



# Ubique Minerals Limited

*(An Exploration Stage Company)*

## **Condensed Interim Consolidated Financial Statements**

*(expressed in Canadian Dollars)*

*For the three-month periods ended October 31, 2024, and 2023*

### **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

*Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the condensed interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.*

*The accompanying unaudited condensed interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.*

*The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.*

# Ubique Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three-month periods ended October 31, 2024, and 2023

*(unaudited and expressed in Canadian Dollars)*

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**UBIQUE MINERALS LIMITED**  
**Consolidated Statements of Financial Position**  
As at October 31, 2024 and July 31, 2024  
*(in Canadian Dollars)*

	As at October 31, 2024	As at July 31, 2024
<b>CURRENT ASSETS</b>		
Cash	\$ 115	\$ 367
Receivables and prepaids	11,370	13,936
Due from related parties (Note 9)	2,950	4,141
	<b>14,435</b>	<b>18,444</b>
<b>NON-CURRENT ASSETS</b>		
Investments (Note 8)	135,061	225,671
Exploration and evaluation assets (Note 7)	196,129	-
Goodwill (Note 15)	237,730	-
<b>TOTAL ASSETS</b>	<b>\$ 583,355</b>	<b>\$ 244,115</b>
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities (Note 10)	\$ 277,250	\$ 210,735
Due to related parties (Note 9)	501,358	448,518
Deferred flow-through share premium liability (Note 11)	3,957	3,957
	<b>782,565</b>	<b>663,210</b>
<b>NON-CURRENT LIABILITIES</b>		
<b>CONVERTIBLE DEBENTURES INTEREST LIABILITY</b>	<b>188,939</b>	<b>-</b>
	<b>971,504</b>	<b>663,210</b>
<b>SHAREHOLDERS' EQUITY</b>		
Share capital (Note 12)	4,510,937	4,510,937
Reserves (Notes 13,14,15)	968,235	860,318
Deficit (Note 15)	(5,867,711)	(5,790,350)
Non-controlling interest	390	-
	<b>(388,149)</b>	<b>(419,095)</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 583,355</b>	<b>\$ 244,115</b>

*Nature of operations (Note 1)*

*Going concern (Note 2)*

*Subsequent events (Note 16)*

APPROVED BY THE BOARD

/s/ Vihjalmur Vihjalmsson

Director

/s/ Sam Legg

Director

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

## UBIQUE MINERALS LIMITED

### Consolidated Statements of Loss and Comprehensive Loss

For the three-month periods ended October 31, 2024 and 2023

*(in Canadian Dollars)*

	<u>October 31,</u> <u>2024</u>	<u>October 31,</u> <u>2023</u>
Expenses		
Consulting Fees (Note 9)	\$ 48,000	\$ 68,000
Professional fees	3,418	10,107
Investor Relations	8,357	8,333
Listing and filing fees (Note 9)	4,321	4,615
Bank charges	201	127
General expenses	-	59
Insurance	3,064	-
New project evaluation expenses	10,000	-
Unrealized loss/(gain) on investments (Note 8)	-	360,163
Foreign exchange loss/(gain)	-	5,074
	<b>77,361</b>	456,478
Interest income	-	(33)
<b>LOSS AND COMPREHENSIVE LOSS</b>	<b>\$ (77,361)</b>	<b>\$ (456,445)</b>
Weighted average common shares outstanding - basic and diluted	<b>96,590,326</b>	88,029,527
Basic and diluted loss per share	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>

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

**UBIQUE MINERALS LIMITED**  
**Consolidated Statements of Changes in Shareholders' Equity**  
For the three-month periods ended October 31, 2024 and 2023  
*(in Canadian Dollars)*

