

KAIROS GOLD INC.

Condensed Interim Consolidated Financial Statements

For the Three months ended March 31, 2025

KAIROS GOLD INC.

FIRST QUARTER 2025 CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Corporation discloses that its auditors have not reviewed the unaudited condensed interim consolidated financial statements for the period ended March 31, 2025.

NOTICE TO READER OF THE INTERIM FINANCIAL STATEMENTS

The condensed interim consolidated financial statements (the "Interim Statements") of Kairos Gold Inc. comprising the accompanying interim consolidated statements of financial position as at March 31, 2024 the interim consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the three month period then ended are the responsibility of the Corporation's management.

These Interim Statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Corporation, MNP LLP. The Interim Statements have been prepared by management and include the selection of appropriate accounting principles, judgements and estimates necessary to prepare these financial statements in accordance with International Financial Reporting Standards.

signed "Jana L. Lillies"

Jana L. Lillies, Chief Financial Officer

signed "Michelle DeCecco"

Michelle DeCecco, Chief Executive Officer

KAIROS GOLD INC.
Consolidated Statement of Financial Position
(Expressed in Canadian Dollars)

As at	Notes	March 31, 2025	December 31, 2024
Assets		Unaudited	Audited
Current			
Cash		\$ 529,917	\$ 11,648
Due from related parties	9	207,588	199,493
		737,505	211,141
Mineral properties	5	5,690,557	4,748,265
Total assets		\$ 6,428,062	\$ 4,959,406
LIABILITIES			
Current			
Trade and other payables		\$ 185,483	\$ 26,317
Due to related party	9	99,551	105,720
Total liabilities		285,034	132,037
Shareholder's Equity			
Share capital	6	5,684,866	4,931,970
Contributed surplus		546,854	-
Accumulated other comprehensive income		61,380	18,953
Deficit		(150,072)	(123,554)
Total shareholders' equity		6,143,028	4,827,369
Total liabilities and shareholders' equity		\$ 6,428,062	\$ 4,959,406
Nature of operations and going concern	1		
Subsequent event	13		

KAIROS GOLD INC.
Consolidated Statement of Loss and Other Comprehensive Loss
Unaudited
(Expressed in Canadian Dollars)

	Notes	For the Three Months Ended March 31, 2025	
			<i>Note 2(f)</i>
Expenses			
General and administrative	8	\$	21,829
Depreciation			5,209
Realized foreign exchange gain			(520)
			26,518
Loss for the period			(26,518)
Other comprehensive income			
Exchange differences on translation of subsidiary			42,427
Loss and other comprehensive loss for the period		\$	15,909
Weighted average shares outstanding			23,135,266
Loss per share – basic and diluted	7	\$	(0.00)

KAIROS GOLD INC.
Consolidated Statement of Changes in Shareholder's Equity
Unaudited
(Expressed in Canadian Dollars)

	Notes	Share Capital	Contributed Surplus	Accumulated Other Comprehensive Income	Deficit	Total
Balance, April 10, 2024		\$ -	\$ -	\$ -	\$ -	\$ -
Shares issued for cash upon incorporation		1	-	-	-	-
Shares issued in exchange for assets	4	4,931,969	-	-	-	4,931,969
Loss for the period		-	-	-	(123,554)	(123,554)
Exchange differences on translation of subsidiary		-	-	18,953	-	18,953
Balance, December 31, 2024		\$ 4,931,970	\$ -	\$ 18,953	\$ (123,554)	\$ 4,827,369
Shares issued for cash	6	1,365,000	-	-	-	1,365,000
Fair value of warrants	6	(546,854)	564,854	-	-	-
Share issue costs	6	(65,250)	-	-	-	(65,250)
Loss for the period		-	-	-	(26,518)	(26,518)
Exchange differences on translation of subsidiary		-	-	42,427	-	42,427
Balance, March 31, 2025		\$ 5,684,866	\$ 564,854	\$ 61,380	\$ (150,072)	\$ 6,143,028

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

KAIROS GOLD INC.
Consolidated Statement of Cash Flows
Unaudited
(Expressed in Canadian Dollars)

