289,803</u>	<u>\$ 3,880,747</u>
	September 30, 2025	December 31, 2024
Cash and cash equivalents	\$ 3,289,803	\$ 3,880,747
Restricted cash	42,966	86,261
Total cash, cash equivalents and restricted cash	<u>\$ 3,332,769</u>	<u>\$ 3,967,008</u>

Restricted cash relates to term deposits held by the bank as security for corporate credit cards.

Note 4: Prepaid Expenses

Prepaid expenses consist of the following:

	September 30, 2025	December 31, 2024
Advances ⁽¹⁾	\$ 197,108	\$ -
Prepaid corporate development expenses	145,596	8,972
Prepaid insurance	60,928	93,552
Prepaid dues and subscriptions	23,912	603
Other prepaid expenses	17,846	5,816
Total	<u>\$ 445,390</u>	<u>\$ 108,943</u>

(1)Advances relate to the cash advanced to Equity Geoscience Ltd. ("Equity Geoscience"), a technical consulting company for the management of an exploration program for the Whistler Project.

Note 5: Property and Equipment

Property and equipment consist of the following:

	September 30, 2025			December 31, 2024		
	Cost	Accumulated Depreciation	Net Book Value	Cost	Accumulated Depreciation	Net Book Value
Camp structures	\$ 767,706	\$ (167,925)	\$ 599,781	\$ 767,706	\$ (110,347)	\$ 657,359
Vehicles and hauling equipment	174,508	(65,983)	108,525	174,508	(34,120)	140,388
Exploration equipment	108,137	(35,880)	72,257	108,137	(19,659)	88,478
Computer hardware	2,574	(1,355)	1,219	2,574	(712)	1,862
	<u>\$ 1,052,925</u>	<u>\$ (271,143)</u>	<u>\$ 781,782</u>	<u>\$ 1,052,925</u>	<u>\$ (164,838)</u>	<u>\$ 888,087</u>

Note 6: Leases

In November 2023, US GoldMining Canada Inc. entered into an agreement to lease a portion of an office premises in Vancouver, British Columbia with a term of 4.88 years. As of September 30, 2025, the remaining lease term was 3 years and the incremental borrowing rate was 11.34%.

Minimum future lease payments under operating lease with terms longer than one year are as follows:

Fiscal 2025	9,346
Fiscal 2026	37,383
Fiscal 2027	37,383
Fiscal 2028	24,922
Total lease payments	109,034
Less: imputed interest	(15,010)
Present value of lease liabilities	<u>\$ 94,024</u>
Current portion of lease liabilities	\$ 28,980
Non-current portion of lease liabilities	<u>\$ 65,044</u>

During the three and nine months ended September 30, 2025, and 2024, total lease expenses include the following components:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Operating Leases	\$ 8,940	\$ 9,032	\$ 26,422	\$ 27,168
Short-term Leases	1,050	2,250	3,150	4,350
Total Lease Expenses	<u>\$ 9,990</u>	<u>\$ 11,282</u>	<u>\$ 29,572</u>	<u>\$ 31,518</u>

Note 7: Exploration Expenses

The following table presents costs incurred for exploration activities for the three and nine months ended September 30, 2025, and 2024:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Drilling and associated costs	\$ 811,206	\$ 1,873,557	\$ 836,449	\$ 2,236,578
Camp and field support expenses	542,134	847,382	604,012	1,186,419
Consulting fees	526,470	656,577	844,562	1,097,859
Transportation, travel and other exploration expenses	215,599	533,819	253,742	728,379
Total	<u>\$ 2,095,409</u>	<u>\$ 3,911,335</u>	<u>\$ 2,538,765</u>	<u>\$ 5,249,235</u>

Note 8: General and Administrative Expenses

The following table presents general and administrative expenses for the three and nine months ended September 30, 2025, and 2024:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2024	2025	2024
Office, consulting, investor relations, insurance and travel ⁽¹⁾	\$ 393,805	\$ 266,572	\$ 1,277,489	\$ 760,395
Professional fees	109,207	55,922	365,260	474,509
Management fees, salaries and benefits ⁽²⁾	107,845	87,364	303,874	262,006
Stock-based compensation ⁽²⁾	59,052	43,490	354,117	184,127
Filing, listing, dues and subscriptions	29,946	24,521	121,290	112,843
Total	\$ 699,855	\$ 477,869	\$ 2,422,030	\$ 1,793,880

(1)Office, consulting, investor relations, insurance and travel expenses include costs for Blender Media Inc. (“Blender”), a company controlled by a direct family member of a co-chairman and director of GoldMining (Note 13).