	Share Capital (Note 12)		Reserves (Notes 13,14,15)				Non-Controlling Interest	Deficit	Total
	Number of Shares	Amount	Shares to be Issued	Share-based Payments	Warrants	Convertible Debentures			
	\$	\$	\$	\$	\$	\$	\$	\$	
<b>Balance at August 1, 2023</b>	<b>86,659,433</b>	<b>3,836,109</b>	<b>96,717</b>	<b>478,901</b>	<b>459,669</b>	-	-	<b>(3,291,427)</b>	<b>1,579,969</b>
Shares issued for property option	3,800,000	380,000	-	-	-	-	-	-	380,000
Shares issued for cash	2,052,709	108,633	(96,717)	-	55,584	-	-	-	67,500
Shares subscriptions	-	-	21,000	-	-	-	-	-	21,000
Shares issued for debt settlement	1,875,000	99,228	-	-	50,772	-	-	-	150,000
Shares issued upon exercise of warrants	200,000	18,359	-	-	(3,359)	-	-	-	15,000
Expiry of warrants	-	-	-	-	(157,254)	-	-	157,254	-
Expiry of broker warrants	-	-	-	-	(19,200)	-	-	19,200	-
Loss for the period	-	-	-	-	-	-	-	(456,445)	(456,445)
<b>Balance at October 31, 2023</b>	<b>94,587,142</b>	<b>4,442,329</b>	<b>21,000</b>	<b>478,901</b>	<b>386,212</b>	-	-	<b>(3,571,418)</b>	<b>1,757,024</b>
Shares issued for cash	325,000	16,798	(21,000)	-	9,202	-	-	-	5,000
Shares issued by flow-through share placement	1,197,500	61,895	-	-	33,905	-	-	-	95,800
Shares issued for debt settlement	480,684	24,845	-	-	13,610	-	-	-	38,455
Share issue costs	-	(30,593)	-	4,068	-	-	-	-	(26,525)
Flow-through premium liability	-	(4,337)	-	-	-	-	-	-	(4,337)
Expiry of options	-	-	-	(65,580)	-	-	-	65,580	-
Loss for the period	-	-	-	-	-	-	-	(2,284,512)	(2,284,512)
<b>Balance at July 31, 2024</b>	<b>96,590,326</b>	<b>4,510,937</b>	-	<b>417,389</b>	<b>442,929</b>	-	-	<b>(5,790,350)</b>	<b>(419,095)</b>
Issuance of convertible debentures	-	-	-	-	-	107,917	-	-	107,917
Non-controlling interest	-	-	-	-	-	-	390	-	390
Loss for the period	-	-	-	-	-	-	-	(77,361)	(77,361)
<b>Balance at July 31, 2024</b>	<b>96,590,326</b>	<b>4,510,937</b>	-	<b>417,389</b>	<b>442,929</b>	<b>107,917</b>	<b>390</b>	<b>(5,867,711)</b>	<b>(388,149)</b>

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

# UBIQUE MINERALS LIMITED

## Consolidated Statements of Cash Flows

for the three-month periods ended October 31, 2024 and 2023

(in Canadian Dollars)

	October 31, 2024	October 31, 2023
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
OPERATING		
Net loss for the period	\$ (77,361)	\$ (456,445)
Non-cash adjustments for:		
Accrued management fees	48,000	53,000
Non-controlling interest on subsidiary	390	-
Goodwill	(237,730)	-
Interest provision on issuance of debentures	188,939	-
Unrealised loss on investment	-	360,163
Consolidation of investment	90,610	-
Foreign exchange (gain) or loss	-	5,074
Net changes in non-cash working capital		
Receivables and prepaid	2,566	(57,887)
Accounts payable and accrued liabilities	66,515	12,847
	<b>81,929</b>	<b>(83,248)</b>
INVESTING		
Expenditures on exploration and evaluation assets	-	(46,108)
Exploration and evaluation assets acquired upon purchase of subsidiary	(196,129)	-
	<b>(196,129)</b>	<b>(46,108)</b>
FINANCING		
Advances from (payments to) related parties	6,031	(45,917)
Shares to be issued	-	21,000
Issuance of shares	-	82,499
Issuance of Convertible Debentures	107,917	-
	<b>113,948</b>	<b>57,582</b>
NET CASH OUTFLOW	<b>(252)</b>	<b>(71,774)</b>
CASH, BEGINNING OF PERIOD	<b>367</b>	<b>100,820</b>
CASH, END OF PERIOD	<b>\$ 115</b>	<b>\$ 29,046</b>