	Notes	For the Three Months Ended March 31, 2024
Cash provided by (used in):		
		<i>Note 2(f)</i>
Operating activities		
Loss for the period		\$ (26,518)
Add (deduct) items not affecting cash flow:		
Due to related party	9	(6,169)
Foreign exchange		(154,189)
Change in non-cash working capital		151,071
Cash flows provided used in operating activities		(35,805)
Investing activities		
Acquisition payment	5	(398,806)
Lease and capital expenditures	5	(346,870)
Cash flows used in operating activities		(745,676)
Financing activities:		
Issuance of common shares	6	1,365,000
Share issue costs	6	(65,250)
Cash flows provided by financing activities		1,299,750
Increase in cash		518,269
Cash, beginning of period		11,648
Cash, end of period		\$ 529,917

1. Nature of Operations and Going Concern

Kairos Gold Inc. (the “Corporation” or “Kairos Gold”), a reporting issuer, was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (Alberta) on April 10, 2024. The registered office is located at 700, 903 – 8th Avenue SW, Calgary, Alberta, Canada, T2P 0P7

During the period ended December 31, 2024, the Corporation completed a series of transactions as part of a proposed plan of arrangement (the “Arrangement”) discussed in Note 4.

Going Concern

Kairos Gold engages principally in the acquisition, advancement and development of mineral properties in Chile. The recovery of the Corporation’s investment in these resource properties and the realization of profitable operations are dependent upon the discovery and development of economic reserves and the ability to arrange sufficient financing to bring these reserves into production. The ultimate outcome of these matters cannot presently be determined.

World Events

The conflicts in Ukraine and the Middle East and recent political tensions between the United States and many countries have contributed to significant volatility in financial and commodity markets. These ongoing events have impacted global commercial activity, including causing significant fluctuations in worldwide demand and prices for certain commodities. The duration and impact of the conflicts and political tensions and magnitude of the impact on the economy and financial effect on the Corporation is not known at this time.

2. Basis of Presentation

a) Statement of compliance

These condensed interim consolidated financial statements (“Interim Statements”) have been prepared in accordance with IFRS® Accounting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”) in effect at March 31, 2025.

These consolidated financial statements, and the policies applied herein, were authorized for issue by the Board of Directors on May 20, 2025.

b) Basis of measurement

These consolidated financial statements have been prepared under the historical cost method.

c) Presentation and functional currencies

These consolidated financial statements are presented in Canadian dollars (“CAD”), which is the Corporation’s functional currency. The functional currency of the Corporation’s 100% owned subsidiary, Compañía Minera Kairos Chile SpA (“Minera Kairos”), is the Chilean Peso (“CLP”).

Throughout these financial statements, USD refers to United States dollars.

d) Consolidation

These consolidated financial statements include the accounts of the Corporation and its wholly owned subsidiary, Minera Kairos, the consolidation of the two which are hereafter referred to as the “Corporation”. The principal business of Minera Kairos is the acquisition and development of mineral properties in Chile.

Subsidiaries are entities controlled by the Corporation. The Corporation controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intercompany balances and transactions, and any unrealized income and expenses arising from intercompany transactions are eliminated in preparing the consolidated financial statements.

e) Use of judgments and estimates

Management is required to make estimates, judgments and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Management reviews these judgments, estimates and assumptions on an ongoing basis, including those related to fair values of financial instruments, recoverability of assets and income taxes. Actual results may differ from these estimates.

The key estimates and judgments concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are outlined below.

Judgments

Judgment is used in situations when there is a choice and/or assessment required by management. The following are critical judgments apart from those involving estimations (disclosed below), that management has made in the process of applying the Corporation's accounting policies and that have a significant effect on the amounts recognized in the consolidated financial statements.

Property title

Although the Corporation takes steps to verify title exploration and evaluation assets in which it has an interest, however, these procedures do not guarantee the Corporation's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

Deferred tax assets and liabilities

The measurement of a deferred tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Corporation's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful operations of the Corporation. To the extent that management's assessment of the Corporation's ability to utilize future tax deductions changes, the Corporation would be required to recognize more or fewer deferred tax assets, and future tax provisions or recoveries could be affected.

Provisions

Management's determination of no material restoration, rehabilitation and environmental exposure is based on the facts and circumstances that existed during the period.

Mineral properties

The application of the Corporation's accounting policy for mineral properties and related exploration and evaluation expenditures requires judgment in determining whether it is likely that future economic benefits are likely to arise from future exploration or sale or where activities have not reached a stage which permits a reasonable assessment of the existence of reserves. The deferral policy requires management to make certain estimates and assumptions about future events or circumstances, in particular whether an economically viable extraction operation can be established. Estimates and assumptions made may change if new information becomes available. If, after the expenditure is capitalized, information becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the period when the new information becomes available.