(2)During the three and nine months ended September 30, 2024, stock-based compensation and management fees, salaries and benefits include costs allocated from GoldMining (Note 13).

Note 9: Capital Stock

9.1 Equity Financing

ATM Program

On May 15, 2024, the Company filed a shelf registration statement on Form S-3 with the SEC, covering the offering, issuance and sale of up to \$40 million of a variety of securities including the Company’s common stock, preferred stock, warrants and/or units. Additionally, the Company entered into an At The Market Offering Agreement (the “Sales Agreement”) with a lead agent and co-agents providing for an at-the-market equity sales program (the “ATM Program”). Pursuant to the ATM Program, the Company could originally sell shares of its common stock having an aggregate offering price of up to \$5.5 million from time to time through the sales agents subject to the terms of the Sales Agreement. Sales under the ATM Program may be made directly or through the facilities of the NASDAQ or other active trading market in the United States. A fixed cash commission rate of 2.5% on the gross sales price per share of common stock sold under the ATM Program is payable to the agents in connection with any such sales.

On September 30, 2025, the Company filed a prospectus supplement with the SEC to increase the maximum number of shares of common stock issuable under the ATM Program. Pursuant to the increased offering, the Company may sell up to \$7.6 million of shares of common stock from time to time through the sales agents, which does not include the Company’s shares of common stock having an aggregate gross sales price of approximately \$4.8 million that were sold pursuant to the ATM Program prior to September 30, 2025.

During the three and nine months ended September 30, 2025, the Company sold 308,282 and 419,704 shares of common stock, respectively, under the ATM Program for respective gross proceeds in each period of \$3,054,072 and \$4,176,325. Aggregate commissions paid to the agents under the ATM Program were \$80,776 and \$113,930 in the three and nine months ended September 30, 2025, respectively.

Subsequent to September 30, 2025, the Company sold 380,891 shares of common stock under the ATM Program for gross proceeds of \$5,060,416, with aggregate commissions paid or payable to the agents and other share issuance and settlement costs of \$133,153, which was an average sales price of approximately \$13.29 per share of common stock.

9.2 Common and Preferred Stocks

The authorized share capital of the Company is comprised of 300,000,000 shares of common stock with par value of \$0.001 and 10,000,000 shares of preferred stock with par value of \$0.001.

As of September 30, 2025, there were 12,889,004 shares of common stock issued and outstanding and no preferred stock issued and outstanding.

9.3 Restricted Shares

On September 23, 2022, the Company adopted an equity incentive plan (the "Legacy Incentive Plan"). The Legacy Incentive Plan only provides for the grant of restricted stock awards. The purpose of the Legacy Incentive Plan is to provide an incentive for employees, directors and certain consultants and advisors of the Company or its subsidiaries to remain in the service of the Company or its subsidiaries. The maximum number of shares of common stock that may be issued pursuant to the grant of the restricted stock awards is 1,000,000 shares of common stock in the Company.

On September 23, 2022, the Company granted awards of an aggregate of 635,000 shares of performance based restricted shares (the "Restricted Shares") under the Legacy Incentive Plan to certain of its and GoldMining's executive officers, directors and consultants, the terms of which were amended on May 4, 2023. These awards are subject to performance-based restrictions, whereby the restrictions will be cancelled if certain performance conditions are met in specified periods. As of September 30, 2025, 254,000 of the 635,000 Restricted Shares remain unvested, with the balance having become vested and no longer subject to restrictions.

The unvested Restricted Shares are subject to restrictions that, among other things, prohibit the transfer thereof until certain performance conditions are met. In addition, if such conditions are not met within applicable periods, the restricted shares will be deemed forfeited and surrendered by the holder thereof to the Company without the requirement of any further consideration. The conditions are as follows:

- (a) with respect to 15% of the Restricted Shares, if the Company has not re-established the Whistler Project camp and performed of a minimum of 10,000 meters of drilling prior to September 30, 2026;
- (b) with respect to 15% of the Restricted Shares, if the Company has not achieved a \$250,000,000 market capitalization, based on the number of shares of its outstanding common stock multiplied by the volume-weighted average price for any applicable five (5) consecutive trading day period on the principal stock exchange on which its common stock is listed prior to the date that is five years after the date of grant of such award; or
- (c) with respect to 10% of the Restricted Shares, if the Company has not achieved a share price of \$25.00 prior to the date that is six years after the date of grant of such award.