# Ubique Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three-month periods ended October 31, 2024, and 2023

(unaudited and expressed in Canadian Dollars)

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### 1. Nature of operations

Ubique Minerals Limited ("Ubique" or the "Company") was incorporated on September 26, 2012, in the Province of Ontario, Canada and was continued into British Columbia on July 11, 2017. On September 12, 2018, the Company's shares began trading on the Canadian Securities Exchange under the symbol UBQ. On August 3, 2022, Ubique incorporated Ubique Zinc Corp. ("UZC"), an Ontario Corporation, as a wholly owned subsidiary of the Company. On March 7, 2023, Ubique incorporated Ubique Energy Ltd. ("UBE"), an Ontario Corporation, as a wholly owned subsidiary of the Company. On March 28, 2023, the Company's shares began trading under a secondary listing, on the Frankfurt Stock Exchange under the symbol 2UM.

The Company's primary business is the acquisition and evaluation of mineral exploration assets and is in the exploration stage.

The head office of the Company is located at 100 King Street West, Suite 5700, Toronto, Ontario M5X 1C7.

### 2. Going concern assumption

These financial statements have been prepared on the basis of accounting principles applicable to a going concern under International Financial Reporting Standards ("IFRS"). The use of these principles under IFRS assumes that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge its liabilities in the normal course of operations. The Company has not yet determined whether its exploration and evaluation assets contain economically recoverable ore reserves. The recovery of the amounts comprising exploration and evaluation assets are dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete the exploration and development of those reserves and upon future profitable production. As an exploration stage Company that has yet to commence active operations; it incurs operating losses, which casts significant doubt about the Company's ability to continue as a going concern.

There is no assurance that the Company will be able to obtain the external financing necessary to complete the development of its business objectives. The Company has no proven history of profitability, which casts doubt as to whether the Company will be able to continue as a going concern should it not be able to obtain the necessary financing to fund working capital and capital expenditures. The ability of the Company to arrange such financing in the future depends in part upon the prevailing capital market conditions as well as the business performance of the Company. If additional financing is raised by the issuance of shares from the treasury of the Company, existing shareholders may have their interest diluted. If adequate financing is not available, the Company may be required to terminate its operations.

As at October 31, 2024, the Company has yet to generate revenues from operations and has an accumulated deficit of \$5,867,711. In assessing whether the going concern assumption is appropriate, management considers all available information about the future, which is at least, but not limited to, twelve months from the end of the reporting period. Management is aware, in making its assessment, of uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern that these uncertainties are material and, therefore, that it may be unable to realize its assets and discharge its liabilities in the normal course of business. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore to realize its assets and discharge its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements. These adjustments could be material.

### 3. Statement of compliance and basis of presentation

#### (a) Statement of compliance

The Company applies IFRS as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim financial statements have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. Accordingly, they do not include all the information required for full annual financial statements required by IFRS as issued by the IASB. The financial statements were approved by the Board of Directors on June 30, 2025. The same accounting policies and methods of computation have been followed in these unaudited condensed interim financial statements as were followed in the most recent annual financial statements as at and for the three-month period ended October 31, 2024.

**Ubique Minerals Ltd.** *(An Exploration Stage Company)*  
**Notes to the Condensed Interim Consolidated Financial Statements**  
For the three-month periods ended October 31, 2024, and 2023  
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**3. Statement of compliance and basis of presentation (continued)**

**(b) Basis of presentation**

These consolidated financial statements have been prepared on a going concern basis, under the historical cost convention, except for certain financial instruments which may be measured at fair value in subsequent periods and have been prepared using the accrual basis of accounting except for cash flow information.

**(c) Functional and presentation currency**

The consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency.

**(d) Use of estimates and critical judgments**

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 financial statements and the reported revenues and expenses during the reporting period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may 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 limited to, the following:

(i) Going concern

Going concern assumption - going concern presentation of the financial statements 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 as they come due. See **Note 2**.

(ii) Impairment indicators for exploration and evaluation assets

Management reviews its exploration and evaluation for indicators of impairment. Whether or not impairment indicators exist is inherently judgement. See **Note 4**.