2. Basis of Presentation *(continued)*

Mineral properties are reviewed for changes in facts and circumstances suggesting the carrying amount exceeds the recoverable amount at each consolidated statement of financial position date. This determination requires significant judgment. Factors which could trigger an impairment review include, but are not limited to, significant negative industry or economic trends and interruptions in exploration activities.

The Corporation's review considers the following:

- The period for which the Corporation 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 through successful development or by sale.

Estimates

Deferred Taxes

The calculations for current and deferred taxes require management's interpretation of tax regulations and legislation in the various tax jurisdictions in which the Corporation operates, which are subject to change. The measurement of deferred tax assets and liabilities requires estimates of the timing of the reversal of temporary differences identified and management's assessment of the Corporation's ability to utilize the underlying future tax deductions against future taxable income before they expire, which involves estimating future taxable income.

The Corporation is subject to assessments by various taxation authorities in the tax jurisdictions in which it operates and these taxation authorities may interpret the tax legislation and regulations differently. In addition, the calculation of income taxes involves many complex factors. As such, income taxes are subject to measurement uncertainty and actual amounts of taxes may vary from the estimates made by management.

f) Comparative period

The comparative period for the Consolidated Statements of Financial Position is the period from incorporation on April 10, 2024 to December 31, 2024. There is no three-month comparative period for the three months ended, and as at, March 31, 2024 in these Interim Statements as the Corporation was incorporated April 10, 2024.

Amendments to Accounting Standards

Lack of Exchangeability (Amendments to IAS 21) - Effective January 1, 2025, IAS 21 requires an entity to apply a consistent approach to assessing whether a currency is exchangeable into another currency and, when it is not, to determining the exchange rate to use and the disclosures to provide. Management does not anticipate that this amendment will have a material effect on the Corporation.

3. Summary of Significant Accounting Policies

These Interim Statements should be read in conjunction with the annual audited financial statements ("Audited Statements") and accompanying notes for the year ended December 31, 2024. These Interim Statement have been prepared following the same accounting policies as described in note 3 of the Audited Statements for the year ended December 31, 2024.

KAIROS GOLD INC.
Notes to the Consolidated Financial Statements
For the Three Months Ended March 31, 2025

4. Corporate Reorganization

Kairos Gold was incorporated as a wholly owned subsidiary of Lithium Chile Inc. ("LITH") on April 10, 2024.

During the period ended December 31, 2024, the Corporation was involved in a series of transactions that formed a plan of arrangement that was approved by the shareholders of LITH on October 17, 2024.

- a) On December 4, 2024, following the transfer of the lithium assets from Minera Kairos to LITH's wholly owned Chilean subsidiary, Kairos Inversiones SpA, the Corporation acquired all of the issued outstanding shares of Minera Kairos from LITH.
- b) A share split was completed such that the number of issued and outstanding Kairos Gold common shares was equal to one-tenth (1/10) of the number of issued and outstanding LITH common shares on December 4, 2024.
- c) LITH distributed the Kairos Gold common shares as a dividend to the shareholders of LITH on a basis of one Kairos Gold common share for every 10 common shares of LITH for an aggregate value of \$4,931,939. The acquisition of Minera Kairos by Kairos Gold was recorded at the following carrying values of the net assets of Minera Kairos on December 4, 2024:

Carrying amount of net assets (liabilities) acquired:	
Cash	\$ 11,591
Accounts receivable	88,386
Due from related party	110,144
Mineral properties (copper, gold, silver claims)	4,731,962
Trade and other payables	(10,114)
	\$ 4,931,969
Consideration:	
Common shares of Kairos Gold	\$ 4,931,969

- d) The Corporation received conditional approval from the TSX Venture Exchange Inc. (the "TSXV") to list its common shares on the TSXV. Final approval from the TSXV was subject to, but not limited to, the successful completion of a financing in the minimum amount of \$1,050,000, which was completed during the period (See Share Capital note 6).

5. Mineral Properties

Balance, April 10, 2024	\$ -
Acquisition (Note 4)	4,731,962
Depreciation	(1,669)
Effect of foreign exchange translation	17,972
Balance December 31, 2024	\$ 4,748,265
Acquisition payment	398,806
Additions to mineral properties	346,870
Effect of foreign exchange	196,616
Balance March 31, 2025	\$ 5,690,557

Mineral property description

The Corporation currently holds 100% title interest in 22,429 hectares of mineral claims comprising four discrete property packages with the potential to discover commercial deposits of copper and/or gold and/or silver through its Chilean subsidiary Minera Kairos.