Upon satisfaction of the conditions referenced in both (b) and (c) above (regardless of whether they occur simultaneously or consecutively), all of the unvested Restricted Shares will be 100% vested and will be deemed Released Stock.

In the event the Company files the disclosure specified in Subpart 1300 of the SEC Regulation S-K Report with the SEC or the disclosure specified in Canadian National Instrument 43-101, Standards for Disclosure for Mineral Products, to the relevant Canadian securities regulator (the "Securities Filing") that includes, in either disclosure, an aggregate estimate of mineral resources for the Whistler Project or any other project owned or operated by the Company of 3,000,000 additional gold or gold equivalent ounces from the amount reported on the disclosure specified in the Company's Subpart 1300 of the SEC Regulation S-K Report dated September 22, 2022, 190,500 shares of the Restricted Shares will be deemed released as of the date of such Securities Filing (or if such amount exceeds the number of shares of Restricted Shares that have not yet become Released Stock at the time, such lesser number of shares of Restricted Shares) reducing, on a proportional basis, the number of unvested shares of Restricted Shares subject to each vesting condition.

During the three and nine months ended September 30, 2025, the Company recognized a stock-based compensation recovery of \$13,621 and \$9,792, respectively, (stock-based compensation expense of \$3,442 and \$11,563, respectively, during the three and nine months ended September 30, 2024), related to the Restricted Shares.

9.4 Share Purchase Warrants

There were common stock purchase warrants to purchase 1,740,992 shares of common stock outstanding as of September 30, 2025 (warrants to purchase 1,741,292 shares of common stock outstanding as of September 30, 2024), with an exercise price of \$13.00 per share. As of September 30, 2025, the outstanding common stock purchase warrants have a weighted average remaining contractual life of 0.56 years.

9.5 Stock Options

On February 6, 2023, the Company adopted a long term incentive plan ("2023 Incentive Plan"). The purpose of the 2023 Incentive Plan is to provide an incentive for employees, directors and certain consultants and advisors of the Company or its subsidiaries to remain in the service of the Company or its subsidiaries. The 2023 Incentive Plan provides for the grant of non-qualified stock options, incentive stock options, stock appreciation rights, restricted stock units (the "RSUs"), performance awards, restricted stock awards and other cash and equity-based awards. The aggregate number shares of common stock issuable under the 2023 Incentive Plan in respect of awards shall not exceed 10% of the common stock issued and outstanding.

The stock options are exercisable for a period of five years from the date of grant and will vest as follows: (a) 25% on the grant date; and (b) 25% on each of the dates that are six, twelve and eighteen months thereafter. The following table presents, on a weighted-average basis, the assumptions used in the Black-Scholes option-pricing model to determine the grant date fair value of stock options granted:

	Nine Months Ended September 30,	
	2025	2024
Risk Free Interest Rate	-	4.45%
Expected Volatility ⁽¹⁾	-	54.94%
Expected Life in Years	-	3.00
Expected Dividend Yield	-	0.00%
Estimated forfeiture rate	-	0.00%

(1)As there is limited trading history of the Company's shares of common stock prior to the date of grant, the expected volatility is based on the historical share price volatility of a group of comparable companies in the sector the Company operates over a period similar to the expected life of the stock options.

The following table summarizes the Company's stock option activity:

	Number of Stock Options	Weighted Average Exercise Price
Balance at December 31, 2024	316,050	\$ 10.00
Exercised	(10,000)	10.00
Forfeited	(2,500)	10.00
Balance at March 31, 2025	303,550	10.00
Forfeited	(10,000)	10.00
Balance at June 30, 2025 and September 30, 2025	293,550	\$ 10.00

As of September 30, 2025, the aggregate intrinsic value under the provisions of ASC 718 of all outstanding stock options was \$838,618. The unrecognized stock-based compensation expense related to the unvested portion of stock options totaled \$76,383 to be recognized over the next 0.53 years.

During the three and nine months ended September 30, 2025, the Company recognized stock-based compensation expenses of \$48,648 and \$250,497, respectively (\$37,754 and \$158,889 respectively, during the three and nine months ended September 30, 2024), for the stock options granted.

9.6 Restricted Stock Units

The Company's RSUs vest in four equal annual instalments during the recipient's continual service with the Company. The compensation expense is calculated based on the fair value of each RSU as determined by the closing value of the Company's common stock at the date of the grant. The Company recognizes compensation expense over the vesting period of the RSUs.