(iii) Valuation of share-based compensation

The Company uses the Black-Scholes Pricing Model for valuation of share-based compensation. Option pricing models require the input of subjective assumptions including expected price volatility, interest rate, and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

(iv) Investments

Management must rely on various sources of information including the performance of the investees assets, general industry trends, and other factors when estimating the fair value of investments in private companies. Management must also use judgement in determining if it has control or significant influence over its investees.

**4. Significant accounting policies**

These consolidated financial statements have been prepared by management in accordance with IFRS and IFRIC. Outlined below are those policies considered particularly significant:

**Basis of consolidation**

The consolidated financial statements include the accounts of the Company, and its two wholly owned subsidiaries, UZC and UBE. Intra-group balances and transactions are eliminated on consolidation.

# Ubique Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three-month periods ended October 31, 2024, and 2023

(unaudited and expressed in Canadian Dollars)

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### 4. Significant accounting policies (continued)

#### Exploration and evaluation assets

The Company capitalizes all exploration and evaluation costs that result in the acquisition and retention of resource properties or an interest therein. The amount shown for mineral rights represents costs to date, including acquisition, maintenance, exploration, salaries based on time spent, and management fees. All costs incurred prior to obtaining the legal right to explore are expensed as incurred.

Mining rights shall be assessed for impairment when facts and circumstances suggest that the carrying amount of the mining rights may exceed its recoverable amount. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). The Company estimates the recoverable amount of each asset or cash-generating unit ("CGU"), on the basis of areas of interest. Management groups mineral claims that are contiguous and specific to an area that encompasses the same prospective minerals, into one area of interest and assigns a name to this mineral property. Each named mineral property is considered an area of interest and a CGU.

Although not an exhaustive list, one or more of the following facts and circumstances indicate that a specific CGU should be tested for impairment:

- The period for which the entity has the right to explore in the specific area has expired during the financial statement period or will expire in the near future and is not expected to be renewed.
- Substantive expenditures on further exploration for, and evaluation of, mineral resources in the specific area is neither budgeted nor planned.
- Exploration for and evaluation of mineral resources in the specific area has 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.
- Sufficient data exists 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 sale.

Recoverable amount is the higher of fair value less disposal costs 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 current market assessments of the time value of money and the risks specific to the asset.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as 'mines under construction'. Mining rights are also tested for impairment before the assets are transferred to development properties.

#### Income taxes

Income tax expense consisting of current and deferred tax expense is recognized in the statement of loss and comprehensive loss. 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 regard to previous years.

Deferred income taxes are provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

- Deferred income tax liabilities are recognized for all taxable temporary differences, except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- Taxable temporary differences associated with investments in associates and interests in joint ventures, where the timing in the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized.

**Ubique Minerals Ltd.** *(An Exploration Stage Company)*  
**Notes to the Condensed Interim Consolidated Financial Statements**  
For the three-month periods ended October 31, 2024, and 2023  
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**4. Significant accounting policies (continued)**

The carrying amount of deferred income tax assets is reviewed at each reporting date of the statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Unrecognized deferred income tax assets are reassessed at each reporting date of the statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is expected to be realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position. Deferred income taxes relating to items recognized directly in equity are recognized in equity and not in the statement of comprehensive income.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

**Flow-through shares**

On the issuance of flow-through shares, any premium received in excess of the market price of the Company's common shares is initially recorded as a liability ("flow-through premium liability"). Provided that the Company has renounced the related expenditures, or that there is a reasonable expectation that it will do so, the flow-through premium liability is reduced on a pro-rata basis as the expenditures are incurred. If such expenditures are capitalized, a deferred tax liability is recognized. To the extent that the Company has suitable unrecognized deductible temporary differences, an offsetting recovery of deferred income taxes would be recorded.

**Units Issued in Private Placements**

The Company has adopted a relative fair value method with respect to the measurement of shares and warrants issued as private placement units. The proceeds from private placements are allocated on a relative fair value between the common shares and warrants. The fair value attributed warrants is recorded in warrant reserve within equity. If the warrants are converted, the consideration paid, along with the amount previously recognized in warrant reserve, is recorded as an increase to share capital.