KAIROS GOLD INC.
Notes to the Consolidated Financial Statements
For the Three Months Ended March 31, 2025

5. Mineral Properties *(continued)*

Mineral property transactions

- On January 19, 2024, Minera Kairos entered into a Purchase Option Agreement (the “Option Agreement”) whereby the Corporation could acquire 100% of Oro Brillante, a 100-hectare copper, gold and silver exploitation claim within the Corporation’s Las Garillas property in Chile. To fulfill the Corporation’s obligations under the Option Agreement, three payments totalling CLP\$833,000,000 (approximately CAD\$1.2 million) were required to be made within 1 year following the date of the Option Agreement.

The first two payments of CLP \$277,682,307 (a total of CAD\$804,723) were made in January and July 2024, prior to the acquisition (Note 4). The final CLP \$277,682,991 (CAD\$396,254) was made in January 2025, thereby fulfilling the Corporation’s obligations under the Option Agreement (total CAD\$1,200,977).

Mineral Property Expenditure Commitments

- The 2025 capital exploration budget will be funded by the private placement completed in the period (note 6).
- The Corporation’s claims do not require any minimum work or expenditure commitments. The Corporation is obligated to make annual tax payments of approximately US\$4.15/hectare to the Chilean government in relation to exploration claims and approximately US\$27.66 in relation to exploitation claims. Claim and renewal costs relating to the claims during the three months ended March 31, 2025 were \$320,679.

6. Share Capital

a) Authorized:

Unlimited number of common voting shares and preferred shares without nominal or par value.

The preferred shares may be issued in one or more series and the Corporations’ Board of Directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions, and conditions attached to the shares of each series. No preferred shares have been issued since the Corporation’s inception.

b) Issued common shares:

Issued share capital is as follows.

	Number of shares		Amount
Share issued for cash upon incorporation	1	\$	1
Share split and acquisition of Minera Kairos (Note 4)	20,632,765		4,931,969
Balance, December 31, 2024	20,632,766		4,931,970
Share issued for cash			1,365,000
Share issue costs	-		(65,250)
Fair value of warrants	-		(546,854)
Balance, March 31, 2025	20,632,768	\$	5,684,866

- During the period, the Corporation closed a private placement of 6,825,000 units (the “Units”) at a price of \$0.20 per Unit, for aggregate gross proceeds of \$1,365,000. Each Unit is comprised of one common share of the Corporation and one-half of a common share purchase warrant. Each whole warrant entitles the holder thereof to purchase one common share of the Corporation at a price of \$0.35 per share at any time prior to the date that is 36 months from the date of issuance of the warrants. The warrants include an acceleration provision whereby if the common shares of the Corporation are listed on the TSXV and trade at a price greater than \$0.65 for a period of 10 trading days, the Corporation may accelerate the expiry date of the warrants.

KAIROS GOLD INC.
Notes to the Consolidated Financial Statements
For the Three Months Ended March 31, 2025

6. Share Capital (continued)

The Corporation paid \$65,250 of cash commissions to qualified non-related parties and issued an aggregate of 326,250 broker warrants. Each broker warrant entitles the holder to acquire one common share at a price of \$0.20 per share for a period of one year from the date of issuance.

- In connection with the acquisition of Minera Kairos on December 4, 2024, the common shares of the Corporation were distributed to the shareholders of LITH on the basis of one Kairos Gold common share for every ten common shares of LITH.

c) Warrants

In connection with the private placement closed during the first quarter of 2025, 3,412,500 Unit warrants and 362,250 broker warrants were issued. Each whole Unit warrant entitles the holder thereof to purchase one common share of the Corporation at a price of \$0.35 per share for a period of 36 months from the date of issuance and each broker warrant entitles the holder to acquire one common share at a price of \$0.20 per share for a period of one year from the date of issuance.