The following table summarizes the Company's RSUs activity:

	Number of RSUs	Weighted Average Grant-Date Fair Value
Balance at December 31, 2024	15,050	\$ 8.32
Vested	(3,763)	8.32
Balance at March 31, 2025	11,287	8.32
Vested	(3,563)	8.32
Forfeited	(600)	8.32
Balance at June 30, 2025	7,124	8.32
Vested	(3,563)	8.32
Granted	5,000	9.25
Balance at September 30, 2025	8,561	\$ 8.86

During the three and nine months ended September 30, 2025, the Company recognized stock-based compensation expenses of \$24,025 and \$113,412, respectively (\$nil during the three and nine months ended September 30, 2024) related to the RSUs.

Note 10: Net Loss Per Share

The following table provides reconciliation of net loss per share of common stock:

	Three Months Ended September 30		Nine Months Ended September 30	
	2025	2024	2025	2024
Numerator				
Net loss for the period	\$ (2,814,623)	\$ (4,345,749)	\$ (5,011,239)	\$ (6,795,401)
Denominator				
Weighted average number of shares, basic and diluted	12,696,060	12,398,709	12,555,317	12,398,709
Net loss per share, basic and diluted	\$ (0.22)	\$ (0.35)	\$ (0.40)	\$ (0.55)

The basic and diluted net loss per share are the same as the Company is in a net loss position.

The Company's potentially dilutive securities, including stock options (stock options to purchase 293,550 and 188,550 shares of common stock outstanding as of September 30, 2025, and 2024, respectively), RSUs (8,561 and nil RSUs outstanding as of September 30, 2025, and 2024, respectively) and warrants (warrants to purchase 1,740,992 and 1,741,292 shares of common stock outstanding as of September 30, 2025, and 2024, respectively), have been excluded from the computation of diluted net loss per share as the effect would be to reduce the net loss per share. Therefore, the weighted-average number of shares of common stock outstanding used to calculate both basic and diluted net loss per share attributable to common stockholders is the same.

Note 11: Financial Instruments

Financial Risk Management Objectives and Policies

The financial risks arising from the Company's operations are credit risk, liquidity risk and currency risk. These risks arise from the normal course of operations and all transactions undertaken are to support the Company's ability to continue as a going concern. The risks associated with these financial instruments and the policies on how the Company mitigates these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented in a timely and effective manner.

Credit Risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily associated with its bank balances. The Company mitigates credit risk associated with its bank balances by holding cash and cash equivalents with large, reputable financial institutions.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to settle or manage its obligations associated with financial liabilities. To manage liquidity risk, the Company closely monitors its liquidity position to ensure it has adequate sources of funding to finance its projects and operations. The Company had working capital as of September 30, 2025, of \$3,223,888. The Company's accounts payable, accrued liabilities, current portion of lease liabilities and other payables are expected to be realized or settled within a one-year period.

The Company has not generated any revenue from operations and the only sources of financing to date have been through advances from GoldMining, its initial public offering, the exercise of share purchase warrants and the ATM Program. The Company's ability to meet its obligations and finance exploration activities depends on its ability to generate cash flow through the issuance of shares of common stock pursuant to private placements, public offerings, including under the ATM Program, share purchase warrant exercises, and short-term or long-term loans. Capital markets may not be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's common stock, restricting access to some institutional investors. The Company's growth and success is dependent on external sources of financing which may not be available on acceptable terms, or at all.

Through the ATM Program discussed in Note 9.1, management believes that the expected impact on our liquidity and cash flows resulting from ATM Program are sufficient to enable the Company to meet its obligations for at least twelve months from the issuance date of these condensed consolidated financial statements and to continue to alleviate the conditions that raised substantial doubt about the Company's ability to continue as going concern.

Currency Risk

The Company reports its financial statements in U.S. dollars. The Company is exposed to foreign exchange risk when it undertakes transactions and holds assets and liabilities in currencies other than its functional currency. Financial instruments that impact the Company's net loss due to currency fluctuations include cash and cash equivalents, restricted cash, accounts payable and accrued liabilities which are denominated in Canadian dollars. A 10% change in the exchange rate of U.S. dollars to Canadian dollars would have an impact of approximately \$4,600 on net loss for the nine months ended September 30, 2025.