**Equity Settled Transactions**

The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled and vested, ending on the date on which the relevant employees become fully entitled to the award ("the vesting period or date"). The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share-based compensation reserve.

When the share-based payment arrangement has been cancelled or the terms have expired the fair value assigned to the share-based payment arrangement is transferred to deficit.

**Provisions**

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. The amount of a provision is the best estimate of the consideration at the end of the reporting period. Provisions measured using estimated cash flows required to settle the obligation are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

# Ubique Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three-month periods ended October 31, 2024, and 2023

(unaudited and expressed in Canadian Dollars)

### 4. Significant accounting policies (continued)

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The Company has no material Provisions as at October 31, 2024.

#### Loss Per Share

Loss per share is calculated based on the weighted average number of common shares issued and outstanding during the period. In the years when the Company reports a net loss, the effect of potential issuances of common shares are anti-dilutive, therefore, basic and fully diluted loss per common share is the same. The diluted loss per share reflects the potential dilution of common share equivalents, such as the conversion of outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. The treasury stock method is used for the assumed proceeds upon exercise of the options and warrants.

The Company follows IFRS 9 Financial instruments: Classification and Measurement. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

The following table shows the classification of the Company's financial instruments under IFRS 9:

<b>Financial assets/liabilities</b>	<b>Classification IFRS 9</b>
Cash	Amortized cost
Due from related parties	Amortized cost
Investments	FVTPL
Accounts payable and other liabilities	Amortized cost
Due to related parties	Amortized cost
Convertible notes	FVTPL

#### Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed.

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

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

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

#### Impairment of financial assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

**Ubique Minerals Ltd.** (An Exploration Stage Company)  
**Notes to the Condensed Interim Consolidated Financial Statements**  
For the three-month periods ended October 31, 2024, and 2023  
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**4. Significant accounting policies (continued)**

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

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

**Financial instruments**

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

Financial instruments recorded at fair value

Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: Valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company's investment in the common shares of GreenBank Capital Inc. (**Note 8**) is considered Level 1 in the hierarchy. The Company's investment in the common shares of Resource 500 V Ltd (**Note 8**) is considered Level 2 in the hierarchy.

**Future accounting policies**

In April 2024, the IASB issued IFRS 18, *Presentation and Disclosures in Financial Statements*, to replace IAS 1, *Presentation of Financial Statements*, effective January 1, 2027, with early adoption permitted. The new standard is aimed to set out overall requirements for presentation and disclosures in the financial statements. Management is reviewing the impact the standard will have on the consolidated financial statements.

In May 2024, the IASB issued amendments to IFRS 9, *Financial Instruments*, and IFRS 7, *Financial Instruments: Disclosures* to address the classification and measurement of financial instruments, with an emphasis to clarify the date of recognition and derecognition of financial asset and liabilities, effective January 1, 2026, with early adoption permitted. Management is reviewing the impact of these amendments, but they are not expected to have a material impact on the consolidated financial statements.

# Ubique Minerals Ltd.

## Notes to the Condensed Interim Consolidated Financial Statements

For the three-month periods ended October 31, 2024, and 2023

(unaudited and expressed in Canadian Dollars)

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### 5. Financial Risk Management

#### Financial Risk Management Objectives and Policies

The Company is exposed to various financial risks resulting from its operations. The Company's management, with the Board of Directors oversight, manages financial risks. Where material, these risks will be reviewed and monitored by the Board of Directors. The Company does not enter into financial instrument agreements including derivative financial instruments for speculative purposes.

#### Financial Risks

The Company's main financial risk exposure and its financial risk management policies are as follows:

##### ***Credit risk***

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The credit risk is limited to the carrying value amount carried on the statement of financial position. The Company's primary exposure to credit risk is on its cash which is considered low risk as it is held at high quality financial institutions.

##### ***Market and other risk***

Market risk is the risk of uncertainty arising primarily from possible movements in the market in which the Company is in and their impact on the future economic viability of the Company's operation and ability of the Company to raise capital. These market risks are evaluated by monitoring changes in key economic indicators and market information on an on-going basis and adjusting operating and budgets accordingly.