Date of Issuance	Unit Warrants	Broker Warrants
Exercise price of warrants	\$ 0.35	\$ 0.20
# of warrants issued	3,412,500	362,250
# of warrants exercised	-	-
# of warrants expired	-	-
Balance, March 31, 2025	3,412,500	362,250

The fair value of the warrants has been estimated at the date of grant using the Black-Scholes option pricing model on the following assumptions:

	Unit Warrants	Broker Warrants
Dividend yield	0%	0%
Expected volatility	113%	126%
Risk-free interest rate	2.65%	2.67%
Forfeiture rate	0%	0%
Share price – on issuance	\$ 0.24	\$ 0.24
Exercise price	\$ 0.35	\$ 0.20
Term	36 months	12 months
Fair value per warrant	\$ 0.1482	\$ 0.1255

7. Loss per share

For the three months ended March 31, 2025	
Loss for the period	\$ (26,518)
Basic earnings per share is calculated as follows:	
Weighted average number of shares (basic)	
Issued common shares at beginning of period	20,632,767
Effect of share split (Note 6)	2,502,500
Weighted average number of common shares - basic	23,135,267
Loss per share – basic and diluted	\$ (0.00)

KAIROS GOLD INC.
Notes to the Consolidated Financial Statements
For the Three Months Ended March 31, 2025

8. General and Administrative Expenses

For the period three months ended March 31, 2025	
Office and corporate reorganization costs	\$ 10,751
Professional fees	7,243
Regulatory fees	3,324
	\$ 21,829

9. Related Party Transactions

During the period, the following related party transactions occurred:

Three months ended	March 31, 2025
Due to a company related by common officers and directors for funds advanced for general operating expenses	\$ 16,363
Funds advanced by a company related by a common director for an acquisition payment	\$ 398,806

As at March 31, 2025, the related party amounts included in the Consolidated Statement of Financial Position are as follows:

As at	March 31, 2025	December 31, 2024
Due to a company related by common officers and directors for corporate reorganization costs incurred on behalf of the Corporation	\$ 99,551	\$ 82,860
Due from companies, related by common officers and directors, for pre-acquisition (note 4) shared offices expenses in Chile	\$ 207,588	\$ 199,493
Remaining due to a related party for funds advanced for an acquisition payment, included in trade and other payables	\$ 133,304	\$ -

The above transactions were in the normal course of operations and were initially recorded at fair value.

10. Financial Risk Management

The Corporation, as part of its operations, carries financial instruments consisting of cash, accounts payable and other payables and amounts due to/from related parties. It is management's opinion that the Corporation is not exposed to significant credit, interest, or currency risks arising from these financial instruments.

There are no differences in the carrying values and fair values of the Corporation's financial instruments due to short-term maturities and current interest rates.

Foreign currency risk

The Corporation is exposed to the risk of changes in the CAD/USD dollar exchange rate and in the USD/CLP exchange rate for services and geological costs that are denominated in CLP and converted to USD or directly influenced by USD benchmark prices. A hypothetical change of 10% to the foreign exchange rate between CAD/USD and USD/CLP would not have a material impact of the Corporation's loss during the period. At March 31, 2024, the Corporation had CLP\$1,317,489 (CAD\$1,988) on deposit at a Chilean financial institution.

Liquidity risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2025, the Corporation had a cash balance of \$529,917 and working capital in the amount of \$452,471.

KAIROS GOLD INC.
Notes to the Consolidated Financial Statements
For the Three Months Ended March 31, 2025

10. Financial Risk Management *(continued)*

The Corporation's financial liabilities at March 31, 2024 are comprised of \$185,483 of trade and other payables and \$99,551 of amounts due to related parties which are classified as current liabilities in the consolidated statement of financial position.

Interest rate risk

The Corporation has negligible interest rate risk due to its cash balances and no interest bearing debt.

11. Management of Capital

The Corporation's capital currently consists of common shares and its principal source of cash is from the issuance of common shares. The Corporation's objective when managing capital is to safeguard the Corporation's ability to continue as a going concern, such that it can provide returns for shareholders and benefits for other stakeholders, and to have sufficient capital to be able to identify, evaluate and acquire an interest in a business or assets. The Corporation is not subject to any externally imposed capital requirements. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets.

12. Segmented Information

The Corporation reports its financial results as two reportable segments. The Corporation is principally engaged in the acquisition, exploration and development of mineral properties in Chile.

The following table provides the Corporation's key financial data on a geographic basis:

Segment	Canada	Chile	Total
Current assets	\$ 527,929	\$ 209,576	\$ 737,505
Non-current assets	\$ 398,806	\$ 5,291,751	\$ 5,690,557
Current liabilities	\$ (266,332)	\$ (18,702)	\$ (285,035)
Operating expenses	\$ 20,209	\$ 6,310	\$ 26,518
Foreign exchange translation	141,509	(183,936)	(42,427)

13. Subsequent event

Subsequent to the period, the Corporation commenced the second phase of exploration drilling on the Oro Brillante claim that forms part of the Las Garillas property package (see also note 5).