Note 12: Commitments and Contingencies

Payments Required to Maintain the Whistler Project

The Company is required to make annual land payments to the Department of Natural Resources of Alaska in the amount of \$230,605 in 2025 and thereafter, to keep the Whistler Project in good standing. Additionally, the Company has an annual labor requirement of \$135,200 for 2025 and thereafter, for which a cash-in-lieu payment equal to the value of the annual labor requirement may be made instead.

Future Commitments

On November 27, 2020, GoldMining agreed to cause the Company to issue a 1.0% net smelter return (“NSR”) royalty on its Whistler Project to Gold Royalty U.S. Corp. (a subsidiary of Gold Royalty Corp.). The Company also assigned certain buyback rights relating to an existing third party royalty on the Whistler Project such that Gold Royalty U.S. Corp. has a right to acquire a 0.75% NSR (including an area of interest) on the Whistler Project for \$5,000,000 pursuant to such buyback rights. The royalty was subsequently assigned to Nevada Select Royalty, Inc. (a subsidiary of Gold Royalty Corp.).

In August 2015, the Company acquired rights to the Whistler Project and associated equipment pursuant to an asset purchase agreement by and among the Company, GoldMining, Kiska Metals Corporation (“Kiska”) and Geoinformatics Alaska Exploration Inc. (“Geoinformatics”). Pursuant to such agreement, the Company acquired rights and assumed obligations under two related underlying agreements. The first underlying agreement is a Royalty Purchase Agreement between Kiska, Geoinformatics and MF2 LLC. (“MF2”), dated December 16, 2014. This agreement grants MF2 a 2.75 percent NSR royalty over the Whistler Project area. The MF2 royalty was subsequently assigned to Osisko Mining (USA) Inc.. The second underlying agreement is an earlier agreement between Cominco American Incorporated and Mr. Kent Turner (whose rights and obligations thereunder were assumed by the Company) dated October 1, 1999. This agreement concerns a 2.0 percent net profit interest in connection with an area of interest specified by standard township sub-division. The interest was originally held by Teck Resources and was subsequently acquired by Sandstorm Gold Ltd.. In October 2025, following the acquisition of Sandstorm Gold Ltd. by Royal Gold, Inc., the interest was transferred to RG Royalties, a wholly owned subsidiary of Royal Gold, Inc.

In July 2025, the Company entered into an agreement with Equity Geoscience for the management of an exploration program for the Whistler Project. The agreement included an approved work order totaling \$1,844,000 for the period from January 1, 2025, to April 30, 2026. The work order may be paused, postponed or terminated by either party with 30 days written notice. In October 2025, the Company amended the work order to \$2,094,000. Additionally, as of the date of this filing, the Company has paid \$1,969,848 towards the approved work order.

Note 13: Related Party Transactions

The Company shares personnel, including key management personnel, office space, equipment, and various administrative services with other companies, including GoldMining. Costs incurred by GoldMining are allocated between its related subsidiaries based on an estimate of time incurred and use of services and are charged at cost. During the three and nine months ended September 30, 2025, the allocated costs from GoldMining to the Company were \$nil (\$5,511 and \$23,877 for the three and nine months ended September 30, 2024, respectively). Out of the allocated costs for the three and nine months ended September 30, 2024, \$2,294 and \$13,675, respectively, were for non-cash stock-based compensation expenses. During the year ended December 31, 2024, the allocated costs from GoldMining were treated as a capital contribution, as there is no obligation or intent regarding the repayment of such amounts by the Company.

During the three and nine months ended September 30, 2025, the Company incurred \$1,019 and \$4,726, respectively, and during the three and nine months ended September 30, 2024, \$1,299 and \$140,812, respectively, in general and administrative costs, paid to Blender, a company whose principal is an immediate family member of a co-chairman and director of GoldMining, for information technology, corporate branding, sponsorships and advertising, media, website design, maintenance and hosting services, provided by Blender to the Company.

During the three and nine months ended September 30, 2025, stock-based compensation expenses included stock-based compensation recovery of \$8,687 and \$6,269, respectively (stock-based compensation expenses of \$2,132 and \$7,232 during the three and nine months ended September 30, 2024), in amounts incurred for a co-chairman and director of GoldMining for performance based Restricted Shares granted in September 2022 (Note 9.3).

Related party transactions are based on the amounts agreed to by the parties. During the quarters ended September 30, 2025, and 2024, the Company did not enter into any contracts or undertake any commitment or obligation with any related parties other than as described herein.