##### ***Liquidity risk***

Liquidity risk is the risk the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. Currently, the Company does not have sufficient funds and will require financing to carry out its operating objectives and meet general and administrative expenses for the next twelve months.

### 6. Capital Management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, to ensure it continues as a going concern. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's managements to sustain future development of the business.

The Company defines its capital as its shareholders' equity. The Company will require additional financing to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company's capital management objectives, policies and processes have remained unchanged during the three-month period ended October 31, 2024. The Company is not subject to any capital requirements imposed by a lending institution.

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**7. Exploration and Evaluation Assets**

The following table summarizes the exploration expenditures incurred on each of the Company's mineral properties:

	<u>Daniel's Harbour</u>	<u>Namibia</u>	<u>Total</u>
<b>At July 31, 2023</b>	<b>\$ 1,210,926</b>	<b>\$ -</b>	<b>\$ 1,210,926</b>
Expenditures			
Acquisition	380,000	-	<b>380,000</b>
Exploration	72,452	-	<b>72,452</b>
Total Expenditures	452,452	-	<b>452,452</b>
Property write-down	(1,663,378)	-	<b>(1,663,378)</b>
<b>At July 31, 2024</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
Expenditures			
Acquisition	-	196,129	<b>196,129</b>
Total Expenditures	-	196,129	<b>196,129</b>
<b>At October 31, 2024</b>	<b>\$ -</b>	<b>\$ 196,129</b>	<b>\$ 196,129</b>

*Daniel's Harbour*

During the year ended July 31, 2024, the Company chose to abandon exploration on its Daniel's Harbour property in Newfoundland.

*Namibia*

During the three-month period ended October 31, 2024, the Company acquired a controlling interest (99.74%) of R500. The value of the Namibia property reflects the capitalized value of the property at the time of acquisition. (see Notes 8 and 15).

**8. Investments**

The following is a continuity of values of investments for the period covered by these statements:

	<u>GBC</u>	<u>R500</u>	<u>Total</u>
<b>Balance at July 31, 2023</b>	<b>\$ 630,285</b>	<b>\$ 289,930</b>	<b>\$ 920,215</b>
Change in value during the year	(495,224)	(208,183)	(703,407)
Foreign exchange effect	-	8,863	8,863
<b>Balance at July 31, 2024</b>	<b>135,061</b>	<b>90,610</b>	<b>225,671</b>
Investment changed to subsidiary	-	(90,610)	(90,610)
<b>Balance at October 31, 2024</b>	<b>\$ 135,061</b>	<b>\$ -</b>	<b>\$ 135,061</b>

The Company's investment in marketable securities consists of 9,004,066 common shares of GreenBank Capital Inc. (CSE:GBC), representing 7.14% of the total outstanding common shares of GBC. This investment has been marked to market at \$0.015 per share, the last traded market price on October 31, 2024 (July 31, 2024 - \$0.015 per share) with a fair value of \$135,061 (July 31, 2024 - \$135,061).

At October 31, 2024, GBC owned approximately 19.65% of the Company.

During the three-month period ended October 31, 2024, the Company acquired a controlling interest (99.74%) of R500. The value of the Namibia property reflects the capitalized value of the property at the time of acquisition. (see Notes 7 and 15). As a result, R500 is now a consolidated subsidiary of the Company and is no longer accounted for as an investment.

# Ubique Minerals Ltd.

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### 9. Related party transactions and disclosures

At October 31, 2024, the due from related parties' amount of \$2,950 (July 31, 2024 - \$4,141) was comprised of amounts advanced to an officer for business expenses and a cash advance to a related company. These amounts are unsecured, non-interest bearing and due on demand.

At October 31, 2024, the due to related parties' amount of \$501,358 (July 31, 2024 - \$448,518) was comprised of amounts due to a company controlled by a director, and to directors and officers of the Company. These amounts are unsecured, non-interest bearing and due on demand.

During the three-month period ended October 31, 2024, the Company incurred consulting fees to directors in the amount of \$48,000 (2023 - \$53,000), for key management compensation.

### 10. Accounts Payable and Accrued Liabilities

The following table summarizes the composition of the amounts of Accounts payable and accrued liabilities at October 31 and July 31, 2024:

	October 31, 2024	July 31, 2024
Accounts payable	\$ 242,250	\$ 175,735
Accrued liabilities	35,000	34,999
<b>Total</b>	<b>\$ 277,250</b>	<b>\$ 210,734</b>

### 11. Flow-through premium liability

This amount represents the deferred flow-through premium liability recognized on flow-through share issuances that will be recorded as other income as the flow-through funds raised are expended on exploration.

The following is a continuity of the flow-through premium liability:

<b>Balance at July 31, 2023</b>	<b>\$ -</b>
Additions to the flow-through premium liability	4,337
Settlement through qualified expenditures	(380)
<b>Balance at July 31, 2024</b>	<b>\$ 3,957</b>
- no activity -	-
<b>Balance at October 31, 2024</b>	<b>\$ 3,957</b>

### 12. Share capital

#### a) Authorized share capital

The Company is authorized to issue an unlimited number of common shares. The common shares have no par value.

#### b) Common shares

At October 31, 2024, the Company had 96,590,326 common shares (July 31, 2024 – 96,590,326) issued and outstanding.

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**13. Share based payments**

The Company has a stock option plan (the "**Plan**"), the purpose of which is to attract, retain and compensate qualified persons as directors, senior officers and employees of, and consultants to the Company by providing such persons with the opportunity, through share options, to acquire an increased proprietary interest in the Company. The number of shares reserved under the Plan cannot be more than a maximum of 10% of the issued and outstanding shares at the time of any grant of options. The period for exercising an option shall not extend beyond a period of ten years following the date the option is granted. The exercise price of options granted under the Plan shall be as determined by the Board of Directors when such option is granted.

During the three-month period ended October 31, 2024, no options were granted, expired or were exercised.

The following table reflects the stock options outstanding and exercisable as of October 31, 2024:

Expiry date	Weighted average exercise price (\$)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
August 11, 2025	0.15	0.78	3,400,000	3,400,000
	0.15	0.78	3,400,000	3,400,000

**14. Warrants**

Details of warrant transactions for the three-month period ended October 31, 2024, are as follows:

	Number of warrants	Weighted average exercise price (\$)
<b>Balance, July 31, 2023</b>	<b>15,968,282</b>	<b>0.121</b>
Issued <sup>(1)</sup>	6,031,693	0.146
Exercised <sup>(2)</sup>	(200,000)	0.075
Expired <sup>(3)</sup>	(9,844,007)	0.075
<b>Balance, July 31, 2024</b>	<b>11,955,968</b>	<b>0.173</b>
- No activity-	-	-
<b>Balance, October 31, 2024</b>	<b>11,955,968</b>	<b>0.173</b>

<sup>(1)</sup> On August 24, 2023, the Company closed a non-brokered private placement that comprised 3,927,709 warrants. An estimated fair value of \$198,435 was allocated to the warrant reserve on account of 3,927,709 warrants issued.

On December 27, 2023, the Company closed a non-brokered private placement that comprised 2,003,184 warrants. An estimated fair value of \$92,613 was allocated to the warrant reserve on account of 2,003,184 warrants issued.

<sup>(2)</sup> On August 10, 2023, the Company issued 200,000 common shares on the exercise of warrants by a shareholder.

<sup>(3)</sup> On August 13, 2023, 9,364,007 warrants and 480,000 finder's warrants expired unexercised and the company reallocated \$176,454 to deficit.

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### 4. Warrants (continued)

Details of the warrants outstanding and their recorded values, At October 31, 2024, are as follows:

Expiry date	Weighted average exercise price (\$)	Number of warrants	Issue date fair value (\$)
Series F: 24 months from issuance (December 7, 2024) <sup>(1)</sup>	0.20	5,864,009	299,057
Series G: 24 months from issuance (August 23, 2025) <sup>(2)</sup>	0.15	3,927,709	106,356
Series H1: 24 months from issuance (December 27, 2025) <sup>(3)</sup>	0.15	1,197,500	33,905
Series H2: 24 months from issuance (December 27, 2025) <sup>(4)</sup>	0.12	805,684	22,811
	<b>0.17</b>	<b>11,794,902</b>	<b>462,129</b>
Finders' warrants (F): 24 months from issuance (December 7, 2024) <sup>(1)</sup>	0.20	60,266	5,954
Finders' warrants (H1): 24 months from issuance (December 27, 2025) <sup>(3)</sup>	0.15	95,800	3,849
Finders' warrants (H2): 24 months from issuance (December 27, 2025) <sup>(4)</sup>	0.12	5,000	219
	<b>0.20</b>	<b>161,066</b>	<b>10,022</b>

(1) The fair value of the Series F warrants was determined using the Black-Scholes valuation model using the following assumptions:

- Risk free rate: 3.74%;
- Expected life: 2 years;
- Expected volatility: 130.85% based on historical trends;
- Forfeiture rate: nil;
- Expected dividend yield: 0%; and
- Share price (underlying): \$0.16
- Exercise price: \$0.20

(2) The fair value of the Series G warrants was determined using the Black-Scholes valuation model using the following assumptions:

- Risk free rate: 4.78%;
- Expected life: 2 years;
- Expected volatility: 113.82% based on historical trends;
- Forfeiture rate: nil;
- Expected dividend yield: 0%; and
- Share price (underlying): \$0.10
- Exercise price: \$0.15

(3) The fair value of the Series H1 warrants was determined using the Black-Scholes valuation model using the following assumptions:

- Risk free rate: 4.07%;
- Expected life: 2 years;
- Expected volatility: 122% based on historical trends;
- Forfeiture rate: nil;
- Expected dividend yield: 0%; and
- Share price (underlying): \$0.08
- Exercise price: \$0.15

(4) The fair value of the Series H1 warrants was determined using the Black-Scholes valuation model using the following assumptions:

- Risk free rate: 4.07%;
- Expected life: 2 years;
- Expected volatility: 122% based on historical trends;
- Forfeiture rate: nil;
- Expected dividend yield: 0%; and
- Share price (underlying): \$0.08
- Exercise price: \$0.12

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**15. Convertible Debentures**

On October 28, 2024, and through a series of share purchase agreements, the Company acquired a further 1,746 of the outstanding shares of Resource 500 V Ltd. The Company now holds 2,279 out of 2,285 total shares outstanding (a 99.74% stake).

As consideration for the shares, the Company issued mandatory convertible debentures with a principal amount of \$1,497,434. The debentures are split into three tranches, each with a 36-month life. All debentures will accrue interest on the principal of 6% per annum until conversion. Each tranche is convertible to shares in the Company at different conversion prices:

1. \$349,402 at \$0.10/share;
2. \$506,274 at \$0.15/share; and
3. \$641,758 at \$0.030/share

The debentures are convertible at the option of the debenture holder. If they have not yet been converted, they will convert on their maturity dates.

*Valuation of debentures*

The valuation of the debentures was adjusted by firstly assuming a full conversion at the time of issuance and valuation of the resultant shares which would be received at the prevailing market price of \$0.02. The result was then adjusted using the DLOM Chaffee Model using a volatility rate of 131%. As a result, the value of the debentures was calculated to be \$107,917.

An interest liability was then calculated on the expected interest payments over the full life of the debentures. A discount rate of 20% was used and the value of the liability was calculated to be \$188,939.

The sum of the two values, \$296,856, was considered the cost to the Company of the 1,746-share purchase. Consequently, the carrying value of the newly classified subsidiary was \$387,466.

*Consolidation*

For consolidation purposes, the carrying value was allocated at the book values of R500 as follows:

	<b>DR</b>	<b>CR</b>
Receivables and prepaids	\$ 1,021	
Due from related parties		1,191
Exploration and evaluation assets	196,129	
Accounts payable and accrued liabilities		45,833
Non-controlling interest		390

The difference between the sum of these amounts and the carrying value of R500 of \$237,730 was recorded as goodwill.

The non-controlling interest represents the 6 of 2,285 shares (0.26%) of R500 that the Company does not hold. Going forward, the share of R500's period profit and loss will be recorded in equity.

**16. Subsequent events**

None